



## NOTICE OF 19<sup>TH</sup>

### ANNUAL GENERAL MEETING

**DUOPHARMA BIOTECH BERHAD [Registration No. 200001021664 (524271-W)]**  
***(Incorporated in Malaysia)***

**NOTICE IS HEREBY GIVEN** that the Nineteenth (19<sup>th</sup>) Annual General Meeting (“AGM”) of Duopharma Biotech Berhad (“Duopharma Biotech” or the “Company”) will be held entirely through live streaming from the broadcast venue at the Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (the “Broadcast Venue”) **on Wednesday, 17 June 2020 at 10.00 a.m.** for the following purposes:-

#### AGENDA

##### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.
2. To approve a Final Single Tier Dividend of 5 sen per ordinary share for the financial year ended 31 December 2019. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire in accordance with Article 100 of the Company’s Constitution and who being eligible, offer themselves for re-election:-
  - (i) Tan Sri Datin Paduka Siti Sa’diah binti Sh Bakir **Ordinary Resolution 2**
  - (ii) Encik Leonard Ariff bin Abdul Shatar **Ordinary Resolution 3**
  - (iii) Puan Zaiton binti Jamaluddin **Ordinary Resolution 4**
4. To re-elect Dato’ Dr. Zaki Morad bin Mohamad Zaher who was appointed as a Director after the 18<sup>th</sup> AGM and retires in accordance with Article 106 of the Company’s Constitution and who being eligible, offers himself for re-election. **Ordinary Resolution 5**
5. To approve the payment of total Directors’ Fees amounting to RM878,000 for the period commencing 18 June 2020 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 6**
6. To approve the proposed payment of total Directors’ Remuneration (excluding Directors’ Fees) up to an amount of RM646,000 for the period from 18 June 2020 until the conclusion of the next AGM of the Company. **Ordinary Resolution 7**
7. To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**

## **AS SPECIAL BUSINESS**

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

**Ordinary Resolution 9**

**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”)**

“**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.”

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

**Special Resolution 1**

**PROPOSED AMENDMENT OF THE CONSTITUTION OF THE COMPANY**

“**THAT** the existing Constitution of the Company be altered, amended, added or deleted in the manner set out in Annexure A to the Notice of the 19<sup>th</sup> AGM of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities in relation to the aforesaid amendments of the Constitution and that the Directors and/or Secretary of the Company be and are hereby authorised to do all acts and things and take all such steps as may be considered necessary in order to

implement, finalise and give full effect to the aforesaid amendments of the Constitution.”

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

By Order of the Board

**IBRAHIM HUSSIN SALLEH**

**License No. : LS 0009121**

**SSM Practising Certificate No. : 201908001032**

**Company Secretary**

Kuala Lumpur

Date: 15 May 2020

**NOTES:**

1. As part of the initiatives to curb the spread of Coronavirus Disease 2019 (“COVID-19”), the 19th AGM will be conducted as a full virtual meeting with online remote voting via Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIH Online website at <https://tih.online> . Please follow the procedures provided in the Administrative Guide for the 19th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 19th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No member or proxy from the public will be physically present at the meeting venue.
3. All Resolutions in the Notice of AGM 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. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling/e-polling process and verify the results of the poll respectively.
4. A member who is entitled to attend, speak (including posing questions to the Company via real time submission of typed texts) and vote (collectively, “participate”) remotely at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him/ her. A proxy may but need not be a member of the Company. In the case of a corporation, the corporation may appoint a duly authorised representative to participate in the Meeting on behalf of that corporation.
5. Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportion of his / her shareholdings to be represented by each proxy.
6. 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.

7. 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.
8. A member who has appointed a proxy or authorised representative (as the case may be) to participate at this 19<sup>th</sup> AGM of the Company via RPV must instruct his/her proxy or authorised representative (as the case may be) to register himself/herself for RPV via **TIIH Online** website at <https://tiih.online>. The proxy or authorised representative (as the case may be) must register at TIIH Online website in order to participate in the Meeting via RPV. **Please follow the Procedures for RPV in the Administrative Guide issued by the Company for the 19<sup>th</sup> AGM of the Company.**
9. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal, or under the hand of two (2) authorised officers, one of whom shall be a director or of its attorney duly authorised in writing.
10. The instrument appointing a proxy(ies) may be made in a hardcopy form or by electronic means as follows:-
  - a. In Hardcopy Form  
The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s Share 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - b. By Tricor Online System (“TIIH Online”)  
The Form of Proxy can be electronically lodged with the Company’s Share Registrar via TIIH Online (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy from via TIIH Online.

All proxy forms (whether submitted in hardcopy form or by TIIH Online) must be received by the Company’s Share Registrar 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.
11. Only depositors whose names appear in the Record of Depositors as at 9 June 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 2019 and the Reports of the Directors and the Auditors thereon**

The Audited Financial Statements for financial year ended 31 December 2019 and the Reports of the Directors and the Auditors thereon are set out on pages 86 to 174 of the Company’s Annual Report 2019.

