



CCM DUOPHARMA BIOTECH BERHAD
(Company No. 524271-W)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of CCM Duopharma Biotech Berhad ("**CCM Duopharma**" or "**Company**") will be held at Ballroom 1, Premiere Hotel, Bandar Bukit Tinggi, 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan on Wednesday, 11 March 2015 at 2.00 p.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION

"THAT, subject to the approvals of all relevant regulatory authorities being obtained, where required, and the conditions precedent in the share sale agreements being fulfilled or waived (as the case may be), approval be and is hereby given for:

- (a) the acquisition of the entire equity interest in CCM Pharmaceuticals Sdn Bhd ("**CCM Pharmaceuticals**") and Innovax Sdn Bhd ("**Innovax**") from Chemical Company of Malaysia Berhad ("**CCMB**") for an aggregate purchase consideration of RM17,600,000 together with the settlement of advances due from Innovax and CCM Pharmaceuticals to CCMB and its subsidiaries ("**CCMB Group**") amounting to RM10,655,000 based on 30 September 2014 to be settled via cash;
- (b) the acquisition of the entire equity interest in CCM International (Philippines), Inc ("**CCM Philippines**") from CCM Investments Ltd, a wholly-owned subsidiary of CCMB ("**CCM Investments**") for a purchase consideration of RM1,000 to be settled via cash;
- (c) the acquisition of the entire equity interest in CCM Pharmaceuticals (S) Pte Ltd ("**CCM Singapore**") from CCM International Sdn Bhd, a wholly-owned subsidiary of CCMB ("**CCM International**") for a purchase consideration of RM2,417,000 together with the settlement of advances due from CCM Singapore to the CCMB Group amounting to RM27,000 based on 30 September 2014 to be settled via cash; and
- (d) the acquisition of the entire equity interest in CCM Pharma Sdn Bhd ("**CCM Pharma**") and Upha Pharmaceutical Manufacturing (M) Sdn Bhd ("**Upha Pharmaceutical**") from CCMB for an aggregate purchase consideration of RM113,307,000 together with the settlement of advances due from CCM Pharma and Upha Pharmaceutical to the CCMB Group amounting to RM101,116,000 based on 30 September 2014 to be settled via cash,

(hereinafter the aforesaid proposed acquisition of CCM Pharmaceuticals, Innovax, CCM Philippines, CCM Singapore, CCM Pharma and Upha Pharmaceutical are collectively referred to as the "**Proposed Acquisition**").

THAT, the Board of Directors of the Company ("**Board**") be and are hereby authorised and empowered to give full effect to the Proposed Acquisition and the relevant share sale agreements (as amended by the relevant supplementary agreements thereto, as the case may be) with full powers to complete and implement the Proposed Acquisition in such manner as the Board may deem fit or necessary, including: to negotiate, approve, agree, and/or assent to any conditions, modifications, variations, revaluations and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered the share sale agreements and all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations, and/or guarantees to any party or parties and to do all such acts and matters as they may deem fit, necessary and/or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED RIGHTS ISSUE

"THAT, subject to the passing of Special Resolution 1, the approval-in-principle granted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other relevant authorities/ parties (if applicable), approval be and is hereby given to the Board to provisionally allot and issue by way of a renounceable rights issue of up to 139,479,500 Rights Shares, on the basis of one (1) Rights Share for every one (1) new ordinary share of RM0.50 each held in CCM Duopharma ("**CCM Duopharma Share**") held, by way of provisional allotment to shareholders whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined and announced later by the Board ("**Entitlement Date**");

AND THAT, the Rights Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing CCM Duopharma Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the Rights Shares;

AND THAT, the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to 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 Rights Issue;

AND THAT, approval is hereby given for the Company to utilise the proceeds of the Proposed Rights Issue for the purposes set out in the circular to shareholders to the Company dated 16 February 2015 ("**Circular**"), and the Directors be and are hereby authorised with full powers to vary the manner and/ or purpose of utilisation of proceeds in such manner as the Directors of the Company in their discretion deem fit, necessary, expedient and/ or in the best interest of the Company."

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

"THAT, subject to the passing of Ordinary Resolution 2, and the approvals being obtained from all relevant authorities and/or parties (where required), the authorised share capital of the Company be and is hereby increased from RM100,000,000 divided into 200,000,000 CCM Duopharma Shares to RM250,000,000 divided into 500,000,000 CCM Duopharma Shares, by the creation of an additional 300,000,000 CCM Duopharma Shares;

AND THAT, in consequence thereof, the Company's Memorandum of Association be and is hereby altered by deleting the existing Clause 5 in its entirety and replacing it with the following new Clause 5:

"The capital of the Company is RM250,000,000/- Malaysian Currency divided into 500,000,000 ordinary shares of RM0.50 each."

AND THAT the Board be and is hereby authorised to do all such acts and things and to take such step that are necessary and/or expedient in order to give full effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, modifications and/or amendments as may be requested by any relevant parties to give effect to the Proposed Increase in Authorised Share Capital."

By Order of the Board
CCM Duopharma Biotech Berhad

Noor Azwah Binti Samsudin
(LS 0006071)
Company Secretary

Kuala Lumpur
16 February 2015

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
3. 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.
4. 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.
5. 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.
6. The instrument appointing a proxy must be deposited at the Registrar of the Company at Tricor Investor Services Sdn. Bhd., Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting.
7. Only depositors whose names appear in the Record of Depositors as at 3 March 2015 shall be regarded as members and entitled to attend and vote at the meeting.