

THIS CIRCULAR TO SHAREHOLDERS OF ZEN TECH INTERNATIONAL BERHAD (“ZTIB” OR THE “COMPANY”) (“CIRCULAR”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular has been reviewed by TA Securities Holdings Berhad as the Principal Adviser to ZTIB for the Proposed Share Capital Reduction (as defined herein).



**ZEN TECH
INTERNATIONAL
BERHAD**

ZEN TECH INTERNATIONAL BERHAD
(Registration No.: 200401027289 (665797-D))
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO THE
PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF ZTIB PURSUANT TO SECTION
117 OF THE COMPANIES ACT 2016 (“PROPOSED SHARE CAPITAL REDUCTION”)**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

TA SECURITIES

AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD
(Registration No.: 197301001467 (14948-M))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of EGM (as defined herein) and the Form of Proxy are enclosed in this Circular. The EGM will be held as follows:

Venue of the EGM	:	Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Day, date and time of the EGM	:	Friday, 26 June 2026 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 20 th AGM (as defined herein) which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof
Last day, date and time for lodging the Form of Proxy	:	Wednesday, 24 June 2026 at 11:30 a.m.

As a shareholder who is entitled to attend and vote at the EGM, you are entitled to appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, the Form of Proxy must be deposited with our Company's Share Registrar, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding of the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating and voting in person at the EGM should you subsequently wish to do so and in such an event, the Form of Proxy shall be deemed to have been revoked.

This Circular is dated 4 June 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular and the accompanying appendices:

3M-FPE	:	3-month financial period ended 31 March
18M-FPE	:	18-month financial period ended 31 December
ACE Market	:	ACE Market of Bursa Securities
Act	:	Companies Act 2016
AGM	:	Annual general meeting of our Company
Board	:	Board of Directors of our Company
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
Circular	:	This circular to shareholders of our Company dated 4 June 2026 in relation to the Proposed Share Capital Reduction
Constitution	:	Constitution of our Company
Director	:	A natural person who holds a directorship in our Company, whether in an executive or non-executive capacity, and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
EGM	:	Extraordinary general meeting of our Company
EPS	:	Earnings per share
ESOS	:	Employees' share option scheme
ESOS Option(s)	:	Options granted under our Company's existing ESOS
FYE(s)	:	Financial year(s) ended/ending 30 June, as the case may be
LAT	:	Loss after tax attributable to owners of our Company
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
LPD	:	19 May 2026, being the latest practicable date prior to the date of this Circular
LPS	:	Loss per Share
NA	:	Net assets
Placement Shares	:	Up to 376,132,900 new Shares to be issued pursuant to the Private Placement 2026

DEFINITIONS (Cont'd)

Private Placement 2026	:	At our 19 th AGM held on 29 November 2024, we had obtained the approval from our shareholders pursuant to Sections 75 and 76 of the Act for the directors to allot and issue new shares at any time, to such persons, firms or corporations, upon such terms and conditions and for such purposes as the directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10.00% of the issued share capital of our Company for the time being (“ General Mandate ”). The said authority shall continue to be in force, unless revoked or varied by our Company at a general meeting, until the conclusion of our next AGM. On 14 May 2026, TA Securities, on behalf of our Board, had announced that our Company proposes to undertake the private placement of the Placement Shares, representing up to 10.00% of the total number of issued Shares (excluding treasury shares, if any) pursuant to the General Mandate
Proposed Share Capital Reduction	:	Proposed reduction of the issued share capital of our Company pursuant to Section 117 of the Act
Record of Depositors	:	A record of securities holders established by Bursa Depository under the Rules of Bursa Depository pursuant to the Securities Industry (Central Depositories) Act 1991
TA Securities or Principal Adviser	:	TA Securities Holdings Berhad (Registration No.: 197301001467 (14948-M))
ZTIB or Company	:	Zen Tech International Berhad (Registration No.: 200401027289 (665797-D))
ZTIB Group or Group	:	Our Company and our subsidiaries, collectively
ZTIB Shares or Shares	:	Ordinary shares in our Company

CURRENCIES

RM and sen	:	Ringgit Malaysia and sen
USD	:	United States Dollar

All references to “we”, “us”, “our” and “ourselves” in this Circular, if any, shall mean ZTIB or where the context requires, our Group.

References to “you” or “your” are to the shareholders of our Company, unless the context otherwise requires.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations, enactments or rules of the stock exchange is a reference to such statutes, rules, regulations, enactments or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

DEFINITIONS (Cont'd)

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time of day and date, unless otherwise stated.

Any discrepancy in the figures included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Group's plans and objectives will be achieved.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY SETS OUT THE SALIENT INFORMATION ON THE PROPOSED SHARE CAPITAL REDUCTION. PLEASE READ THIS CIRCULAR (INCLUDING ITS APPENDICES) CAREFULLY FOR FURTHER DETAILS ON THE PROPOSED SHARE CAPITAL REDUCTION BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT OUR FORTHCOMING EGM.

