

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eleventh 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 Thursday, 24 May 2012 at 2.30 p.m.** for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2011 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 less 25% income tax for the financial year ended 31 December 2011. **Ordinary Resolution 2**
3. To re-elect the following Directors who retire in accordance with Article 93 of the Articles of Association of the Company:-
 - (a) Tan Sri Dato' Dr. Abu Bakar bin Suleiman **Ordinary Resolution 3**
 - (b) Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam @ Manikavasagam **Ordinary Resolution 4**
4. To re-elect Amirul Feisal bin Wan Zahir who retires in accordance with Article 99 of the Articles of Association of the Company. **Ordinary Resolution 5**
5. To approve the payment of Directors' Fees for the financial year ended 31 December 2011. **Ordinary Resolution 6**
6. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**
7. To transact any other business of which due notice shall have been received.

As Special Business

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

8. **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 8**

"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 2 May 2012 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."

9. **Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")**

Special Resolution 1

"That the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in the Circular to Shareholders dated 2 May 2012 be and is hereby approved."

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 less 25% income tax in respect of the Company's financial year ended 31 December 2011 will be paid on 29 June 2012 to shareholders whose names appear in the Record of Depositors on 8 June 2012.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 8 June 2012 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: 2 May 2012

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. 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.
4. 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.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- (i) Ordinary Resolution 8 – Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

The explanatory notes on Resolution 8 is set out in the Circular to Shareholders dated 2 May 2012.

- (ii) Special Resolution 1 – Proposed Amendments to the Articles of Association of the Company.

The Special Resolution 1 proposed, if passed, will render the Articles of Association of the Company to be consistent with the new requirements under Chapter 7 of the Listing Requirements pursuant to Bursa Malaysia Securities Berhad's letter dated 22 September 2011.

Statement Accompanying The Notice Of The Eleventh 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 seeking re-election are set out in their respective profiles which appear in the Directors' Profiles on pages 18, 19 and 22 of this Annual Report.

The details of their interest in the securities of the Company are set out in the Directors' Profiles on pages 18, 19 and 22, and Analysis of Shareholdings which appear on page 98 of this Annual Report.