

# NOTICE OF THE 22ND ANNUAL GENERAL MEETING OF DUOPHARMA BIOTECH BERHAD

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



**NOTICE IS HEREBY GIVEN** that the Twenty-Second (22<sup>nd</sup>) Annual General Meeting (“AGM”) of Duopharma Biotech Berhad (“Duopharma Biotech” or the “Company”) will be held entirely through live streaming from the broadcast venue at the **Meeting Rooms 403 & 404, Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia** (the “Broadcast Venue”) and **via the TIH Online website at <https://tjih.online> on Wednesday, 31 May 2023 at 9.00 a.m.** for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Article 100 of the Company's Constitution and who, being eligible, offer themselves for re-election:-
  - i. Tan Sri Datin Paduka Siti Sa'diah Binti Sh Bakir
  - ii. Encik Leonard Ariff Bin Abdul Shatar
  - iii. Puan Zaiton Binti Jamaluddin

**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**

Dato' Mohamad Kamarudin bin Hassan will retire in accordance with the Company's Board Charter that limits the tenure of the Non-Executive Directors to not more than 9 years. Hence, he will hold office until the conclusion of the 22<sup>nd</sup> Annual General Meeting.

3. To approve the payment of Directors' fees and Board Committee fees to each of the Non-Executive Directors for the period commencing 1 June 2023 until the conclusion of the next Annual General Meeting of the Company, as follows:-

**Ordinary Resolution 4**

### DIRECTORS' FEES

Chairman of the Board	RM125,000.00 per annum
Member of the Board (other than Foreign Director)	RM100,000.00 per annum
Foreign Director	the amount in United States Dollars equivalent to RM100,000.00 per annum

### BOARD COMMITTEE FEES

Chairman of the Board Committee	RM10,000.00 per annum
Member of the Board Committee (including where member is a Foreign Director)	RM8,000.00 per annum

And further, to authorise the Directors to pay the said fees among them in such proportions and manner as the Directors may determine.

4. To approve the payment of benefits to the Non-Executive Directors up to an amount of RM768,000.00 for the period from 1 June 2023 until the conclusion of the next AGM of the Company.
5. To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 5**

**Ordinary Resolution 6**



## AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following Ordinary Resolution:-

### Ordinary Resolution 7

**ISSUANCE OF NEW DUOPHARMA BIOTECH SHARES PURSUANT TO THE DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR DIVIDEND IN NEW DUOPHARMA BIOTECH SHARES (“DIVIDEND REINVESTMENT PLAN”)**

“**THAT** pursuant to the Dividend Reinvestment Plan as approved by the Shareholders at the Extraordinary General Meeting of the Company held on 31 May 2018, and subject to the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of Duopharma Biotech (“Board”) to allot and issue such number of new Duopharma Biotech Shares from time to time as may be required to be allotted and issued pursuant to the Dividend Reinvestment Plan until the conclusion of the Company’s next annual general meeting, upon terms and conditions and to such persons as the Board may, at its absolute discretion, deem fit and in the best interest of the Company;

**THAT** the issue price of the said new Duopharma Biotech Shares, which will be determined and fixed by the Board on the price-fixing date to be determined, shall not be more than ten percent (10%) discount to the 5-day volume weighted average market price (“VWAMP”) of Duopharma Biotech Shares immediately preceding the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

**AND THAT** the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the issuance of New Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan, with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Dividend Reinvestment Plan, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be required or permitted by any relevant authorities and to deal with all matters relating thereto.”