Summary of the Proposed Share Capital Reduction	<p>The Proposed Share Capital Reduction entails the reduction of our Company's issued share capital pursuant to Section 117 of the Act via cancellation of our Company's issued share capital of RM65.00 million which is lost or unrepresented by available assets. The corresponding credit of RM65.00 million arising from such cancellation will be utilised to set-off the accumulated losses of our Company.</p> <p>Please refer to Section 2 of this Circular for further information.</p>
Rationale for the Proposed Share Capital Reduction	<p>The Proposed Share Capital Reduction will enable our Company to rationalise our financial positions by eliminating our Company's accumulated losses via the cancellation of issued share capital which is lost or unrepresented by available assets and to better reflect the value of the underlying assets and financial position of our Company and our Group. In addition, the elimination of the accumulated losses pursuant to the Proposed Share Capital Reduction is expected to enhance our Group's credibility with our customers, financiers, suppliers and investors through improved presentation of our Group's financial position with the removal of our Group's historical losses.</p> <p>Please refer to Section 3 of this Circular for further information.</p>
Approval required	<p>The Proposed Share Capital Reduction is subject to the approval being obtained from the shareholders of our Company at our forthcoming EGM.</p> <p>Please refer to Section 5 of this Circular for further information.</p>
Conditionality	<p>The Proposed Share Capital Reduction is not conditional or inter-conditional upon any other corporate proposal undertaken or to be undertaken our Company.</p> <p>Please refer to Section 6 of this Circular for further information.</p>
Directors' recommendation	<p>Our Board recommends that you vote IN FAVOUR of the resolution pertaining to the Proposed Share Capital Reduction to be tabled at our forthcoming EGM.</p> <p>Please refer to Section 9 of this Circular for further information.</p>

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ZEN TECH INTERNATIONAL BERHAD
(Registration No.: 200401027289 (665797-D))
(Incorporated in Malaysia)

Registered Office:

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

4 June 2026

Board of Directors

Siva Kumar A/L Kalugasalam (*Executive Director*)
YBhg Dato' Zhang Li (*Executive Director*)
Chow Hung Kee (*Executive Director*)
Edwin Silvester Das (*Senior Independent Non-Executive Director*)
Zhang Yang (*Non-Independent and Non-Executive Director*)
Wong Kok Fong (*Independent Non-Executive Director*)
Dato' Zaidi bin Mat Isa @ Hashim (*Independent Non-Executive Director*)

To: The shareholders of our Company

Dear Sir/Madam,

PROPOSED SHARE CAPITAL REDUCTION

1. INTRODUCTION

On 14 May 2026, TA Securities had, on behalf of our Board, announced that our Company proposes to undertake the Private Placement 2026 and Proposed Share Capital Reduction.

At our 19th AGM held on 29 November 2024, we had obtained the approval from our shareholders pursuant to Sections 75 and 76 of the Act for the directors to allot and issue new shares at any time, to such persons, firms or corporations, upon such terms and conditions and for such purposes as the directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10.00% of the issued share capital of our Company for the time being. The said authority shall continue to be in force, unless revoked or varied by our Company at a general meeting, until the conclusion of our next AGM. Barring unforeseen circumstances, the Private Placement 2026 may be undertaken in accordance with the existing General Mandate or a new mandate to be obtained at our Company's next AGM. Our 20th AGM is scheduled to be held on 26 June 2026 which also include a resolution to renew the General Mandate or a new general mandate to be obtained at our Company's next AGM. In the event the Private Placement 2026 is to be undertaken after the 20th AGM, we will ensure that the General Mandate has been duly renewed.

On 19 May 2026, TA Securities had, on behalf of our Board, announced that the additional listing application for the Private Placement 2026 has been submitted to Bursa Securities. For avoidance of doubt, subject to the approval from Bursa Securities being obtained, our Company expects to complete the Private Placement 2026 prior to the completion of the Proposed Share Capital Reduction.

Further details of the Proposed Share Capital Reduction are set out in **Section 2** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHARE CAPITAL REDUCTION, TO SET OUT THE VIEWS AND RECOMMENDATIONS OF OUR BOARD AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR (INCLUDING THE APPENDICES) CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CAPITAL REDUCTION TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction entails the reduction of our Company's issued share capital pursuant to Section 117 of the Act via cancellation of our Company's issued share capital of RM65.00 million which is lost or unrepresented by available assets. The corresponding credit of RM65.00 million arising from such cancellation will be utilised to set-off the accumulated losses of our Company, while any remaining balance will be credited to the retained earnings of our Company, which shall be used in a manner to be determined by our Board at a later date and in the best interests of our Company, as permitted by the relevant and applicable laws as well as the Listing Requirements. Our Board has determined the amount of RM65.00 million for the Proposed Share Capital Reduction to eliminate the accumulated losses from our Company's books, after taking into consideration our Company's accumulated losses of RM49.19 million as at 31 December 2025 and estimated expenses for the Private Placement 2026 and Proposed Share Capital Reduction of RM0.37 million. Our Board does not intend to create an excessive balance being credited to the retained earnings as a result of the Proposed Share Capital Reduction. Barring unforeseen circumstances and depending on our Group's financial performance moving forward, there is no assurance that our Group will remain with any retained earnings after the completion of the Proposed Share Capital Reduction in the event of any further LAT incurred by our Group for subsequent financial periods and/or years after 31 March 2026.

