



**SUNZEN BIOTECH BERHAD**  
(Company No. 680889-W)  
(Incorporated in Malaysia)

**NOTICE TO ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fourteenth Annual General Meeting ("14th AGM") of Sunzen Biotech Berhad will be held at Kota Permai Golf & Country Club, Permai 2, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Tuesday, 18 June 2019 at 11.00 a.m. for the purpose of considering the following businesses:

**AGENDA**

**ORDINARY BUSINESS**

- To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2018.
- To approve the Directors' fee and benefits payable to the Directors of the Company and its subsidiaries amounting to RM12,000/- and RM3,000/- respectively for the financial year ending 31 December 2019.
- To re-elect Datuk Hong Choon Hau who retires in accordance with Article 69 of the Constitution of the Company and being eligible, offer himself for re-election.
- To re-appoint Messrs. RSM Malaysia 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**

**SPECIAL BUSINESS**

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

**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 and that the Directors be and are hereby 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."

**Ordinary Resolution 4**

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

**Proposed Renewal of Authority for purchase of own shares by the Company**

"THAT, subject always to the Companies Act 2016, the provisions of 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:-

- 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;
- 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; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or transfer the shares under an employee share scheme or as purchase consideration.

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

- 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
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- 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 is 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 of Malaysia, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends or transfer the shares under an employee share scheme or as purchase consideration) in accordance with the Constitution of the Company and the requirements and/or guidelines of ACE Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

**Ordinary Resolution 5**

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

**Proposed Adoption of New Constitution of the Company**

"THAT the existing Memorandum and Articles of Association of the Company be hereby deleted in its entirety and a new Constitution, as set out in Appendix II of the Circular to Shareholders dated 30 April 2019 be replaced thereof and adopted as the Company's Constitution.

THAT henceforth, the Constitution shall bind the Company, the members and the Directors to the same extent as if the Constitution had been signed and sealed by each member and contain covenants on the part of each member and Director to observe all the provision of the Constitution.

THAT the Directors of the Company be hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give effect to the foregoing.

AND THAT the Secretary be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as adopted herewith with the Companies Commission of Malaysia on behalf of the Company in accordance with the provisions of the Companies Act 2016."

**Special Resolution 1**

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

**BY ORDER OF THE BOARD**

**LIM LEE KUAN (MAICSA 7017753)**  
**TEO MEE HUI (MAICSA 7050642)**

Company Secretaries

Kuala Lumpur  
Dated this 30th day of April, 2019

**NOTES:**

- For the purpose of determining a member who shall be entitled to attend this 14th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 50(f) of the Company's Constitution to issue a General Meeting Record of Depositors as at 11 June 2019. Only a depositor whose name appears on the Record of Depositors as at 11 June 2019 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 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. If the proxy is not a member of the Company, he need not be an advocate, an approved company auditor or a 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 at 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 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 appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the 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 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 any adjournment thereof.

**EXPLANATORY NOTE**

- Item 1 of the Agenda - Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2018**  
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.
- Item 2 of the Agenda - Ordinary Resolution 1**  
Pursuant to Section 230(1) of the Companies Act 2016, the fees, and any benefits payable to the Directors of the Company, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 14th AGM on the Directors' fee and benefits payable to the Directors of the Company and its subsidiaries for the financial year ending 31 December 2019 ("Relevant Period").  
The Directors' fee and benefits payable (comprises meeting allowance) to the Directors as set out below:  

Description	Non-Executive Chairman	Non-Executive Director
Directors' fee	RM60,000 per annum per person	RM26,000 per annum per person
Meeting Allowance (per day)	RM200	RM200

Note:  
- No Directors' fee and benefits are payable to the Executive Directors.  
- There are no Non-Executive Directors in the subsidiaries.

In determining the estimated total amount of meeting allowances for the Non-Executive Chairman and Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Non-Executive Chairman and Non-Executive Directors involved in these meetings.  
The benefits payable to Directors will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 1 has been passed at the 14th AGM. The Board is of the view that it is just and equitable for the Directors to be paid on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period.
- Item 5 of the Agenda - Ordinary Resolution 4**  
The proposed resolution, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authority will expire at the conclusion of next Annual General Meeting of the Company.  
This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the Previous Mandate"). The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.  
The Previous Mandate was not utilised and accordingly no proceeds were raised.
- Item 6 of the Agenda - Ordinary Resolution 5**  
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 April 2019.
- Item 7 of the Agenda - Special Resolution 1**  
The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act 2016, the revised Bursa Malaysia Securities Berhad's Ace Market Listing Requirements and the prevailing statutory and regulatory requirements applicable to the Company. Please refer to Appendix II of the Circular for details of the proposed adoption of new Constitution.  
The proposed Special Resolution shall be passed by a majority of not less than 75% of members entitled to vote in person or by proxy at the 14th AGM.