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

By Order of the Board

**IBRAHIM HUSSIN SALLEH**

License No.: LS 0009121

SSM Practising Certificate No.: 201908001032

Company Secretary

Kuala Lumpur

Date: 27 April 2023

NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF  
DUOPHARMA BIOTECH BERHAD  
(Registration No. 200001021664 (524271-W)) (Incorporated in Malaysia)



**NOTES:**

1. The Company's 22<sup>nd</sup> AGM will be conducted as a full virtual meeting with online remote voting via Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for the 22<sup>nd</sup> AGM which is available on the Company's website at <https://duopharmabiotech.com/investor-relations/shareholders-meeting-and-reports/> in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 22<sup>nd</sup> AGM is strictly 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. No member or proxy from the public will be physically present at the Broadcast Venue.
3. All Resolutions in the Notice of AGM 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.
4. 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.
5. Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
6. 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.
7. 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.
8. A member who has appointed a proxy or authorised representative (as the case may be) to participate at this 22<sup>nd</sup> AGM of the Company via RPV must instruct his/her proxy or authorised representative (as the case may be) to register himself/herself for RPV via **TIIH Online** website at <https://tiih.online>. The proxy or authorised representative (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 22<sup>nd</sup> AGM of the Company.**
9. 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.
10. The instrument appointing a proxy(ies) may be made in a hardcopy form or by electronic means as follows:-
  - a. In Hardcopy Form  
The Form of Proxy 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.
  - b. By Tricor Online System ("TIIH Online")  
The Form of Proxy can be electronically lodged with the Company's Share Registrar via 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.
11. Only depositors whose names appear in the Record of Depositors as at 24 May 2023 shall be regarded as members and entitled to attend and vote at the meeting.



## Explanatory Notes on Ordinary Business

### 1. Audited Financial Statements for financial year ended 31 December 2022 and the Reports of the Directors and the Auditors thereon

The Audited Financial Statements for financial year ended 31 December 2022 and the Reports of the Directors and the Auditors thereon are set out on pages 146 to 239 of the Company's Integrated Annual Report 2022.

The Company's Integrated Annual Report 2022 is available at <https://duopharmabiotech.com/investor-relations/shareholders-meeting-and-reports/>. You may request for a copy of the printed Integrated Annual Report at <https://tiih.online> by selecting "Annual Report Request Form" under the "Investor Relations". Alternatively, you may also make your request by completing and submitting the online requisition form at the Company's Corporate Website at <https://duopharmabiotech.com/investor-relations/shareholders-meeting-and-reports/> under the 'Annual Reports' tab.

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 and Article 57 of the Company's Constitution for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

### 2. Ordinary Resolutions 1, 2, and 3 – Approval for the re-election of the Directors who retire in accordance with Article 100 of the Company's Constitution

Article 100 of the Company's Constitution provides that at each AGM of the Company, one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), the number nearest to one-third (1/3), shall retire from office at the conclusion of the meeting and that each Director so retiring from office shall be eligible for re-election. Pursuant thereto, three (3) Directors will be retiring in accordance with Article 100 of the Constitution.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 22nd AGM, the Nomination and Remuneration Committee ("NRC") had assessed each of the retiring Directors, and considered, among others, the following:-

- (a) the assessment of fit and proper criteria pursuant to the Company's Fit and Proper Policy for the Board of Directors and Senior Management ("Fit & Proper Policy") performed via diligence or screening using established search databases or services as adopted by the Company as well as declarations from the concerned individuals;

- (b) the Director's performance and contribution based on the Self and Peer Assessment results of the Board Effectiveness Evaluation for financial year ended 31 December 2022 ("BEE 2022") (including the assessment of independence by the Independent Director seeking re-election);
- (c) the Company's Diversity Policy for the Board of Directors and Senior Management; and
- (d) the policy on maximum tenure of Non-Executive Directors being limited to maximum of 9 years as set out in the Company's Board Charter.