As at the LPD, our Company:

- (i) does not have any treasury shares;
- (ii) has an issued share capital of RM88,771,796 comprising 3,137,450,287 Shares; and
- (iii) has 623,879,694 outstanding ESOS Options granted under our Company's existing ESOS.

For illustration purposes, the Proposed Share Capital Reduction shall have the following effects:

	(Audited)		(Unaudited)	
	As at 31 December 2025		As at 31 March 2026	
	Company level	Group level	Company level	Group level
	RM'000	RM'000	RM'000	RM'000
Accumulated losses	(49,188)	(47,959)	(47,107)	(46,539)
Add: Credit arising from the Proposed Share Capital Reduction	65,000	65,000	65,000	65,000
Less: Estimated expenses for the Private Placement 2026 and Proposed Share Capital Reduction ⁽¹⁾	(370)	(370)	(370)	(370)
Resultant retained earnings	15,442	16,671	17,523	18,091

Note:

- (1) *Mainly consist of professional fees, fee to authorities, estimated placement fee, printing and advertisement as well as other incidental expenses in connection with the Private Placement 2026 and Proposed Share Capital Reduction.*

Our Group's accumulated losses of approximately RM47.96 million as at 31 December 2025 were mainly due to the losses incurred by our Group over the past financial years. Further, our Group recorded accumulated losses of approximately RM46.54 million as at 31 March 2026. The summary and commentaries of the financial information of our Group for the audited FYE 2023, FYE 2024 and 18M-FPE 2025 as well as the unaudited 3M-FPE 2026 are set out in **Appendix I** of this Circular.

Subject to the approval of the Proposed Share Capital Reduction by our shareholders at our forthcoming EGM by way of special resolution, our Company will send a notice to the Director General of the Inland Revenue Board of Malaysia and the Registrar of Companies within 7 days of the date of the special resolution for the Proposed Share Capital Reduction in accordance with Section 117(1)(a) of the Act. Pursuant to Section 117(4) of the Act, our Company need not to meet the solvency requirements, as the Proposed Share Capital Reduction is undertaken solely by way of cancellation of the paid-up share capital which is lost or unrepresented by available assets.

If no application for cancellation of the special resolution is made under Section 118(2) of the Act for the Proposed Share Capital Reduction to take effect, our Company shall lodge with the Registrar of Companies after the end of 6 weeks, and before the end of 8 weeks, from the date of the special resolution, the relevant documents as prescribed in accordance with Section 119(1) of the Act. The Proposed Share Capital Reduction will take effect when the Registrar of Companies has recorded the information lodged in the appropriate register in accordance with Section 119(3) of the Act. Our Company will make an immediate announcement on Bursa Securities on the effective date of the Proposed Share Capital Reduction.

For the avoidance of doubt, the Proposed Share Capital Reduction will not result in:

- (i) any adjustments to the share price of ZTIB Shares;
- (ii) any changes in the total number of ZTIB Shares in issue or the number of ZTIB Shares held by our Company's shareholders;
- (iii) any changes in total number or option price of the outstanding ESOS Options granted by ZTIB;
- (iv) any payment to our Company's shareholders; and
- (v) any cash outflow or change in the NA of our Group, save for the estimated expenses to be incurred in relation to the Proposed Share Capital Reduction.

3. RATIONALE FOR THE PROPOSED SHARE CAPITAL REDUCTION

The Proposed Share Capital Reduction will enable our Company to rationalise our financial positions by eliminating our Company's accumulated losses via the cancellation of issued share capital which is lost or unrepresented by available assets and to better reflect the value of the underlying assets and financial position of our Company and our Group.

It will also enhance our Company's ability to declare and pay dividends out of our retained earnings in the future, as and when appropriate and when our Company returns to profitability. In addition, the elimination of the accumulated losses pursuant to the Proposed Share Capital Reduction is expected to enhance our Group's credibility with our customers, financiers, suppliers and investors through improved presentation of our Group's financial position with the removal of our Group's historical losses.

4. EFFECTS OF THE PROPOSED SHARE CAPITAL REDUCTION

Our Company expects to complete the Private Placement 2026 prior to the completion of the Proposed Share Capital Reduction, subject to the approval from Bursa Securities being obtained for the Private Placement 2026. Notwithstanding the foregoing, the implementation of the Proposed Share Capital Reduction is not expected to be affected by any delay in, or the non-completion of the Private Placement 2026.

