



PHARMANIAGA BERHAD

(Registration No.: 199801011581 (467709-M))

(Incorporated in Malaysia)

AMENDED NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Pharmaniaga Berhad (“Pharmaniaga” or the “Company”) (“EGM”) will be held on Thursday, 20 March 2025 at 10.00 a.m. or at any adjournment thereof at the Royale Ballroom, Level 2, Royale Chulan Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan (“Main Venue”) for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES IN THE COMPANY (“RIGHTS SHARES”) TO RAISE GROSS PROCEEDS OF UP TO RM353.5 MILLION ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED RIGHTS ISSUE”)

“THAT subject to and conditional upon the passing of Special Resolution 1 and Ordinary Resolution 2, and the approvals of all relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board of Directors of Pharmaniaga (“Board”) to allot and issue any such number of Rights Shares deem fit and expedient by the Board to the entitled shareholders whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later (“Entitled Shareholders”);

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s), as the case may be, shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;

THAT fractional entitlements of the Rights Shares arising from the Proposed Rights Issue, if any, will be disregarded, and/or dealt with by the Board in such manner as it may at its absolute discretion deem fit or expedient and in the best interest of the Company.

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing Pharmaniaga Shares including the entitlements to dividends, rights, allotments or other distributions, except that such Rights Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is before the date of allotment of such Rights Shares.

THAT the Rights Shares shall be listed on the Main Market of Bursa Securities.

THAT the proceeds of the Proposed Rights Issue will be utilised for the purposes as set out in the Company’s circular to shareholders dated 19 February 2025 (“Circular”) and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds as it deems fit, necessary and expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities and/or the shareholders of the Company at an extraordinary general meeting to be convened, if necessary.

AND THAT the Board be and is hereby authorised to take all the necessary steps to give effect to the Proposed Rights Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities 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 Rights Issue.”

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF NEW PHARMANIAGA SHARES TO THIRD PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER (“PLACEMENT SHARES”) TO RAISE GROSS PROCEEDS OF UP TO RM300.0 MILLION, WITH A MINIMUM OF RM215.0 MILLION (“PROPOSED PRIVATE PLACEMENT”)

THAT subject to and conditional upon the passing of Special Resolution 1, Ordinary Resolution 1, and the approvals of all relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board to allot and issue any such number of Placement Shares deemed fit and expedient by the Board to third party investor(s) who qualify under Schedule 6 and Schedule 7 of the Capital Markets and Services Act 2007 to be identified, at an issue price to be determined later and upon such terms and conditions as disclosed in the Circular.

THAT pursuant to Section 85 of the Act read together with Paragraph 7.08 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and Clause 10 of the Constitution of the Company, approval be and is hereby given to irrevocably waive the statutory pre-emptive rights of the shareholders of the Company to be first offered the new Pharmaniaga Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement which will rank equally to the existing Pharmaniaga Shares.

THAT the Placement Shares will, upon allotment and issuance, rank pari passu in all respects with the existing Pharmaniaga Shares, except that the holders of the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

THAT the Placement Shares shall be listed on the Main Market of Bursa Securities.

THAT the proceeds of the Proposed Private Placement will be utilised for the purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds as it deems fit, necessary and expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities and/or the shareholders of the Company at an extraordinary general meeting to be convened, if necessary.

AND THAT the Board be and is hereby authorised to take all the necessary steps to give effect to the Proposed Private Placement with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities 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 Private Placement.”

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REDUCTION OF THE ISSUED SHARE CAPITAL OF THE COMPANY BY THE CANCELLATION OF RM520.0 MILLION ISSUED SHARE CAPITAL WHICH IS LOST AND/OR UNREPRESENTED BY AVAILABLE ASSETS PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION”)

“THAT subject to and conditional upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2, and the approvals of all relevant authorities and/or parties (where applicable) being obtained, the Board be and is hereby given the authority and approval to reduce the share capital of the Company via the cancellation of the issued share capital of RM520.0 million pursuant to Section 117 of the Act after the implementation of Proposed Rights Issue and Proposed Private Placement, and that the credit arising from such share capital reduction is to be utilised to reduce the accumulated losses of the Company and/or be credited to the retained earnings of the Company.