Based on the said assessment, the NRC had recommended that the three (3) Directors who retire in accordance with Articles 100 of the Company's Constitution were eligible to stand for re-election. The Board had approved the NRC's assessment and recommendation that Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir, Encik Leonard Ariff bin Abdul Shatar and Puan Zaiton binti Jamaluddin who retire in accordance with Article 100 of the Company's Constitution, are eligible to stand for re-election. Among the reasons for the Board's recommendation for re-election of the aforesaid Directors are as follows:-

- (a) the recommendation for re-election were based on objective criteria and merit, namely the said Directors have met the following fit and proper criteria under the Fit & Proper Policy –
  - (i) character and integrity (encompassing the qualities of probity, personal integrity, financial integrity and reputation);
  - (ii) experience and competence (encompassing qualifications, training and skills; and relevant past performance or track record); and
  - (iii) time and commitment (encompassing ability to discharge role having regard to other commitments, and participation and contribution in the Board);
- (b) the overall high score recorded in the Self and Peer Assessment under the BEE 2022 for each of the Directors seeking re-election showed that they had performed well in terms of their respective contribution and performance as well as in terms of their calibre and personality;
- (c) the BEE 2022 highlighted strong recognition of diversity at the Board level and that the variety of skill set present amongst the current Directors allows them to tackle issues in a multifaceted manner; and
- (d) based on the Independent Directors' self-assessment under the BEE 2022, Puan Zaiton had declared her independence.

All these retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board meetings.



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 72 to 81 of the Company's Integrated Annual Report 2022, as well as in the Statement Accompanying Notice of 22<sup>nd</sup> AGM. The details of their interest in the securities of the Company are set out in their respective profiles as well as the Analysis of Shareholdings on page 243 of the Company's Integrated Annual Report 2022.

Any of the Directors that is seeking re-election and who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election.

**3. Ordinary Resolution 4 – Approval for the proposed payment of Directors' fees and Board Committee fees to each of the Non-Executive Directors for the period commencing from 1 June 2023 until the conclusion of the next AGM of the Company**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors shall be approved at a general meeting. Pursuant to Paragraph 7.24 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the fees of directors shall be subject to annual shareholders' approval at a general meeting.

The Directors' fees to be paid to the Non-Executive Directors from 1 June 2023 until the conclusion of the next AGM of the Company in 2024 is based on the following fee structure which has not changed since the last revision of the Directors' fees that was approved at the 20<sup>th</sup> AGM held on 28 May 2021.

The Board Committee fees to be paid to the Non-Executive Directors from 1 June 2023 until the conclusion of the next AGM of the Company in 2024 is based on the following fee structure which has not changed since it was approved at the 17<sup>th</sup> AGM held on 31 May 2018:

<b>DIRECTORS' FEES</b>		<b>SHAREHOLDERS' APPROVAL</b>
Chairman of the Board	RM125,000.00 per annum	Approved at the 20 <sup>th</sup> AGM held on 28 May 2021
Member of the Board (other than Foreign Director)	RM100,000.00 per annum	
Foreign Director	the amount in United States Dollars equivalent to RM100,000.00 per annum	
<b>BOARD COMMITTEE FEES</b>		<b>SHAREHOLDERS' APPROVAL</b>
Chairman of the Board Committee	RM10,000.00 per annum	Approved at the 17 <sup>th</sup> AGM held on 31 May 2018
Member of the Board Committee (including where member is a Foreign Director)	RM8,000.00 per annum	

The shareholders also resolved that the amount of the Directors' fees and Board Committee fees that was approved as aforesaid shall continue to be in force until varied by resolution passed by the shareholders in a general meeting. The Board has approved the NRC's recommendation for the Directors' fees and the Board Committee fees for the period commencing from 1 June 2023 until the conclusion of the next AGM of the Company in 2024 to remain unchanged as they are still competitive and it was too soon after the last revision in 2021 as aforesaid.

The shareholders had at the 21<sup>st</sup> AGM of the Company held on 21 June 2022 approved the payment of total Directors' fees (inclusive of Board Committee fees) amounting to RM1,270,000 for the period commencing 22 June 2022 until the conclusion of the next AGM of the Company in 2023. The total Directors' fees (inclusive of Board Committee fees) incurred were as follows:-

<b>APPROVED AT LAST AGM (FROM 22 JUNE 2022 UNTIL CONCLUSION OF 22<sup>ND</sup> AGM)</b>	<b>ACTUAL (FROM 22 JUNE 2022 UNTIL 31 MARCH 2023)</b>	<b>FORECASTED (FROM 22 JUNE 2022 UNTIL CONCLUSION OF 22<sup>ND</sup> AGM)</b>
RM1,270,000	RM851,920.00	RM949,335



This resolution, if passed, will facilitate the payment of Directors' fees and Board Committee fees on current financial year basis until the conclusion of the next AGM in 2024.

Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolution 4 in respect of the proposed payment of Directors' fees and Board Committee fees.

*Note: The Group Managing Director does not receive any Directors' fees nor Board Committee fees other than those specified in his service contract.*

**4. Ordinary Resolution 5 – Approval for the proposed payment of benefits to the Non-Executive Directors for the period commencing from 1 June 2023 until the conclusion of the next AGM of the Company**

The Remuneration Policy and Procedures for Directors and Senior Management includes the payment of Meeting Allowances for meetings of the Board and Board Committees as well as other benefits comprising business travel and lodging, medical coverage, directors and officers liability insurance, directors' training and other claimable benefits. The Chairman of the Board of Directors also receives additional benefits-in-kind that includes the services of a driver and reimbursement of expenses for vehicle maintenance, Touch and Go, and fuel.

*Note: The Group Managing Director does not receive any Directors' benefits other than those specified in his service contract.*

The Company had in 2018 obtained the shareholders' approval to increase the Directors' Meeting Allowances payable to the Directors entitled to receive the Directors' Meeting Allowances with effect from 1 January 2018 to as follows and in such manner as the Directors may determine:

**FOR MEETINGS OF THE BOARD OF DIRECTORS**

Chairman of the Board	RM1,300.00 per meeting
Member of the Board (including where member is a Foreign Director)	RM1,000.00 per meeting

**FOR MEETINGS OF THE BOARD COMMITTEES**

Chairman of the Board Committee	RM1,200.00 per meeting
Member of the Board Committee (including where member is a Foreign Director)	RM1,000.00 per meeting

The shareholders also resolved that the amount of the Directors' Meeting Allowances that was increased as aforesaid shall continue to be in force until varied by resolution passed by the shareholders in a general meeting. Although revision of Directors' Fees was proposed and approved by the shareholders at the 20<sup>th</sup> AGM of the Company held on 28 May 2021, there was no change to the Directors' Meeting Allowances.

The shareholders had at the 21<sup>st</sup> AGM of the Company held on 21 June 2022 approved the payment of benefits to the Non-Executive Directors up to an amount of RM646,000 for the period commencing 22 June 2022 until the conclusion of the next AGM of the Company on 31 May 2023. The total Directors' benefits incurred were as follows:-

<b>APPROVED AT LAST AGM (FROM 22 JUNE 2022 UNTIL CONCLUSION OF 22<sup>ND</sup> AGM)</b>	<b>ACTUAL (FROM 22 JUNE 2022 UNTIL 31 MARCH 2023)</b>	<b>FORECASTED (FROM 22 JUNE 2022 UNTIL CONCLUSION OF 22<sup>ND</sup> AGM)</b>
RM646,000	RM286,695	RM486,966

In determining the estimated total amount of benefits payable to the Non-Executive Directors of the Company, the Board considered various factors including the potential increase in the number of directors on the Board, the number of scheduled meetings for the Board and Board Committees, potential additional unscheduled meetings, and the number of Directors involved in these meetings. The number of Board and Board Committee meetings are determined based on the strategy, plans and operational requirements of the Duopharma Biotech Group.





With respect to the proposed benefits payable to the Non-Executive Directors for the period commencing from 1 June 2023 until the conclusion of the next AGM of the Company in 2024 (“**Relevant Period**”), the amount is estimated to be approximately RM768,000. In the event that the proposed benefits payable to the Non-Executive Directors is insufficient (e.g. due to more meetings or enlarged board size etc.), approval will be sought at the next AGM for the additional amount of benefits to meet the shortfall.

