

NOTICE OF THE 20TH ANNUAL GENERAL MEETING OF DUOPHARMA BIOTECH BERHAD

(Incorporated in Malaysia)

[Registration No.: 200001021664 (524271-W)]



NOTICE IS HEREBY GIVEN that the Twentieth (20th) 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 **Virtual Studio 2 (Meeting Room 401 & 402), Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia** (the “Broadcast Venue”) and **via the TIIH Online website** at <https://tiih.online> on **Friday, 28 May 2021 at 9.00 a.m.** for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon.
2. 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) Dato’ Mohamad Kamarudin bin Hassan
 - (ii) Datuk Nik Moustpha bin Hj Nik Hassan
 - (iii) Datuk Mohd Radzif bin Mohd Yunus

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3

3. To approve the increase in Directors’ Fees payable to the Directors entitled to receive the Directors’ Fees with effect from 29 May 2021, in such proportions and manner as the Directors may determine as follows:-

Ordinary Resolution 4

(i)	Chairman of the Board	RM125,000 per annum
(ii)	Member of the Board (other than Foreign Director)	RM100,000 per annum
(iii)	Foreign Director of the Board	the amount in United States Dollars equivalent to RM100,000 per annum

AND FURTHER THAT the amount of Directors’ Fees which is increased as aforesaid shall continue to be in force until varied by resolution passed by the shareholders in a general meeting.

AND FURTHER THAT there be no adjustment to the amount of Board Committee Fees and Meeting Allowances payable to Directors that were approved by the shareholders at the Company’s Annual General Meeting held on 31 May 2018 and that such Board Committee Fees and Meeting Allowances shall continue in force until varied by resolution passed by the shareholders in a general meeting.

4. To approve the payment of the proposed total Directors’ Fees amounting to RM1,195,000 for the period commencing 29 May 2021 until the conclusion of the next Annual General Meeting 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.
5. To approve the payment of the proposed total Directors’ Remuneration (other than Directors’ Fees) up to an amount of RM646,000 for the period from 29 May 2021 until the conclusion of the next AGM of the Company.
6. To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

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AS SPECIAL BUSINESS

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

Ordinary Resolution 8

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.”

8. 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: 28 April 2021

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NOTES:

1. As part of the initiatives to curb the spread of Coronavirus Disease 2019 (“COVID-19”), the 20th 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 TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for the 20th AGM which is available on the Company’s website at <https://duopharmabiotech.com/notice-of-annual-general-meeting/> in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 20th 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 Broadcast 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 20th 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 20th 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. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form 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 20 May 2021 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 2020 and the Reports of the Directors and the Auditors thereon

The Audited Financial Statements for financial year ended 31 December 2020 and the Reports of the Directors and the Auditors thereon are set out on pages 85 to 167 of the Company’s Annual Report 2020.

The Annual Report 2020 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.

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Ordinary Resolutions 1, 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 20th 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 2020 ("BEA 2020");
- (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 2020, 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 2020, each of the Independent Non-Executive Directors had also provided his/her declaration/confirmation of independence. Dato' Mohamad Kamarudin bin Hassan, Datuk Nik Moustpha bin Hj Nik Hassan and Datuk Mohd Radzif bin Mohd Yunus had respectively been rated by their peers as mostly excellent in the areas of assessment under the SPA, including in relation to their active contribution towards the Company's strategy, participation in Board deliberations, as well as demonstration of professionalism and integrity.

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 Dato' Mohamad Kamarudin bin Hassan, Datuk Nik Moustpha bin Hj Nik Hassan and Datuk Mohd Radzif bin Mohd Yunus, 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.

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 32, 36 and 37 of the Company's Annual Report 2020, as well as in the Statement Accompanying Notice of 20th 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 169 of the Company's Annual Report 2020.

Any of the Directors seeking re-election and who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election.

Ordinary Resolution 4 – Approval for the increase in Directors' Fees

The Company, had in 2018, sought and obtained the shareholders' approval to increase the Directors' Fees (including Board Committee Fees) and Meeting Allowances payable to the Directors' entitled to receive the ordinary remuneration with effect from 1 January 2018, in the manner as determined by the Board as set out in Column II of the table below.

Under the Remuneration Policy and Procedures for Directors and Senior Management, remuneration packages of the Non-Executive Directors are determined on the basis of the Directors' merit, qualification, experience and competence, having regard to their responsibilities, time commitment and annual evaluation as undertaken by the Nomination and Remuneration Committee ("NRC") and the Company's operating results and comparable market statistics. The remuneration should also be sufficient to attract, incentivise and retain quality Non-Executive Directors. In this respect, the Company undertook a market comparison which adopted comparator companies in the generic pharmaceutical industry in Malaysia and selected other companies, and took into consideration factors such as market capitalisation and performance.

