pharmaniaga®

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN that the Twenty-Eight (28th) Annual General Meeting (AGM) of Pharmaniaga Berhad will be held on Tuesday, 19 May 2026 at 10.00 a.m. or 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 for the purpose of transacting the following business:

AS ORDINARY BUSINESS

To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors. (Please refer to Explanatory Note 1)

1. To re-elect the following Directors who retire by rotation in accordance with Article 117 of the Company's Constitution and being eligible, offer themselves for re-election:

   i. Dato' Mohd Zahir Zahur Hussain **Resolution 1**
   ii. Dato' Dr. Faridah Aryani Md. Yusof **Resolution 2**
   iii. Dato' Zulkifli Jafar **Resolution 3**

2. To re-elect Datuk Mohd Adzahar Abdul Wahid, who retires in accordance with Article 123 of the Company's Constitution. **Resolution 4**

3. To approve payment of Directors' fees and meeting allowances for Pharmaniaga Berhad from 20 May 2026 until the conclusion of the next AGM of the Company. **Resolution 5**

4. To approve payment of meeting allowances to Directors for directorship in Pharmaniaga Berhad subsidiaries in Malaysia from 20 May 2026 until the conclusion of the next AGM of the Company. **Resolution 6**

5. To approve payment of Directors' fees and meeting allowances to Directors for directorship in Pharmaniaga Berhad subsidiaries in Indonesia from 20 May 2026 until the conclusion of the next AGM of the Company, at a remuneration to be determined by Pharmaniaga Berhad subsidiaries in Indonesia. **Resolution 7**

6. To approve the payment of benefits in kind payable to the Chairman and Directors from 20 May 2026 until the conclusion of the next AGM of the Company: **Resolution 8**

Description	Directors
Benefits in kind	Unlimited coverage of medical benefits and mileage

7. To re-appoint Messrs. Ernst & Young PLT as auditors of the Company and to hold office until the conclusion of the next AGM, at a remuneration to be determined by the Directors. **Resolution 9**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

8. **ORDINARY RESOLUTION**
   AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 **Resolution 10**

   "**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

   AND THAT pursuant to Section 85 of the Companies Act 2016, approval is hereby given to waive the statutory pre-emptive rights of shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

9. **ORDINARY RESOLUTION**
   PROPOSED AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY ("Proposed Share Buy-Back) **Resolution 11**

   "**THAT** subject always to the Companies Act, 2016, the Company's Constitution, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and any other relevant regulatory authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares through Bursa Malaysia and to do all acts and to take all such steps as they may deem necessary, to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time, subject further to the following:

   (i) the aggregate number of shares to be purchased shall not exceed ten per cent (10%) of the issued share capital of the Company, provided that the Company continues to maintain a shareholding spread that complies with the requirements of the listing requirements after the share purchase;
   (ii) the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the retained profits of the Company for the time being;
   (iii) the Directors of the Company may decide in their discretion to retain the shares purchased as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends; and
   (iv) the authority conferred by this resolution shall commence immediately and shall continue to be in force until the conclusion of the next AGM of the Company following the passing of this Ordinary Resolution unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting."

10. **ORDINARY RESOLUTION**
    PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS **Resolution 12**

    "**THAT**, subject always to the Companies Act 2016 ("Act"), the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the mandate granted by the shareholders of the Company on 18 June 2025, authorising the Company and/or its subsidiaries to enter into recurrent transactions of a revenue or trading nature with the Related Parties as specified in Section 2.2 of the Circular to shareholders dated 17 April 2026, provided that the transactions are:

    i. necessary for the day-to-day operations;
    ii. carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
    iii. are not to the detriment of the minority shareholders.

    AND THAT such approval shall continue to be in force until:

    i. the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
    ii. the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
    iii. revoked or varied by a resolution passed by the shareholders in a General Meeting;

    whichever is the earlier.

    AND FURTHER THAT, the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this Shareholders' Mandate."

11. To transact any other business of the Company of which due notice shall have been received.

By Order of the Board

WAN INTAN IDURA WAN ISMAIL (LS0010668)
SSM PC No. 202408000726
SYARUZAIMI YUSOF (LS0010665)
SSM PC No. 202408000727

Secretaries

Selangor Darul Ehsan

17 April 2026

Explanatory Notes

1. **Audited Financial Statements**

   The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, shall not be put forward for voting.

2. **Ordinary Resolutions 1 to 4 – Proposed Re-election of Directors in accordance with Article 117 and Article 123 of the Company's Constitution**

   Article 117 of the Company's Constitution provides amongst others that at least one-third of the Directors who are subject to the retirement by rotation or, if their number is not three (3) or multiple of three (3), the number nearest to one-third shall retire from office provided always that all Directors shall retire from office once at least every three (3) years and shall be eligible for re-election.

