

Notice of the 18th Annual General Meeting

DUOPHARMA BIOTECH BERHAD (524271-W)
(Formerly known as CCM Duopharma Biotech Berhad)
(Incorporated in Malaysia)



NOTICE IS HEREBY GIVEN that the Eighteenth (18th) Annual General Meeting ("AGM") of Duopharma Biotech Berhad (formerly known as CCM Duopharma Biotech Berhad) ("Duopharma Biotech" 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 Friday, 31 May 2019 at 9.30 a.m.** for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.
2. To approve a Final Single Tier Dividend of 4 sen per ordinary share for the financial year ended 31 December 2018. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire in accordance with Article 100 of the Company's Constitution:

(i) Encik Razalee Bin Amin **Ordinary Resolution 2**
(ii) Dato' Eisah Binti A. Rahman **Ordinary Resolution 3**

Datuk Seri Rohani Parkash Binti Abdullah, who also retires by rotation in accordance with Article 100 of the Company's Constitution, has expressed her intention not to seek re-election. Therefore, she will retain office until the close of the 18th AGM.
4. To approve the payment of total Directors' Fees amounting to RM825,000 for the period commencing 1 June 2019 until the conclusion of the next AGM of the Company, and further, to authorise the Directors to divide the remuneration among them in such proportions and manner as the Directors may determine. **Ordinary Resolution 4**
5. To approve the proposed payment of total Directors' Remuneration (excluding Directors' Fees) up to an amount of RM600,000 for the period from 1 June 2019 until the conclusion of the next AGM of the Company. **Ordinary Resolution 5**
6. To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution:-

Notice of the 18th Annual General Meeting

DUOPHARMA BIOTECH BERHAD (524271-W)
(Formerly known as CCM Duopharma Biotech Berhad)
(Incorporated in Malaysia)



7. ISSUANCE OF NEW DUOPHARMA BIOTECH SHARES PURSUANT TO THE DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR DIVIDEND IN NEW DUOPHARMA BIOTECH SHARES ("DIVIDEND REINVESTMENT PLAN")

Ordinary Resolution 7

"THAT pursuant to the Dividend Reinvestment Plan as approved by the Shareholders at the Extraordinary General Meeting of the Company held on 31 May 2018, and subject to the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of Duopharma Biotech ("Board") to allot and issue such number of new Duopharma Biotech Shares from time to time as may be required to be allotted and issued pursuant to the Dividend Reinvestment Plan 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 Duopharma Biotech 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 Duopharma Biotech 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 Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan, with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Dividend Reinvestment Plan, 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."

8. To transact any other business of which due notice shall have been received.

By Order of the Board

IBRAHIM HUSSIN SALLEH

License No. : LS0009121
SSM Practising Certificate No. : 201908001032
Company Secretary

Kuala Lumpur
Date: 29 April 2019

Notice of the 18th Annual General Meeting

DUOPHARMA BIOTECH BERHAD (524271-W)
(Formerly known as CCM Duopharma Biotech Berhad)
(Incorporated in Malaysia)



NOTES:

1. All Resolutions in the Notice of AGM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Listing Requirements.
2. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (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 two (2) proxies, the appointments 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 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 2019 shall be regarded as members and entitled to attend and vote at the meeting.

Explanatory Notes on Ordinary Business

Audited Financial Statements for financial year ended 31 December 2018 and the Reports of the Directors and the Auditors thereon

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 and Article 57 of the Company's Constitution for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Ordinary Resolution 1 – Approval for a Final Single Tier Dividend of 4 sen per ordinary share for the financial year ended 31 December 2018

Pursuant to Paragraph 8.26 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the final single tier dividend under Ordinary Resolution 1, if approved, shall be paid not later than three (3) months from the date of the shareholders' approval.

Subject to the shareholders' approval for the proposed final single-tier dividend under Ordinary Resolution 1 and the shareholders' approval for the issuance of new Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan under Ordinary Resolution 7, the Board had resolved that the Dividend Reinvestment Plan would apply to the said final single tier dividend. The entitlement date, payment date and electable portion of the proposed final single-tier dividend shall be determined and announced by the Board in due course after the AGM.

The Dividend Reinvestment Plan that provides the shareholders of the Company with an option to elect to reinvest their cash dividend in Duopharma Biotech Shares had been approved by the shareholders at the Extraordinary General Meeting of the Company held on 31 May 2018.