Having considered the NRC's recommendation, the Board had at its meeting in February 2021 approved the NRC's recommendation that it is fair and equitable that the Directors' Fees (other than Board Committee Fees and Meeting Allowances) payable to Directors of the Company be reviewed and that the Directors' Fees (other than Board Committee Fees and Meeting Allowances) be revised to that as set out in Column III of the table below with effect from 29 May 2021 for the following reasons:

- (a) the last review and upward revision of Directors' Fees, Board Committee Fees and Meeting Allowances was three (3) years' ago in 2018;
- (b) Duopharma Group's performance as reflected in its consolidated profit after tax results has shown a progressive steady improvement over the last three financial years (2018 to 2020) despite challenging environment, in particular during the financial year 2020 due to the COVID-19 pandemic;
- (c) the review reflected the demands, complexities and performance of Duopharma Biotech Group as well as had regard to the responsibilities and contribution levels of individual members in terms of statutory duties, fiduciary duties, risk, intensity/complexity of work, time commitment and effort; and
- (d) based on the market comparison and having regard to the current economic situation, the proposed increase in the Directors Fees with no increase in the Board Committee Fees and Meeting Allowances was fair, reasonable and not excessive.

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No adjustment has been proposed to be made to the amount of Board Committee Fees nor Meeting Allowances payable to Directors that was approved by the shareholders at the Company's Annual General Meeting held on 31 May 2018. Such Board Committee Fees and Meeting Allowances shall continue in force until varied by resolution passed by the shareholders in a general meeting.

Column I	Column II	Column III
Directors' Fees		
	<i>Existing</i>	<i>Proposed Revision</i>
Chairman of the Board	RM100,000.00 per annum	RM125,000.00 per annum
Member of the Board (other than Foreign Director)	RM75,000.00 per annum	RM100,000.00 per annum
Foreign Director	*USD18,750 per annum	the amount in United States Dollars equivalent to RM100,000 per annum
Board Committee Fees		
	<i>Existing</i>	<i>Revision not proposed</i>
Chairman	RM10,000 per annum	No change
Member (including where member is a Foreign Director)	RM8,000 per annum	No change
Directors' Meeting Allowance (for Board Meeting)		
	<i>Existing</i>	<i>Revision not proposed</i>
Chairman	RM1,300 per meeting	No change
Member (including where member is a Foreign Director)	RM1,000 per meeting	No change
Directors' Meeting Allowance (for Board Committee)		
	<i>Existing</i>	<i>Revision not proposed</i>
Chairman	RM1,200 per meeting	No change
Member (including where member is a Foreign Director)	RM1,000 per meeting	No change

* Based on exchange rate of USD1.00 = RM4.00 (2018).

Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolution 4 in respect of the proposed increase in Directors' Fees.

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

Ordinary Resolution 5 – Approval for the proposed payment of Total Directors' Fees for the period commencing from 29 May 2021 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 shareholders had at the 19th AGM of the Company held on 17 June 2020 approved 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 in 2021. The total Directors Fees incurred were as follows:-

Approved at last AGM (from 18 June 2020 until conclusion of 20 th AGM)	Actual (from 18 June 2020 until 31 March 2021)	Forecasted (from 18 June 2020 until conclusion of 20 th AGM)
RM878,000	RM557,600.00	RM694,000.00

With respect to the proposed total Directors' Fees for the period commencing from 29 May 2021 until the conclusion of the next AGM of the Company in 2022, following the increase in the Directors' Fees under Ordinary Resolution 4, if approved, and assuming that (a) one (1) additional director is added to the Board; (b) the number of Board Committees remain the same; (c) that each of the existing Board Committees other than the Medical Advisory Committee ("MAC") comprises four (4) members; and (d) the MAC comprises not more than five (5) members, the amount is estimated to be approximately RM1,195,000. This resolution, if passed, will facilitate the payment of directors' fees on current financial year basis.

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Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolution 5 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 6 – Approval for the proposed payment of Total Directors' Remuneration (other than Directors' Fees) for the period commencing from 29 May 2021 until the conclusion of the next AGM of the Company

The Directors' Remuneration (other than 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 lodging, directors' medical scheme, directors' training and other claimable benefits.

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

The shareholders had at the 19th AGM of the Company held on 17 June 2020 approved the payment of total Directors' Remuneration (other than Directors' Fees) up to an amount of RM646,000 for the period commencing 18 June 2020 until the conclusion of the next AGM of the Company on 28 May 2021. The total Directors Remuneration (other than Directors' Fees) incurred were as follows:-

Approved at last AGM (from 18 June 2020 until conclusion of 20 th AGM)	Actual (from 18 June 2020 until 31 March 2021)	Forecasted (from 18 June 2020 until conclusion of 20 th AGM)
RM646,000	RM187,400.00	RM281,760.00

In determining the estimated total amount of remuneration (other than 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, and the number of Directors involved in these meetings. 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 (other than Directors' Fees) for the period commencing from 29 May 2021 until the conclusion of the next AGM of the Company in 2022 ("Relevant Period"), the amount is estimated to be approximately RM646,000. In the event that the Directors' Remuneration (other than 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 6, 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 (other than 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 6 in respect of the proposed payment of Directors' Remuneration (other than Directors' Fees).

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Ordinary Resolution 7 – 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 without the presence of the Management were also held in 2020 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 lead audit engagement partner to provide his review to the AIC.

The AIC had at its meeting held on 10 November 2020 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 on 12 November 2020 approved the AIC’s recommendation for the shareholders’ approval to be sought at the 20th AGM on the re-appointment of KPMG PLT as the external auditors of the Company for the financial year ending 31 December 2021.