Ordinary Resolution 5, if passed, will be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the Non-Executive Directors to be paid the benefits on a monthly basis and/or as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolution 5 in respect of the proposed payment of benefits to the Non-Executive Directors of the Company.

#### 5. **Ordinary Resolution 6 – Approval for the re-appointment of Messrs. KPMG PLT as Auditors of the Company**

The Audit Committee (“AC”) has undertaken a formal and objective annual evaluation to determine the suitability of re-appointment of the external auditors, KPMG PLT, in accordance with the Policy on External Auditors. In its assessment, the AC considered several factors which include the following:

- (a) quality of performance and level of engagement with the AC;
- (b) ability to provide effective recommendations in addressing weaknesses observed during audits;
- (c) particularly on internal controls relevant to financial reporting process; independence of the external auditors and the level of non-audit services rendered by the external auditors; and
- (d) the external auditors’ governance and leadership structure as well as measures taken by the external auditors to uphold audit quality and manage risks, as set out in KPMG PLT’s Audit Transparency Report.

Private sessions without the presence of the Management were also held in 2022 between the AC and KPMG PLT to allow the AC to ask questions on matters that might not have been specifically addressed in the formal part of the AC meeting and allows the lead audit engagement partner to provide his review to the AC.

The AC had at its meeting held on 8 March 2023 reviewed the outcome of the evaluation results and was satisfied with the suitability of KPMG PLT for the audit services provided to the Group.

The Board had at its meeting held on 14 March 2023 approved the AC’s recommendation for the shareholders’ approval to be sought at the 22nd AGM on the re-appointment of KPMG PLT as the external auditors of the Company for the financial year ending 31 December 2023.

#### 6. **Explanatory Notes on Special Business**

Ordinary Resolution 7 – Approval for the issuance of new Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan that provides the shareholders of the Company with the option to elect to reinvest their dividend in new Duopharma Biotech Shares (“Dividend Reinvestment Plan”)

The Dividend Reinvestment Plan had been approved by the shareholders at the Extraordinary General Meeting of the Company held on 31 May 2018. Details on the Dividend Reinvestment Plan, including the Dividend Reinvestment Plan Statement, were set out in the Circular to Shareholders in relation to the Proposed Bonus Issue and the Proposed Establishment of the Dividend Reinvestment Plan dated 30 April 2018.

This proposed Ordinary Resolution 8, if passed, will give authority to the Board to allot and issue Duopharma Biotech Shares pursuant to the Dividend Reinvestment Plan in respect of dividends declared by the Board from time to time, and such authority shall expire at the conclusion of the next annual general meeting of the Company.

# STATEMENT ACCOMPANYING NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

The profiles of the Directors who are standing for re-election as per Agenda 2 of the Notice of 22<sup>nd</sup> AGM are as follows:-