The Annual Report 2019 is available at <https://duopharmabiotech.com/investor-relations/annual-report/>. You may request for a copy of the printed Annual Report at <https://tiih.online> by selecting “Request for Annual Report” under the “Investor Services”. Alternatively, you may also make your request by completing and submitting the online requisition form at the Company’s Corporate Website at <https://duopharmabiotech.com/investor-relations/annual-report/annual-report-requisition-form/>

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 5 sen per ordinary share for the financial year ended 31 December 2019**

Pursuant to Paragraph 8.26 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the final single tier dividend under Ordinary Resolution 2, 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 2 and the shareholders' approval for the issuance of new Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan under Ordinary Resolution 8, 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.

### **Ordinary Resolutions 2, 3 and 4 – 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 19<sup>th</sup> 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 Assessment ("BEA") for financial year ended 31 December 2019 ("BEA 2019");
- (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 BEA, 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 BEA 2019, 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 BEA 2019, 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.

The Board had approved the NRC's assessment and recommendation that Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir, Encik Leonard Ariff bin Abdul Shatar and Puan Zaiton binti Jamaluddin, who retires 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.

The details of the three (3) Directors of the Company seeking re-election are set out in their respective profiles which appear in the Directors' Profiles on pages 30 to 34 of the Company's Annual Report 2019, as well as in the Statement Accompanying Notice of 19<sup>th</sup> AGM. The details of their interest in the securities of the Company are set out in their respective profiles as well as the Analysis of Shareholdings on page 176 of the Company's Annual Report 2019.

#### **Ordinary Resolution 5 - Re-election of Director who retires in accordance with Article 106 of the Company's Constitution**

Dato' Dr. Zaki Morad bin Mohammad Zaher was appointed as an Independent Non-Executive Director of the Company on 6 September 2019. Article 106 of the Constitution provides that any Director appointed to fill a casual vacancy or as an additional Director shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

The Board had approved the NRC's assessment and recommendation that Dato' Dr. Zaki Morad, who retires in accordance with Article 106 of the Company's Constitution, is eligible to stand for re-election. The said retiring Director had abstained from deliberations and decisions on his own eligibility to stand for re-election at the relevant NRC and Board meetings.

The details of Dato' Dr. Zaki Morad bin Mohammad Zaher is set out in his profile which appears in the Directors' Profile on page 38 of the Company's Annual Report 2019, as well as in the Statement Accompanying Notice of 19<sup>th</sup> AGM. The details of his interest in the securities of the Company is set out in his profile as well as the Analysis of Shareholdings on page 176 of the Company's Annual Report 2019.

#### **Ordinary Resolution 6 – Approval for the proposed payment of Total Directors' Fees for the period commencing from 18 June 2020 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.

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:

<b>Directors' Fees</b>	
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
<b>Board Committee Fees</b>	
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 18<sup>th</sup> AGM of the Company held on 31 May 2019 approved 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 on 17 June 2020. The total Directors Fees incurred were as follows:-

<b>Approved at last AGM (from 1 June 2019 until conclusion of 19<sup>th</sup> AGM)</b>	<b>Actual (from 1 June 2019 until 30 April 2020)</b>	<b>Forecasted (from 1 June 2019 until conclusion of 19<sup>th</sup> AGM)</b>
RM825,000	RM649,438.33	RM769,959.00

With respect to the proposed total Directors' Fees for the period commencing from 18 June 2020 until the conclusion of the next AGM of the Company in 2021, assuming that the number of directors increases from nine (9) to ten (10), that additional Board Committee(s) may be set up (in addition to the existing Board Committees), assuming that each Board Committee (other than the proposed Medical Advisory Committee) comprises of not more than four (4) members and further assuming that the proposed Medical Advisory Committee comprising not more than five (5) members, the amount is estimated to be approximately RM878,000.00. This resolution, if passed, will facilitate the payment of directors' fees on current financial year basis until the conclusion of the next AGM in 2021.

Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolution 6 in respect of the proposed payment of Directors' Fees.

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

**Ordinary Resolution 7 – Approval for the proposed payment of Total Directors' Remuneration (excluding Directors' Fees) for the period commencing from 18 June 2020 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.

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:

<b>For Meetings of the Board of Directors</b>	
Chairman of the Board	RM1,300 per meeting
Member of the Board (including where member is a Foreign Director)	RM1,000 per meeting
<b>For Meetings of the Board Committees</b>	
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 18<sup>th</sup> AGM of the Company held on 31 May 2019 approved the payment of total Directors' Remuneration (excluding Directors' Fees) up to an amount of RM600,000 for the period commencing 1 June 2019 until the conclusion of the next AGM of the Company on 17 June 2020. The total Directors Remuneration (excluding Directors' Fees) incurred were as follows:-

<b>Approved at last AGM (from 1 June 2019 until conclusion of 19<sup>th</sup> AGM)</b>	<b>Actual (from 1 June 2019 until 30 April 2020)</b>	<b>Forecasted (from 1 June 2019 until conclusion of 19<sup>th</sup> AGM)</b>
RM600,000	RM159,958.50	RM320,100

In determining the estimated total amount of remuneration (excluding Directors' Fees) for the Directors of the Company, the Board considered various factors including the potential increase in the number of directors on the Board, the number of scheduled meetings for the Board and Board Committees, potential additional unscheduled meetings, the number of Directors involved in these meetings, the potential setting up of additional Board Committee(s) and setting up of the proposed Medical Advisory Committee. 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 18 June 2020 until the conclusion of the next AGM of the Company in 2021 ("Relevant Period"), the amount is estimated to be approximately RM646,000. 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 7, 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.

Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolution 7 in respect of the proposed payment of Directors' Remuneration (excluding Directors' Fees).



## **Ordinary Resolution 8 – Approval for the re-appointment of Messrs. KPMG PLT as Auditors of the Company**

The Audit and Integrity Committee (“AIC”) has undertaken a formal and objective annual evaluation to determine the suitability of re-appointment of the external auditors, KPMG PLT, in accordance with the Policy on External Auditors.

Private sessions were also held without the presence of the Management was held in 2019 between the AIC and KPMG PLT to allow the AIC to ask questions on matters that might not have been specifically addressed in the formal part of the audit committee meeting and allows the auditor to provide their review to the AIC with the lead audit engagement partner.

The AIC had at its meeting held on 25 November 2019 reviewed the outcome of the evaluation results and was satisfied with the suitability of KPMG PLT for the audit services provided to the Group.

The Board had at its meeting held in 19 December 2019 approved the AIC’s recommendation for the shareholders’ approval to be sought at the 19<sup>th</sup> AGM on the re-appointment of KPMG PLT as the external auditors of the Company for the financial year ending 31 December 2020.

## **Explanatory Notes on Special Business**

### **Ordinary Resolution 9 – 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.

## **Special Resolution 1- Proposed Amendment of the Constitution of the Company**

If you are in any doubt as to the course of action you should take in respect of Special Resolution 1, you should consult your stockbroker, solicitor, accountant, banker or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Notice of 19<sup>th</sup> AGM of the Company and these Explanatory Notes, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice of 19<sup>th</sup> AGM and these Explanatory Notes.

The proposed amendment of the Constitution of the Company (“Proposed Amendment of the Constitution”) is set out in Annexure A to the Notice of the 19<sup>th</sup> AGM of the Company. The rationale for the Proposed Amendment of the Constitution is as follows:

- (a) the proposed amendments to the definitions of ‘Bursa Depository’ and ‘Company’ in Article 4 of the Constitution are to include the new company registration numbers of the respective companies that were introduced by SSM in 2019. The old company number has nevertheless been retained as it is still relevant

since SSM has encouraged the old company number to be used alongside the new registration number during the transition period, which transition period has yet to be defined by SSM;

- (b) the proposed amendment to Article 10 of the Constitution relating to preference shares is to clarify and align with Section 72(4) of the Companies Act 2016 (the “Act”) (which provides that the preference shares shall be redeemable only if the shares are fully paid up and the redemption shall be out of (a) profits; (b) a fresh issue of shares; or (c) capital of the company);
- (c) the proposed amendment to Article 57 of the Constitution relating to business transacted at AGM is to align with the recent amendment to Section 340 of the Act (under the Companies (Amendment) Act 2019);
- (d) the proposed amendment to Article 84 of the Constitution relating to delivery of proxies is to expressly clarify that delivery includes by way ‘electronic communication’ (which phrase has been defined in Article 4 of the existing Constitution) and which is in alignment with Section 326 of the Act (which provides that where a company has provided an electronic address in a notice calling a meeting, it shall be deemed to have agreed that any document or information relating to proceedings at the meeting including the appointment and termination of a proxy may be sent by electronic means to that address, subject to any conditions or limitations specified in the notice);
- (e) the proposed amendment to Article 125 of the Constitution relating to quorum for meetings of the Board is to enhance internal control and governance by providing for a more equitable quorum, and consequently, a definition for the phrase ‘Independent Director’ has also been proposed to be inserted into Article 4 of the Constitution relating to ‘Definitions’; and
- (f) the proposed amendment to Article 129(1) of the Constitution relating to declaration of interest and restriction of voting is to align with Section 222(1) and (2) of the Act.

The Proposed Amendment of the Constitution will not have any effect on the share capital, substantial shareholders’ shareholdings, net assets per share, gearing or earnings per share of the Duopharma Biotech Group.

None of the Directors and/or major shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Amendment of the Constitution.

The Proposed Amendment of the Constitution is subject to the approval of the shareholders of the Company being obtained by way of a special resolution at this AGM or at any adjournment thereof. The Proposed Amendment of the Constitution, if approved by the shareholders, will take effect from the date of special resolution was passed.