Explanatory Notes on Special Business

Ordinary Resolution 8 – 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 8, 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 AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF 20TH ANNUAL GENERAL MEETING

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

The profiles of the Directors who are standing for re-election as per Agenda 2 of the Notice of 20th AGM are as follows:-

Description	Ordinary Resolution 1
Name	Dato' Mohamad Kamarudin bin Hassan Senior Independent, Non-Executive Director
Nationality/Age/Gender	Malaysian/65/Male
Date of Appointment	2 January 2014
Length of Service	7 years 2 months
Number of Board meetings attended in 2020	16/16
Date of last Re-election	31 May 2018
Qualification(s)	<ul style="list-style-type: none"> • Master of Business Administration (Majoring in Finance), Oklahoma City University, United States of America • Bachelor of Economics (Majoring in Business Administration), University of Malaya, Malaysia
Directorship(s) of Other Public Companies/Listed Issuers	<ul style="list-style-type: none"> • ManagePay Systems Berhad • Malaysian Pacific Industries Berhad • Muhibbah Engineering (M) Bhd
Working Experience and Occupation	<p>Dato' Mohamad Kamarudin brings to the Board extensive experience as an economic/financial advisor in the public sector, beginning in 1979 at the Administrative and Diplomatic Service. Following his first posting to the Macro-Economic Division of the Economic Planning Unit in the Prime Minister's Department, he was transferred in 1987 to the Ministry of International Trade and Industry ("MITI") where he served in various divisions. From 1992 to 1994, he was posted to the Malaysian Embassy in Washington DC as the Economic Counsellor. Upon returning to Malaysia in August 1994, he was re-posted to MITI where he had served in the bilateral and multilateral trade negotiation divisions. He then served as Deputy Chief Executive Officer of the Malaysia External Trade Development Corporation (MATRADE) from January 2006 until his retirement on 31 August 2013.</p> <p>Dato' Mohamad Kamarudin was appointed Senior Independent Director of Duopharma Biotech with effect from 28 December 2017, following the re-designation of Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir as Non-Independent Non-Executive Chairman. Prior to that, he served the Board as an Independent Non-Executive Director. Dato' Mohamad Kamarudin is a fellow of the Institute of Corporate Directors Malaysia (ICDM).</p>

Dato' Mohamad Kamarudin bin Hassan 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 (5) years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2020.

STATEMENT ACCOMPANYING NOTICE OF 20TH ANNUAL GENERAL MEETING

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

Description	Ordinary Resolution 2
Name	Datuk Nik Moustpha bin Hj Nik Hassan Independent, Non-Executive Director
Nationality/Age/Gender	Malaysian/67/Male
Date of Appointment	28 December 2017
Length of Service	3 years 3 months
Number of Board meetings attended in 2020	15/16 <i>Note: Absent for one (1) meeting due to medical reason</i>
Date of last Re-election	31 May 2018
Qualification(s)	<ul style="list-style-type: none"> • Master in Economics, Ohio University, Ohio, United States of America • Degree in Business Administration, Ohio University, Ohio, United States of America
Directorship(s) of Other Public Companies/Listed Issuers	<ul style="list-style-type: none"> • Takaful Ikhlas General Berhad
Working Experience and Occupation	<p>Datuk Nik Moustpha is an academic with interests in economic ideology, systems and management. He has authored six books, edited 18 books and published over 260 scholarly articles in various journals, books, magazines and newspapers on these topics. His book titles include <i>An Islamic Paradigm in Economics: Vision and Mission</i>, <i>Islamic Management for Excellence – Revitalising People for the Future</i>, <i>Value-based Total Performance Excellence Model</i> and <i>Pandangan Alam Islam Dalam Peradaban Ekonomi dan Asas Memacu Ekonomi Ummah – Satu Pandangan</i>. Datuk Nik Moustpha began his career in 1979 as a Lecturer in the Faculty of Economics and Agribusiness, Agricultural University of Malaysia. In June 1983, he was seconded to the Faculty of Economics and Management of International Islamic University, Malaysia. He was made Dean of the faculty from August 1987 to July 1989. In May 1988, he was also appointed as an Associate Professor of the faculty. Following a year's stint as a Visiting Fellow at the Oxford Centre for Islamic Studies, University of Oxford, Datuk Nik Moustpha was appointed as Dean of the Postgraduate Faculty of International Islamic University, Malaysia in August 1992. He subsequently joined the Institute of Islamic Understanding Malaysia (IKIM) where he held various positions before serving as its Director General from September 2009 to August 2015.</p> <p>In September 2017, Datuk Nik Moustpha was appointed as an Adjunct Professor at Universiti Kebangsaan Malaysia's Faculty of Economics and Management which ended in September 2019 and prior to that, he was appointed as an Adjunct Professor at Universiti Pertahanan Malaysia for a two-year period. Datuk Nik Moustpha is currently an Adviser of the Faculty of Business and Accounting at University of Malaya and also a member of the Institute of Corporate Directors Malaysia (ICDM). He was a member of Board of Trustees, Yayasan TRISILCO before he resigned on 28 January 2020, and has served as a Member of Group Shariah Committee, MNRB Holdings Berhad from 2 November 2015 until 9 November 2020.</p> <p>Prior to being appointed to the Board of Duopharma Biotech, he had served as an Independent Non-Executive Director of Chemical Company of Malaysia Berhad from 9 September 2016.</p>

Datuk Nik Moustpha bin Hj Nik Hassan 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 (5) years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2020.

