

DUOPHARMA BIOTECH BERHAD
(formerly known as CCM Duopharma Biotech Berhad)
(Company No. 524271-W)
Incorporated in Malaysia

**MINUTES OF THE MEETING OF MEMBERS (“MOM”) OF DUOPHARMA BIOTECH BERHAD
(FORMERLY KNOWN AS CCM DUOPHARMA BIOTECH BERHAD) (“DUOPHARMA
BIOTECH” OR “THE COMPANY”) HELD AT BALLROOM 1, SETIA CITY CONVENTION
CENTRE, NO. 1, JALAN SETIA DAGANG AG U13/AG, SETIA ALAM, SEKSYEN U13, 40170
SHAH ALAM, SELANGOR DARUL EHSAN, MALAYSIA ON WEDNESDAY, 20 FEBRUARY
2019 AT 10.00 A.M.**

PRESENT:

Board of Directors

YBhg Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir	- <i>Non-Independent Chairman</i>
Encik Leonard Ariff bin Abdul Shatar	- <i>Group Managing Director</i>
YBhg Dato' Mohamad Kamarudin bin Hassan	- <i>Senior Independent Director</i>
Encik Razalee bin Amin	- <i>Independent Director</i>
YBhg Puan Sri Datuk Seri Rohani Parkash binti Abdullah	- <i>Independent Director</i>
Puan Zaiton binti Jamaluddin	- <i>Independent Director</i>
YBhg Dato' Eisah binti A. Rahman	- <i>Independent Director</i>
YBhg Datuk Nik Moustpha bin Haji Nik Hassan	- <i>Independent Director</i>
YBhg Datuk Mohd Radzif bin Mohd Yunus	- <i>Non-Independent Director</i>

Company Secretary

Encik Ibrahim Hussin Salleh

The attendance of Directors, Company Secretary and Senior Management was set out in **Annexure 1**.

IN ATTENDANCE:

External Auditors:

KPMG PLT

Share Registrar and Poll Administrator:

Tricor Investor & Issuing House Services Sdn. Bhd.

Scrutineers:

Asia Securities Sdn Berhad

Shareholders:

As per attendance list

Proxies:

As per attendance list

Corporate Representatives:

As per attendance list

CHAIRMAN OF THE MEETING

YBhg Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir ("Chairman").

PRELIMINARIES

The Chairman welcomed all the members and invitees present at the meeting, and called upon the Secretary to confirm that a quorum was present.

QUORUM

According to Article 69 of the Company's Constitution, the quorum for the meeting shall be two (2) members present in person. According to Articles 69 and 90 of the Company's Constitution, a 'member' includes a proxy or a corporate representative.

As the number of members present was sufficient, the Secretary confirmed that a quorum for the meeting was present. This was inclusive of a total of 246 proxies totaling 389,877,220 shares representing 58.9% of the Company's issued and paid up share capital were received by the Share Registrar.

OPENING REMARKS

As a quorum for the meeting was present, the Chairman called the meeting to order and introduced each member of the Board of Directors ("Board") as well as the Company Secretary who were in attendance. The Chairman informed that the purpose of the Meeting of members was to seek the members approval in respect of the Special resolution on the Proposed Change of the Company's name from 'CCM Duopharma Biotech Berhad' to 'Duopharma Biotech Berhad' as contained in the Circular to Shareholders dated 14 January 2019. Before proceeding with the Agenda proper, the Company's Group Managing Director ("GMD"), Encik Leonard Ariff, was invited to brief the meeting on the Re-Branding of the Duopharma Biotech Group of Companies ("Group") following the completion of the demerger of the Company from Chemical Company of Malaysia Berhad ("CCM Berhad") in December 2017. The briefing included among others, the following:-