The Board, having considered all aspects of the Proposed Amendment of the Constitution, is of the opinion that the Proposed Amendment of the Constitution is in the best interest of the Company and accordingly, the Board recommends that the shareholders vote in favour of the special resolution pertaining to the Proposed Amendment of the Constitution.

## Statement Accompanying Notice of 19<sup>th</sup> Annual General Meeting

(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

A. The profiles (as at 30 April 2020) of the Directors who are standing for re-election as per Agenda 3 of the Notice of 19<sup>th</sup> AGM are as follows:-

Description	Ordinary Resolution 2
Name	Tan Sri Datin Paduka Siti Sa'diah Binti Sh Bakir Non-Independent, Non-Executive Chairman
Nationality / Age / Gender	Malaysia/ 67 / Female
Date of Appointment	5 April 2016
Length of Service	3 years 11 months
Date of last Re-election	31 May 2018
Qualification(s)	<ul style="list-style-type: none"> <li>• Bachelor in Economics, University of Malaya, Malaysia</li> <li>• Master of Business Administration, Henley Business School, University of Reading, United Kingdom</li> <li>• Honorary Doctor of Letters, University of Reading, United Kingdom</li> </ul>
Directorship(s) of Other Public Companies / Listed Issuers	<ul style="list-style-type: none"> <li>• OSK Holdings Berhad</li> <li>• Awqaf Holdings Berhad</li> <li>• Lotte Chemical Titan Holdings Berhad</li> </ul>
Working Experience and Occupation	<p>Tan Sri Siti Sa'diah has contributed extensively to Malaysia's healthcare industry, serving in senior management positions at a leading healthcare service provider and contributing her expertise through various government councils and committees.</p> <p>Tan Sri Siti Sa'diah is a Non-Independent Non-Executive Chairman of Duopharma Biotech since 27 December 2017. She was appointed as a Senior Independent Director on 5 April 2016. Prior to her appointment as a Senior Independent Director in Duopharma Biotech, she served as an Independent Non-Executive Director in Chemical Company of Malaysia Berhad until its demerger in December 2017.</p> <p>She launched her career at Johor Corporation (JCorp) in 1974, joining its Healthcare Division in 1978. She was appointed Chief Executive of Kumpulan Perubatan (Johor) Sdn Bhd (KPJSB) in 1989, and served as Managing Director of KPJ Healthcare Berhad ("KPJ") from 1 March 1993, overseeing its listing in November 1994 and she retired on 31 December 2012 but continued to serve KPJ in the capacity of a Corporate Advisor from 1 January 2013 until 31 December 2014. She was an Independent Non-Executive Director of KPJ from 1 May 2015 until 31 March 2020. Tan Sri Siti Sa'diah was the Chairman of KPJ Healthcare University College ("KPJUC") between 1 August 2011 to 31 December 2016. She was the Pro-Chancellor of KPJUC from August 2011 to 31 December 2018. She has been appointed as the Chancellor of KPJUC with effect from 1 January 2019.</p>

**She was an Independent Non-Executive Director of Bursa Malaysia from 2004 to 2012 and was a Board Member of Malaysia External Trade Development Corporation (MATRADE) from 1999 to 2012. She served as a Director of few other Public Listed Companies under Johor Corporation Group such as Al-'Aqar Healthcare REIT, Kulim (M) Berhad, KFC Holdings Malaysia Bhd and QSR Brands (M) Holdings Bhd from 2006 to 2016.**

**Committed to promoting excellence in healthcare, Tan Sri Siti Sa'diah has served as President of the Malaysian Society for Quality in Health (MSQH) since the inception of the national accreditation body for healthcare services in 1997 until her retirement in December 2018. She was appointed Chairman of Universiti Utara Malaysia from June 2016 to September 2018. She is currently the Pro-Chancellor of University Teknologi Malaysia since October 2016 and a member of the Institute of Corporate Directors Malaysia (ICDM).**

**Tan Sri Siti Sa'diah was named CEO of The Year 2009 by the New Straits Times Press and American Express. This was followed by numerous other awards and accolades received locally and at Asian level in recognition of her contributions to the healthcare industry in Malaysia and worldwide. Her accomplishments have been recorded in a biography published in 2013, titled Siti Sa'diah: Driven by Vision, Mission and Passion.**

Tan Sri Datin Paduka Siti Sa'diah Binti Sh Bakir does not hold any shares in Duopharma Biotech and its subsidiaries, has no family relationship with any Director and/or major shareholder of Duopharma Biotech, has no conflict of interest with Duopharma Biotech and has not been convicted of any offence within the past five years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2019.

