



DUOPHARMA BIOTECH BERHAD



annual GENERAL Meeting

5th

Venue :
CRYSTAL CROWN HOTEL, KLANG

Date :
18 MAY 2006

Time :
3.00p.m.

notice of annual **GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of the Company will be held at Crystal Crown Hotel, No. 217, Persiaran Raja Muda Musa, 42000 Pelabuhan Klang, Selangor Darul Ehsan on Thursday, 18 May 2006 at 3.00p.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 2005 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
2. To declare a First and Final Dividend of 35% (17.5 sen) per share less 28% income tax for the financial year ended 31 December 2005. **Ordinary Resolution 2**
3. To approve the payment of Directors' fees for the financial year ended 31 December 2005. **Ordinary Resolution 3**
4. To re-elect Dr. Mohd Nasir bin Hassan retiring under Article 93 of the Articles of Association of the Company. **Ordinary Resolution 4**
5. To re-elect the following Directors retiring under Article 99 of the Articles of Association of the Company:-
 - (i) Dr. Mohamad Hashim bin Ahmad Tajudin
Ordinary Resolution 5
 - (ii) Dato' Haji Mizanur Rahman
bin S M Abdul Ghani **Ordinary Resolution 6**
 - (iii) Datuk Alias bin Ali **Ordinary Resolution 7**
 - (iv) Tuan Haji Ghazali bin Awang **Ordinary Resolution 8**
 - (v) Datuk Dr. Jegathesan a/l N M Vasagam
@ Manikavasagam **Ordinary Resolution 9**
6. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 10

AS SPECIAL BUSINESS

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

7. **Proposed Change of Name of Duopharma Biotech Bhd to CCM Duopharma Biotech Bhd ("Proposed Change of Name")**
"That the name Duopharma Biotech Bhd be changed to CCM Duopharma Biotech Bhd with effect from the date of issuance of the Certificate of Incorporation on Change of Name of the Company by the Companies Commission of Malaysia and that the name of the Company wherever it appears in the Memorandum and Articles of Association of the Company be amended to CCM Duopharma Biotech Bhd accordingly.

And that the Directors of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities and to take all steps and do all acts and things in any manner as they may deem necessary or expedient to give full effect to and complete the Proposed Change of Name." **Special Resolution**

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Fifth Annual General Meeting, a First and Final Dividend of 35% (17.5 sen) per share less 28% income tax in respect of the financial year ended 31 December 2005 will be paid to shareholders on 8 June 2006. The entitlement date for the said dividend shall be 22 May 2006.

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

- (a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 22 May 2006 in respect of ordinary transfers;
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

SAW BEE LEAN (MAICSA 0793472)
TONG MEI FONG (MAICSA 0826608)
LIM LILY (LS 01066)
Secretaries

Klang, Selangor Darul Ehsan
Date: 25 April 2006

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 Act shall not apply to the Company.
2. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 10A, Lebuhraya Gopeng, 41400 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting.
4. If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its officer or its duly authorised attorney.

Explanatory Notes on Special Business

The explanatory notes for Special Resolution on Proposed Change of Name are set out in the Circular to Shareholders dated 25 April 2006.