



## NOTICE OF THE MEETING OF MEMBERS OF DUOPHARMA BIOTECH BERHAD

[Registration No. 200001021664 (524271-W)]  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that a Meeting of Members ("**MOM**") of Duopharma Biotech Berhad ("**Duopharma**" or the "**Company**") will be held fully virtual through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities **via the TIH Online meeting platform** provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia at <https://tiih.online> on **Friday, 13 August 2021 at 9.00 a.m.**, or at any adjournment thereof, for the following purposes:

### AGENDA

1. To consider and if thought fit, to pass the following resolution, with or without any modifications:

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF 235,443,397 NEW ORDINARY SHARES IN DUOPHARMA BIOTECH BERHAD ("DUOPHARMA") ("DUOPHARMA SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING DUOPHARMA SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")**

**"THAT** subject to the approvals of all relevant regulatory authorities for the listing of and quotation for 235,443,397 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of Duopharma ("**Board**") be and is hereby authorised to issue 235,443,397 Bonus Shares on the basis of 1 Bonus Share for every 3 existing Duopharma Shares held by shareholders of Duopharma whose names appear in the Company's Record of Depositors as at 5:00 p.m. on an entitlement date to be determined and announced later by the Board;

**THAT** the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Duopharma Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares;

**AND THAT** the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations, termination and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

2. To transact any other business of which due notice shall have been received.

By Order of the Board

**IBRAHIM HUSSIN SALLEH**

License No.: LS0009121

SSM Practising Certificate No.: 201908001032

Company Secretary

Kuala Lumpur

6 July 2021

**Notes:**

1. As part of the initiatives to curb the spread of Coronavirus Disease 2021 (“**COVID-19**”), the MOM will be conducted as a fully virtual meeting with online remote voting via Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) in Malaysia via its TIIH Online meeting platform at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for the MOM which is available on the Company’s website at <https://duopharmabiotech.com/notice-of-meeting-of-members/> in order to register, participate and vote remotely via the RPV.
2. The Government of Malaysia (the “**Government**”) had on 28 May 2021 initially announced the implementation of the Movement Control Order 3.0 (“**MCO 3.0**” or “**total lockdown**”) in Malaysia to curb the spread of Covid-19 commencing from 1 June 2021 until 14 June 2021. The Government subsequently announced the extension of the MCO 3.0 until 28 June 2021, and thereafter further announced the extension of the MCO 3.0 beyond 28 June 2021. At the time of issuance of this Notice of MOM, the total lockdown is still in operation.
3. According to the Guidance Note And FAQs On The Conduct of General Meetings For Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (Revised: 1 June 2021), listed issuers are only allowed to conduct fully virtual general meetings during the total lockdown. A fully virtual general meeting is conducted online where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders participate in the meeting online.
4. The main venue of the MOM for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the Meeting to be at the main venue, is the TIIH Online meeting platform provided by Tricor in Malaysia.
5. All Resolutions in the Notice of MOM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling/ e-polling process and verify the results of the poll respectively.
6. A member who is entitled to attend, speak (including posing questions to the Company via real time submission of typed text) and vote (collectively, “**participate**”) remotely at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him/ her. A proxy may but need not be a member of the Company. In the case of a corporation, the corporation may appoint a duly authorised representative to participate in the Meeting on behalf of that corporation.
7. Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
8. 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.
9. 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.
10. A member who has appointed a proxy or authorised representative or attorney (as the case may be) to participate at this MOM of the Company via RPV must instruct his/her proxy or authorised representative or attorney (as the case may be) to register himself/ herself for RPV at TIIH Online website at <https://tiih.online>. The proxy or authorised representative or attorney (as the case may be) must register at TIIH Online website in order to participate in the Meeting via RPV. **Please follow the Procedures for RPV in the Administrative Guide issued by the Company for the MOM of the Company.**
11. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal, or under the hand of two (2) authorised officers, one of whom shall be a director or of its attorney duly authorised in writing.

12. The instrument appointing a proxy(ies) may be made in a hardcopy form or by electronic means as follows:

(i) In Hardcopy Form

*The Proxy Form or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.*

(ii) By Tricor Online System ("TIIH Online")

*The Proxy Form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.*

*All proxy forms (whether submitted in hardcopy form or by TIIH Online) must be received by the Company's Share Registrar not less than twenty-four (24) hours before the time appointed for taking of the poll as per Section 334(3) of the Companies Act 2016.*

13. Only depositors whose names appear in the Record of Depositors as at 6 August 2021 shall be regarded as members and entitled to attend and vote at the meeting.

## **Explanatory Note**

### **Ordinary Resolution - Proposed Bonus Issue**

Information on the Proposed Bonus Issue is set out in the Circular to Shareholders dated 6 July 2021.