<b>Description</b>	<b>Ordinary Resolution 3</b>
<b>Name</b>	<b>Leonard Ariff Bin Abdul Shatar Group Managing Director</b>
<b>Nationality / Age / Gender</b>	<b>Malaysian / 55 / Male</b>
<b>Date of Appointment</b>	<b>28 December 2017</b>
<b>Length of Service</b>	<b>2 years 3 months</b>
<b>Date of last Re-election</b>	<b>31 May 2018</b>
<b>Qualification(s)</b>	<ul style="list-style-type: none"> <li>• Bachelor of Laws (LLB), Monash University, Melbourne, Australia</li> <li>• Bachelor of Economics, Monash University, Melbourne, Australia</li> </ul>
<b>Directorship(s) of Other Public Companies / Listed Issuers</b>	<ul style="list-style-type: none"> <li>• PanGen Biotech, Inc. (Korea)</li> <li>• SCM Lifescience Co., Ltd. (Korea)</li> </ul>
<b>Working Experience and Occupation</b>	<p>Leonard Ariff has more than 30 years' experience in the legal, chemical and pharmaceutical industries. Upon graduating in 1988, he was a pupil in a legal firm in Kuala Lumpur and also worked in the Petronas Group of Companies before joining the Chemical Company of Malaysia Berhad ("CCM Berhad") Group in 1990, where his main responsibilities were in business development and business management at CCM Chemicals Sdn. Bhd. In 2000, he assumed the position of Managing Director of Usaha Pharma (M) Sdn. Bhd., CCM's Pharmaceuticals retail arm. He joined ICI Paints Malaysia Sdn. Bhd. in 2003 as its General Manager and was appointed Managing Director in 2005, before returning to the CCM Berhad Group in 2008 as Chief Executive Officer of Duopharma Biotech Berhad. He was made a Director of CCM Berhad's Chemicals Division from October 2014 until December 2015. On 9 January 2015, he was also appointed Group Managing Director of CCM Berhad, and served in that position until 28 December 2017, when he was appointed to the Board and redesignated as Group Managing Director of Duopharma Biotech Berhad.</p> <p>Leonard Ariff is also a Board Member, School of Business Industry Advisory Board at Monash University Malaysia, and has been appointed to participate in the CEO @ Faculty programme by the Ministry of Education, assigned to University Kebangsaan Malaysia (UKM). He was President of the Malaysian Organisation of Pharmaceutical Industries from 2009 to 2014.</p> <p>He has completed the Qualified Risk Director (QRD) programme and is a member of the Institute of Enterprise Risk Practitioners (IERP).</p> <p>Leonard Ariff is also a member of the Institute of Corporate Directors Malaysia (ICDM).</p>

Leonard Ariff Bin Abdul Shatar does not hold any shares in Duopharma Biotech and its subsidiaries, has no family relationship with any Director and/or major shareholder of Duopharma Biotech, has no conflict of interest with Duopharma Biotech and has not been convicted of any offence within the past five years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2019.

<b>Description</b>	<b>Ordinary Resolution 4</b>
<b>Name</b>	<b>Zaiton Binti Jamaluddin Independent, Non-Executive Director</b>
<b>Nationality / Age / Gender</b>	<b>Malaysian / 60 / Female</b>
<b>Date of Appointment</b>	<b>1 September 2016</b>
<b>Length of Service</b>	<b>3 years 7 months</b>
<b>Date of last Re-election</b>	<b>22 May 2017</b>
<b>Qualification(s)</b>	<ul style="list-style-type: none"> <li>• <b>Master of Business Administration, Keele University, United Kingdom</b></li> <li>• <b>Bachelor of Pharmacy, Western Australia Institute of Technology, Australia</b></li> <li>• <b>Diploma in Management, Malaysian Institute of Management, Malaysia</b></li> </ul>
<b>Directorship(s) of Other Public Companies / Listed Issuers</b>	<b>None</b>
<b>Working Experience and Occupation</b>	<p>Zaiton has over 20 years of experience in the healthcare and pharmaceutical industry, beginning her illustrious career in 1982 as a pupil pharmacist with the Ministry of Health. Two years later, she joined the sales and marketing team of United Italian Trading Corporation. She then moved to Novo Industri A/S in 1985, where she served as the Assistant Medical Information Manager for the South East Asia Regional Office. In 1989, when Novo Industri A/S and Nordisk Gentofte A/S merged to become Novo Nordisk A/S, the world's leading producer of insulin, Zaiton was appointed as its Business Development Manager for Malaysia, a post she held until 1993. From 1993 to 1997, she led Novo Nordisk's Malaysian operations as its Country Manager. This was followed by a 10-year stint as General Manager of Novo Nordisk Pharma (M) Sdn Bhd. During this time, Zaiton helped to establish and grow Novo Nordisk's business, mainly in insulin and oral diabetes care, haematology and women's therapy. She held roles in the areas of general management, sales and marketing, business development and training. In addition, she was involved in lobbying and making presentations to the government.</p> <p>An expert in her field, Zaiton has been a regular speaker on scientific as well as motivational topics. She was a member of the MARA Council from 2000 to 2002, a director of Malaysian Biotechnology Corporation Sdn Bhd from 2006 to 2008, and a former President of the Pharmaceutical Association of Malaysia from 2005 to 2007.</p> <p>Zaiton is a member of the Institute of Corporate Directors Malaysia (ICDM).</p>

Zaiton Binti Jamaluddin does not hold any shares in Duopharma Biotech and its subsidiaries, has no family relationship with any Director and/or major shareholder of Duopharma Biotech, has no conflict of interest with Duopharma Biotech and has not been convicted of any offence within the past five years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2019.