DESCRIPTION	ORDINARY RESOLUTION 1
Name	Tan Sri Datin Paduka Siti Sa'diah Binti Sh Bakir
Nationality/Age/Gender	Malaysian/70/Female
Date of Appointment	5 April 2016
Length of Service	6 years 11 months (as at 31 March 2023)
Date of last Re-election	17 June 2020
Academic/Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> <li>• Honorary Doctor of Philosophy (Corporate Management) Universiti Utara Malaysia, Malaysia</li> <li>• Honorary Doctor of Letters, University of Reading, United Kingdom</li> <li>• Master of Business Administration, Henley Business School, University of Reading, United Kingdom</li> <li>• Bachelor in Economics, University of Malaya, Malaysia</li> <li>• Member of the Institute of Corporate Directors Malaysia (ICDM)</li> <li>• CEO of the year 2009 by the New Straits Times Press and American Express</li> </ul>
Directorship(s) of Other Public Companies/ Listed Issuers	<ul style="list-style-type: none"> <li>• Lotte Chemical Titan Holding Berhad</li> <li>• Awqaf Holdings Berhad</li> </ul>
Past Appointments/ Experiences	<ul style="list-style-type: none"> <li>• Planning Officer/Department Manager, Johor Corporation from 1974 to 1978</li> <li>• Manager of Healthcare Division, Johor Corporation from 1979 to 1988</li> <li>• Chief Executive, Kumpulan Perubatan (Johor) Sdn Bhd (KPJSB) from 1989 to 1993</li> <li>• Managing Director, KPJ Healthcare Berhad ("KPJ") from 1993 to 2012</li> <li>• Corporate Advisor, KPJ from 2013 to 2014</li> <li>• Independent Non-Executive Director, KPJ from 2015 to 2020</li> <li>• Chairman, KPJ Healthcare University College ("KPJUC") from August 2011 to December 2016</li> <li>• ProChancellor, KPJUC from August 2011 to December 2018</li> <li>• Chancellor, KPJUC from January 2019 to October 2022</li> <li>• Independent Non-Executive Director, Bursa Malaysia from May 2004 to May 2012</li> <li>• Board Member, Malaysia External Trade Development Corporation (MATRADE) from August 1999 to December 2012</li> <li>• Independent Non-Executive Director, Chemical Company of Malaysia Berhad from December 2016 to December 2017</li> <li>• Senior Independent Director, Duopharma Biotech Berhad from April 2016 to December 2017</li> <li>• Director, Kulim (M) Berhad from January 2005 to August 2016</li> <li>• Director, KFC Holdings Malaysia Bhd from January 2010 to February 2013</li> <li>• Director, QSR Brands (M) Holdings Bhd from January 2010 to February 2013</li> <li>• President, Malaysian Society for Quality in Health (MSQH) from 1997 to December 2018</li> <li>• Member of the Leadership Development Committee, Razak School of Government from 2013 to 2018</li> <li>• Chairman, Universiti Utara Malaysia from June 2016 to September 2018</li> <li>• Independent Non-Executive Director, OSK Holdings Berhad from April 2016 to June 2021</li> <li>• Pro- Chancellor, University Teknologi Malaysia from October 2016 to October 2021</li> </ul>
Other Current Appointment(s)	<ul style="list-style-type: none"> <li>• Founder, Women Leadership Foundation</li> <li>• Strategy Board, Henley Business School, University of Reading.</li> </ul>

Tan Sri Datin Paduka Siti Sa'diah Binti Sh Bakir does not hold any shares in Duopharma Biotech and its subsidiaries, has no family relationship with any Director and/or major shareholder of Duopharma Biotech, has no conflict of interest with Duopharma Biotech and has not been convicted of any offence within the past five years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2022.



STATEMENT ACCOMPANYING NOTICE OF THE  
22<sup>ND</sup> ANNUAL GENERAL MEETING  
(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

