

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES WITH WARRANTS

Terms defined in the Abridged Prospectus dated 3 February 2016 (“**Abridged Prospectus**”) shall have the same meanings when used in this Notice of Provisional Allotment. The provisional allotment of Rights Shares (as defined herein) with Warrants (as defined herein) is a prescribed security pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”) shall apply in respect of dealings in the provisional allotment of Rights Shares with Warrants.



SUNZEN BIOTECH BERHAD

(Company No. 680889-W)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 192,579,515 NEW ORDINARY SHARES OF RM0.10 EACH IN SUNZEN BIOTECH BERHAD (“SUNZEN” OR THE “COMPANY”) (“SUNZEN SHARES”) (“RIGHTS SHARES”) ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING SUNZEN SHARES HELD AS AT 5.00 P.M. ON 3 FEBRUARY 2016 (“ENTITLEMENT DATE”) AT AN ISSUE PRICE OF RM0.25 PER RIGHTS SHARE, 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 FOR (“RIGHTS ISSUE OF SHARES WITH WARRANTS”)

Adviser and Joint Underwriter



TA SECURITIES HOLDINGS BERHAD (14948-M)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Underwriter



(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Shareholders of Sunzen

Dear Sir/ Madam,

The Board of Directors of Sunzen (“**Board**”) has provisionally allotted to you, in accordance with the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) dated 20 October 2015 and the Ordinary Resolution 1 passed by shareholders of the Company at the Extraordinary General Meeting convened on 24 November 2015, the number of Rights Shares with Warrants as indicated below (“**Provisional Allotment**”).

We wish to advise that the following Rights Shares with Warrants provisionally allotted to you in respect of the Rights Issue of Shares with Warrants have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System (“**CDS**”) account(s) subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form dated 3 February 2016 issued by the Company.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus dated 3 February 2016 issued by the Company. Bursa Securities has already prescribed the securities of Sunzen listed on the ACE Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the provisional allotment of Rights Shares with Warrants arising from the Rights Issue of Shares with Warrants are prescribed securities and, as such, all dealings in the Provisional Allotment will be by way of book entry through CDS accounts and will be governed by the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.

ALL RIGHTS SHARES WITH WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE OF SHARES WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES WITH WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES OR WARRANT CERTIFICATES WILL BE ISSUED.

It is the intention of the Board to allot the excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, on a pro-rata basis and in board lots, to the entitled shareholders who have applied for the excess Rights Shares with Warrants, based on their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lots, to the entitled shareholders who have applied for excess Rights Shares with Warrants, based on the quantum of their respective excess application; and
- (iv) lastly, on a pro-rata basis and in board lots, to transferees and/or renounees who have applied for excess Rights Shares with Warrants, based on the quantum of their respective excess application.

In the event of any excess Right Shares with Warrants after the above allocations, the balance will be allotted in the process set out in (ii) to (iv) above.

Nevertheless, the Board reserves the right to allot any excess Right Shares with Warrants applied for under Part I(B) of the Rights Subscription Form in such manner as it deems fit and expedient and in the best interest of the Company subject always to such allocation being made on a fair and equitable basis and that the intention of the Board as set out in (i) to (iv) above are achieved. The Board also reserves the right to accept any excess Rights Shares with Warrants application, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER			

NUMBER OF SUNZEN SHARES HELD AS AT 5.00 P.M. ON 3 FEBRUARY 2016	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.25 PER RIGHTS SHARE (RM)

IMPORTANT RELEVANT DATES AND TIME:	
Entitlement Date	Wednesday, 3 February 2016 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	Friday, 12 February 2016 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights	Wednesday, 17 February 2016 at 4.00 p.m.
Last date and time for acceptance and payment	Monday, 22 February 2016 at 5.00 p.m.*
Last date and time for excess application and payment	Monday, 22 February 2016 at 5.00 p.m.*

* or such later date and time as the Board may decide at its absolute discretion and announce not less than two (2) market days before the stipulated date and time

By Order Of The Board

Lim Lee Kuan (MAICSA 7017753)
Teo Mee Hui (MAICSA 7050642)
Company Secretaries

Share Registrar
Symphony Share Registrars Sdn Bhd (Company No. 378993-D)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Tel.no.: 603-7849 0777
Fax.no.: 603-7841 8151 / 8152

THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 3 FEBRUARY 2016

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS AND SERVICES ACT 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 3 FEBRUARY 2016 ("ABRIDGED PROSPECTUS").

