

**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 11, No. 9 Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 15 April 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 BONUS ISSUE OF UP TO 109,523,280 NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("SUNZEN SHARES") ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING SUNZEN SHARES HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the passing of the Ordinary Resolution 2 and Special Resolution, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to issue up to 109,523,280 Bonus Shares on the basis of one (1) Bonus Share for every two (2) existing Sunzen Shares held by the shareholders of the Company at the Entitlement Date ("**Entitled Shareholders**").

THAT the Board be and is hereby authorised to capitalise a total sum of up to RM10,952,328 from the Company's share premium and retained profits for the purpose of the Proposed Bonus Issue of Shares.

THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Sunzen Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares.

THAT the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Bonus Issue of Shares, in such manner as the Board shall in its absolute discretion deems fit or expedient and in the best interest of the Company.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM25,000,000 COMPRISING 250,000,000 ORDINARY SHARES OF RM0.10 EACH TO RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of the Special Resolution, the authorised share capital of the Company be increased from RM25,000,000 divided into 250,000,000 ordinary shares of RM0.10 each to RM50,000,000 divided into 500,000,000 ordinary shares of RM0.10 each by the creation of 250,000,000 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 TO FACILITATE THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL ("PROPOSED AMENDMENT")

"THAT subject to the passing of Ordinary Resolution 2, 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:

Existing	Proposed amendment
<p>Memorandum of Association Clause 5 The share capital of the Company is RM25,000,000.00 divided into 250,000,000 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.</p>	<p>Memorandum of Association Clause 5 The share 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.</p>

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: 20 March 2015

Notes:

- 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 8 April 2015. Only a depositor whose name appears on the Record of Depositors as at 8 April 2015 shall be entitled to attend the said meeting and to speak or vote thereat.
- 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.
- 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.
- 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.
- 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.
- 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 at any adjournment thereof.