B. The profile of the Director who is standing for re-election as per Agenda 4 of the Notice of 19<sup>th</sup> AGM is as follows:-

Description	Ordinary Resolution 5
Name	Dato' Dr. Zaki Morad bin Mohamad Zaher Independent, Non-Executive Director
Nationality / Age / Gender	Malaysian / 69 / Male
Date of Appointment	6 September 2019
Length of Service	6 months
Qualification(s)	<ul style="list-style-type: none"> <li>• Bachelor of Medicine and Bachelor of Surgery (MBBS), University of Malaya, Malaysia</li> <li>• Postgraduate training in Nephrology – Royal Hallamshire Hospital, Sheffield, United Kingdom - Guys Hospital, London, United Kingdom – General Hospital Kuala Lumpur, Malaysia</li> <li>• Member of the Royal College of Physicians, United Kingdom</li> <li>• Fellow of the Royal College of Physicians, United Kingdom</li> <li>• Fellow of the Academy of Medicine of Malaysia</li> </ul>
Directorship(s) of Other Public Companies / Listed Issuers	None
Working Experience and Occupation	<p>Dato' Dr. Zaki Morad graduated from the University of Malaya in 1975 and, after obtaining Membership of the Royal College of Physicians (MRCP) from the Royal College of Physicians, United Kingdom (“UK”), trained in Nephrology in both the UK and Malaysia. He joined the Department of Nephrology, Hospital Kuala Lumpur as a consultant in 1982 and became its head in 1987 until his retirement from government service in 2006. He was appointed as the National Advisor and Head of Service for Nephrology, Ministry of Health (“MoH”) Malaysia, for the same period. In addition, he served as Director of the Clinical Research Unit of MoH from 2000 to 2006.</p> <p>Dato' Dr. Zaki Morad was President of the Malaysian Society of Nephrology from 1990 to 1992. During his tenure, he initiated and developed the Malaysian Dialysis and Transplant Registry and the Malaysian Registry of Renal Biopsy, which later became the National Renal Registry of which he was Chair for the years 2008 to 2010. He was one of the editors of the first two editions of <i>Renal Replacement Therapy: Clinical Practise Guidelines, Ministry of Health</i>. He ensured all general hospitals and district hospitals in the country were equipped with haemodialysis and peritoneal dialysis facilities prior to his retirement.</p> <p>Dato' Dr. Zaki Morad lent his expertise in organising many prestigious conferences such as the 12th Asian Colloquium in Nephrology 1998, 8th Congress of Asian Society of Nephrology 2003, 11th Asia Pacific Congress of Nephrology 2008 and 14th Congress of the International Society for Peritoneal Dialysis (ISPD) 2012. He has trained many prominent nephrologists, having initiated the development of a more structured training programme.</p>

Description	Ordinary Resolution 5
	<p><b>Following his retirement, he maintains his interest in nephrology through work with the National Kidney Foundation where he is Chairman of the Board of Directors. Concurrently, he practices as a Resident Consultant Nephrologist at KPJ Ampang Puteri Specialist Hospital, Selangor. He was an Independent Non-Executive Director of KPJ Healthcare Berhad from 3 July 2017 until 7 May 2020.</b></p> <p><b>He is also a member of the Institute of Corporate Directors Malaysia (ICDM).</b></p>

Dato' Dr. Zaki Morad bin Mohamad Zaher does not hold any shares in Duopharma Biotech and its subsidiaries, has no family relationship with any Director and/or major shareholder of Duopharma Biotech, has no conflict of interest with Duopharma Biotech and has not been convicted of any offence within the past five years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2019.

**Save for the Non-Independent Non-Executive Chairman and the Group Managing Director, all the Non-Executive Directors satisfy the criteria of an independent director as defined under Bursa Malaysia Securities Berhad Main Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.**



## ANNEXURE A

### SPECIAL RESOLUTION 1 – PROPOSED AMENDMENT OF THE CONSTITUTION OF THE COMPANY

The following Articles in the Company's existing Constitution be altered, amended, added and deleted in the manner set out in bold in Column III of the table below:-