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY. ALL ENQUIRIES CONCERNING THE RIGHTS ISSUE OF SHARES WITH WARRANTS SHOULD BE ADDRESSED TO THE SHARE REGISTRAR OF THE COMPANY, SYMPHONY SHARE REGISTRARS SDN BHD, LEVEL 6, SYMPHONY HOUSE, PUSAT DAGANGAN DANA 1, JALAN PJU 1A/46, 47301 PETALING JAYA, SELANGOR DARUL EHSAN. INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

This RSF, together with the Abridged Prospectus and Notice of Provisional Allotment ("NPA") for the Rights Issue of Shares with Warrants, is not intended to be issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue of Shares with Warrants complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Entitled shareholders and/or their renounees/transferees (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their advisers as to whether the acceptance or renunciation (as the case may be) of their entitlements to the Rights Issue of Shares with Warrants would result in the contravention of any laws of such countries or jurisdictions. Sunzen Biotech Berhad ("Sunzen" or "Company") and TA Securities Holdings Berhad shall not accept any responsibility or liability in the event that any acceptance or renunciation made by entitled shareholders and/or their renounees/transferees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the entitled shareholders and/or renounees/transferees (if applicable) are residents.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). A copy of the same, together with the NPA and RSF, have also been lodged with the Registrar of Companies, who takes no responsibility for the contents of these documents.

The shareholders of Sunzen have approved the Rights Issue of Shares with Warrants at the Extraordinary General Meeting held on 24 November 2015. Approval has also been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 20 October 2015 for the admission of the Warrants to the Official List of the ACE Market of Bursa Securities and the listing of and quotation for the Rights Shares, additional new Warrants 2014/2019 to be issued pursuant to the adjustments in accordance with the provisions of the deed poll dated 28 March 2014 as a result of the Rights Issue of Shares with Warrants ("Adjustment Warrants") and the new Sunzen Shares to be issued upon the exercise of the Warrants and Adjustment Warrants on the ACE Market of Bursa Securities. The official listing of and quotation for Rights Shares with Warrants will commence after, among others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all the Central Depository System ("CDS") accounts of entitled shareholders and/or their renounees/transferees (if applicable) have been duly credited and notices of allotment have been despatched to the successful applicants.

Neither Bursa Securities nor the SC takes any responsibility for the correctness or accuracy of any statements made or opinions expressed herein. Admission to the Official List and quotation of the said securities on Bursa Securities are in no way reflective of the merits of the Rights Issue of Shares with Warrants.

This RSF, together with the Abridged Prospectus and NPA, have been seen and approved by the Board of Directors of Sunzen ("Board") and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in these documents false or misleading.

The provisionally allotted Rights Shares with Warrants are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991, Securities Industry (Central Depositories) (Amendment) Act, 1998 and the Rules of the Bursa Depository shall apply in respect of dealings of the provisionally allotted Rights Shares with Warrants.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this documents, unless they are otherwise defined here or other context otherwise requires.

INSTRUCTIONS:

(i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on 22 February 2016, or such extended date and time as the Board may decide at its absolute discretion. Where the closing date for acceptance is extended from the original closing date, the announcement of such extension will be made not less than two (2) market days before the original closing date.

(ii) FULL ACCEPTANCE OF THE RIGHTS SHARES WITH WARRANTS

If you wish to accept the Rights Shares with Warrants provisionally allotted to you, please complete Part I(A) and Part II of this RSF and return this RSF, together with the appropriate remittance made in RM for the full amount in the form of Banker's Draft(s)/Cashier's Order(s)/Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made out in favour of "SUNZEN RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and CDS account number in block letters, for the full amount payable for the Rights Shares with Warrants accepted, to be received by the Share Registrar as detailed below, before 5.00 p.m. on 22 February 2016 (or such extended date and time as the Board may decide at its absolute discretion). Cheques or any other mode of payments are not acceptable.

FOR DELIVERY BY HAND AND/OR COURIER:-

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Telephone No: 603-7849 0777
Facsimile No: 603-7841 8151/8152

FOR ORDINARY POST:-

Symphony Share Registrars Sdn Bhd
Peti Surat 9150
Pejabat Pos Kelana Jaya
46785 Petaling Jaya
Selangor Darul Ehsan,
Malaysia

If acceptance and payment for the Rights Shares with Warrants provisionally allotted to you is not received by the Share Registrar by 5.00 p.m. on 22 February 2016, being the last time and date for acceptance and payment (or such extended time and date as may be determined and announced by the Board), such provisional allotment of rights will be deemed to have been declined and will be cancelled. The Board will then have the right to allot such Rights Shares with Warrants not taken up, first, to applicants applying for excess Rights Shares with Warrants in the manner set out in note (iv) below.

