

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Pharmaniaga Berhad ("Pharmaniaga") will be held at The Royale Bintang Damansara Hotel, The Royale Ballroom, 2nd Floor, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan at 10.00 a.m. on Wednesday, 3 April 2013 or immediately after the conclusion or adjournment (as the case may be) of the 15th Annual General Meeting of the Company which will be held at the same venue and on the same day at 9.30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF PHARMANIAGA TO FACILITATE AND ALLOW THE IMPLEMENTATION OF THE PROPOSED SHARE SPLIT ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of the Ordinary Resolution 1, the existing Clause 5 of the Memorandum of Association and the existing Article 3 of the Articles of Association to be respectively amended to the following for purposes of giving effect to the Proposed Share Split:

(i) Clause 5 of the Memorandum of Association:

The share capital of the Company is RM300,000,000 divided into 600,000,000 ordinary shares of RM0.50 each with power for the Company to increase or reduce such capital and to issue any part of its capital, original or increased with or without any preference, priority or special privilege or subject to any postponement of rights, or to any conditions or restrictions and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

(ii) Article 3 of the Articles of Association:

The authorised capital of the Company is RM300,000,000 divided into 600,000,000 shares of RM0.50 each.

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN PHARMANIAGA ("PHARMANIAGA SHARE(S)") INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN PHARMANIAGA ("SUBDIVIDED SHARE(S)") ("PROPOSED SHARE SPLIT")

"THAT, subject to the passing of the Special Resolution 1 as well as the approval of all relevant regulatory authorities for the listing of and quotation for the Subdivided Shares, approval be and is hereby given for each of the Company's issued and paid-up ordinary share of RM1.00 as at the close of business to be determined and announced later by the Directors ("Entitlement Date"), to be subdivided into two (2) ordinary shares of RM0.50 each credited as fully paid up, upon allotment and issue, rank pari passu in all respects with each other, save and except that they shall not be entitled to any dividends rights, allotments and/or other distributions, which may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the Subdivided Shares, held by the entitled shareholders whose names appear in the Record of Depositors of the Company on the Entitlement Date.

THAT on 18 February 2013 the Directors have declared a fourth (4th) interim single tier dividend of 10 sen per Pharmaniaga Share in respect of the FYE 31 December 2012 ("Declared Dividend"). The Declared Dividend will be paid on 27 March 2013 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 6 March 2013;

THAT as the entitlement date of the Declared Dividend will be prior to the date of allotment of the Subdivided Shares, the Subdivided Shares shall not be entitled to the Declared Dividend;

THAT fractional entitlements of the Subdivided Shares, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deems fit and expedient and to be in the best interests of the Company;

THAT on the Entitlement Date, the authorised capital of the Company, which is RM300,000,000 divided into 300,000,000 ordinary shares of RM1.00 each, be altered by subdividing the 300,000,000 ordinary shares of RM1.00 each into 600,000,000 ordinary shares of RM0.50 each;

AND THAT the Directors be and are hereby authorised to give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 23,534,794 NEW SUBDIVIDED SHARES ("BONUS SHARE(S)") AFTER THE PROPOSED SHARE SPLIT ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TEN (10) SUBDIVIDED SHARES HELD ("PROPOSED BONUS ISSUE")

"THAT, subject to the passing of the Special Resolution 1 and Ordinary Resolution 1 as well as the approval of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares, approval be and is hereby given to the Company to capitalise an amount of RM11,767,397 out of the retained earnings accounts of the Company and to apply the same for the purposes of issuing 23,534,794 new Subdivided Shares credited as fully paid-up to be issued to the entitled shareholders whose names appear in the Record of Depositors of the Company on the Entitlement Date on the basis of one (1) Bonus Share for every ten (10) Subdivided Shares held after the Proposed Share Split;

THAT the Bonus Shares shall, upon allotment and issue, rank pari passu in all respects with the each other and the Subdivided Shares, save and except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, which may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the Bonus Shares;

THAT as the entitlement date of the Declared Dividend will be prior to the date of allotment of the Bonus Shares, the Bonus Shares shall not be entitled to the Declared Dividend;

THAT fractional entitlements of the Bonus Shares, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deems fit and expedient and to be in the best interests of the Company;

AND THAT the Directors be and are hereby authorised to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board

PHARMANIAGA BERHAD

SHARIFAH BINTI MALEK (LS00448)

NOR AZRINA ZAKARIA (LS0009161)

Secretaries

Kuala Lumpur

12 March 2013

Notes:

- (1) A member of Pharmaniaga entitled to be present and vote at the Meeting may appoint a proxy to vote instead of him. A proxy may but need not be a member of Pharmaniaga and a member may appoint any person to be his proxy.
- (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, under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- (3) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- (4) The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at Pharmaniaga's share registrar, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise, the person so named shall not be entitled to vote in respect thereof.
- (5) Only members registered in the Record of Depositors as at 27 March 2013 shall be eligible to attend the Meeting or appoint a proxy to attend and vote on his/her behalf.