For illustration purposes, the pro forma effects of the Proposed Share Capital Reduction on our Company's issued share capital, NA, NA per Share, gearing, earnings/losses, EPS/LPS and substantial shareholders' shareholdings are set out based on the following scenarios:

Minimum scenario : Assuming none of the outstanding ESOS Options are exercised into new Shares prior to the implementation of the Private Placement 2026 and the Proposed Share Capital Reduction

Maximum scenario : Assuming all the outstanding ESOS Options are exercised into new Shares prior to the implementation of the Private Placement 2026 and the Proposed Share Capital Reduction

4.1 Issued share capital

The pro forma effects of the Proposed Share Capital Reduction on the issued share capital of our Company are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued share capital as at the LPD	3,137,450,287	88,771,796	3,137,450,287	88,771,796
Issuance of Shares pursuant to the exercise of ESOS Options	-	-	623,879,694	⁽¹⁾ 9,358,194
Issuance of the Placement Shares	313,745,000	⁽²⁾ 1,411,853	376,132,900	⁽²⁾ 1,692,598
After the Private Placement 2026	3,451,195,287	90,183,649	4,137,462,881	99,822,588
To be cancelled pursuant to the Proposed Share Capital Reduction	-	(65,000,000)	-	(65,000,000)
Enlarged share capital	3,451,195,287	25,183,649	4,137,462,881	34,822,588

Notes:

(1) Assuming all 623,879,694 ESOS Options are fully exercised into ZTIB Shares at the option price of RM0.005 per ESOS Option and after accounting for the reversal of ESOS reserve of RM6,238,796.

(2) Based on the indicative issue price of RM0.0045 per Placement Share.

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4.2 NA and gearing

For illustrative purposes, based on our Group's audited financial statements as at 31 December 2025 and assuming the Proposed Share Capital Reduction had been effected on that date, the pro forma effects of the Proposed Share Capital Reduction on the NA and gearing of our Group are as follows:

Minimum Scenario

	(Audited)	(I)	(II)	(III)
	As at 31 December 2025	⁽¹⁾ Subsequent events up to the LPD	After (I) and the Private Placement 2026	After (II) and the Proposed Share Capital Reduction
	RM'000	RM'000	RM'000	RM'000
Share capital	88,772	88,772	⁽²⁾ 90,184	⁽⁴⁾ 25,184
ESOS reserve	8,851	6,239	6,239	6,239
(Accumulated losses) / Retained earnings	(47,959)	(45,347)	⁽³⁾ (45,467)	⁽⁴⁾ 19,293
Shareholders' funds / NA	49,664	49,664	50,956	50,716
Non-controlling interests	(12,347)	(12,347)	(12,347)	(12,347)
Total equity	37,317	37,317	38,609	38,369
No. of Shares in issue ('000)	3,137,450	3,137,450	3,451,195	3,451,195
NA per Share (RM) ⁽⁵⁾	0.02	0.02	0.01	0.01
Net borrowings ⁽⁶⁾ (RM'000)	4,290	4,290	4,290	4,290
Gearing ⁽⁷⁾ (times)	0.11	0.11	0.11	0.11

Notes:

- (1) After taking into account (i) the cancellations of ESOS Options on 6 February 2026 and 3 March 2026; and (ii) the granting of ESOS Options on 9 February 2026 and 3 March 2026.
- (2) Based on the issuance of 313,745,000 Placement Shares at the indicative issue price of RM0.0045 per Placement Share.
- (3) After taking into account the estimated expenses for the Private Placement 2026 of RM0.12 million.
- (4) After taking into account the cancellation of our Group's issued share capital of RM65.00 million, and the setting off of corresponding credit from such cancellation against our Group's accumulated losses as well as the estimated expenses for the Proposed Share Capital Reduction of RM0.24 million.
- (5) Computed based on NA divided by the number of Shares in issue.
- (6) Computed based on total borrowings less cash and cash equivalents.
- (7) Computed based on net borrowings divided by total equity.

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Maximum Scenario

	(Audited)	(I)	(II)	(III)	(IV)
	As at 31 December 2025	(1) Subsequent events up to the LPD	After (I) and assuming full exercise of the outstanding ESOS Options	After (II) and the Private Placement 2026	After (III) and the Proposed Share Capital Reduction
	RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	88,772	88,772	(2) 98,130	(3) 99,823	(5) 34,823
ESOS reserve	8,851	6,239	-	-	-
(Accumulated losses) / Retained earnings	(47,959)	(45,347)	(45,347)	(4) (45,477)	(5) 19,283
Shareholders' funds / NA	49,664	49,664	52,783	54,346	54,106
Non-controlling interests	(12,347)	(12,347)	(12,347)	(12,347)	(12,347)
Total equity	37,317	37,317	40,436	41,999	41,759
No. of Shares in issue ('000)	3,137,450	3,137,450	3,761,330	4,137,463	4,137,463
NA per Share (RM) (6)	0.02	0.02	0.01	0.01	0.01
Net borrowings (7) (RM'000)	4,290	4,290	4,290	4,290	4,290
Gearing (8) (times)	0.11	0.11	0.11	0.10	0.10

Notes:

- (1) After taking into account (i) the cancellations of ESOS Options on 6 February 2026 and 3 March 2026; and (ii) the granting of ESOS Options on 9 February 2026 and 3 March 2026.
- (2) Based on the issuance of 623,879,694 new Shares at the option price of RM0.005 per ESOS Option and after accounting for the reversal of ESOS reserve of RM6,238,796.
- (3) Based on the issuance of 376,132,900 Placement Shares at the indicative issue price of RM0.0045 per Placement Share.
- (4) After taking into account the estimated expenses for the Private Placement 2026 of RM0.13 million.
- (5) After taking into account the cancellation of our Group's issued share capital of RM65.00 million and the setting off of corresponding credit from such cancellation against our Group's accumulated losses as well as the estimated expenses for the Proposed Share Capital Reduction of RM0.24 million.
- (6) Computed based on NA divided by the number of Shares in issue.
- (7) Computed based on total borrowings less cash and cash equivalents.
- (8) Computed based on net borrowings divided by total equity.

