



DUOPHARMA

CCM DUOPHARMA
BIOTECH BERHAD
(524271-W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of CCM Duopharma Biotech Berhad ("CCMD" or the "Company") will be held at Ballroom 1 & 2, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 31 May 2018 at 10.00 a.m., or immediately following the conclusion or adjournment of the Seventeenth (17th) Annual General Meeting of CCMD scheduled to be held at the same venue and on the same date at 9.30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 371,945,333 NEW ORDINARY SHARES IN CCMD ("CCMD SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 4 BONUS SHARE FOR EVERY 3 EXISTING CCMD SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"**THAT**, subject to the approvals of all relevant authorities in respect of the listing and quotation of up to 371,945,333 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of CCMD ("Board") be and is hereby authorised to capitalise a total sum of up to RM185.97 million from the share premium account of the Company for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue up to 371,945,333 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of 4 Bonus Shares for every 3 existing CCMD Shares held in the Company on the Entitlement Date;

THAT, the Board is hereby authorised to disregard and deal with any fractional entitlements from the Proposed Bonus Issue, if any, which shall be disregarded and dealt with in such manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT, the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing CCMD Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution ("Distribution") that may be declared for which the entitlement date for the Distribution precedes the date of allotment and issuance of the Bonus Shares;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, variations, modifications, termination and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF CCMD WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN CCMD SHARES ("PROPOSED DRP")

"**THAT** subject to the approvals of the relevant regulatory authorities for the Proposed DRP having being obtained to the extent permitted by law:-

- i. the Proposed DRP, which shall be upon such terms and conditions as the Board of Directors of CCMD ("Board") at its sole absolute discretion deem fit, be and is hereby approved;
- ii. the Board be and is hereby authorised:-
 - a. to establish and implement the Proposed DRP;
 - b. to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any dividends (whether interim, final, special or any other cash dividend) declared and/or approved by the Company;
 - c. to allot and issue such number of CCMD Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP; and
 - d. to sign and execute all documents, to do all acts, deeds and things and to enter into all transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise and complete the Proposed DRP with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modification, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts, for and on behalf of the Company.

AND THAT the new Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the holders of new Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution ("Distribution") where the entitlement date for such Distribution precedes the relevant date of allotment and issuance of the new Shares."

ORDINARY RESOLUTION 3

ISSUANCE OF NEW CCMD SHARES PURSUANT TO THE PROPOSED DRP THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR DIVIDEND IN NEW CCMD SHARES ("ISSUANCE OF NEW CCMD SHARES PURSUANT TO THE PROPOSED DRP")

"**THAT** subject to the passing of Ordinary Resolution 2, and the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of new CCMD Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company's next annual general meeting, upon terms and conditions and to such persons as the Board may, at its absolute discretion, deem fit and in the best interest of the Company;

THAT the issue price of the said new CCMD Shares, which will be determined and fixed by the Board on the price-fixing date to be determined, shall not be more than ten percent (10%) discount to the 5-day volume weighted average market price ("VWAMP") of CCMD Shares immediately preceding the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of New CCMD Shares pursuant to the Proposed DRP, with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be required or permitted by any relevant authorities and to deal with all matters relating thereto."

By Order of the Board

IBRAHIM HUSSIN SALLEH
LS0009121
Company Secretary

Kuala Lumpur
30 April 2018

Notes:-

1. All Resolutions in the Notice of EGM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad.
2. A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.
3. Where a member of the Company appoints 2 proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
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 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.
5. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Company's Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than twenty four (24) hours before the time appointed for the taking of the poll as per Section 334(3) of the Companies Act, 2016.
8. Only depositors whose names appear in the Record of Depositors as at 23 May 2018 shall be regarded as members and entitled to attend and vote at the meeting.