   Directors who are standing for re-election pursuant to Article 117 of the Company's Constitution are as follows:

   i. Dato' Mohd Zahir Zahur Hussain
   ii. Dato' Dr. Faridah Aryani Md. Yusof
   iii. Dato' Zulkifli Jafar

   The Nominating and Remuneration Committee ("NRC") of the Company has assessed the criteria and contribution of Dato' Mohd Zahir Zahur Hussain, Dato' Dr. Faridah Aryani Md. Yusof and Dato' Zulkifli Jafar and recommended their re-election. The Board endorsed the NRC's recommendation that Dato' Mohd Zahir Zahur Hussain, Dato' Dr. Faridah Aryani Md. Yusof and Dato' Zulkifli Jafar be re-elected as Directors of the Company.

   Article 123 of the Company's Constitution provides amongst others that the Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with the Company's Constitution. Any Director so appointed shall hold office only until the conclusion of the next following AGM of the Company and shall then be eligible for re-election.

   Director who is standing for re-election pursuant to Article 123 of the Company's Constitution is as follows:

   i. Datuk Mohd Adzahar Abdul Wahid

   The profiles of the Directors who are standing for re-election are set out on pages 97, 101, 102 and 105 of the Integrated Report 2025 and published on the Company's website, **www.pharmaniaga.com**. Details of their interests in securities are set out on page 264 of the Integrated Report 2025.

3. **Ordinary Resolutions 5, 6 and 7 – Non-Executive Directors' Remuneration**

   Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

   In respect of this, the Board wishes to seek shareholders' approval for the payment of Directors' fees and meeting allowances payable to Non-Executive Directors of Pharmaniaga Berhad from 20 May 2026 until the conclusion of the next AGM of the Company in three (3) separate resolutions as set out below:

   Ordinary Resolution 5 seeks approval for payment of Directors' fees and meeting allowances for Pharmaniaga Berhad.

   Pharmaniaga Berhad

		Directors' Fees (annual) (RM)	Meeting Allowance (per meeting) (RM)
Board	Chairman	170,000	1,500
	Senior Independent Non-Executive Director	120,000	1,000
	Independent Non-Executive Director	90,000	1,000
	Non-Independent Non-Executive Director	90,000	1,000
Audit Committee	Chairman	30,000	1,500
	Member	20,000	1,000
Other Board Committees	Chairman	5,000	1,500
	Member	3,000	1,000

   Ordinary Resolution 6 seeks approval for payment of meeting allowances to Directors for directorship in Pharmaniaga Berhad subsidiaries in Malaysia.

   Subsidiaries of Pharmaniaga Berhad in Malaysia

	Meeting Allowance (per meeting) (RM)
Chairman	1,500
Member	1,000

   Ordinary Resolution 7 seeks approval for payment of Directors' fees and meeting allowances to Directors for directorship in Pharmaniaga Berhad subsidiaries in Indonesia, at a remuneration to be determined by Pharmaniaga Berhad subsidiaries in Indonesia.

4. **Ordinary Resolution 8 – Director's Remuneration Framework**

   Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at the general meeting.

   Ordinary Resolution 8 seeks approval for payment of benefits in kind payable to the Chairman and Directors of Pharmaniaga Berhad from 20 May 2026 until the conclusion of the next AGM of the Company, comprising the following, with or without modifications:

Description	Directors
Benefits in kind	Unlimited coverage of medical benefits and mileage

5. **Ordinary Resolution 9 – Re-appointment of Auditors**

   The Board and Audit Committee of the Company are satisfied with the quality of service, adequacy of resources provided, communication, interaction skills and independence, objectivity and professionalism demonstrated by the External Auditors, Messrs. Ernst & Young PLT in carrying out their functions. Being satisfied with the External Auditors' performance, the Board recommends the re-appointment of the External Auditors' for shareholders' approval at the Twenty-Eight (28th) AGM.

6. **Explanatory Notes to Special Business**

   (a) Ordinary Resolution 10 – Authority for Directors to Allot and Issue Shares

   Ordinary Resolution 10, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company.

   This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM.

   The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

   This is the renewal of the mandate obtained from the shareholders at the last AGM held on 18 June 2025 ("Previous Mandate").

   The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 10 of the Constitution will allow Directors of the Company to issue new shares of the Company which rank equally to existing shareholders of the Company prior to the issuance of new shares in the Company under general mandate.

   (b) Ordinary Resolution 11 – Proposed Share Buy-Back

   Ordinary Resolution 11, if passed, will empower the Directors of the Company from the date of this AGM, the authority to purchase up to ten per cent (10%) of the total issued share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

   Please refer to the Circular to Shareholders dated 17 April 2026 for further details.

   (c) Ordinary Resolution 12 – Recurrent Related Party Transactions

   Ordinary Resolution 12, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company ("Mandate"). Further information on the Mandate is set out in the Circular to Shareholders dated 17 April 2026.

Notes:

1. For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 8 May 2026. Only a member whose name appears on this Record of Depositors shall be entitled to participate in the AGM 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 AGM, 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 AGM 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, 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 Vistra Share Registry and IPO (MY) portal at **https://srmy.vistra.com.** Please follow the procedures set out in the Administrative Notes for the AGM.

6. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the AGM will be put to vote on a poll.