Column I	Column II	Column III
Article No.	Existing Provision in the Constitution	Proposed New Provision in the Constitution
4	<p><u>Definitions</u></p> <p><u>"Bursa Depository"</u></p> <p>"Bursa Depository" means Bursa Malaysia Depository Sdn Bhd (Company No.: 165570-W) and/or its nominee;</p> <p><u>"Company"</u></p> <p>means DUOPHARMA BIOTECH BERHAD (Company No. 524271-W), the abovenamed Company by whatever name from time to time called;</p> <p><b>[None]</b></p>	<p><u>Definitions</u></p> <p><u>"Bursa Depository"</u></p> <p>"Bursa Depository" means Bursa Malaysia Depository Sdn Bhd (<b><u>Registration No.: 198701006854 (Old</u></b> Company No.: 165570-W)) and/or its nominee;</p> <p><u>"Company"</u></p> <p>means DUOPHARMA BIOTECH BERHAD (<b><u>Registration No. 200001021664 (Old</u></b> Company No.: 524271-W)), the abovenamed Company by whatever name from time to time called;</p> <p><b><u>"Independent Director"</u></b></p> <p><b><i>has the same meaning as that ascribed pursuant to Paragraph 1.01 of Chapter 1 of the Listing Requirements;</i></b></p>
10	<p><u>Preference Shares</u></p> <p>The Company shall have power with the sanction of an Ordinary Resolution, subject to compliance with all Applicable Laws, to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference shares ranking equally with or in priority to preference shares already issued and the Board may, subject to the provisions of the Applicable Laws, redeem such shares on such terms and in such manner as they may think fit.</p>	<p><u>Preference Shares</u></p> <p>The Company shall have power with the sanction of an Ordinary Resolution, subject to compliance with all Applicable Laws, to issue preference shares carrying a right to redemption out of profits <b><u>or a fresh issue of shares or capital of the Company</u></b> or liable to be redeemed at the option of the Company or to issue preference shares ranking equally with or in priority to preference shares already issued and the Board may, subject to the provisions of the Applicable Laws, redeem such shares on such terms and in such manner as they may think fit.</p>

## ANNEXURE A

Column I	Column II	Column III
Article No.	Existing Provision in the Constitution	Proposed New Provision in the Constitution
57	<p><u>Annual General Meeting</u></p> <p>The Company shall, in each year, hold an Annual General Meeting in every Year in addition to any other Meetings of Members held during that Year in accordance with the provisions of Section 340 of the Act to transact the following businesses:</p> <p>(a) the laying of the audited financial statements and the reports of the Directors and Auditors;</p> <p>(b) the election of Directors in place of those retiring;</p> <p>(c) the appointment and the fixing of the fee of the Directors; and</p> <p>(d) any resolution or other business of which notice is given in accordance with the Act or this Constitution.</p> <p>The Annual General Meeting must be held:</p> <p>(a) within six (6) months of the Company's financial year end; and</p> <p>(b) not more than fifteen (15) months after the last preceding Annual General Meeting.</p>	<p><u>Annual General Meeting</u></p> <p>The Company shall, in each year, hold an Annual General Meeting in every Year in addition to any other Meetings of Members held during that Year in accordance with the provisions of Section 340 of the Act to transact the following businesses:</p> <p>(a) the laying of the audited financial statements and the reports of the Directors and Auditors;</p> <p>(b) the election of Directors in place of those retiring;</p> <p>(c) the appointment and the fixing of <b><u>the remuneration of auditors the fee of the Directors</u></b>; and</p> <p>(d) any resolution or other business of which notice is given in accordance with the Act or this Constitution.</p> <p>The Annual General Meeting must be held:</p> <p>(a) within six (6) months of the Company's financial year end; and</p> <p>(b) not more than fifteen (15) months after the last preceding Annual General Meeting.</p>
84	<p><u>Delivery of Proxies</u></p> <p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings, and in</p>	<p><u>Delivery of Proxies</u></p> <p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company, or at such other place within Malaysia <b><u>or by way of electronic communications or in such other manner</u></b> as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in</p>

ANNEXURE A

Column I	Column II	Column III
Article No.	Existing Provision in the Constitution	Proposed New Provision in the Constitution
	default the instrument of proxy shall not be treated as valid.	the form of proxy or in the notice of meetings, and in default the instrument of proxy shall not be treated as valid.
125	<p><u>Quorum</u></p> <p>The quorum necessary for the transaction of the business of the Board shall be two (2) Directors for the time being of the Company. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Board.</p>	<p><u>Quorum</u></p> <p>The quorum necessary for the transaction of the business of the Board shall be <del>two (2)</del> <b><u>three (3) Directors for the time being of the Company Provided That the quorum shall include at least one (1) Independent Director.</u></b> A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Board.</p>
129(1)	<p>A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly, a personal interest and if he should do so his vote should not be counted, nor shall be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:-</p> <p>(a) a case where the contract or proposed contract relates to any loan to the Company that the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or</p>	<p>A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act. A Director <b><u>shall be counted only to make the quorum at the meeting of the Board but shall not participate in any discussion while the contract or proposed contract or arrangement in which he has directly or indirectly a personal interest, is being considered during the meeting and shall not</u></b> vote in respect of <del>any the</del> contract or proposed contract or arrangement <del>in which he has directly or indirectly, a personal interest</del> and if he should do so his vote should not be counted, <del>nor shall be counted in the quorum present at the meeting,</del> but neither of these prohibitions shall apply to:-</p> <p>(a) <del>a case where the contract or proposed contract relates to any loan to the Company that the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan</del> <b><u>any contract or proposed contract of indemnity against any loss which any Director may suffer by</u></b></p>

