



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 Ivory 12, Holiday Villa, No. 9, Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Tuesday, 24 November 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 192,579,515 NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("SUNZEN SHARES") ("RIGHTS SHARES") ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING SUNZEN SHARES HELD, TOGETHER WITH UP TO 192,579,515 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 8 and Special Resolution and the approvals of all relevant parties and/or authorities being obtained (where required), the Board of Directors of the Company ("Board") be and is hereby authorised:

- (i) to provisionally allot and issue by way of renounceable rights issue of up to 192,579,515 Rights Shares at an issue price of RM0.25 per Rights Share on the basis of three (3) Rights Shares for every five (5) existing Sunzen Shares held, together with up to 192,579,515 Warrants at an exercise price of RM0.25 per Share on the basis of one (1) Warrant for every one (1) Rights Share subscribed by the shareholders of Sunzen whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date ("Entitled Shareholders");
- (ii) enter into and execute the deed poll in relation to the Proposed Rights Issue of Shares with Warrants ("Deed Poll") and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll; and
- (iii) utilise the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manner as set out in Section 2.1.6 of the circular to shareholders dated 30 October 2015 ("Circular") and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company.

THAT the actual number of Rights Shares with Warrants to be issued will only be determined on the Entitlement Date.

THAT in determining the shareholders' entitlements to the Rights Shares with Warrants under the Proposed Rights Issue of Shares with Warrants, fractional entitlements, if any, will be disregarded and dealt with by the Board in such manner as its discretion as it may deem fit or expedient and in the best interest of the Company.

THAT the Rights Shares with Warrants which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renounees (if applicable). It is the intention of the Board to allocate the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company.

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 and the terms and conditions of the Deed Poll.

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

THAT the Rights Shares and/or the new Sunzen Shares to be issued arising from the exercise of the Warrants, Additional Warrants and/or additional warrants 2014/2019 to be issued pursuant to the adjustment in accordance with the provisions of the existing deed poll dated 28 March 2014 ("Adjustment Warrants") shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing Sunzen Shares, save and except that the Rights Shares and/or the new Sunzen Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares and/or the new Sunzen Shares to be issued arising from the exercise of the Warrants, Additional Warrants and/or Adjustment Warrants.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Rights Issue of Shares with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME ("SIS") OF UP TO THIRTY PERCENT (30%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SIS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED SIS")

"THAT subject to the passing of Ordinary Resolution 8, Special Resolution and the provisions of the Companies Act, 1965, approval be and is hereby given for the Company and the Directors of the Company ("Directors") to:

- (i) establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries ("Sunzen Group" or "Group") including Directors of Sunzen Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the Bylaws, a draft of which is set out in Appendix II of the circular to shareholders dated 30 October 2015 ("Bylaws");
- (ii) allot and issue from time to time such number of new ordinary shares of RM0.10 each in the Company ("Sunzen Shares") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS ("SIS Shares") provided that the aggregate number of Sunzen Shares to be allotted and issued shall not in aggregate exceed thirty percent (30%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time during the duration of the scheme;
- (iii) make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad for the listing of and quotation for the new Sunzen Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new Sunzen Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing Sunzen Shares, save and except that the SIS Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution, the entitlement date of which is prior to the date of allotment and issuance of such SIS Shares; and
- (iv) modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the Bylaws from time to time as may be required or deemed necessary in accordance with the provisions of the Bylaws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO TAN SRI HAJI MUSA BIN TAN SRI HAJI HASSAN

"THAT, subject to the passing of Ordinary Resolution 2, the Board be and is hereby authorised, at any time and from time to time during the existence of the Share Issuance Scheme ("SIS"), to offer and grant to Tan Sri Haji Musa Bin Tan Sri Haji Hassan, being the Senior Independent Non-Executive Chairman of the Company, options to subscribe for new ordinary shares of RM0.10 each in the Company ("Sunzen Shares") ("SIS Shares") ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new Sunzen Shares as may be required to be issued to him under the SIS, in accordance with the provisions of the Bylaws, a draft of which is set out in Appendix II of the circular to shareholders dated 30 October 2015 ("Bylaws"), provided that:

- (i) the number of SIS Shares allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant subsidiaries) shall not exceed eighty percent (80%) of the total number of SIS Shares to be issued at any one time during the duration of the SIS; and
- (ii) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Tan Sri Haji Musa Bin Tan Sri Haji Hassan, as long as Tan Sri Haji Musa Bin Tan Sri Haji Hassan either singly or collectively through persons connected with him (as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO HONG CHOO HAU

"THAT, subject to the passing of Ordinary Resolution 2, the Board be and is hereby authorised, at any time and from time to time during the existence of the Share Issuance Scheme ("SIS"), to offer and grant to Hong Choo Hau, being the Executive Director cum Chief Executive Officer of the Company, options to subscribe for new ordinary shares of RM0.10 each in the Company ("Sunzen Shares") ("SIS Shares") ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new Sunzen Shares as may be required to be issued to him under the SIS, in accordance with the provisions of the Bylaws, a draft of which is set out in Appendix II of the circular to shareholders dated 30 October 2015 ("Bylaws"), provided that:

- (i) the number of SIS Shares allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant subsidiaries) shall not exceed eighty percent (80%) of the total number of SIS Shares to be issued at any one time during the duration of the SIS; and
- (ii) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Hong Choo Hau, as long as Hong Choo Hau either singly or collectively through persons connected

with him (as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO LIM ENG CHAI

"THAT, subject to the passing of Ordinary Resolution 2, the Board be and is hereby authorised, at any time and from time to time during the existence of the Share Issuance Scheme ("SIS"), to offer and grant to Lim Eng Chai, being the Executive Director cum Chief Operating Officer of the Company, options to subscribe for new ordinary shares of RM0.10 each in the Company ("Sunzen Shares") ("SIS Shares") ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new Sunzen Shares as may be required to be issued to him under the SIS, in accordance with the provisions of the Bylaws, a draft of which is set out in Appendix II of the circular to shareholders dated 30 October 2015 ("Bylaws"), provided that:

- (i) the number of SIS Shares allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant subsidiaries) shall not exceed eighty percent (80%) of the total number of SIS Shares to be issued at any one time during the duration of the SIS; and
- (ii) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Lim Eng Chai, as long as Lim Eng Chai either singly or collectively through persons connected with him (as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO DATO' DR. MHD NORDIN BIN MOHD NOR

"THAT, subject to the passing of Ordinary Resolution 2, the Board be and is hereby authorised, at any time and from time to time during the existence of the Share Issuance Scheme ("SIS"), to offer and grant to Dato' Dr. Mhd Nordin Bin Mohd Nor, being the Independent Non-Executive Director of the Company, options to subscribe for new ordinary shares of RM0.10 each in the Company ("Sunzen Shares") ("SIS Shares") ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new Sunzen Shares as may be required to be issued to him under the SIS, in accordance with the provisions of the Bylaws, a draft of which is set out in Appendix II of the circular to shareholders dated 30 October 2015 ("Bylaws"), provided that:

- (i) the number of SIS Shares allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant subsidiaries) shall not exceed eighty percent (80%) of the total number of SIS Shares to be issued at any one time during the duration of the SIS; and
- (ii) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Dr. Mhd Nordin Bin Mohd Nor, as long as Dato' Dr. Mhd Nordin Bin Mohd Nor either singly or collectively through persons connected with him (as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO KHOO KIEN HOE

"THAT, subject to the passing of Ordinary Resolution 2, the Board be and is hereby authorised, at any time and from time to time during the existence of the Share Issuance Scheme ("SIS"), to offer and grant to Khoo Kien Hoe, being the Independent Non-Executive Director of the Company, options to subscribe for new ordinary shares of RM0.10 each in the Company ("Sunzen Shares") ("SIS Shares") ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new Sunzen Shares as may be required to be issued to him under the SIS, in accordance with the provisions of the Bylaws, a draft of which is set out in Appendix II of the circular to shareholders dated 30 October 2015 ("Bylaws"), provided that:

- (i) the number of SIS Shares allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant subsidiaries) shall not exceed eighty percent (80%) of the total number of SIS Shares to be issued at any one time during the duration of the SIS; and
- (ii) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Khoo Kien Hoe, as long as Khoo Kien Hoe either singly or collectively through persons connected with him (as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 8

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.10 EACH TO RM100,000,000 COMPRISING 1,000,000,000 ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of Special Resolution, approval be and is hereby given for the authorised share capital of the Company to be increased from RM50,000,000 comprising 500,000,000 ordinary shares of RM0.10 each to RM100,000,000 comprising 1,000,000,000 ordinary shares of RM0.10 each by the creation of 500,000,000 new ordinary shares of RM0.10 each and such new shares shall rank *pari passu* in all respects with the then existing ordinary shares in the capital of the Company."

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")

"THAT subject to the passing of Ordinary Resolution 8, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of the Company in the following manner:

Memorandum of Association		
Clause No	Existing provision	Proposed provision
5	The capital of the Company is RM50,000,000.00 divided into 500,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board be and is hereby authorised to do or procure to be done all acts, deeds and things and execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to the Proposed Amendment with full power to assent to any term, condition, modification, variation and/or amendment as the Board may deem fit, necessary, expedient, appropriate and/or as may be required by any relevant authorities in connection with the Proposed Amendment."

By Order of the Board

LIM LEE KUAN (MAICSA 7017753)

TEO MEE HUI (MAICSA 7050642)

Company Secretaries

Kuala Lumpur

Date: 30 October 2015

Notes:

1. For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, 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 17 November 2015. Only a depositor whose name appears on the Record of Depositors as at 17 November 2015 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 Form of Proxy 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 person approved by the Registrar of Companies. There shall be no 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 (1) 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 appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the seal or under the hand of an officer or an 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 notariarily 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 at any adjournment therefore.