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4.3 Substantial shareholders' shareholdings

As at the LPD, our Company does not have any substantial shareholders.

Nevertheless, the Proposed Share Capital Reduction will not have any effect on the shareholdings of the existing shareholders of our Company.

4.4 Earnings/Losses and EPS/LPS

The Proposed Share Capital Reduction is not expected to have any immediate material effects on our Group's consolidated earnings/losses and EPS/LPS for the financial year ending 31 December 2026.

4.5 Convertible securities

Save for the 623,879,694 outstanding ESOS Options, our Company does not have any other convertible securities as at the LPD.

The Proposed Share Capital Reduction will not give rise to any adjustments to the outstanding ESOS Options.

Our Company does not intend to grant any further ESOS Options until the completion of the Private Placement 2026 and Proposed Share Capital Reduction.

5. APPROVAL REQUIRED

The Proposed Share Capital Reduction is subject to the approval being obtained from the shareholders of our Company at our forthcoming EGM.

For the avoidance of doubt, the Proposed Share Capital Reduction is not subject to the confirmation of the High Court, as it is carried out pursuant to Section 117 of the Act.

6. CONDITIONALITY

The Proposed Share Capital Reduction is not conditional or inter-conditional upon any other corporate proposal undertaken or to be undertaken by our Company.

For the avoidance of doubt, notwithstanding our intention to complete the Private Placement 2026 prior to the completion of the Proposed Share Capital Reduction, the Proposed Share Capital Reduction is not conditional upon the Private Placement 2026 and the implementation of the Proposed Share Capital Reduction is not expected to be affected by any delay in, or the non-completion of the Private Placement 2026.

7. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Our Board confirms that, save for the Private Placement 2026 and Proposed Share Capital Reduction, there is no other corporate exercise which has been announced but not yet completed as at the LPD.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders and/or chief executive of our Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Share Capital Reduction.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having considered all aspects of the Proposed Share Capital Reduction, including but not limited to the rationale and effects of the Proposed Share Capital Reduction, is of the view that the Proposed Share Capital Reduction is in the best interest of our Company.

Accordingly, our Board recommends that you vote **IN FAVOUR** of the resolution pertaining to the Proposed Share Capital Reduction to be tabled at our forthcoming EGM.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals set out in **Section 5** of this Circular being obtained, our Board expects the Proposed Share Capital Reduction to be completed by the 3rd quarter of 2026.

The tentative timetable in relation to the Proposed Share Capital Reduction is set out below:

Tentative timing	Events
26 June 2026	EGM for the Proposed Share Capital Reduction
End August 2026	(i) Lodgement of documents with the Registrar of Companies for the Proposed Share Capital Reduction (ii) Effective date of the Proposed Share Capital Reduction

11. EGM

The Notice of EGM and the Form of Proxy are enclosed in this Circular. The EGM will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday, 26 June 2026 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 20th AGM which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Share Capital Reduction.

If you are unable to attend and vote at our forthcoming EGM, you may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, the Form of Proxy must be completed and deposited with our Company's Share Registrar, Aldpro Corporate Services Sdn Bhd, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding of the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating and voting in person at the EGM should you subsequently wish to do so and in such an event, the Form of Proxy shall be deemed to have been revoked.

12. FURTHER INFORMATION

You are advised to refer to the enclosed appendices for additional information.

Yours faithfully
For and on behalf of our Board
ZEN TECH INTERNATIONAL BERHAD

SIVA KUMAR A/L KALUGASALAM
Executive Director

HISTORICAL FINANCIAL INFORMATION

1. HISTORICAL FINANCIAL INFORMATION OF OUR GROUP

The summary of key financial information of our Group for the audited FYE 2023, FYE 2024 and 18M-FPE 2025 as well as the unaudited 3M-FPE 2026 are as follows:

	Audited			Unaudited
	FYE 2023	FYE 2024	18M-FPE 2025	3M-FPE 2026
	RM'000	RM'000	RM'000	RM'000
Revenue	31,674	49,291	79,520	11,988
Loss before tax	(26,334)	(10,667)	(19,290)	(8,018)
LAT	(23,573)	(10,281)	(16,568)	(7,431)
Share capital	116,471	88,495	88,772	88,772
Shareholders' funds/NA	68,654	65,956	49,664	48,470
Total equity	59,693	56,557	37,317	35,523
No. of Shares in issue ('000)	2,628,546	⁽⁶⁾ 3,110,652	⁽⁷⁾ 3,137,450	3,137,450
Weighted average no. of Shares ('000)	2,628,546	3,110,652	3,137,450	3,137,450
NA per Share (sen) ⁽¹⁾	2.61	2.12	1.58	1.54
Loss per Share (sen) ⁽²⁾	(0.90)	(0.33)	(0.53)	(0.24)
Current assets	16,653	22,390	17,065	16,554
Current liabilities	14,295	15,845	25,814	25,913
Current ratio (times) ⁽³⁾	1.16	1.41	0.66	0.64
Net borrowings ⁽⁴⁾	4,369	5,114	4,290	3,665
Gearing (times) ⁽⁵⁾	0.07	0.09	0.11	0.10