AND THAT authority be and is hereby given to the Board to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as it may consider necessary or expedient to give effect to and implement the Proposed Capital Reduction with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities or as the Board may in its discretion deem fit or expedient in the best interest of the Company.”

By order of the Board

WAN INTAN IDURA BINTI WAN ISMAIL (LS0010668)

SSM Practicing Certificate No. 202408000726

SYARUZAIMI BIN YUSOF (LS0010665)

SSM Practicing Certificate No. 202408000727

Company Secretaries

Selangor

27 February 2025

Notes:

1. For the purpose of determining who shall be entitled to participate in this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 13 March 2025. Only a member whose name appears on this Record of Depositors shall be entitled to participate in the EGM or appoint a proxy to attend, speak and vote on his/her/its Behalf.
2. Every Member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the EGM, and that such proxy need not be a Member.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing, or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or its attorney duly authorised in writing.
5. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:-
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or alternatively, to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) By electronic form
The Proxy Form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for the EGM.
6. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Amended Notice of the EGM will be put to vote on a poll.

**PROXY FORM****PHARMANIAGA BERHAD**

Registration No. 199801011581 (467709-M))
(Incorporated in Malaysia)

No. of Shares held	CDS Account No.

I/We _____
(Full Name in Block Letters and NRIC No./Passport No./Company No.)

of _____ and _____
(Address) (Tel. No./Email Address)

being a member/members of Pharmaniaga Berhad (the "Company"), hereby appoint

Full Name and Address (in Block Letters)	NRIC No./ Passport No.	No. of Shares	% of shareholding

*and

Full Name and Address (in Block Letters)	NRIC No./ Passport No.	No. of Shares	% of shareholding

or failing *him/her, THE CHAIRMAN OF THE MEETING as *my/our *proxy/proxies, to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("EGM") of the Company, to be held on Thursday, 20 March 2025 at 10.00 a.m. or at any adjournment thereof at the Royale Ballroom, Level 2, Royale Chulan Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan ("Main Venue") on the following resolutions referred to in the Amended Notice of the Extraordinary General Meeting.

Please indicate with an "X" in the appropriate space(s) provided below on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion.

Ordinary Resolution 1	For	Against
Proposed Rights Issue		

Ordinary Resolution 2	For	Against
Proposed Private Placement		

Special Resolution 1	For	Against
Proposed Capital Reduction		

Signed this _____ day of _____ 20 _____

Signature of Shareholder(s)/ Common Seal

* Strike out whichever is not desired.

Fold This Flap For Sealing

Notes:

1. If shareholders wish to appoint as a proxy some person other than the Chairman of the Meeting, please insert in block letters the full name and address of the person of your choice and initial the insertion at the same time deleting the words "the Chairman of the Meeting". A proxy need not be a member of the Company but must attend the Meeting in person to vote. Please indicate with an "X" in the appropriate box how you wish your vote to be cast in respect of each resolution.
2. For the purpose of determining who shall be entitled to participate in the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors of the Company as at 13 March 2025. Only members registered in this Record of Depositors of the Company shall be entitled to participate in the EGM.
3. A member of the Company entitled to participate in the EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/ her place. A proxy may but need not be a member of the Company.
4. A member of the Company entitled to attend and vote at a general meeting of the Company may appoint not more than two proxies to participate at the EGM. Where a member appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

Then Fold Here

**AFFIX
STAMP**

The Share Registrar
PHARMANIAGA BERHAD
(Registration No: 199801011581 (467709-M))
C/O 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

1st Fold Here

7. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, should be deposited at the office of the Share Registrar of the Company at 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, no later than 18 March 2025, at 10.00 a.m.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Amended Notice of the EGM of the Company shall be put to vote by way of a poll.

Personal Data Privacy

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM of the Company or any adjournment thereof.