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Column I	Column II	Column III
Article No.	Existing Provision in the Constitution	Proposed New Provision in the Constitution
	<p>(b) the case where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of the Act is deemed to be related to the company that he is director of the corporation.</p>	<p><u>reason of becoming or being a surety for the Company; <del>or</del> and</u></p> <p>(b) <del>the case where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of the Act is deemed to be related to the company that he is director of the corporation. any contract or proposed contract entered into or to be entered into by the Company or its subsidiary, with another company in which the interest of the Director consists solely of –</del></p> <p>(i) <u>in him being a director of the other company and the shareholder not more than the number or value as is required to qualify him for the appointment as a director; or</u></p> <p>(ii) <u>in him having an interest in not more than five (5) per centum of the other company's paid up capital.</u></p>



15 May 2020

Dear Valued Shareholder of Duopharma Biotech Berhad (“Duopharma Biotech”)

**RE: 19<sup>TH</sup> ANNUAL GENERAL MEETING OF DUOPHARMA BIOTECH BERHAD (“THE COMPANY”)**



Duopharma Biotech will be holding its Nineteenth (“19<sup>th</sup>”) Annual General Meeting (“AGM”) via **FULLY VIRTUAL MEETING**. It is our pleasure to invite you to the 19<sup>th</sup> AGM as follows:-

**Day, Date & Time:** Wednesday, 17 June 2020 at 10.00 a.m.  
**Broadcast Venue:** Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (the “Broadcast Venue”)

The 19<sup>th</sup> AGM of the Company will be carried out in the manner as guided by the Securities Commission Malaysia Guidance on the Conduct of General Meetings for Listed Issuers dated 18 April 2020 (“SC Guidance”). Pursuant to the SC Guidance and Section 327(2) of the Companies Act, 2016, the Chairman shall be present at the main venue of the AGM to chair the AGM. Shareholders will **NOT** be physically present at the broadcast venue on the day of the AGM. However, shareholders who wish to participate in the AGM, shall register their attendance for the 19<sup>th</sup> AGM remotely by using the Remote Participation and Voting (“RPV”) Facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>

A shareholder who has appointed a proxy or authorised representative to attend, participate, speak and vote at the 19<sup>th</sup> AGM via RPV must request his/her proxy or authorised representative (as the case may be) to register himself/herself for RPV at TIIH Online website at <https://tiih.online> in accordance with the procedures as set out in the Administrative Guide latest by Tuesday, 16 June 2020 at 10.00 a.m.

Please scan the following QR codes for the following documents of the Company which are also available at our Corporate Website at the following website addresses:-

1.	Notice of the 19 <sup>th</sup> AGM, Proxy Form and Administrative Guide <a href="https://duopharmabiotech.com/notice-of-annual-general-meeting/">https://duopharmabiotech.com/notice-of-annual-general-meeting/</a>	
2.	Annual Report 2019 <a href="https://duopharmabiotech.com/investor-relations/annual-report/">https://duopharmabiotech.com/investor-relations/annual-report/</a>	

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## DUOPHARMA BIOTECH BERHAD

Registration No: 200001021664 (524271-W)

Suite 18.06, Level 18, Kenanga International, No. 26, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia.

General line +603 2162 0218 Fax +603 2161 0507 [www.duopharmabiotech.com](http://www.duopharmabiotech.com)

*Smarter Solutions. Healthier Life.*

3.	Corporate Governance Report 2019 <a href="https://duopharmabiotech.com/corporate-governance-report/">https://duopharmabiotech.com/corporate-governance-report/</a>	
4.	Sustainability Report 2019 <a href="https://duopharmabiotech.com/sustainability-report/">https://duopharmabiotech.com/sustainability-report/</a>	

Should you require a printed copy of the Annual Report 2019, please request through the following options:-

1. Via <https://tjih.online> by selecting “Request for Annual Report” under the “Investor Services”;
2. Via request through telephone or email to our Share Registrar at the number or email address provided below; or
3. Via online requisition form at Duopharma Biotech Berhad’s Corporate Website at <https://duopharmabiotech.com/investor-relations/annual-report/annual-report-requisition-form/>

If you wish to appoint a proxy to attend and vote on your behalf at the AGM, you may deposit your proxy form at the Company’s Share Registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively by electronic lodgement via TIH Online website at <https://tjih.online> not less than twenty-four (24) hours before the time for holding the meeting or at any adjournment thereof. Otherwise the instrument of proxy shall not be treated as valid. For electronic lodgement, please follow the procedures as set out in the Administrative Guide.

Please contact our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at 03-2783 9299 or [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com), for assistance on the above.

Thank you for your continuous support.

Yours faithfully,  
**DUOPHARMA BIOTECH BERHAD**



**Leonard Ariff Bin Abdul Shatar**  
Group Managing Director