



SUNZEN BIOTECH BERHAD

(Company No.: 680889-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sunzen Biotech Berhad ("**Sunzen**" or "**Company**") will be held at Holiday Villa, Ivory 12, No. 9 Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Friday, 28 March 2014 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED FREE WARRANTS ISSUE OF UP TO 49,796,833 FREE WARRANTS IN SUNZEN ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY THREE (3) EXISTING ORDINARY SHARES OF RM0.10 EACH IN SUNZEN ("SUNZEN SHARES" OR "SHARES") HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED FREE WARRANTS ISSUE")

"THAT the Board of Directors of Sunzen ("**Board**") be and is hereby authorised to issue up to 49,796,833 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board ("**Entitlement Date**"), on the basis of one (1) Warrant for every three (3) existing Sunzen Shares held;

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants ("**Additional Warrants**") as may be required or permitted to be issued as a consequence of the adjustments based on the indicative principal terms of the Warrants as set out in the Circular to the Shareholders of the Company dated 13 March 2014 and the terms and conditions of a deed poll to be executed by the Company ("**Deed Poll**");

THAT approval be and is hereby given to the Board to allot and issue such number of new Sunzen Shares credited as fully paid-up arising from the exercise of the Warrants and/or the Additional Warrants (as the case may be) in accordance with the terms of the Deed Poll;

THAT such further new Sunzen Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall upon allotment and issue, rank *pari passu* in all respects with the then existing issued and fully paid-up Sunzen Shares except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of the new Sunzen Shares arising from the exercise of the Warrants;

THAT the Board be and is hereby empowered and authorised to deal with all or any fractional entitlements of the Warrants that may arise from the Proposed Free Warrants Issue, in such manner and on such terms and conditions as the Board deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company (including without limitation to disregard such fractional entitlements);

THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient and in the best interest of the Company (including fixing the final exercise price of the Warrants) with full powers to assent to any conditions, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, formalise and give full effect to the Proposed Free Warrants Issue;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll and to do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or opinion and shall continue in full force and effect until all Warrants and Additional Warrants to be issued pursuant to or in connection with the Proposed Free Warrants Issue have been duly allotted and issued in accordance with the terms of the Proposed Free Warrants Issue."

By Order of the Board

TEO MEE HUI (MAICSA 7050642)

LIM LEE KUAN (MAICSA 7017753)

Company Secretaries

Selangor Darul Ehsan

Date : 13 March 2014

Notes:

1. For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting ("**EGM**"), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 50(f) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 21 March 2014. Only a depositor whose name appears on the Record of Depositors as at 21 March 2014 shall be entitled to attend the said meeting and to speak or vote thereat.
2. Every member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote for him/her. The member may attend and vote in person at the meeting after lodging the proxy form but however such attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. There shall not be restriction as to the qualification of the proxy.
3. A member shall be entitled to appoint at least one (1) and up to two (2) proxies to attend the meeting. Where a member appoints more than one (1) proxy, the proxies shall not be valid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**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.
5. The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.