STATEMENT ACCOMPANYING NOTICE OF 20TH ANNUAL GENERAL MEETING

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

Description	Ordinary Resolution 3
Name	Datuk Mohd Radzif bin Mohd Yunus Non-Independent, Non-Executive Director
Nationality/Age/Gender	Malaysian/62/Male
Date of Appointment	8 March 2018
Length of Service	3 years
Number of Board meetings attended in 2020	16/16
Date of last Re-election	31 May 2018
Qualification(s)	<ul style="list-style-type: none"> Bachelor in Applied Science Property Resource Management with Finance, University of South Australia, Australia Diploma in Land Survey, Universiti Teknologi Malaysia, Malaysia Registered Valuer Real Estate Professional and Property Manager, Board of Valuers, Malaysia
Directorship(s) of Other Public Companies/Listed Issuers	<ul style="list-style-type: none"> HeiTech Padu Berhad KPJ Healthcare Berhad
Working Experience and Occupation	<p>Datuk Mohd Radzif comes from a diverse management background, which includes leadership positions in an international healthcare organisation, property consultancy, real estate development, construction and banking. He started his career in academia and as a valuer and property consultant in an international firm. This was followed by a management role in Perwira Affin Bank. He was subsequently appointed Chief Executive Officer (“CEO”) of a local conglomerate involved in diversified businesses ranging from construction and property development to highway concession, property management and project management. This was followed by CEO positions in Tabung Haji subsidiary companies. Subsequently, he was appointed as the CEO and Group Managing Director of Institut Jantung Negara Sdn. Bhd. (National Heart Institute) and IJN Holdings Sdn. Bhd., respectively. Datuk Mohd Radzif’s last executive post until 30 June 2017, was as Group Managing Director of Small Medium Enterprise Development Bank Malaysia (SME Bank).</p> <p>Datuk Mohd Radzif was also the Chairman of the Association of Development Finance Institutions of Malaysia (“ADFIM”) and a Vice Chairman of the Association of National Development Finance Institutions in Member Countries of The Islamic Development Bank (ADFIMI). He was a Board member of the Association of Development Financing Institutions in Asia and the Pacific (“ADFIAP”) and The Montreal Group, a grouping of six global SME development banks. He was also on the Board of Advisors for Franchise Association, Advisory Committee for Entrepreneurship in the Ministry of Higher Education and Advisory Committee for Innovation Agency Malaysia.</p> <p>Datuk Mohd Radzif was awarded the Malaysian Business Leadership Award for Healthcare in 2009. He was also accorded the CEO of the Year in 2015 by ADFIAP, and conferred Honorary membership by ADFIMI in 2018 for his contributions to Islamic development finance. Datuk Mohd Radzif is a member of the Institute of Corporate Directors Malaysia (ICDM) and a certified Risk Director by Institute Enterprise Risk Management.</p>

Datuk Mohd Radzif bin Mohd Yunus holds 18,970 shares (0.002%) in Duopharma Biotech. He 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 (5) years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2020.

PROXY FORM

DUOPHARMA BIOTECH BERHAD

[Registration No.: 200001021664 (524271-W)]

(Incorporated in Malaysia)

I/We _____ NRIC No./Passport No./Company No. _____
of _____

being *a shareholder/shareholders of DUOPHARMA BIOTECH BERHAD (“the Company”) hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of shares	%
Address			

and/or *delete if not applicable

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of shares	%
Address			

Or failing him/her, the Chairman of the Meeting *my/our proxy to vote for *me/our behalf at the Twentieth (20th) Annual General Meeting (“AGM”) of the Company to be held at the Virtual Studio 2 (Meeting Room 401 & 402), Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia (the “Broadcast Venue”) and via the TIIH Online website at <https://tiah.online> on Friday, 28 May 2021 at 9.00 a.m. and at any adjournment thereof.

My/Our Proxy is to vote as indicated below:

NO.	ORDINARY BUSINESS	RESOLUTION NO.	FOR	AGAINST
1.	To re-elect Dato’ Mohamad Kamarudin bin Hassan who retires in accordance with Article 100 of the Company’s Constitution.	Ordinary Resolution 1		
2.	To re-elect Datuk Nik Moustpha bin Hj Nik Hassan who retires in accordance with Article 100 of the Company’s Constitution.	Ordinary Resolution 2		
3.	To re-elect Datuk Mohd Radzif bin Mohd Yunus who retires in accordance with Article 100 of the Company’s Constitution.	Ordinary Resolution 3		
4.	To approve the increase in Directors’ Fees payable to the Directors entitled to receive the Directors’ Fees with effect from 29 May 2021, in such proportions and manner as the Directors may determine.	Ordinary Resolution 4		
5.	To approve the payment of the proposed total Directors’ Fees amounting to RM1,195,000 for the period commencing 29 May 2021 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 5		
6.	To approve the payment of the proposed total Directors’ Remuneration (other than Directors’ Fees) up to an amount of RM646,000 for the period from 29 May 2021 until the conclusion of the next AGM of the Company.	Ordinary Resolution 6		
7.	To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 7		
SPECIAL BUSINESS				
8.	To approve 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	Ordinary Resolution 8		

(Please indicate with an “X” how you wish to cast your vote)

Signed this _____ day of _____ 2021.

