

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



NOTICE IS HEREBY GIVEN that the Twenty-Third (23rd) 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 408 & 409, Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia** (the “Broadcast Venue”) and **via the TIIH Online website at <https://tiih.online> on Thursday, 6 June 2024 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 2023 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. Dato’ Eisah Binti A. Rahman
 - ii. Datuk Nik Moustpha Bin Haji Nik Hassan
 - iii. Datuk Mohd Radzif Bin Mohd Yunus
3. To re-elect the following Directors who were appointed as Directors after the 22nd AGM and retire in accordance with Article 106 of the Company’s Constitution and who, being eligible, offer themselves for re-election:-
 - i. Datin Paduka Kartini Binti Hj Abdul Manaf
 - ii. Encik Mohd Haris Bin Mohd Arshad
4. To approve the payment of Directors’ fees and Board Committee fees to each of the Non-Executive Directors for the period commencing 7 June 2024 until the conclusion of the next Annual General Meeting of the Company, as follows:-

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3

Ordinary Resolution 4
Ordinary Resolution 5

Ordinary Resolution 6

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.

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



5. To approve the payment of benefits to the Non-Executive Directors up to an amount of RM768,000.00 for the period from 7 June 2024 until the conclusion of the next AGM of the Company.

Ordinary Resolution 7

6. To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 8

AS SPECIAL BUSINESS

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

Ordinary Resolution 9

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."

8. 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: 26 April 2024

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



NOTES:

1. The Company's 23rd 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 TIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for the 23rd 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 23rd 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 23rd 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 **TIH Online** website at <https://tiih.online>. The proxy or authorised representative (as the case may be) must register at **TIH 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 23rd 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 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.
 - b. By Tricor Online System ("TIH Online")
The Proxy Form can be electronically lodged with the Company's Share Registrar via TIH Online. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of Proxy Form via TIH Online.
11. Only depositors whose names appear in the Record of Depositors as at 28 May 2024 shall be regarded as members and entitled to attend and vote at the meeting.

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



Explanatory Notes on Ordinary Business

1. Audited Financial Statements for financial year ended 31 December 2023 and the Reports of the Directors and the Auditors thereon

The Audited Financial Statements for financial year ended 31 December 2023 and the Reports of the Directors and the Auditors thereon are set out on pages 168 to 241 of the Company's Integrated Annual Report 2023.

The Company's Integrated Annual Report 2023 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://tjih.online> by selecting "Integrated Annual Report Requisition 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://dpharma.investors-centre.com/investor-relations/requisition-form/ar-requisition-form.php> under the 'Shareholders Meeting & Reports > Annual Reports/Integrated Annual Report > Integrated Annual Report Requisition Form 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, 3, 4 and 5 – Approval for the re-election of the Directors who retire in accordance with Articles 100 and 106 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.

Subsequent to the 22nd AGM of the Company that was held on 31 May 2023, Datin Paduka Kartini Binti Hj Abdul Manaf ("Datin Paduka Kartini") was appointed as Independent Non-Executive Director of the Company on 1 June 2023 and Encik Mohd Haris Bin Mohd Arshad ("Encik Mohd Haris") was appointed as Non-Independent Non-Executive Director of

the Company on 20 March 2024. Both Datin Paduka Kartini and Encik Mohd Haris will retire pursuant to Article 106 of the Constitution. Article 106 of the Constitution provides that any Director appointed to fill a casual vacancy or as an additional Director shall hold office only until the next AGM and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 23rd 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 2023 ("BEE 2023") (including the assessment of independence by the Independent Directors 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 nine (9) years as set out in the Company's Board Charter.

Based on the said assessment, the NRC had recommended that the five (5) Directors who retire in accordance with Articles 100 and 106 of the Company's Constitution were eligible to stand for re-election. The Board had approved the NRC's assessment and recommendation that Dato' Eisah Binti A. Rahman ("Dato' Eisah"), Datuk Nik Moustpha Bin Haji Nik Hassan ("Datuk Nik Moustpha"), Datuk Mohd Radzif Bin Mohd Yunus, Datin Paduka Kartini and Encik Mohd Haris who retire in accordance with Articles 100 and 106 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:-

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



- (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 2023 for each of the Directors seeking re-election (other than Datin Paduka Kartini who was excluded from the BEE 2023 as she had only been appointed about three (3) months prior to the BEE 2023, and Encik Mohd Haris who was appointed after the BEE 2023 had been completed) 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) Datin Paduka Kartini and Encik Mohd Haris were assessed by the NRC and the Board in accordance with the aforesaid fit and proper criteria under the Fit & Proper Policy;
- (d) the BEE 2023 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;
- (e) based on the Independent Directors' self-assessment under the BEE 2023, Dato' Eisah, Datuk Nik Moustpha and Datin Paduka Kartini respectively had declared their independence; and
- (f) the tenure of service of each of them calculated until the date of the 23rd AGM does not exceed a cumulative term of nine (9) years in a consecutive service nor cumulative service of nine (9) years with interval as prescribed in the Company's Board Charter.

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 five (5) Directors seeking re-election are set out in their respective profiles which appear in the Directors' Profiles on pages 82 to 95 of the Company's Integrated Annual Report 2023. 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 pages 244 to 245 of the Company's Integrated Annual Report 2023.

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.