Notice of the 18th Annual General Meeting

DUOPHARMA BIOTECH BERHAD (524271-W)
(Formerly known as CCM Duopharma Biotech Berhad)
(Incorporated in Malaysia)



Ordinary Resolutions 2 and 3 – Approval for the re-election of the Directors who retire in accordance with Article 100 of the Company’s Constitution

Article 100 of the Company’s Constitution provides that at each AGM of the Company, one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), the number nearest to one-third (1/3), shall retire from office at the conclusion of the meeting and that each Director so retiring from office shall be eligible for re-election. Pursuant thereto, with the current Board of Directors (“Board”) size of nine (9), three (3) Directors will be retiring in accordance with Article 100 of the Constitution.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 18th AGM, the Nomination and Remuneration Committee (“NRC”) had assessed each of the retiring Directors, and considered the following:

- (a) the Director’s performance and contribution based on the Self and Peer Assessment (SPA) results of the Board Effectiveness Evaluation Assessment (BEEA) for financial year ended 31 December 2018 (“BEEA 2018”);
- (b) the Director’s level of contribution to the Board deliberations through his / her skills and experience; and
- (c) the level of independence demonstrated by the Director, and his / her ability to act in the best interests of the Company in decision-making.

Through the BEEA, the Board had conducted an assessment of the Directors of the Company based on the following overarching components:

- (i) structuring a high-performing Board;
- (ii) ensuring smooth functioning of Board operations and interactions; and
- (iii) fulfilling fundamental Board roles and responsibilities at the highest standards of corporate governance.

Based on the Directors’ SPA results of the BEEA 2018, the individual Directors met the performance criteria required of an effective and a high performance Board. As part of the Independent Directors’ self-assessment under the BEEA 2018, each of the Independent Non-Executive Directors had also provided his / her declaration / confirmation of independence.

Based on the above, the NRC had recommended that these three (3) Directors who retire in accordance with Article 100 of the Company’s Constitution were eligible to stand for re-election. However, Datuk Seri Rohani Parkash Binti Abdullah has expressed her intention not to seek re-election. Therefore, she will retain office until the close of the 18th AGM, and retires in accordance with Article 100 of the Company’s Constitution.

The Board had approved the NRC’s assessment and recommendation that Encik Razalee Bin Amin and Dato’ Eisah Binti A. Rahman, who retire in accordance with Article 100 of the Company’s Constitution, are eligible to stand for re-election. All these retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board meetings.

Ordinary Resolution 4 – Approval for the proposed payment of Total Directors’ Fees for the period commencing from 1 June 2019 until the conclusion of the next AGM of the Company

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors shall be approved at a general meeting. Pursuant to Paragraph 7.24 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the fees of directors shall be subject to annual shareholders’ approval at a general meeting.

Notice of the 18th Annual General Meeting

DUOPHARMA BIOTECH BERHAD (524271-W)
(Formerly known as CCM Duopharma Biotech Berhad)
(Incorporated in Malaysia)



The Company, had in 2018, obtained the shareholders' approval to increase the Directors' Fees payable to the Directors entitled to receive the Directors' Fees with effect from 1 January 2018 to as follows and in such proportions and manner as the Directors may determine:

Directors' Fees

Chairman of the Board	RM100,000 per annum
Member of the Board (other than Foreign Director)	RM75,000 per annum
Foreign Director of the Board	USD18,750 per annum

Board Committee Fees

Chairman of the Board Committee (including where Chairman is a Foreign Director)	RM10,000 per annum
Member of the Board Committees (including where member is a Foreign Director)	RM8,000 per annum

The shareholders also resolved that the amount of the Directors' Fees that was increased as aforesaid shall continue to be in force until varied by resolution passed by the shareholders in a general meeting.

The shareholders had at the 17th AGM of the Company held on 31 May 2018 approved the payment of total Directors' Fees amounting to RM825,000 for the period commencing 1 June 2018 until the conclusion of the next AGM of the Company on 31 May 2019. The total Directors Fees incurred were as follows:

Approved at last AGM (from 1 June 2018 until conclusion of 18 th AGM)	Actual (from 1 June 2018 until 30 March 2019)	Forecasted (from 1 June 2018 until conclusion of 18 th AGM)
RM825,000	RM586,160	RM694,440

With respect to the proposed total Directors' Fees for the period commencing from 1 June 2019 until the conclusion of the next AGM of the Company in 2020, assuming that the number of directors remains the same and that additional Board Committee(s) may be set up (in addition to the existing Board Committees) and further assuming that each Board Committee comprises of not more than three (3) members, the amount is estimated to be approximately RM825,000.00 i.e. similar to the amount approved by the shareholders at the 17th AGM of the Company held on 31 May 2018 for the total Directors' Fees payable for the period commencing from 1 June 2018 until the conclusion of the AGM of the Company in 2019. This resolution, if passed, will facilitate the payment of directors' fees on current financial year basis until the conclusion of the next AGM in 2020.

