



## Sunzen Biotech Berhad

(Registration No. 200501003843 (680889-W))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Sunzen Biotech Berhad (“**SUNZEN**” or the “**Company**”) will be held at Kota Permai Golf & Country Club, Danau 3, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on **Friday, 20 September 2024 at 11:00 a.m.**, for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY SUNZEN OF 2,250,000 ORDINARY SHARES IN ECOLITE BIOTECH MANUFACTURING SDN BHD (“ECOLITE”) (“ECOLITE SALE SHARES”), REPRESENTING THE REMAINING 30% EQUITY INTEREST, FROM KOH LEE FONG, LIM WEE CHUN, FAM JIAN YAP AND G FIVE HOLDINGS LTD (COLLECTIVELY, THE “ECOLITE VENDORS”) FOR A PURCHASE CONSIDERATION OF RM15.00 MILLION TO BE SATISFIED ENTIRELY BY THE ISSUANCE AND ALLOTMENT OF 50,847,457 NEW ORDINARY SHARES IN SUNZEN (“ECOLITE CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM0.295 PER ORDINARY SHARE IN SUNZEN (“SUNZEN SHARE”) (“PROPOSED ACQUISITION 1”)**

**“THAT**, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or persons being obtained, where required, approval be and is hereby given for SUNZEN to acquire the Ecolite Sale Shares from the Ecolite Vendors for a purchase consideration of RM15,000,000 to be satisfied entirely by the issuance and allotment of the Ecolite Consideration Shares as set out in the summary table in Section 2.2.3 of the Circular dated 5 September 2024, subject to and upon such terms and conditions as set out in the conditional share sale agreement dated 20 December 2023 and the supplemental agreement dated 14 June 2024 entered into between the Company and the Ecolite Vendors in respect of the Proposed Acquisition 1 (“**SSA 1 & Supplemental Agreement 1**”).

**THAT**, any statutory pre-emptive rights to the Ecolite Consideration Shares in respect of the Proposed Acquisition 1 which rank equally to all existing SUNZEN Shares in issue that each shareholder of SUNZEN have pursuant to Section 85 of the Companies Act 2016 and the Constitution of SUNZEN, be waived;

**THAT**, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue and allot the Ecolite Consideration Shares at an issue price of RM0.295 per SUNZEN Share credited as fully paid-up upon such terms and conditions as set out in the SSA 1 & Supplemental Agreement 1 for the Proposed Acquisition 1.

**THAT**, such Ecolite Consideration Shares shall, upon issuance and allotment, rank equally in all respects with the existing SUNZEN Shares, except that the Ecolite Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions, which may be declared, made or paid, for which the entitlement date is prior to the date of allotment of the Ecolite Consideration Shares.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient for or in connection with and in order to carry out, finalise and give effect to the Proposed Acquisition 1 with full powers and discretion to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed, required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and actions as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisition 1.”

#### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION BY SUNZEN OF 150,000 ORDINARY SHARES IN YANMING RESOURCES SDN BHD (“YANMING”) (“YANMING SALE SHARES”), A 70%-OWNED SUBSIDIARY OF ECOLITE BIOTECH MANUFACTURING SDN BHD, REPRESENTING THE REMAINING 30% EQUITY INTEREST IN YANMING, FROM LIM POH CHUW, FAM JIAN YAP, CAI HEGUI AND CHUA HUAI GEN (COLLECTIVELY, THE “YANMING VENDORS”) FOR A PURCHASE CONSIDERATION OF RM4.50 MILLION TO BE SATISFIED ENTIRELY BY THE ISSUANCE AND ALLOTMENT OF 15,254,237 NEW SUNZEN SHARES (“YANMING CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM0.295 PER SUNZEN SHARE (“PROPOSED ACQUISITION 2”)**

**“THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or persons being obtained, where required, approval be and is hereby given for SUNZEN to acquire the Yanming Sale Shares from the Yanming Vendors for a purchase consideration of RM4,500,000 to be satisfied entirely by the issuance and allotment of the Yanming Consideration Shares as set out in the summary table in Section 2.2.3 of the Circular dated 5 September 2024, subject to and upon such terms and conditions as set out in the conditional share sale agreement dated 20 December 2023 and the supplemental agreement dated 14 June 2024 entered into between the Company and the Yanming Vendors in respect of the Proposed Acquisition 2 (“**SSA 2 & Supplemental Agreement 2**”).

**THAT**, any statutory pre-emptive rights to the Yanming Consideration Shares in respect of the Proposed Acquisition 2 which rank equally to all existing SUNZEN Shares in issue that each shareholder of SUNZEN have pursuant to Section 85 of the Companies Act 2016 and the Constitution of SUNZEN, be waived;

**THAT**, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue and allot the Yanming Consideration Shares at an issue price of RM0.295 per SUNZEN Share credited as fully paid-up upon such terms and conditions as set out in the SSA 2 & Supplemental Agreement 2 for the Proposed Acquisition 2.

**THAT**, such Yanming Consideration Shares shall, upon issuance and allotment, rank equally in all respects with the existing SUNZEN Shares, except that the Yanming Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions, which may be declared, made or paid, for which the entitlement date is prior to the date of allotment of the Yanming Consideration Shares.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient for or in connection with and in order to carry out, finalise and give effect to the Proposed Acquisition 2 with full powers and discretion to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed, required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and actions as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisition 2.”

#### BY ORDER OF THE BOARD OF SUNZEN BIOTECH BERHAD

**TEO MEE HUI (MAICSA 7050642) (SSM Practicing Certificate No. 202008001081)**  
**CHENG WENG SOON (MAICSA 7071849) (SSM Practicing Certificate No. 202308000579)**  
Company Secretaries

Kuala Lumpur  
5 September 2024

#### Notes:

1. A member is entitled to appoint not more than two (2) proxies to attend, participate, and vote in his/her stead at the meeting. A proxy may, but need not, be a member of the Company and there shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportions of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid.
2. The instrument appointing a proxy shall be in writing, under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in the ordinary shares of the Company standing to the credit of the said securities account.
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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Registered Office of the Company at Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, 50470 Kuala Lumpur or via electronic means at [info@sunzen.com.my](mailto:info@sunzen.com.my) not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. For the purpose of determining who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Clause 62 of the Constitution of the Company, a Record of Depositors as at 12 September 2024 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend the Extraordinary General Meeting.