Datuk Nik Moustpha [inclusive of his cumulative tenure as a director in Duopharma Biotech's former holding company (i.e. Chemical Company of Malaysia Berhad ("CCMB")) prior to the demerger of Duopharma Biotech from CCMB in 2017] and Dato' Eisah will complete nine (9) years of cumulative tenure of service in September and November 2025 respectively. If re-elected at this 23rd AGM, they will be required to retire in 2025 not later than the date of completion of their ninth year of cumulative tenure of service in accordance with the policy set out in the Company's Board Charter that limits the tenure of Non-Executive Directors to not more than nine (9) years.

3. Ordinary Resolution 6 – Approval for the proposed payment of Directors' fees and Board Committee fees to each of the Non-Executive Directors for the period commencing from 7 June 2024 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 7 June 2024 until the conclusion of the next AGM of the Company in 2025 is based on the following fee structure which has not changed since the last revision of the Directors' fees that was approved at the 20th AGM held on 28 May 2021.

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



The Board Committee fees to be paid to the Non-Executive Directors from 7 June 2024 until the conclusion of the next AGM of the Company in 2025 is based on the following fee structure which has not changed since it was approved at the 17th AGM held on 31 May 2018:

DIRECTORS' FEES		SHAREHOLDERS' APPROVAL
Chairman of the Board	RM125,000.00 per annum	Approved at the 20 th 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	

BOARD COMMITTEE FEES		SHAREHOLDERS' APPROVAL
Chairman of the Board Committee	RM10,000.00 per annum	Approved at the 17 th 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 aforesaid amount of the Directors' Meeting Allowances 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 7 June 2024 until the conclusion of the next AGM of the Company in 2025 to remain unchanged as they are still competitive.

The shareholders had at the 22nd AGM of the Company held on 31 May 2023 approved the payment of Directors' fees and Board Committee fees for the period commencing 1 June 2023 until the conclusion of the next AGM of the Company in 2024, based on the aforementioned fee structure.

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 2025.

Any Non-Executive Director who is a shareholder of the Company will abstain from voting on Ordinary Resolution 6 in respect of the proposed payment of Directors' fees and Board Committee fees.

Notes:

- (a) The Group Managing Director does not receive any Directors' fees nor Board Committee fees other than those specified in his service contract.
- (b) Encik Muhammad Shukri Bin Ismail, being an Alternate Director to Encik Mohd Haris Bin Mohd Arshad, does not receive any Directors' fees nor Board Committee fees. Under the Company's Constitution, if the Alternate Director receives any Directors' fees or benefits, the same shall be deducted from the remuneration of the Director that appointed the alternate director.

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



4. Ordinary Resolution 7 – Approval for the proposed payment of benefits to the Non-Executive Directors for the period commencing from 7 June 2024 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 medical coverage, directors' and officers' liability insurance, 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.

Notes:

- (a) The Group Managing Director does not receive any Directors' benefits other than those specified in his service contract.
- (b) Encik Muhammad Shukri Bin Ismail, being an Alternate Director to Encik Mohd Haris Bin Mohd Arshad, does not receive any benefits. Under the Company's Constitution, if the Alternate Director receives any benefits, the same shall be deducted from the remuneration of the Director that appointed the alternate director.

The Company had in 2018 obtained the shareholders' approval for payment of Directors' Meeting Allowances as follows:-

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 aforesaid amount of the Directors' Meeting Allowance 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 20th AGM of the Company held on 28 May 2021, there was no change to the Directors' Meeting Allowances.

The shareholders had at the 22nd AGM of the Company held on 31 May 2023 approved the payment of benefits to the Non-Executive Directors up to an amount of RM768,000 for the period commencing 1 June 2023 until the conclusion of the next AGM of the Company on 6 June 2024. The total Directors' benefits incurred were as follows:-

APPROVED AT LAST AGM (FROM 1 JUNE 2023 UNTIL CONCLUSION OF 23 RD AGM)	ACTUAL (FROM 1 JUNE 2023 UNTIL 31 MARCH 2024)	FORECASTED (FROM 1 JUNE 2023 UNTIL CONCLUSION OF 23 RD AGM)
RM768,000	RM260,000	RM450,000

In determining the estimated total amount of benefits for 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.

Notice of the 23rd Annual General Meeting of Duopharma Biotech Berhad

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



With respect to the proposed benefits for the Non-Executive Directors for the period commencing from 7 June 2024 until the conclusion of the next AGM of the Company in 2025 (“**Relevant Period**”), the amount is estimated to be approximately RM768,000.00. 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 7, 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 7 in respect of the proposed payment of benefits to the Non-Executive Directors of the Company.

5. **Ordinary Resolution 8 – 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, particularly on internal controls relevant to financial reporting process;
- (c) 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 2023 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 7 March 2024 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 19 March 2024 approved the AC’s recommendation for the shareholders’ approval to be sought at the 23rd AGM on the reappointment of KPMG PLT as the external auditors of the Company for the financial year ending 31 December 2024.

6. **Explanatory Notes on Special Business**

Ordinary Resolution 9 – 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 9, 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 23rd Annual General Meeting

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



Other than Directors standing for re-election, and as at the date of issuance of the Notice of 23rd Annual General Meeting, there are no individuals who are standing for election at the 23rd Annual General Meeting. Under Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the requirement to disclose the prescribed details of individuals who are standing for election in the statement accompanying notices of annual general meetings is not applicable to those directors standing for re-election, and as such, such details of the directors standing for re-election have not been included in this statement accompanying the Notice of the 23rd Annual General Meeting. Nevertheless, the details of the aforesaid five (5) Directors seeking re-election are set out in their respective profiles which appear in the Directors' Profiles on pages 82 to 95 of the Company's Integrated Annual Report 2023.