



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

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting ("15th 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, 28 July 2020 at 11.00 a.m. for the purpose of considering the following businesses:

A G E N D A

ORDINARY BUSINESS

- To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2019. *Please refer to Explanatory Note 1*
- To approve the Directors' fee and benefits payable to the Directors of the Company amounting to RM162,000 and RM3,000 respectively for the financial year ending 31 December 2020. *Ordinary Resolution 1*
- To re-elect Tan Sri Haji Musa Bin Tan Sri Haji Hassan who retires in accordance with Clause 97 of the Constitution of the Company and being eligible, offered himself for re-election. *Ordinary Resolution 2*
- To re-elect Teo Yek Ming who retires in accordance with Clause 104 of the Constitution of the Company and being eligible, offered himself for re-election. *Ordinary Resolution 3*
- 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. *Ordinary Resolution 4*

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 5

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

Proposed 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 6

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

BY ORDER OF THE BOARD

LIM LEE KUAN (MAICSA 7017753) (SSM Practicing Certificate No. 202008001079)
 TEO MEE HUI (MAICSA 7050642) (SSM Practicing Certificate No. 202008001081)
 Company Secretaries

Kuala Lumpur
 Dated this 29th day of June, 2020

NOTES:

- 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.
- 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.
- 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.
- 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.
- 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 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend the 15th 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 21 July 2020 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend the 15th AGM.

EXPLANATORY NOTE

- Item 1 of the Agenda - Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2019**
 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 15th AGM on the Directors' fee and benefits payable to the Directors of the Company for the financial year ending 31 December 2020 ("Relevant Period").
 The estimated total amount of Directors' fees and benefit payable to the Directors for the Relevant Period of not exceeding RM165,000 was determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors and the possibility of additional Directors being appointed.
 The directors' fee and benefits payable to the Directors will be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 1 has been passed at the 15th 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 throughout the Relevant Period.
- Item 6 of the Agenda - Ordinary Resolution 5**
 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 authorisation will expire at the conclusion of next Annual General Meeting of the Company.
 This is a new mandate and 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 obtained from the members at the last Annual General Meeting was not utilised and will be lapsed on 30 June 2020.
- Item 7 of the Agenda - Ordinary Resolution 6**
 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 29 June 2020.