



SUNZEN BIOTECH BERHAD  
(Registration No. 200501003843 (608089-W))  
(Incorporated in Malaysia)

**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting ("16<sup>th</sup>AGM") of Sunzen Biotech Berhad will be held at Kota Permai Golf & Country Club, Danau 3, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Tuesday, 29 June 2021 at 11.00 a.m. for the purpose of considering the following businesses:

**A G E N D A**

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| <p>1. To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2020.</p> <p>2. To approve the Directors' fee and benefits payable to the Directors of the Company amounting to RM172,000 and RM4,000 respectively for the financial year ending 31 December 2021.</p> <p>3. To re-elect Khoo Kien Hoe who retires in accordance with Clause 97 of the Constitution of the Company and being eligible, offered himself for re-election.</p> <p>4. To re-elect Ching Chee Pun who retires in accordance with Clause 104 of the Constitution of the Company and being eligible, offered himself for re-election.</p> <p>5. To re-elect Lee Yew Weng who retires in accordance with Clause 104 of the Constitution of the Company and being eligible, offered himself for re-election.</p> <p>6. 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.</p> | <p><i>Please refer to Explanatory Note 1</i></p> <p><b>Ordinary Resolution 1</b></p> <p><b>Ordinary Resolution 2</b></p> <p><b>Ordinary Resolution 3</b></p> <p><b>Ordinary Resolution 4</b></p> <p><b>Ordinary Resolution 5</b></p> |
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**SPECIAL BUSINESS**

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

**Proposed Amendment to the Company's Constitution ("Proposed Amendments")**

**\*THAT the proposed amendment to the following Clause of the Company's Constitution, be and is hereby approved -**

Existing Clause 15 - Issue of Securities	Proposed Clause 15 - Issue of Securities
<p>Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding 12 months, exceeds 10% of the number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible Securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.</p>	<p>Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if the total number of those shares or convertible Securities, when aggregated with the total number of any such shares or convertible Securities issued during the preceding twelve (12) months, exceeds the percentage threshold on the total number of issued shares as prescribed in the Listing Requirements or modified by the Exchange (excluding treasury shares), except where the shares or convertible Securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.</p>

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

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

8. 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 passing of the Special Resolution 1, 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 twenty percent (20%) 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 with the approval 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."

**Special Resolution 1**

**Ordinary Resolution 6**

9. 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:-

- (i) 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;
- (ii) 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
- (iii) 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:-  
(i) 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  
(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or  
(iii) 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 7**

10. 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 Practising Certificate No. 202008001079)**

**TEO MEE HUI (MAICSA 7050642) (SSM Practising Certificate No. 202008001081)**

Company Secretaries

Kuala Lumpur

Dated this 28th day of May, 2021

**NOTES:**

1. 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.
2. 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.
3. 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.
4. 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.
5. 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 Hag 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.
6. For the purpose of determining who shall be entitled to attend the 16th 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 22 June 2021 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend the 16th AGM.

**EXPLANATORY NOTE**

1. **Item 1 of the Agenda - Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2020**  
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.
2. **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 16th AGM on the Directors' fee and benefits payable to the Directors of the Company for the financial year ending 31 December 2021 ("Relevant Period").  
The estimated total amount of Directors' fee and benefit payable (comprising meeting allowance) to the Directors of the Company for the Relevant Period 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.  
The Directors' fee and benefits payable to the Directors of the Company will be made by the Company on a monthly basis and/or as and when incurred if the proposed Ordinary Resolution 1 is passed at the 16th 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.
3. **Item 7 of the Agenda - Proposed Amendment to the Company's Constitution**  
Bursa Malaysia Securities Berhad ("Bursa Securities") has on 16 April 2020, issued a letter on the additional temporary relief measures to listed corporation, which included a higher general mandate limit under Rule 6.04 of the ACE Market Listing Requirements for new issuances of securities from the existing 10% limit to 20% limit of the total number of issued shares (excluding treasury shares) ("20% General Mandate").  
The Special Resolution, if passed, will align the Constitution of the Company with the measure allowed or empowered by Bursa Securities from time to time.  
This Special Resolution 1 shall be passed by a majority of not less than 75% of members entitled to vote in person or by proxy at the 16th AGM.
4. **Item 8 of the Agenda - Ordinary Resolution 6**  
The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2021. With effect from 1 January 2022, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Rule 6.04 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.  
The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.  
The purpose of 20% General Mandate is to give flexibility to the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowing, acquisitions and etc. as they consider would be in the best interest of the Company to raise funds quickly and efficiently to ensure the long-term sustainability of the Company without having to convene separate general meetings.  
The previous 10% General Mandate obtained at the Fifteenth AGM of the Company was not utilised and accordingly, no proceed was raised.
5. **Item 9 of the Agenda - Ordinary Resolution 7**  
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 28 May 2021.