Ordinary Resolution 5 – Approval for the proposed payment of Total Directors' Remuneration (excluding Directors' Fees) for the period commencing from 1 June 2019 until the conclusion of the next AGM of the Company

The Directors' Remuneration (excluding Directors' Fees) comprises other emoluments/benefits payable to the Chairman and members of the Board and Board Committees. The current board remuneration policy includes the payment of Meeting Allowances for meetings of the Board and Board Committees as well as other benefits comprising business travel and accommodation and other claimable benefits.

Note: The Group Managing Director does not receive any Directors' Remuneration other than those specified in his service contract.

Notice of the 18th Annual General Meeting

DUOPHARMA BIOTECH BERHAD (524271-W)
(Formerly known as CCM Duopharma Biotech Berhad)
(Incorporated in Malaysia)



The Company, had in 2018, obtained the shareholders' approval to increase the Directors' Meeting Allowances payable to the Directors entitled to receive the Directors' Meeting Allowances with effect from 1 January 2018 to as follows and in such manner as the Directors may determine:

For Meetings of the Board of Directors

Chairman of the Board	RM1,300 per meeting
Member of the Board (including where member is a Foreign Director)	RM1,000 per meeting

For Meetings of the Board Committees

Chairman of the Board Committee (including where Chairman is a Foreign Director)	RM1,200 per meeting
Member (including where member is a Foreign Director)	RM1,000 per meeting

The shareholders also resolved that the amount of the Directors' Meeting Allowances that was increased as aforesaid shall continue to be in force until varied by resolution passed by the shareholders in a general meeting.

The shareholders had at the 17th AGM of the Company held on 31 May 2018 approved the payment of total Directors' Remuneration (excluding Directors' Fees) up to an amount of RM400,000 for the period commencing 1 June 2018 until the conclusion of the next AGM of the Company on 31 May 2019. The total Directors Remuneration (excluding Directors' Fees) incurred were as follows:

Approved at last AGM (from 1 June 2018 until conclusion of 18 th AGM)	Actual (from 1 June 2018 until 30 March 2019)	Forecasted (from 1 June 2018 until conclusion of 18 th AGM)
RM400,000	RM211,500	RM271,700

In determining the estimated total amount of remuneration (excluding Directors' Fees) for the Directors of the Company, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees, potential additional unscheduled meetings, the number of Directors involved in these meetings, and the potential setting up of additional Board Committee(s). The number of Board and Board Committee meetings are determined based on the strategy, plans and operational requirements of the Duopharma Biotech Group.

With respect to the proposed Total Directors' Remuneration (excluding Directors' Fees) for the period commencing from 1 June 2019 until the conclusion of the next AGM of the Company in 2020 ("Relevant Period"), the amount is estimated to be approximately RM600,000. In the event that the Directors' Remuneration (excluding Directors' Fees) proposed is insufficient (e.g. due to more meetings or enlarged board size etc.), approval will be sought at the next AGM for the additional remuneration to meet the shortfall.

Ordinary Resolution 5, if passed, will be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid the Directors' Remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

**Notice of the 18th
Annual General Meeting**
DUOPHARMA BIOTECH BERHAD (524271-W)
(Formerly known as CCM Duopharma Biotech Berhad)
(Incorporated in Malaysia)



Ordinary Resolution 6 – Approval for the re-appointment of Messrs. KPMG PLT as Auditors of the Company

The Board had at its meeting held in February 2019 approved the Audit and Integrity Committee’s assessment and recommendation for the shareholders’ approval to be sought at the 18th AGM on the re-appointment of KPMG PLT as the external auditors of the Company for the financial year ending 31 December 2019.

Explanatory Notes on Special Business

Ordinary Resolution 7 – Approval for the issuance of new Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan that provides the shareholders of the Company with the option to elect to reinvest their dividend in new Duopharma Biotech Shares (“Dividend Reinvestment Plan”)

The Dividend Reinvestment Plan had been approved by the shareholders at the Extraordinary General Meeting of the Company held on 31 May 2018. Details on the Dividend Reinvestment Plan, including the Dividend Reinvestment Plan Statement, were set out in the Circular to Shareholders in relation to the Proposed Bonus Issue and the Proposed Establishment of the Dividend Reinvestment Plan dated 30 April 2018.

This proposed Ordinary Resolution 7, if passed, will give authority to the Board to allot and issue Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan in respect of dividends declared in this AGM and subsequently, and such authority shall expire at the conclusion of the next annual general meeting of the Company.