

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at **Premiere Hotel, Bandar Bukit Tinggi, 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan** on Tuesday, **26 May 2015 at 2.30 p.m.** for the following purposes:-

AGENDA

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
2. To approve a Final Dividend of 14.5 sen per ordinary share, tax exempt dividend under the single tier tax system for the financial year ended 31 December 2014. **Ordinary Resolution 2**
3. To re-elect Datuk Alias bin Ali who retires in accordance with Article 93 of the Articles of Association of the Company. **Ordinary Resolution 3**
4. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**
5. To consider, and if deemed fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-
 - (i) That Tan Sri Dato' Dr. Abu Bakar bin Suleiman, who is over the age of seventy (70), be hereby re-appointed as Director of the Company, and to hold office until the next Annual General Meeting of the Company. **Ordinary Resolution 5**
 - (ii) That Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam @ Manikavasagam, who is over the age of seventy (70), be hereby re-appointed as Director of the Company, and to hold office until the next Annual General Meeting of the Company. **Ordinary Resolution 6**
6. To transact any other business of which due notice shall be received.

As Special Business

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

7. Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Ordinary Resolution 7

"That subject to the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature with the related party as specified in Section 2.2.1 and 2.2.5 of the Circular to Shareholders dated 30 April 2015 which are necessary for the Company and/or its subsidiary's day-to-day operations subject further to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, and the transactions are undertaken on arm's length basis and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposal is approved, at which time it will lapse, unless further renewed by a resolution passed at the next AGM;
 - (b) the expiration of the period within the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act, 1965); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting of the Company,whichever is earlier; and
- (iii) the disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year.

And that the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

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8. **Retention of Dato' Haji Ghazali bin Awang and Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam @ Manikavasagam as Independent Directors of the Company**

To consider, and if deemed fit, to approve the retention of the following Directors of the Company who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Directors of the Company:-

(i) Dato' Haji Ghazali bin Awang; and

Ordinary Resolution 8

(ii) Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam @ Manikavasagam.

Ordinary Resolution 9

9. **Authority Pursuant to Section 132D of the Companies Act, 1965 ("Act") for the Directors to Issue and Allot New Ordinary Shares of RM0.50 each in the Company ("Rights Shares") Pursuant to the Renounceable Rights Issue Approved at the Extraordinary General Meeting of the Company on 11 March 2015 ("EGM") ("Rights Issue Resolution")**

Ordinary Resolution 10

"**THAT**, authority be and is hereby given to the Directors of the Company pursuant to Section 132D(1) of the Act to provisionally allot and issue the Rights Shares on the terms and in accordance with the Rights Issue Resolution as passed at the EGM, and such authority to be in force until the conclusion of the next annual general meeting of the Company."

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that subject to the approval of the Shareholders at the forthcoming AGM, a Final Dividend of 14.5 sen per ordinary share, tax exempt dividend under the single tier tax system in respect of the Company's financial year ended 31 December 2014 will be paid on 25 June 2015 to shareholders whose names appear in the Record of Depositors on 29 May 2015.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 29 May 2015 in respect of ordinary transfer; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

NOOR AZWAH BINTI SAMSUDIN (LS 0006071)

Company Secretary

Kuala Lumpur

Date: 30 April 2015

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Registrars of the Company at Tricor Investor Services Sdn. Bhd., Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting.
7. Only depositors whose names appear in the Record of Depositors as at 19 May 2015 be regarded as members and entitled to attend and vote at the meeting.

Explanatory Notes on Special Business

- (i) **Ordinary Resolutions 5 and 6:** Re-appointment of Directors pursuant to Section 129(6) of the Companies Act, 1965.

The re-appointment of Tan Sri Dato' Dr. Abu Bakar bin Suleiman and Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam

@ Manikavasagam who have attained the age of 71 years, as Directors of the Company to hold office until the conclusion of the next AGM, shall take effect if the proposed Ordinary Resolutions 5 and 6 are passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or by proxy at the Fourteenth AGM of the Company.

- (ii) **Ordinary Resolution 7:** Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

The explanatory note on Resolution 7 is set out in the Circular to Shareholders dated 30 April 2015.

- (iii) **Ordinary Resolutions 8 and 9:** Retention of Dato' Haji Ghazali bin Awang and Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam @ Manikavasagam as Independent Directors of the Company.

The Nomination and Remuneration Committee has assessed the independence of Dato' Hj. Ghazali bin Awang and Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam @ Manikavasagam, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommends that they continue to act as Independent Non-Executive Directors of the Company based on the following justification:-

- (a) They have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and thus, they would be able to function as check and balance, provide a broader view and bring with them elements of objectivity to the Board;
- (b) They bring to the Board a diverse set of experience, skills and expertise;
- (c) They have performed their duty diligently in the best interest of the Company and provided a broader view as well as independent and balance assessment of proposals from Management;
- (d) They have no business dealings with the Company save and except as being a member of the Board of Directors of the Company.

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- (iv) **Ordinary Resolution 10:** Authority Pursuant to Section 132D of the Companies Act, 1965 (“Act”) for the Directors to Issue and Allot New Ordinary Shares of RM0.50 each in the Company (“Rights Shares”) pursuant to the Renounceable Rights Issue Approved at the Extraordinary General Meeting of the Company on 11 March 2015 (“EGM”) (“Rights Issue Resolution”).

The shareholders of the Company had, at the EGM held on 11 March 2015 approved the Rights Issue Resolution including the authorization for the Board to provisionally allot and issue by way of a renounceable rights issue of up to 139,479,500 Rights Shares, on the basis of one (1) Rights Share for every one (1) existing ordinary share of RM0.50 each held in the Company, by way of provisional allotment to shareholders whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined and announced later by the Board (“**Entitlement Date**”).

The authority given to the Directors to provisionally allot the Rights Shares in accordance with the Rights Issue Resolution will, pursuant to Section 132D(3)(a) of the Act, lapse at the Annual General Meeting of the Company to be held on 26 May 2015.

As at the date of this Notice, the Proposed Rights Issue has yet to be completed. By virtue of section 132D(3) of the Act, the resolution approved at the EGM shall lapse at the forthcoming AGM and will therefore need to be extended for the purpose of completion of the Proposed Rights Issue.

This mandate for issuance of shares under the Proposed Rights Issue, unless revoked or further varied at a General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Statement Accompanying the Notice of the Fourteenth Annual General Meeting of CCM Duopharma Biotech Berhad

Pursuant to Paragraph 8.27(2), Appendix 8A of the Listing Requirements
of Bursa Malaysia Securities Berhad.

The details of the three (3) Directors of the Company seeking re-election/re-appointment as well as the directors who are proposed to be retained as Independent Directors of the Company are set out in their respective profiles which appear in the Directors’ Profiles on pages 20, 21, 22 and 23 of this Annual Report.

The details of their interest in the securities of the Company are set out in the Analysis of Shareholdings which appear on page 116 of this Annual Report.