DESCRIPTION	ORDINARY RESOLUTION 2
Name	Leonard Ariff Bin Abdul Shatar
Nationality/Age/Gender	Malaysian/58/Male
Date of Appointment	28 December 2017
Length of Service	5 years 3 months (as at 31 March 2023)
Date of last Re-election	17 June 2020
Academic/Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> <li>• Bachelor of Laws (LLB), Monash University, Melbourne, Australia</li> <li>• Bachelor of Economics, Monash University, Melbourne, Australia</li> <li>• A Qualified Risk Director and a Member of the Institute of Enterprise Risk Practitioners (IERP)</li> <li>• Member of the Institute of Corporate Directors Malaysia (ICDM)</li> </ul>
Directorship(s) of Other Public Companies/ Listed Issuers	<ul style="list-style-type: none"> <li>• PanGen Biotech Inc. (Korea)</li> <li>• SCM Lifescience Inc. (Korea)</li> </ul>
Past Appointments/ Experiences	<ul style="list-style-type: none"> <li>• Chambering Student at Shearn Delamore &amp; Co. in 1988</li> <li>• Legal Advisor, Petronas subsidiary companies from 1988 to 1991</li> <li>• Legal Executive, ICI Malaysia from 1991 to 1995</li> <li>• Business Manager, CCM Chemicals Sdn Bhd from 1996 to 2001</li> <li>• Managing Director, Usaha Pharma (M) Sdn Bhd from 2000 to 2003</li> <li>• General Manager, ICI Paints Malaysia Sdn Bhd from 2003 to 2005</li> <li>• Managing Director, ICI Paints Malaysia Sdn Bhd from 2005 to 2008</li> <li>• Chief Executive Officer, CCM Duopharma Biotech Berhad from 2008 to 2017</li> <li>• President, Malaysian Organisation of Pharmaceutical Industries from 2009 to 2014</li> <li>• Director, Chemical Company of Malaysia (“CCM”) Berhad’s (Chemicals Division) from 2014 until 2015</li> <li>• Group Managing Director, CCM Berhad from 2015 until 2017</li> </ul>
Other Current Appointment(s)	<ul style="list-style-type: none"> <li>• Member of the Board of Trustees, National Institutes of Biotechnology Malaysia</li> <li>• Director, Monash University Malaysia Sdn. Bhd</li> <li>• Advisory Committee, Monash University Malaysia Business School</li> <li>• Adjunct Professor of the Faculty of Pharmacy, Universiti Kebangsaan Malaysia (UKM)</li> <li>• Council Member, Action Group for Entrepreneurship (AGE Council) of Universiti Malaysia Kelantan</li> <li>• Director, MyDIGITAL Corporation</li> <li>• CEO@Faculty, Universiti Sains Malaysia (USM)</li> </ul>

Leonard Ariff Bin Abdul Shatar does not hold any shares in Duopharma Biotech and its subsidiaries, has no family relationship with any Director and/or major shareholder of Duopharma Biotech, has no conflict of interest with Duopharma Biotech and has not been convicted of any offence within the past five years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2022.

STATEMENT ACCOMPANYING NOTICE OF THE  
22<sup>ND</sup> ANNUAL GENERAL MEETING  
(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

DESCRIPTION	ORDINARY RESOLUTION 3
Name	Puan Zaiton Binti Jamaluddin
Nationality/Age/Gender	Malaysian/63/Female
Date of Appointment	1 September 2016
Length of Service	6 years 6 months (as at 31 March 2023)
Date of last Re-election	17 June 2020
Academic/Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> <li>• Master of Business Administration, Keele University, United Kingdom</li> <li>• Bachelor of Pharmacy, Western Australia Institute of Technology, Australia</li> <li>• Diploma in Management, Malaysian Institute of Management, Malaysia</li> <li>• Member of the Institute of Corporate Directors Malaysia (ICDM)</li> <li>• Qualified Risk Director</li> </ul>
Directorship(s) of Other Public Companies/ Listed Issuers	None
Past Appointments/ Experiences	<ul style="list-style-type: none"> <li>• Pharmacist, Ministry of Health Malaysia from 1982 to 1984</li> <li>• Sales and Marketing, United Italian Trading Corporation from 1984 to 1985</li> <li>• Assistant Medical Information Manager, South East Asia Regional Office, Novo Industri A/S from 1985 to 1989</li> <li>• Business Development Manager (Malaysia), Novo Nordisk A/S from 1989 to 1993</li> <li>• Country Manager (Malaysia), Novo Nordisk A/S from 1993 to 1997</li> <li>• General Manager, Novo Nordisk Pharma (M) Sdn Bhd from 1997 to 2007</li> <li>• Member of the MARA Council from 2000 to 2002</li> <li>• Director, Malaysian Biotechnology Corporation Sdn Bhd from 2006 to 2008</li> <li>• President, Pharmaceutical Association of Malaysia from 2005 to 2007</li> </ul>
Other Current Appointment(s)	None

Puan Zaiton Binti Jamaluddin does not hold any shares in Duopharma Biotech and its subsidiaries, has no family relationship with any Director and/or major shareholder of Duopharma Biotech, has no conflict of interest with Duopharma Biotech and has not been convicted of any offence within the past five years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year 2022.