- (i) The overview of restructuring exercise undertaken by CCM Berhad leading to the demerger of the Company from CCM Berhad in December 2017;
- (ii) The corporate structure of the Group before the demerger, post demerger and current;
- (iii) That following the demerger, the Company needed to have its own corporate branding and identity;
- (iv) That CCM Berhad had granted the Company the right to use the Company's existing corporate branding and identity including the use of the acronym "CCM" for the period of two (2) years from the date of the demerger and that after the expiry of the said period of two (2) years, no products of the Group may leave the group's warehouses bearing the CCM name and logo. However, this condition would not affect those goods which were already in retail or trade outlets, wholesalers or distributors' warehouses;
- (v) That the Company was in the midst of introducing and implementing its new corporate branding and identity to all its stakeholders and that the exercise would be carried out in a staggered manner;
- (vi) The names of the following subsidiaries of the Company had been changed as follows:-
 - a. CCM Pharmaceuticals Sdn. Bhd. to Duopharma Marketing Sdn. Bhd.;
 - b. Upha Pharmaceutical Manufacturing (M) Sdn. Bhd. to Duopharma Manufacturing (Bangi) Sdn. Bhd.;
 - c. Innovax Sdn. Bhd. to Duopharma Innovation Sdn. Bhd.;
 - d. CCM Biopharma Sdn. Bhd. to Duopharma HAPI Sdn. Bhd.;
 - e. CCM Pharma Sdn. Bhd, to Duopharma Manufacturing (Glenmarie) Sdn. Bhd.;
 - f. CCM Pharmaceuticals (S) Pte Ltd to Duopharma (Singapore) Pte. Ltd.; and
 - g. CCM International (Philippines), Inc. to DB (Philippines), Inc..

The existing names of the remaining subsidiaries of the Company had for the time being been retained as those companies were currently not involved in billing customers for goods or services sold;

- (vii) That the new logo of the Company that had been launched on 1 January 2019 was as follows:-



That the shape of the logo was modern and symbolized innovation across every aspect of the business, the six sides of the logo represented the Company's six core values. The colour of the logo was rendered in bold red, the colour of passion, energy, determination and strength. The letters 'D' and 'b' within the hexagon stood for 'Duopharma' and 'Biotech'. The name 'Duopharma' at the bottom of the logo was expressed in a font that perfectly balanced rounded shapes, and 'Duo' represented the Company's two main businesses i.e. prescribed medicine and consumer healthcare products;

- (viii) That the new Vision of the Company was 'Providing smarter solutions for a healthier life';
- (ix) That the new Mission of the Company was 'Leading Healthcare Group providing quality and innovative solutions';
- (x) That the Company's new tagline was '*Smarter Solutions. Healthier Life*';

GENERAL INSTRUCTIONS ON MEETING PROCEDURES

NOTED:

- (a) That the Chairman briefed the members/ proxies present that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Special Resolution in the Notice of Meeting of Members ("MOM") which was put to vote shall be decided on a poll.
- (b) That for this purpose, the Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the polling process and Asia Securities Sdn Berhad as Scrutineers to verify the poll results. The polling process for the Special Resolution would be conducted upon completion of the deliberation of the item to be transacted at the MOM.
- (c) The Chairman also informed the shareholders that a number of shareholders had appointed her as their proxy and she would vote in accordance to their instructions.
- (d) The Chairman further notified the shareholders that the meeting was not confined to the shareholders of the Company only and made rulings concerning the attendance at the meeting by persons other than shareholders who were not holding valid proxies or corporate representative status on behalf of the shareholders. Such persons may remain at the meeting subject to any later contrary determination of the meeting but were not

entitled to speak or vote on resolutions to be considered at the meeting.

The meeting then proceeded to the Agenda proper.

NOTICE OF MEETING

Having noted that the notice convening the meeting had been dispatched to the shareholders together with the Circular to Shareholders on the Proposed Change of the Company's Name on 14 January 2019, the Chairman sought consent from the members present to take the notice of meeting as read. Mr. Yeoh Peng Yam, a shareholder, seconded the proposal to take the notice of meeting as read and no objection was received from any of the shareholders present on the proposal.

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “CCM DUOPHARMA BIOTECH BERHAD” TO “DUOPHARMA BIOTECH BERHAD” (“PROPOSED CHANGE OF THE COMPANY’S NAME”).