Notes:

- (1) Computed based on the NA divided by the number of Shares in issue.
- (2) Computed based on the LAT divided by the weighted average number of Shares in issue.
- (3) Computed based on the current assets divided by current liabilities.
- (4) Computed based on total borrowings less cash and cash equivalents.
- (5) Computed based on the net borrowings divided by total equity.
- (6) The increase in our number of Shares in issue from 2,628,545,901 Shares as at 30 June 2023 to 3,110,651,656 Shares as at 30 June 2024 arose from the issuance of new Shares pursuant to: (i) the exercise of 36,720,570 ESOS Options into new Shares which were issued on 11 January 2024; (ii) the private placement of 260,000,000 new Shares on 5 March 2024; (iii) the exercise of 185,185,185 ESOS Options into new Shares which were issued on 16 April 2024; and (iv) the exercise of 200,000 warrants in our Company expiring on 31 January 2025 ("Warrants B") into new Shares which were issued on 8 May 2024.
- (7) The increase in our number of Shares in issue increased from 3,110,651,656 Shares as at 30 June 2024 to 3,137,450,287 as at 31 December 2025 arose from the issuance of new Shares pursuant to: (i) the private placement of 25,065,100 new Shares on 14 October 2024; (ii) the exercise of 1,266,666 Warrants B into new Shares which were issued on 17 January 2025; (iii) the exercise of 326,932 Warrants B into new Shares which were issued on 24 January 2025; and (iv) the exercise of 139,933 Warrants B into new Shares which were issued on 5 February 2025.

HISTORICAL FINANCIAL INFORMATION (Cont'd)

Commentaries:**(i) 3M-FPE 2026**

Our Group recorded a revenue of RM11.99 million for the 3M-FPE 2026, mainly attributable to the revenue derived from our glove manufacturing segment of RM11.73 million.

Our Group recorded a LAT of RM7.43 million for the 3M-FPE 2026, mainly attributable to the cost of sales of RM10.85 million and ESOS option expenses of RM6.24 million in relation to the granting of ESOS Options for the 3M-FPE 2026.

Our Group recorded cost of sales of RM10.85 million for the 3M-FPE 2026, mainly attributable to the purchase of latex, gas and chemicals of RM5.68 million, RM1.37 million and RM0.93 million, respectively. The cost of sales also comprises labour costs of RM1.07 million, which were mainly for our glove manufacturing segment.

(ii) 18M-FPE 2025

Our Group recorded a revenue of RM79.52 million for the 18M-FPE 2025, mainly attributable to the revenue derived from our glove manufacturing segment of RM77.79 million.

Our Group recorded a LAT of RM16.57 million for the 18M-FPE 2025, mainly attributable to the cost of sales of RM78.59 million and administrative expenses of RM22.86 million for the 18M-FPE 2025. This LAT resultantly contributed to the increase in our Group's accumulated losses to RM47.96 million as at 31 December 2025.

Our Group recorded cost of sales of RM78.59 million for the 18M-FPE 2025, mainly attributable to the purchases of latex, gas and chemicals of RM52.61 million, RM10.28 million and RM4.91 million, respectively. The cost of sales also comprises labour costs of RM5.72 million, which were mainly for our glove manufacturing segment.

Our Group recorded current liabilities amounting to RM25.81 million as at 31 December 2025, which was an increase from the current liabilities amounting to RM15.84 million as at 30 June 2024. The increase was mainly attributable to the following:

- (a) higher trade payables amounting to RM11.32 million arising from the increase in purchases of latex for our glove manufacturing segment as detailed above.
- (b) higher other payables and accruals amounting to RM9.27 million which was partially due to the amount owing to a third party amounting to RM3.50 million in respect of a loan utilised by our Group to settle the outstanding consideration payable in relation to the acquisition of 70% of the enlarged issued and paid-up capital of Alpha Fintech Sdn Bhd, which was completed on 17 June 2025.

(iii) FYE 2024 vs FYE 2023

Our Group recorded a higher revenue of approximately RM49.29 million in FYE 2024 (FYE 2023: RM31.67 million), representing an increase of RM17.62 million or 55.64% mainly due to an increase in revenue from the glove manufacturing segment by RM21.34 million to RM45.48 million (FYE 2023: RM24.14 million) arising from higher demand for latex powdered gloves during the year.

HISTORICAL FINANCIAL INFORMATION (Cont'd)

Our Group recorded a lower LAT of RM10.28 million (FYE 2023: RM23.57 million) representing a decrease of LAT of RM13.29 million or 56.39% as a result of an increase in revenue and effective cost management measures adopted by our Group. This LAT resultantly contributed to the increase in our Group's accumulated losses to RM45.94 million as at 30 June 2024.

