



SUNZEN BIOTECH BERHAD
(Company No.: 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, Permai Ballroom, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Wednesday, 30 May 2018 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Thirteenth Annual General Meeting of the Company which will be held on the same day and at the same venue, whichever shall be the later or at any adjournment thereof for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY THE COMPANY OF 5,250,000 ORDINARY SHARES ("SALE SHARES") IN ECOLITE BIOTECH MANUFACTURING SDN BHD ("ECOLITE"), REPRESENTING 70% EQUITY INTEREST IN ECOLITE FROM CHUM MUN CUAN AND LIM POH CHUW (COLLECTIVELY, THE "VENDORS"), FOR A TOTAL PURCHASE CONSIDERATION OF RM12,050,360 TO BE WHOLLY SATISFIED BY THE ISSUANCE AND ALLOTMENT OF 40,848,678 NEW ORDINARY SHARES IN SUNZEN ("CONSIDERATION SHARES" OR "SUNZEN SHARES") AT AN ISSUE PRICE OF RM0.295 PER SUNZEN SHARE ("PROPOSED ACQUISITION")

"THAT subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or persons being obtained (if required), approval be and is hereby given for SUNZEN to acquire the Sale Shares for a purchase consideration of RM12,050,360 to be satisfied by the issuance and allotment of the Consideration Shares at an issue price of RM0.295 per SUNZEN Share to the Vendors, subject to and upon such terms and conditions as set out in the conditional share sale agreement dated 26 January 2018 entered into between the Company and the Vendors ("SSA") for the Proposed Acquisition.

THAT, approval be and is hereby given to the Directors of the Company to issue and allot 40,848,678 SUNZEN 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 for the Proposed Acquisition.

THAT, such Consideration Shares shall, upon issuance and allotment, rank equally in all respects with the existing SUNZEN Shares, except that the 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 issuance and allotment of the Consideration Shares.

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps 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."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF SUNZEN INTO THE MANUFACTURING AND TRADING OF TRADITIONAL CHINESE MEDICINES AND HERBAL HEALTH FOODS AND BEVERAGES ("PROPOSED TCM DIVERSIFICATION")

"THAT, subject to the passing of Ordinary Resolution 1, the provisions of the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to diversify its operations to include the manufacturing and trading of traditional Chinese medicines and herbal health foods and beverages, which might reasonably be expected to result in -

- the diversion of 25% or more of the net assets of the Company to an operation which differs widely from those operations previously carried on by the Company; or
- the contribution from such an operation of 25% or more of the net profits of the Company,

pursuant to Rule 10.13 of the Listing Requirements.

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed TCM Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps 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 TCM Diversification."

ORDINARY RESOLUTION 3

PROPOSED RATIFICATION OF THE DIVERSIFICATION OF THE BUSINESS OF SUNZEN AND ITS SUBSIDIARIES ("SUNZEN GROUP") INTO THE TRADING OF CRUDE PALM OIL AND ITS DERIVATIVE PRODUCTS ("PROPOSED RATIFICATION")

"THAT, subject to the Listing Requirements and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to ratify the diversification of the business of the SUNZEN Group to include the trading of crude palm oil and derivative products.

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Ratification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps 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 Ratification."

BY ORDER OF THE BOARD OF

SUNZEN BIOTECH BERHAD

LIM LEE KUAN (MAICSA 7017753)

TEO MEE HUI (MAICSA 7050642)

Company Secretaries

Selangor Darul Ehsan

30 April 2018

Notes:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend, vote and speak in his stead at the same meeting. The member may attend and vote in person at the meeting after lodging the proxy form but however such attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company.
- Where a member of the Company appoints 2 proxies, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy shall be signed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, shall be deposited at the Company's registered office at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur, not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 21 May 2018 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.