

PHARMANIAGA BERHAD

(Company No. 467709-M)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of Pharmaniaga Berhad (467709-M) (the Company) 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 on Wednesday, 3 April 2013 at 9.30 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

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| 1 | To receive and consider the audited financial statements for the year ended 31 December 2012, and the Report of the Directors. | Resolution 1 |
| 2 | To re-elect Izzat Othman who retires by rotation pursuant to Article 88 of the Company's Articles of Association and, being eligible, offers himself for re-election. | Resolution 2 |
| 3 | To re-elect Tan Sri Dato' Seri Lodin Wok Kamaruddin who retires by rotation pursuant to Article 88 of Company's Articles of Association and, being eligible, offers himself for re-election. | Resolution 3 |
| 4 | To approve Directors' fees. | Resolution 4 |
| 5 | To re-appoint Messrs. PricewaterhouseCoopers as Auditors of and to authorise the Directors to determine their remuneration. | Resolution 5 |

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, with or without modifications:

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| 6 | Ordinary Resolution
Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965 | Resolution 6 |
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“THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be

and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

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Ordinary Resolution

Resolution 7

Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions

“THAT, subject to the Companies Act, 1965 (Act), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its Subsidiaries (Pharmaniaga Group) to enter into all transactions involving the Related Parties as specified in Section 2.2 of the Circular to Shareholders dated 12 March 2013 provided that such transactions are :

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (AGM), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- (ii) the expiration of the period within the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act [but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; or
- (iii) revoked or varied by resolution passed by the shareholders in a General Meeting;

whichever is the earlier.

And further that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate.”

Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions

“THAT subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its Subsidiaries (Pharmaniaga Group) to enter into recurrent transactions of a revenue of trading nature with the Related Parties as specified in Section 2.3 of the Circular to Shareholders dated 12 March 2013 subject to the following:

- (i) the transactions are in the ordinary course of business, at arm's length basis and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year;
- (iii) that such authority shall continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (AGM) of the Company following the forthcoming AGM at which such Shareholders' Mandate is passed, at will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
 - (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 [but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965]; or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to completed and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions authorised by this Ordinary Resolution.”

9 To transact any other ordinary business of the Company.

By Order of the Board

SHARIFAH MALEK (LS00448)
NOR AZRINA ZAKARIA (LS0009161)
Secretaries

Kuala Lumpur
12 March 2013

Notes

- (a) 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. The instrument appointing a proxy must be lodged at the Registered Office or Share Registrar's Office not less than forty-eight hours before the time of the Meeting.
- (b) The ordinary resolution proposed under item 6 above, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting required by law to be held, whichever is earlier. The mandate sought under item 6 above is a renewal of an existing mandate.
- As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Fourteenth Annual General Meeting held on 4 April 2012 and which will lapse at the conclusion of the Fifteenth Annual General Meeting.
- The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
- (c) The proposed resolutions 7 and 8, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.