NOTED:

- (a) That the Proposed Change of the Company's Name was part of the CCM Duopharma Group's rebranding strategy to position itself to have its own distinct corporate identity. It would also enable stakeholders to better differentiate between the Company and its former holding company i.e. Chemical Company of Malaysia Berhad (“CCM Berhad”).
- (b) That the name proposed was the former name of the Company prior to the name being changed to 'CCM Duopharma Biotech Berhad' in 2006 following the completion of CCM Berhad's acquisition of its majority stake in the Company at that time.
- (c) That the Proposed Change of the Company's Name, if approved by the shareholders, would take effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company.
- (d) That in conjunction with the Proposed Change of the Company's Name, the Constitution of the Company would be amended accordingly to reflect the Proposed Change of the Company's Name whereby all references in the Constitution to the name of 'CCM Duopharma Biotech Berhad', wherever the same may appear, shall be substituted with the name 'Duopharma Biotech Berhad'.

(e) That before the motion was put to the Meeting, the Chairman invited questions from the floor.

(i) The questions/comments received from the members of the floor were as follows:

(1) Mr. Ho Yueh Weng, a shareholder

How much would it cost to carry out the Proposed Change of Name and how would the Proposed Change of Name impact performance of the Company?

Response

The GMD explained that the two most expensive cost components that would be incurred for the Proposed Change of Name were (1) the cost for holding this MOM of about RM100,000, which was necessary since the Proposed Change of Name required the shareholders' approval pursuant to the requirement of the Companies Act 2016; and (2) the cost for advertising the Company's new name and change of product packaging, estimated at about RM500,000. The GMD also highlighted that the Proposed Change of Name was not expected to affect the performance of the Company.

(2) Mr. Muniandy Karishnan, a shareholder

- (a) How much business was previously gained by being subsidiary of Chemical Company of Malaysia Berhad ("CCMB")?
- (b) Whether there were plans to expand internationally?
- (c) What was the prospect of getting from the Government of Malaysia the extension of the insulin Off-Take Agreement ("OTA") referred to in subparagraph 2(xii) of Appendix I of the Circular to Shareholders in relation to the Proposed Change of the Company's Name dated 14 January 2019?

Mr. Muniandy was also delighted with the goody bag products that he received for this meeting which was suitable for senior citizen shareholders. He also suggested that for future goody bags, the Company consider having a mixture of products i.e products that were suitable for adults as well as products that were suitable for children.

Response

The GMD highlighted that whilst CCMB had a fantastic history since the time it was incorporated as part of the ICI group in the 1960s, its business focus for much of its history was mainly in industrial chemicals and fertilizers. CCMB's

foray into pharmaceuticals was relatively recent i.e. in 1995, and hence its history in the pharmaceuticals business was comparatively shorter. In 2015, CCMB had undertaken a restructuring exercise whereby all the pharmaceuticals business within the CCMB group were placed under the Company, save for the strategic investment in PanGen Biotech, Inc. which remained under CCMB. Notwithstanding that the aforesaid restructuring of the pharmaceuticals business only took place in 2015, the management of the pharmaceuticals business under CCMB had already been undertaken by the Company prior to the said restructuring.

The GMD also highlighted that the plan to expand into international markets was included in the Company's strategy as the local Malaysian market was too small.

In respect of the OTA, the GMD highlighted that the OTA included an option for a 2 years extension of the contract. However, this may be subject to new policies that may be introduced by the new Government. Nevertheless, the Company would be engaging with the Ministry of Health and the Ministry of Economic Affairs on the matter and was optimistic that the Company would be seen favourably and be granted the extension since the Company's business partner from India had through its local subsidiary, Biocon Sdn Bhd, invested a substantial amount in Johore in relation to the insulin business.

(3) Encik Rashid Yusof, a shareholder

In view of the Proposed Change of the Company's Name, what would be the Company's new stock name for purpose of trading on the stock exchange operated by Bursa Malaysia Securities Berhad ("Bursa Malaysia")?