CDS Account No.	
No. of ordinary shares	

Signature/Seal

NOTES:

1. As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the 20th 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 ("Tricor") via its **TIIH Online** website at <https://tiih.online>. **Please follow the procedures provided in the Administrative Guide for the 20th AGM which is available on the Company's website at <https://duopharmabiotech.com/notice-of-annual-general-meeting/> in order to register, participate and vote remotely via the RPV.**
2. The Broadcast Venue of the 20th 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 Broadcast Venue on the day of the meeting.
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 text) 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 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 or attorney (as the case may be) to participate at this 20th AGM of the Company via RPV must instruct his/her proxy or authorised representative or attorney (as the case may be) to register himself/herself for RPV at **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 20th 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:-
 - (i) **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 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.
 - (ii) **By Tricor Online System ("TIIH Online")**
The Form of Proxy can be electronically lodged with the Company's Share Registrar via TIIH Online. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy from via TIIH Online.
11. 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 20 May 2021 shall be regarded as members and entitled to attend and vote at the meeting.

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THE REGISTRAR
DUOPHARMA BIOTECH BERHAD
[Registration No.: 200001021664 (524271-W)]
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur
Malaysia

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**20th ANNUAL GENERAL MEETING OF
DUOPHARMA BIOTECH BERHAD
[Registration No. 200001021664 (524271-W)]**

ADMINISTRATIVE GUIDE

Date: Friday, 28 May 2021
Time: 9.00 A.M.
Broadcast Venue: Virtual Studio 2 (Meeting Room 401 & 402), Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Center, 50088 Kuala Lumpur, Malaysia (the “**Broadcast Venue**”)

In light of the Covid-19 pandemic in Malaysia and globally, the Board of Directors of the Company has decided that the Twentieth (20th) Annual General Meeting (“AGM”) of the Company will be held **entirely through live streaming** from the broadcast venue at the **Virtual Studio 2 (Meeting Room 401 & 402), Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Center, 50088 Kuala Lumpur, Malaysia (the “Broadcast Venue”)**.

The 20th 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 (revised: 5 March 2021) (“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.

Duopharma Biotech has also appointed KPMG Management Risk & Consulting Sdn Bhd as an external party to lend objectivity and transparency by streaming the questions raised by shareholders.

(1.0) GETTING STARTED

1. To participate in the Virtual AGM, shareholders (and their proxies) will need to register and obtain credentials to enter the secure Virtual AGM. Please note that if you are already a user of TIIH Online, you are not required to register again. You will receive a notification via email that the registration to attend the 20th Duopharma Biotech AGM is available at TIIH Online.
2. Registration is open from **9:00 a.m.** on Wednesday, 28 April 2021 and will continue to be opened until the day of 20th AGM on **Friday, 28 May 2021**. Shareholders as per the Record of Depositors (“ROD”) as at **20 May 2021** will be allowed to join in the Virtual AGM. To register, please click this link <https://tiih.online>

If you are still unsure how to register, you may view this video via YouTube to familiarise yourself with the registration process: <https://www.youtube.com/watch?v=UbCvY1J5mw8>

3. Before you register, please make sure you have the following:
 - (a) A scanned copy of your MyKad or your Passport (for non-Malaysians). You will be required to upload a clear scanned image to ascertain your identity; and
 - (b) A valid email address for registration verification process.

(1.1) Seven step registration process

The seven-step registration process is outlined below:

1. Go to <https://tjih.online> and register as a shareholder by clicking “Sign Up” and select “Create Account by **Individual Holder**”.
2. You will then be required to select whether you want to upload your MyKad or Passport image.
3. Remember to check the box that you have read and agree to Tricor’s privacy policy.
4. Click the “Register” button.
5. Check your email for confirmation of your registration. You will be provided with a temporary password via the email and a link to activate the registration. Write down the temporary password and click the link provided to activate the account.
6. Enter the temporary password and key in your own unique password. Remember to keep your password confidential and do not reveal it to anyone. The password is unique to you as a shareholder of the company.
7. When logging in, under Corporate Event, select “(REGISTRATION) DUOPHARMA BIOTECH 20TH AGM” and follow the online instructions.

If you had forgotten the password, go back to <https://tjih.online> and click “Forgot Password”, and follow the procedures online to obtain a new temporary password.

(2.0) REMOTE PARTICIPATION AND VOTING (“RPV”)

1. With this Virtual AGM facility, you may exercise your rights as member of the Company to participate and pose questions to the Board and Management of the Company, and vote at the 20th AGM.
2. **Members** who appoint proxies to participate via RPV in the 20th AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor not later than **9.00 a.m. on Thursday, 27 May 2021**.
3. **Corporate Representatives** of corporate members must deposit their original certificate of appointment of corporate representative to Tricor not later than **9.00 a.m. on Thursday, 27 May 2021** to participate via RPV in the 20th AGM.
4. The **beneficiary** of the shares under a Nominee Company’s CDS account who wish to participate via RPV in the 20th AGM can request its Nominee Company to appoint him/her as a proxy and must ensure that the duly executed proxy forms are deposited in a hardcopy form or by electronic means to Tricor not later than **9.00 a.m. on Thursday, 27 May 2021**.
5. Attorneys appointed by way of powers of attorney are to deposit their powers of attorney with Tricor not later than **9.00 a.m. on Thursday, 27 May 2021** to participate via RPV in the 20th AGM.
6. A member who has appointed a proxy, attorney or authorised representative to attend, participate, speak and vote at this 20th AGM via RPV must instruct his/her proxy to register himself/herself for RPV at TIH Online website at <https://tjih.online> . The proxy, attorney or authorised representative (as the case may be) must register at TIH Online website in order to participate in the 20th AGM via RPV.

