

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting of Pharmaniaga Berhad (467709-M) (the Company) will be held at The Royale Chulan Damansara Hotel, Mutiara Ballroom, Ground Floor, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 6 April 2017 at 9.00 a.m. for the purpose of transacting the following business:

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors. **[Please refer to Note (a)]**
2. To re-elect Lieutenant General Dato' Seri Panglima Dr Sulaiman bin Abdullah (Retired), who retires by rotation in accordance with Article 88 of the Company's Articles of Association as Director of the Company. **Resolution 1**
3. To re-appoint the following Directors of the Company:
  - i. Mohd Suffian bin Haji Haron **Resolution 2**
  - ii. Daniel Ebinesan **Resolution 3**
4. To approve the payment of Directors' Fees amounting to RM532,000 for the financial year ended 31 December 2016. **Resolution 4**
5. To re-appoint Messrs. PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration. **Resolution 5**

## SPECIAL BUSINESS

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

### 6. Ordinary Resolution Authority to Allot and Issue Shares in General Pursuant to Sections 75 and 76 of the Companies Act, 2016 **Resolution 6**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 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."

### 7. Ordinary Resolution Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions **Resolution 7**

"THAT, subject to the Companies Act, 2016 (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 15 March 2017 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 340(2) of the Act [but shall not extend to such extension as may be allowed pursuant to Section 340(4) 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 this Shareholders' the Mandate."

8. To transact any other ordinary business of the Company.

By Order of the Board

TASNEEM MOHD DAHALAN (LS 0006966)  
Secretary

Kuala Lumpur  
15 March 2017

## Notes

a) The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act, 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, not put forward for voting.

b) With the coming into force the Companies Act 2016 on 31 January 2017, there is no age limit for directors.

At the 18th Annual General Meeting of the Company held on 29 March 2016, both Mohd Suffian bin Haji Haron and Daniel Ebinesan, who are above the age of 70, were reappointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the 19th Annual General Meeting. Their term of office will end at the conclusion of the 19th Annual General Meeting and they have offered themselves for re-appointment.

The proposed Ordinary Resolutions 2 and 3, if passed, will enable both Mohd Suffian bin Haji Haron and Daniel Ebinesan to continue to act as Directors of the Company and they shall subject to retirement by rotation at a later date.

The Nomination Committee ("NC") of the Company has assessed the criteria and contribution of Mohd Suffian bin Haji Haron and Daniel Ebinesan and recommended for their re-appointment. The Board has endorsed the NC's recommendation that Mohd Suffian bin Haji Haron and Daniel Ebinesan be re-appointed as Directors of the Company.

(c) The proposed ordinary resolution 6, 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 is a renewal of the existing mandate.

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.

As at the date of this Notice, no new shares were issued pursuant to the authority granted to the Directors at the 18th Annual General Meeting held on 29 March 2016, the mandate of which will lapse at the conclusion of the 19th Annual General Meeting to be held on 6 April 2017. However, 494,400 new shares in the Company were issued pursuant to Shareholders' approval granted at the Extraordinary General Meeting held on 29 March 2016, in relation to the Share Scheme.

d) The proposed ordinary resolution 7, 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. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

e) A member of Pharmaniaga Berhad 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 Berhad and a member may appoint any person to be his proxy. The instrument appointing a proxy must be lodged at the Share Registrar's Office, Tricor Investor & Issuing House Services Sdn Bhd located at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time of the Meeting or adjourned meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

f) Only members registered in the Record of Depositors as at 28 March 2017 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his/her behalf.

(g) If a member has appointed a proxy to attend a general meeting and subsequently attends such general meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said general meeting.

(h) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.