



CCM DUOPHARMA BIOTECH BERHAD

Company No: 524271-W | Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth 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 26 May 2009 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 2008 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- 2) To approve a Final Tax Exempt Dividend of 7.0 sen per ordinary share for the financial year ended 31 December 2008. **Ordinary Resolution 2**
- 3) To re-elect the following Directors retiring under Article 93 of the Articles of Association of the Company:
 - a) Datuk Dr. Jegathesan a/l N. M. Vasagam @ Manikavasagam **Ordinary Resolution 3**
 - b) Dr. Mohd Nasir bin Hassan **Ordinary Resolution 4**
- 4) To approve the payment of Directors' fees for the financial year ended 31 December 2008. **Ordinary Resolution 5**
- 5) To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**
- 6) 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:-

- 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 Sections 2.2.1 and 2.2.4 of the Circular to Shareholders dated 4 May 2009 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 the 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.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that subject to the approval of the Shareholders at the forthcoming AGM, the proposed Final Tax-Exempt Dividend of 7.0 sen per ordinary share in respect of the Company's financial year ended 31 December 2008 will be paid on 26 June 2009 to shareholders whose names appear in the Record of Depositors on 12 June 2009.

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 12 June 2009 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)
ROSNAH BINTI MAHAT (LS 0006735)
Company Secretaries
Kuala Lumpur
Date: 4 May 2009



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 Tenaga Koperat 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 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 notes on Ordinary Resolution 7 is set out in the Circular to Shareholders dated 4 May 2009.

Enhancing Quality Of Life