As the 20 th AGM is a fully virtual AGM, members who are unable to participate in this AGM may appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

(2.1) Procedures for RPV

Members/proxies/corporate representatives/attorneys who wish to participate the 20th AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE DAY OF THE 20TH AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) workin day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that registration to attend the 20th AGM is available at TIIH Online.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from Thursday, 28 April 2021 and will continue to be opened until the day of 20th AGM on Friday, 28 May 2021 Login with your user ID (i.e. email address) and password and select the corporate event “(REGISTRATION) DUOPHARMA BIOTECH 20TH AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting” Review your registration and proceed to register The TIIH Online system will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting’s Record of Depositors as at 20 May 2021, the system will send you an e-mail after 27 May 2021 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV)</i></p>
ON THE DAY OF THE 20TH AGM		
(c)	Login to TIIH Online	Login with your user ID and password for remote participation at the 20 th AGM at any time from 8.00 a.m. (i.e., 1 hour before the commencement of the 20 th AGM at 9.00 a.m. on Friday, 28 May 2021)
(d)	Participate through Live-Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) DUOPHARMA BIOTECH 20TH AGM” to engage in the proceedings of the 20th AGM remotely. If you have any question for the Chairman of the meeting or the Board of Directors, you may use the query box to transmit your question. The Chairman and/or the other members of the Board of Directors will endeavour to respond to questions submitted by remote participants during the 20th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 9.00 a.m., Friday, 28 May 2021 until a time when the Chairman announces the completion of the voting session of the 20th AGM. Select the corporate event: “(REMOTE VOTING) DUOPHARMA BIOTECH 20TH AGM” or if you are on the live stream meeting page,



	Procedure	Action
BEFORE THE DAY OF THE 20TH AGM		
		<p>you can select “GO TO REMOTE VOTING PAGE” button below the Query Box.</p> <ul style="list-style-type: none"> • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman of the closure of the 20th AGM, the Live Streaming will end.



Notes to Users of the RPV Facilities

- a) *Should your registration for RPV be approved, Tricor will make available to you the access to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.*
- b) *The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.*
- c) *In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-4080 5616 / 011-4080 3168 / 011-4080 3169 / 011-4080 3170 or e-mail to tiih.online@my.tricorglobal.com for assistance.*

(3.0) PREPARING FOR THE VIRTUAL AGM

1. To read the AGM Notice, click this link below or scan the QR Code highlighted on item 4:
<https://duopharmabiotech.com/notice-of-annual-general-meeting/>
2. Follow the procedures provided in the Administrative Guide for the 20th AGM to register for the Virtual AGM.
3. All shareholders and their proxies should register via the process outlined above with TIIH Online.
4. Familiarise yourself with the identity of the Company’s leadership team (i.e. Board and Senior Management team), the AGM agenda and the order of business in detail. Read up on the relevant materials such as Duopharma Biotech’s Annual Report, Corporate Governance Report and Sustainability Report (to access these documents, please click the web browser link or scan the QR code below):

Please click on the hyperlink to be directed to the materials published by Duopharma Biotech	Please scan the QR code with your handphone to be directed to the materials published by Duopharma Biotech
Notice of the 20 th AGM, Proxy Form and Administrative Guide	
Annual Report 2020	

Please click on the hyperlink to be directed to the materials published by Duopharma Biotech	Please scan the QR code with your handphone to be directed to the materials published by Duopharma Biotech
Corporate Governance Report 2020	
Sustainability Report 2020	

Reading the relevant materials will help you to understand the current state of the Company. It will also help you to formulate questions for the Board and Management to answer.

(4.0) ENTITLEMENT TO ATTEND AND VOTE

- Only members whose names appear on the Record of Depositors as at **20 May 2021** shall be eligible to attend, speak and vote at the 20th AGM or appoint the Chairman of the Meeting as proxy to attend and vote on their behalf. A member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in 20th AGM yourself via TIIH Online, please do not submit any Form of Proxy for the 20th AGM. You will not be allowed to participate in the 20th AGM together with a proxy appointed by you. The duly completed Form of Proxy must be deposited at the office of the **Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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** no later than 9.00 a.m. on Thursday, 27 May 2021. You may also submit the proxy appointment electronically via Tricor's TIIH Online website at <https://tiih.online> no later than 9.00 a.m. on Thursday, 27 May 2021. All proxy forms submitted must be received by the Company 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.
- The procedures to lodge your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
a	Register as a User with TIIH Online <ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
b	Proceed with submission of Proxy Form <ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.

Procedure		Action
i. Steps for Individual Shareholders		
		<ul style="list-style-type: none"> • Select the corporate event: “Duopharma Biotech 20th AGM -Submission of Proxy Form”. • Read and agree to the Terms & Conditions and confirm the Declaration • Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. • Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(s) appointment. • Print proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders		
a	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder” • Complete the registration form and upload the required documents. • Registration will be verified and you will be notified by email within one (1) to two (2) working days • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
	Proceed with submission of proxy form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online • Select the corporate exercise name: Duopharma Biotech 20th AGM – Submission of Proxy Form” • Agree to the Terms & Conditions and Declaration • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data • Login to TIIH Online, select corporate exercise name: “Duopharma Biotech 20th AGM – Submission of Proxy Form” • Proceed to upload the duly completed proxy appointment file • Select “submit” to complete your submission • Print the confirmation report of your submission for your record.