The remittance must be made for the exact amount payable for the Rights Shares with Warrants accepted (ROUNDED UP TO THE NEAREST SEN). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address stated in the Record of Depositors provided by Bursa Depository within eight (8) market days from the last date for acceptance and payment for the Rights Shares with Warrants.

(iii) PART ACCEPTANCE OF THE RIGHTS SHARES WITH WARRANTS

If you wish to accept part of your provisional allotment of the Rights Shares with Warrants, please complete Part I(A) of this RSF by specifying the number of Rights Shares with Warrants which you are accepting and Part II of this RSF and deliver the completed RSF together with the relevant payment to the Share Registrar by 5.00 p.m. on 22 February 2016, being the last time and date for acceptance and payment (or such extended time and date as may be determined and announced by the Board).

(iv) APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS

If you and/or your renounee(s)/transferee(s) (if applicable) wish to apply for excess Rights Shares with Warrants in addition to those provisionally allotted to you and/or your renounee(s)/transferee(s) (if applicable), please complete Part I(B) of this RSF (in addition to Parts I(A) and II) and forward it (together with a separate remittance for the full amount payable in respect of the excess Rights Shares with Warrants applied for) to the Share Registrar. Payment for the excess Rights Shares with Warrants applied for should be made in the same manner described in note (ii) above, with remittance in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to "SUNZEN EXCESS RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and CDS account number in block letters to be received by the Share Registrar not later than 5.00 p.m. on 22 February 2016, being the last time and date for the excess Rights Shares with Warrants acceptance and payment (or such extended time and date as may be determined and announced by the Board). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address stated in the Record of Depositors provided by Bursa Depository within eight (8) market days from the last date for acceptance and payment for the excess Rights Shares with Warrants.

In respect of unsuccessful or partially successful excess Rights Shares with Warrants applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest within fifteen (15) market days from the last date for application and payment for the excess Rights Shares with Warrants by ordinary post to the address shown in the Record of Depositors provided by Bursa Depository at the applicant's own risk. It is the intention of the Board to allot the excess Rights Shares with Warrants applied, if any, on a fair and equitable basis and in the following priority:

- firstly, to minimise the incidence of odd lots;
- secondly, on a pro-rata basis and in board lots, to the entitled shareholders who have applied for the excess Rights Shares with Warrants, based on their respective shareholdings in the Company as at the Entitlement Date;
- thirdly, on a pro-rata basis and in board lots, to the entitled shareholders who have applied for excess Rights Shares with Warrants, based on the quantum of their respective excess application; and
- lastly, on a pro-rata basis and in board lots, to transferees and/or renounees who have applied for excess Rights Shares with Warrants, based on the quantum of their respective excess application.

In the event of any excess Right Shares with Warrants after the above allocations, the balance will be allotted in the process set out in (b) to (d) above.

(v) SALE/TRANSFER OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES WITH WARRANTS

If you wish to sell/transfer all or part of your provisional allotment of the Rights Shares with Warrants to your renounee(s)/transferee(s) (if applicable), you may do so immediately through your stockbroker without first having to request the Company for a splitting of the provisional allotment of the Rights Shares with Warrants standing to the credit of your CDS accounts. To sell/transfer all or part of your provisional allotment of the Rights Shares with Warrants, you may sell such provisional allotment of the Rights Shares with Warrants on the open market of Bursa Securities or transfer such provisional allotment to such persons as may be allowed pursuant to the Rules of Bursa Depository.

In selling/transferring all or part of your provisional allotment of the Rights Shares with Warrants, you and/or your renounee(s)/transferee(s) (if applicable) need not deliver any document, including this RSF, to the stockbroker. However, you and/or your renounee(s)/transferee(s) (if applicable) must ensure that you have sufficient provisional allotment of the Rights Shares with Warrants standing to the credit of your CDS account before trading.

The purchaser(s)/renounee(s)/transferee(s) can collect a copy of this RSF for the acceptance of his/her/their rights from his/her/their stockbroker, the Registered Office of the Company, the Share Registrar's office or Bursa Securities' website at <http://www.bursamalaysia.com>.

If you have sold only part of the provisional allotment of the Rights Shares with Warrants, you may still accept the balance of your provisional allotment of the Rights Shares with Warrants by completing Parts I(A) and II of this RSF.

(vi) GENERAL INSTRUCTIONS

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- Rights Shares with Warrants subscribed by the shareholders and/or their renounee(s)/transferee(s) will be credited into their respective CDS accounts as shown in Bursa Depository's Record of Depositors.
- Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- The contract arising from the acceptance of the provisional allotment of the Rights Shares with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract.
- The Company reserves the right to accept or reject any acceptance and/or application if the instructions hereinabove stated are not strictly adhered to.
- Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the RSF.