



Sunzen Biotech Berhad

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

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting ("19th AGM") of Sunzen Biotech Berhad 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, Malaysia on Thursday, 19 December 2024 at 10:30 a.m. for the purpose of considering the following businesses:

AGENDA

ORDINARY BUSINESS

- 1. To receive the Audited Financial Statements for the financial period ended 30 June 2024 and the Reports of the Directors and Auditors thereon.
2. To approve the Directors' fee and benefits payable to the Directors of the Company amounting to RM330,000 for the financial period from 1 January 2024 to 30 June 2025.
3. To re-elect Mr. Ching Chee Pun who retires in accordance with Clause 97 of the Company's Constitution and being eligible, offered himself for re-election.
4. To re-elect Mr. Lee Yew Weng who retires in accordance with Clause 97 of the Company's Constitution and being eligible, offered himself for re-election.
5. To re-elect Puan Aida Lim Binti Abdullah who retires in accordance with Clause 104 of the Company's Constitution and being eligible, offered herself for re-election.
6. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.

Please refer to Explanatory Note 1
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5

SPECIAL BUSINESS

- 7. To consider and if thought fit, pass the following Ordinary Resolution, with or without modification:

Ordinary Resolution 6

AUTHORITY TO ISSUE AND ALLOT SHARES

"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016.

THAT the Directors be further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

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, approval be hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- 8. To consider and if thought fit, pass the following Ordinary Resolution, with or without modification:

Ordinary Resolution 7

PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY

"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

("Proposed Renewal of Share-Buy-back Authority")

THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the shares purchased until all the purchased shares have been dealt with by the Directors in the following manner as may be permitted by the Act, ACE Market Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- (i) To cancel all or part of the shares so purchased;
(ii) To retain all or part of the shares so purchased in treasury;
(iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
(iv) To resell all or part of the treasury shares;
(v) To transfer the shares or any of shares for the purpose of or under an employees' share scheme established by the Company; or
(vi) To transfer all or part of the treasury shares as purchase consideration; or
(vii) To deal with the treasury shares in the same manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;
whichever occurs first.

AND THAT authority be and are hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Renewal of Share-Buy-back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities."

- 9. To consider and if thought fit, pass the following Ordinary Resolution, with or without modification:

Ordinary Resolution 8

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - KHOO KIEN HOE

"THAT authority be hereby given to Khoo Kien Hoe who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

- 10. To consider and if thought fit, pass the following Special Resolution, with or without modification:

Special Resolution 1

PROPOSED CHANGE OF NAME OF THE COMPANY FROM "SUNZEN BIOTECH BERHAD" TO "SUNZEN GROUP BERHAD" ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be hereby changed from "Sunzen Biotech Berhad" to "Sunzen Group Berhad" effective from the date of the Notice of Registration of New Name to be issued by the Companies Commission of Malaysia to the Company AND THAT all references in the Constitution of the Company in relation to the name "Sunzen Biotech Berhad", wherever the same may appear, shall be deleted and substituted with "Sunzen Group Berhad".

AND THAT the Board of Directors of the Company be hereby authorised to carry out all necessary steps and formalities in effecting the Proposed Change of Name."

- 11. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

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

Kuala Lumpur
Dated this 30th day of October, 2024

NOTES:

- 1. A member is entitled to appoint not more than two (2) proxies to attend, participate, speak, 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 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, Malaysia or via electronic means at info@sunzen.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or an adjournment thereof.
6. For the purpose of determining who shall be entitled to attend the 19th AGM, the Company shall be requesting the 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 10 December 2024 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend the 19th AGM.

EXPLANATORY NOTE

- 1. Item 1 of the Agenda - Audited Financial Statements for the financial period ended 30 June 2024 and the Reports of the Directors and Auditors
The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 248 and Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.
2. Ordinary Resolution 1 - Directors' fee and benefits
The Board of Directors has reviewed the Directors' fees and benefits for the financial period from 1 January 2024 to 30 June 2025 after taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors.
The estimated total amount of Directors' fee and benefits payable (comprising meeting allowance) to the Directors of the Company was determined based on the number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors.
The Directors' fee and benefits will be made to the Directors by the Company on monthly basis and/or as and when incurred if the proposed Ordinary Resolution 1 is passed at the 19th AGM.
3. Ordinary Resolution 2, 3 and 4 - Re-election of Directors
Mr. Ching Chee Pun and Mr. Lee Yew Weng are retiring by rotation in accordance with Clause 97 of the Constitution of the Company whilst Puan Aida Lim Binti Abdullah is retiring in accordance with Clause 104 of the Constitution of the Company.
The profile of the retiring Directors are set out in the Annual Report 2024.
The Nomination Committee has taken into account the Board Evaluation Assessment including the results of the assessment for the retiring Directors and concurred that they have met the Board's expectations in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company. The Board recommended them to be re-elected as Directors of the Company.
4. Ordinary Resolution 6 - Authority to Issue and Allot Shares
The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("10% General Mandate").
This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
The purpose of the 10% General Mandate is to give flexibility to the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowing, acquisitions and etc. as they considered would be in the best interest of the Company to raise funds quickly and efficiently to ensure the long-term sustainability of the Company without having to convene separate general meetings.
The previous mandate obtained at the 18th AGM of the Company was not utilised and accordingly, no proceeds were raised.
This is also to approve the discontinuation of statutory pre-emptive rights under Section 85 of the Companies Act 2016, to allot new shares (or to grant rights over shares) without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate.
5. Ordinary Resolution 7 - Proposed Renewal of Authority for purchase of own shares by the Company
The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company.
For further information, please refer to the Share Buy-Back Statement dated 30 October 2024.
6. Ordinary Resolution 8 - Continuing in Office as Independent Non-Executive Director
The Board has assessed the independence of Mr. Khoo Kien Hoe, who has served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and recommended him for continuance in office as Independent Non-Executive Director of the Company based on the following justifications:
(a) He has fulfilled the criteria under the definition of Independent Director as provided in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to bring the element of objectivity to the Board;
(b) he has been with the Company for more than 9 years and are familiar with the Company's business operations;
(c) he has vast and diverse experiences and therefore would be able to provide constructive opinion, independent judgment and to act in the best interest of the Company and shareholders;
(d) he has devoted sufficient time and attention to their professional obligations for informed and balanced decision making; and
(e) he has continued to exercise his due care during his tenure as Independent Non-Executive Director of the Company and has carried out his professional duties in the interest of the Company and shareholders.
The Board considered Mr. Khoo Kien Hoe as independent based on the above justifications and recommended him to be retained as Independent Non-Executive Director of the Company.
7. Special Resolution 1 - Proposed Change of Name
The Board has proposed to change the Company's name from "Sunzen Biotech Berhad" to "Sunzen Group Berhad".
The proposed change of name aims to better align with the diversified business activities of the Group, which currently extend beyond the biotechnology sector.
For further information, please refer to the Circular to Shareholders dated 30 October 2024.