(5.0) POLL VOTING

1. The voting at the 20th AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) as Poll Administrator to conduct the poll by way of electronic voting (e-voting) and Scrutineer Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
2. Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and **submit your votes at any time from the commencement of the 20th AGM at 9.00 a.m.** Kindly refer to item 2.1 of the procedure for RPV facilities

above for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>. Upon completion of the voting session for the 20th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed. Subsequently an announcement of the poll results will be made by the Company to the Exchange operated by Bursa Malaysia Securities Berhad at www.bursamalaysia.com

(6.0) PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD

1. Shareholders are encouraged to submit questions before the Virtual AGM via TIIH Online for detailed response from the Company. You may submit questions to the Chairman or the Board of Directors in advance via TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose your questions and submit them electronically no later than **Thursday, 27 May 2021**.
2. Shareholders are requested to pose their questions via the Query Box in the English language. Please note that only shareholders who have successfully registered to participate via TIIH online system will be allowed to pose questions. Chairman and/or the other members of the Board of Directors will endeavor to address the received questions via this channel during the 20th AGM.

Here are some examples of questions to ask:

(Note: each question has a limit of 500 characters)

- *What measures have the Company taken to ensure that it complies with Malaysian Code on Corporate Governance regarding boardroom diversity and experience?*
- *What are the plans of the Company to navigate disruptions brought about by the COVID-19 pandemic?*
- *How is the Company planning to diversify its customer base?*
- *What steps have Duopharma Biotech undertaken during the financial year ended 31 December 2020 to strengthen its balance sheet position?*

Note:

Duopharma Biotech welcomes comments and questions that foster civil conversation and shareholder engagement. In the same manner that the Company's officers and staff are expected to be responsible and respectful, which are two (2) of the Company's six (6) core values, the Company also expects that its shareholders and their proxies and representatives to also be responsible and respectful. In order to help maintain a healthy, respectful discussion, please focus your comments and questions on the matters set out in the agenda for the Company's 20th AGM, and refrain from personal attacks. The Company reserves the right to ignore, remove, block and/or blackout posts, comments, statements and questions that are commercial, self-promotional, obscene, rude, vulgar, disrespectful or disruptive.

(7.0) DURING THE VIRTUAL AGM

Please ensure and check that you have stable internet connection that meets the minimum bandwidth requirements (at least 30 Mbps) to experience the Virtual AGM without disruption. In addition, ensure that you have updated your browser to the latest version. The supported browsers include Google Chrome, Firefox, Safari, Internet Explorer and Microsoft Edge. However, the use of Google Chrome, Firefox and Safari are recommended for optimal viewing of the Virtual AGM proceedings.

(7.1) How to pose questions

1. You are to use only the primary mode of communication which is TIIH Online Query Box to raise your question(s) during the Virtual AGM. In the remote and untoward event of a technical failure relating to the primary mode of communication during the Virtual AGM, the Company will activate the back up or secondary mode of communication which represents a dedicated e-mail address for the Virtual AGM. This dedicated e-mail address will only be availed to shareholders in the event of failure relating to the primary mode of communication (i.e. TIIH Online Query Box).

2. Ask questions using the English language. Keep the question(s) short and concise as well as relevant to the resolutions being discussed. (Note: each question has a limit of 500 characters).
3. When asking questions, avoid abbreviations that may easily be misunderstood by shareholders or the Company.
4. Be polite, exercise discretion and wisdom when asking questions. Objectionable language, such as offensive remarks, ad hominem remarks, profanities or vulgarities will not be tolerated.
5. Avoid repetitive questions in the query box.
6. If possible, avoid raising questions that are technical or operational in nature. Such questions should be submitted in advance to Duopharma Biotech via TIIH Online.
7. The question and answer session is a good time to engage the Board and Management on the business and performance of the listed issuer. It is not a time for marketing pitches or a time for lecturing. Ideally, the Query Box serves as a platform that shall only be used for raising questions regarding the resolutions being discussed by the Chairman.
8. Avoid continuously logging in and logging out of TIIH Online during the Virtual AGM. If there is an authentication issue that requires you to log in and log out constantly, you may contact the Tricor Help Line as described in the Administrative Guide.

(7.2) Voting during Virtual AGM

1. At the start of the AGM, the Chairman will call upon the poll administrators to relay electronic voting (e-voting) guidelines and announces that the poll is now open for shareholders to vote.
2. You may cast your votes by way of e-voting once the Virtual AGM commences and throughout the Virtual AGM until the Chairman declares that the poll is closed.
3. Once you cast your vote and click "Submit", you will not be able to go back and change your vote.
4. For each resolution, you are required to propose and second the resolution in order for it to be tabled.
5. Once the poll results have been verified by the Scrutineers, Scrutineer Solutions Sdn. Bhd., the poll results will be announced during the Virtual AGM.

(8.0) POST-VIRTUAL AGM

1. If required, you may inspect the minutes of the Virtual AGM and request for a copy of the minutes. The minutes shall be furnished to you within 14 days after the request is submitted in writing and upon receipt of payment.
2. Duopharma Biotech will publish the Summary of Key Matters on the Company website within 30 days from the Virtual AGM. As a shareholder, take a few minutes to be informed on the resolutions discussed and the outcomes decided at the Virtual AGM.
3. Shareholders are encouraged to give their feedback on the Virtual AGM to help the company improve its stakeholder engagement process. Please participate in the Post-Virtual AGM Survey, which will be made available in a weblink and QR code towards the end of the virtual AGM. It should take about five (5) minutes to complete the survey.