Our Group recorded higher cost of sales of RM41.13 million in FYE 2024 (FYE 2023: RM29.91 million), representing an increase of RM11.22 million or 37.51%. This increase was also mainly attributable to the increase in purchases of latex by RM13.04 million for our glove manufacturing segment, which was in line with the increase in our Group's revenue.

2. STEPS TAKEN OR TO BE UNDERTAKEN BY OUR GROUP TO IMPROVE OUR FINANCIAL POSITION AND ADDRESS OUR GOING CONCERN

- (i) We are actively exploring new opportunities in emerging markets across Eastern Europe and Africa and new sectors such as food and beverages industry for our supply of latex gloves, ensuring our Group remains at the forefront of industry trends and identify potential avenues for expansion of our customer base. Further, we had made significant investments in our glove production facilities to expand our production capacity from 947 million pieces of gloves with 7 production lines as at FYE 2023 to 1.2 billion pieces of gloves with 9 production lines as at the LPD. This initiative enables us to meet the expected surging demand for gloves, which is driven by the growth of global and domestic healthcare industries as well as manufacturing related industries. We have also taken control measures, such as increasing the frequency of production lines monitoring to detect defects earlier and prevent further faulty output which in turn reduces wastages and enhances our operational efficiency.
- (ii) In addition to the existing production of latex gloves which are mainly supplied to the medical industry, we have also been exploring potential expansion into producing different types of gloves, such as woven gloves which are commonly used across different industries. However, as at the LPD, we have yet to venture into or invest in the production of different types of gloves as we are in the midst of evaluating the market demand, including customer needs and potential growth of market size.
- (iii) We acknowledge the challenges posed by rising input costs and ongoing supply chain disruptions. As such, we are taking a proactive stance to mitigate these impacts. For instance, we have secured contract confirmations for our latex gloves from our customers several months ahead of delivery dates, which enable us to optimise our operations to reduce costs as early visibility of demand allows us to source raw materials in advance, therefore reduce the risk of shortages and/or price volatility.
- (iv) Our Company had completed several fund-raising exercises for the past 5 years which raised total aggregate proceeds of approximately RM42.74 million. As at the LPD, the said proceeds had been fully utilised for, among others, the expansion of our glove production capacity from 947 million to 1.2 billion pieces of gloves and working capital of our glove manufacturing segment as well as repayment of borrowings which resulted in interest savings of RM0.05 million per annum.

Moving forward, we will continuously monitor the prevailing market conditions and implement strategic and operational measures to remain competitive in the industry and strengthen our financial position as well as ensuring long-term sustainability of our business.

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, who collectively and individually accepts full responsibility for the accuracy of the information contained in this Circular. Our Board confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST**2.1 TA Securities**

TA Securities, being the Principal Adviser to our Company for the Proposed Share Capital Reduction, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

TA Securities confirms that it is not aware of any circumstance that exists or is likely to exist which would give rise to a possible conflict of interest situation in its capacity as the Principal Adviser to our Company for the Proposed Share Capital Reduction.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, save as disclosed below, our Group is not engaged in any material litigation, claims, or arbitration, either as plaintiff or defendant which has a material effect on the financial position or business of our Group and our Board confirmed that there are no proceedings pending or threatened against our Group or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of our Group:

- (i) Defamation suit initiated by Mohd Anuar bin Mohd Hanadzlah (“**Mohd Anuar**”) against ZTIB (Kuala Lumpur High Court (“**High Court**”) Civil Suit No. WA-23NCVC-49-07/2020)

On 16 July 2020, Mohd Anuar, a former Non-Independent Non-Executive Director of our Company filed a suit against ZTIB, alleging that the public announcement dated 18 March 2020 released by ZTIB to Bursa Securities (the “**Announcement**”) contained defamatory remarks relating to his suspension and alleged potential misconduct or breaches of fiduciary duties in his capacity as the then Group Managing Director of our Company. Mohd Anuar further alleged that the Announcement had tarnished his reputation and public image and accordingly seeks general damages over RM1 million, together with compensatory damages, aggravated damages and exemplary damages to be assessed by the High Court in the event that the claim is allowed (collectively, the “**Damages**”).

Our Company has entered defence on grounds that the Announcement was made in compliance with the continuing disclosure obligations under Chapter 9 of the Listing Requirements and merely set out events occurring at the material time. Our Company has also raised the defences of fair comment and qualified privilege.

The suit has been fixed for trial on 2 July 2026, 3 July 2026 and 28 July 2026. The solicitors representing our Company are of the considered opinion that our Company has a reasonable chance to successfully resist or defend the claim.

If the High Court rules in favour of Mohd Anuar, our Company may be liable for the payment of the Damages and legal costs incurred by Mohd Anuar. At this juncture, the solicitors representing our Company are of the view that the potential financial exposure cannot be reasonably quantified as Mohd Anuar has yet to specifically prove or spell out injuries or losses allegedly suffered by him.

FURTHER INFORMATION (Cont'd)

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**4.1 Material commitments**

As at the LPD, our Board confirms that there are no material commitments incurred or known to be incurred by our Company or our Group, which upon becoming enforceable, may have material impact on the financial position of our Group.