Response

The Chairman informed that an application would be made to Bursa Malaysia on the change of the stock name. In relation thereto, Bursa Malaysia had requested that the Company provides three preferred choices for the Company's new stock name.

The GMD highlighted that the application could only be submitted to Bursa Malaysia after the shareholders had approved the Proposed Change of the Company's Name at this MOM and upon issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia. Upon selection and approval of the new stock name by Bursa Malaysia, the new stock name would be announced by Bursa Malaysia on its website.

(4) Ms Amy, a shareholder

The comment that the Company's products being sold at the retail booth at this MOM were more expensive than that sold at certain pharmacies. The suggestion was for the Management to check the prices of the Company's products offered for sale by the pharmacies in the retail market and consider selling to the shareholders at meetings of members at good discounted prices since meetings of members were only held at most a few times a year.

Response

The GMD explained that the difference in prices of the products was due to certain pharmacies who had bought the products in bulk selling the products at prices lower than the recommended retail prices recommended by the Company. Nevertheless, the GMD apologized to the shareholders on behalf of the Company and took cognizance on the matter. The Management would in future conduct a price comparison before setting the prices for products offered for sale by the Company to shareholders at Meetings of Members.

- (f) That after addressing the queries, the motion as stated under the Special resolution in the Notice of Meeting was proposed to the meeting by Mr. Yeoh Peng Yam, a shareholder, and seconded by Encik Zawawi bin Endok, a proxy.

CONDUCT OF POLL VOTING

- (a) That before polling process was conducted, Cik Nur Qaisara Naaila from Tricor, explained the procedures for the conduct of poll at the MOM using Tricor e-Vote application. She informed that all shareholders/ proxies/ corporate representatives to proceed to queue at the voting kiosk set up at the back of the hall. Tricor staff would be stationed at the kiosk for assistance. She reminded all shareholders/ proxies/ corporate representatives to vote using passcode on the wristband that was assigned to them. Further, the Scrutineers may verify the identity of all shareholders/ proxies/ corporate representatives before voting. The voting session would be opened for 10 minutes.
- (b) That the Chairman then declared that the MOM be adjourned for polling and that the meeting would be reconvened upon the conclusion of the polling for declaration of poll results. The overall estimated time for the polling exercise would be about 15 minutes.
- (c) That subsequently, the attendees were requested to return to their seats after casting their votes.

OUTCOME OF THE MOM POLL RESULTS

(a) That the aforesaid Special Resolution on the Proposed Change of the Company's Name was tabled to the shareholders of the Company for voting by way of poll, and the result of the voting which had been verified by the independent scrutineers, Asia Securities Sdn Berhad was as follows:-

Resolutions	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Special Resolution	360,331,695	100	0	0	360,331,695	100

(b) That the result of the voting was presented on the screen at the MOM.

(c) That the Chairman declared that the following Special Resolution as contained in the Notice of Meeting had been carried:-

RESOLVED:

SPECIAL RESOLUTION

"THAT the name of the Company be hereby changed from "CCM Duopharma Biotech Berhad" to "Duopharma Biotech Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia to the Company.

AND THAT the Constitution of the Company be hereby amended to substitute all references in the Constitution to "CCM Duopharma Biotech Berhad", wherever the same may appear, with "Duopharma Biotech Berhad", subject to and upon issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company.

AND THAT the Directors and/or the Secretary of the Company be and are hereby authorised to take all such necessary steps and do all acts and things to give effect to the Proposed Change of the Company's Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."

CLOSE OF MEETING

NOTED:

There being no other business to be transacted at the MOM, the meeting was closed at 11.10 a.m. after passing of vote of thanks to the Chairman.

PREPARED BY:-

VERIFIED BY:-

.....
IBRAHIM HUSSIN SALLEH
Company Secretary

.....
LEONARD ARIFF BIN ABDUL SHATAR
Group Managing Director

CONFIRMED BY:-

.....
TAN SRI DATIN PADUKA SITI SA'DIAH
BINTI SH BAKIR
Chairman