(9.0) DOOR GIFT

1. As the 20th AGM will be conducted via RPV, there will be no distribution of breakfast/ lunch packs or vouchers during the 20th AGM.
2. The Company will also not be distributing any door gifts.

(10.0) ANNUAL REPORT 2020

1. The Annual Report is available on the Company's website at www.duopharmabiotech.com, and Bursa Malaysia's website at www.bursamalaysia.com under Company's announcements.

2. You may request for a copy of the printed Annual Report at <https://tjih.online> by selecting “Request for Annual Report” under the “Investor Services”. Alternatively, you may also make your request by completing and submitting online requisition form at Duopharma Biotech Berhad’s Corporate Website at <https://duopharmabiotech.com/investor-relations/annual-report/annual-report-requisition-form/> Please consider the environment before you decide to print or request for the above reports.

(11.0) ENQUIRY

If you have any enquiry prior to the 20th AGM, please contact the following officers during office hours:

Address	Contact Details
Duopharma Biotech Berhad [Registration No: 200001021664 (524271-W)] Group Legal and Company Secretarial Department Suite 18.06, Level 18, Kenanga International No. 26, Jalan Sultan Ismail 50250 Kuala Lumpur Wilayah Persekutuan, Malaysia.	Fatihah Md Fadzil Email: fatihah-fadzil@duopharmabiotech.com General Line: 03 - 2162 0218 Fax: 03 - 2161 0507
Tricor Investor & Issuing House Services Sdn Bhd [Registration Number: 197101000970 (11324-H)] Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia.	General Line: 03 - 2783 9299 Fax: 03 – 2783 9222 Email: is.enquiry@my.tricorglobal.com Nur Qaisara Naaila – 03-2783 9272 / Nur.Qaisara.Naaila@my.tricorglobal.com Nor Faeayzah – 03-2783 9274 / Nor.Faeayzah@my.tricorglobal.com
Duopharma (M) Sendirian Berhad [Registration No: 197801005475 (42491-M)] Corporate Finance Lot 2599, Jalan Seruling 59 Kawasan 3, Taman Klang Jaya 41200 Klang Selangor Darul Ehsan, Malaysia.	Beldon Chia Zhi Yi Email: zychia@duopharmabiotech.com General Line: 03 - 3323 2759 Fax: 03 - 3323 3923

(12.0) FREQUENTLY ASKED QUESTIONS (“FAQs”)

1. Must all questions be responded to by the Board?

Good governance practice requires that the Chairman responds to all questions posed to the listed issuer. This is to ensure that the rights of the shareholder to query the Board is not sidelined. However, for all practical reasons, it may not be possible to respond to all questions posed during the Virtual AGM.

As Duopharma Biotech takes stakeholder engagement seriously, the Company will try to respond to all unanswered questions via the website within one month from the Virtual AGM date.

2. What is the Tricor Help Line number to call if I have issues to log into the Virtual AGM?

You may call any of the numbers here for assistance: 011-40805616, 011-40803168, 011-40803170. Alternatively, you may also email to tjih.online@my.tricorglobal.com for assistance.

3. Will the Board respond to all questions from shareholders?

In keeping with good governance practice, as far as possible, Duopharma Biotech intends to respond to all questions posed. This is to ensure that the rights of the shareholder to query the Board is not sidelined. This is the reason the Company has appointed KPMG as an independent party. Duopharma Biotech welcomes comments and questions which fosters civil conversation and shareholder engagement.

To help maintain a healthy, respectful discussion, please focus comments and questions on the matters set out in the agenda for the Company's 20th AGM, and refrain from personal attacks. The Company reserves the right to ignore, remove, block and/or blackout posts, comments, statements and questions that are commercial, self-promotional, obscene, rude, vulgar, disrespectful or disruptive.

However, for all practical reasons, it may not be possible to respond to all questions posed during the Virtual AGM. As Duopharma Biotech takes stakeholder engagement seriously, **the Company will endeavour to respond to all unanswered questions via the website** within one (1) month from the Virtual AGM date.

4. What is the role of KPMG and how will the questions be handled?

KPMG Management Risk & Consulting Sdn Bhd ("KPMG") has been appointed as the independent moderator to ensure that Duopharma Biotech's Virtual AGM is transparent with a view of being impartial towards all shareholders in responding to the queries.

As an independent party, KPMG will facilitate the question and answer session in a fair manner, without favouring any one party, whether large institutional or small retail investors, in terms of shareholding. KPMG will act professionally in ensuring that questions are streamed to the Board for an adequate response.

5. Will Duopharma Biotech be giving door gifts?

Under the current challenging economic scenario and logistical surroundings, Duopharma Biotech has decided not to provide any door gifts.

6. Is recording of the Virtual AGM or photography allowed?

No video recording or photography by shareholders are allowed. However, the Company will record the proceeding of the AGM for legal compliance and internal review purposes.

7. What is the Tricor Help Line number to call if I have issues to log into the Virtual AGM?

You may call any of the numbers here for assistance: 011-40805616, 011-4080 3168, 011- 4080 3170. Alternatively, you may also email to tiih.online@my.tricorglobal.com for assistance.