

# NOTICE OF ANNUAL GENERAL MEETING



## ZEN TECH INTERNATIONAL BERHAD

Registration No. 200401027289 (665797-D)

**NOTICE IS HEREBY GIVEN THAT** the Twentieth (20<sup>th</sup>) Annual General Meeting (“AGM”) 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 10:30 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period ended 31 December 2025, together with the Reports of the Directors and Auditors thereon. *(Please refer Explanatory Notes 1)*
- To approve and ratify the additional payment of Directors’ fees and other benefits payable of up to RM400,000 for the period commencing from 30 November 2024 until the conclusion of the 20<sup>th</sup> AGM of the Company. **Ordinary Resolution 1**
- To approve the payment of Directors’ fees and other benefits payable up to RM800,000 for the period commencing from the conclusion of the 20<sup>th</sup> AGM up to the conclusion of the 21<sup>st</sup> AGM of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who retire in accordance with Clause 97.1 of the Company’s Constitution and who, being eligible, have offered themselves for re-election: -
  - Dato’ Zhang Li **Ordinary Resolution 3**
  - Chow Hung Keey **Ordinary Resolution 4**
- To re-appoint Messrs. Morison LC PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions: -

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6**

“THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons, firms or corporations and 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 ten per centum (10%) of the total issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 54 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.”
- To transact any other business of which due notice has been given in accordance with the Companies Act 2016.

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

30 April 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 one (1) securities account ("omnibus account"), may appoint one or more proxies to attend on the same occasion.
2. Where a member appoints two (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 two (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, Malaysia not less than forty-eight (48) hours before the time 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 particular of the proxy have been duly completed by the member(s).
6. For the purpose of determining which member shall be entitled to attend the meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 15 June 2026. Only members whose name appears on the Record of 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, all resolutions set out in this Notice of the 20<sup>th</sup> AGM will be put to a vote by way of poll.

**Explanatory Notes:**

**1. Audited Financial Statements for the Financial Period Ended 31 December 2025**

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act 2016 provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Therefore, this Agenda item is not put forward for voting.

**2. Ordinary Resolution 1: To approve and ratify the additional payment of Directors' fees and other benefits**

At the 19<sup>th</sup> AGM held on 29 November 2024, the shareholders approved the payment of Directors' fees and other benefits amounting to RM800,000 for the period from the conclusion of 19<sup>th</sup> AGM until the conclusion of the next AGM.

Subsequently, following the change in financial year end from 30 June 2025 to 31 December 2025, the timing for the next AGM was extended from December 2025 to June 2026. As a result of the extended period, the payment of Directors' fees exceeded the earlier approved limit, resulting in additional Directors' fees and other benefits of RM400,000 being incurred.

This resolution seeks shareholders' ratification and approval of the additional payment of RM400,000, being the amount in excess of the earlier approved limit.

**3. Ordinary Resolution 2: To Approve the Payment of Directors' Fees and Other Benefits Payable**

Section 230(1) of the Companies Act 2016 provides, amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors of a public company or a listed company and its subsidiaries shall be approved at a general meeting.

The Board wishes to seek shareholders' approval for the payment of a maximum aggregate amount of RM800,000 for Directors' fees to the Directors of the Company for the period commencing from the conclusion of the 20<sup>th</sup> AGM up to the conclusion of the 21<sup>st</sup> AGM of the Company.

Directors' benefits include allowances and other claimable benefits, which are calculated based on the current Board size and the number of scheduled meetings for the period commencing from the conclusion of the 20<sup>th</sup> AGM up to the conclusion of the 21<sup>st</sup> AGM of the Company.

If the proposed amount is insufficient (e.g., due to additional meetings or an enlarged Board size), approval will be sought at the next AGM for additional fees to cover the shortfall.

**4. Ordinary Resolutions 3 - 4: Re-election of Directors who retire in accordance with Clause 97.1 of the Company's Constitution**

Clause 97.1 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election, PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Pursuant to Clause 97.1 of the Company's Constitution, Dato' Zhang Li and Mr. Chow Hung Keey shall retire at the forthcoming AGM of the Company.

The performance of the Directors who are recommended for re-election has been assessed through the Board's annual evaluation. The Nomination Committee and the Board are satisfied with the performance and effectiveness of Dato' Zhang Li and Mr. Chow Hung Keey who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 20<sup>th</sup> AGM of the Company.

**5. Ordinary Resolution 6: Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

The Ordinary Resolution 6, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

There is no ordinary share issued pursuant to the general mandate granted to the Directors at the 19<sup>th</sup> AGM held on 29 November 2024 and which will lapse at the conclusion of the 20<sup>th</sup> AGM.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.