4.2 Contingent liabilities

Save and except for the potential liabilities which may occur as disclosed in **Section 3** of this Appendix II, as at the LPD, our Board confirms there are no other contingent liabilities that have been incurred or expected to be incurred by our Company or our Group, which upon becoming enforceable, may have material impact on the financial position of our Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan during normal business hours from 8:30 a.m. to 5:30 p.m. from Monday to Friday (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of our Company's forthcoming EGM:

- (i) our Constitution;
- (ii) the audited financial statements of our Company for the audited FYE 2024 and 18M-FPE 2025 as well as unaudited 3M-FPE 2026;
- (iii) the letter of consent and declaration of conflict of interest referred to in **Section 2** of this Appendix II; and
- (iv) the cause papers in respect of the material litigation referred to in **Section 3** of this Appendix II.

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ZEN TECH INTERNATIONAL BERHAD
(Registration No.: 200401027289 (665797-D))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Zen Tech International Berhad (“**ZTIB**” or the “**Company**”) will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday, 26 June 2026 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 20th Annual General Meeting of the Company which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF ZTIB PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT** subject to the approvals being obtained from all relevant parties and/or regulatory authorities (where applicable) pursuant to Section 117 of the Act, the Board of Directors of ZTIB (“**Board**”) be and is hereby given the authority and approval to reduce the share capital of the Company via the cancellation of the issued share capital by RM65,000,000 and for the credit arising from such cancellation to be used to set-off against the accumulated losses of the Company, while the remaining balance, will be credited to the retained earnings of the Company. This shall be used in a manner to be determined by the Board at a later date and in the best interest of the Company, as permitted by the relevant and applicable laws as well as the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”);

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to the Proposed Share Capital Reduction with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Share Capital Reduction and to do all such things as the Board may consider necessary or expedient in the best interest of the Company.”

By Order of the Board

TAN TONG LANG (MAICSA 7045482) (SSM PC No.: 202208000250)
LAU HOOI PIN (MAICSA 7081620) (SSM PC No.: 202408000447)
Company Secretaries

Kuala Lumpur
4 June 2026

Notes:

1. *A member, including an authorised nominee and an exempt authorised nominee which holds securities in the Company for multiple beneficial owners in 1 securities account (“**Omnibus Account**”), may appoint 1 or more proxies to attend on the same occasion.*
2. *Where a member appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of 2 or more proxies shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
3. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for an Omnibus Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.*
4. *If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an attorney duly authorised.*
5. *To be valid, the duly completed Form of Proxy must be deposited at the Company’s Share Registrar, Aldpro Corporate Services Sdn Bhd, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the meeting PROVIDED THAT in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).*
6. *For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue to the Company a Record of Depositors as at 15 June 2026. Only members whose name appears on the Record of the Depositors as at 15 June 2026 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her stead.*
7. *Pursuant to Rule 8.31A(1) of the Listing Requirements, the resolution set out in the Notice of EGM will be put to vote by way of poll.*

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FORM OF PROXY

ZEN TECH INTERNATIONAL BERHAD
 (Registration No.: 200401027289 (665797-D))
 (Incorporated in Malaysia)

Number of Shares	
CDS Account No.	

* I/We NRIC/Passport/Co. No.
 (full name in block letters)

of
 (full address)

Tel No. Email address being a Member/ Members of
 ZEN TECH INTERNATIONAL BERHAD, hereby appoint (Proxy 1)

NRIC/Passport No.
 (full name in block letters)

.....
 (full address)

Tel No. Email address and/or
 failing *him/her (Proxy 2) NRIC/Passport No.

.....
 (full name in block letters)

of
 (full address)

Tel No. Email address or failing him/her, the Chairman of the
 Extraordinary General Meeting ("EGM") of the Company as my/our proxy to attend and to vote for me/us on my/our behalf at the EGM of the Company to be
 held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday,
 26 June 2026 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 20th Annual General Meeting of the Company
 which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or any adjournment thereof and to vote as indicated below:-

RESOLUTION	AGENDA	FOR	AGAINST
Special Resolution	Proposed Share Capital Reduction		

Please indicate with an '✓' or 'X' in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction,
 your proxy may vote or abstain as he/she thinks fit.

Signed this.....day of....., 2026

Proxy 1 No. of Shares : _____ Percentage : _____ %
Proxy 2 No. of Shares : _____ Percentage : _____ %

.....
 Signature / Common Seal of shareholder

*strike out whichever is inapplicable

Notes:

1. A member, including an authorised nominee and an exempt authorised nominee which holds securities in the Company for multiple beneficial owners in 1 securities account ("**Omnibus Account**"), may appoint 1 or more proxies to attend on the same occasion.
2. Where a member appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of 2 or more proxies shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for an Omnibus Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an attorney duly authorised.
5. To be valid, the duly completed Form of Proxy must be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the meeting PROVIDED THAT in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
6. For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue to the Company a Record of Depositors as at 15 June 2026. Only members whose name appears on the Record of the Depositors as at 15 June 2026 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her stead.
7. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by way of poll.



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The Share Registrar of
ZEN TECH INTERNATIONAL BERHAD
c/o **Aldpro Corporate Services Sdn Bhd**
Registration No.: 202101043817 (1444117-M)
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

**AFFIX
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