



Cover Rationale

Elements of integrated healthcare and a capsule reflect the core business of Pharmaniaga. Integrating IT in its work process has thrust Pharmaniaga into a new era in the dynamic healthcare industry - an industry continuously exploring and one that is reaching new innovative heights.

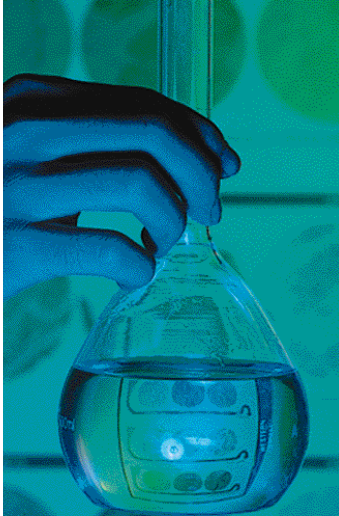
The capsule denotes Pharmaniaga's strength both, locally and internationally and its desire to maintain this status through the crucial support of its subsidiaries, workforce and the industry.

The rich hues of turquoise symbolise the dynamism and drive to share its knowledge and expertise within the healthcare and pharmaceutical industry in Malaysia and the region.



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Vision

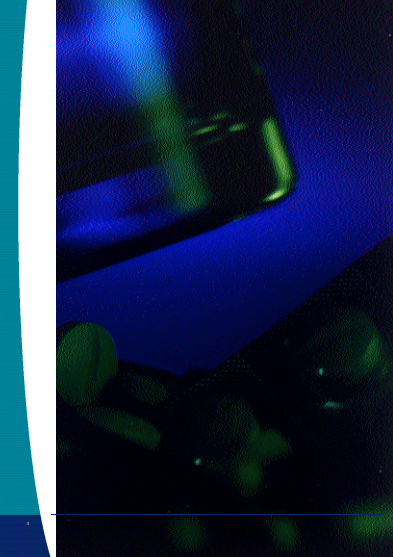
To be the premier healthcare company leading the domestic healthcare industry development to the forefront of regional and global presence in providing affordable quality products and services.



Mission

We are committed to:

- Continuously create and enhance value for shareholders
- Deliver quality products and services through quality management, quality systems and quality culture
- Provide products and services that will enhance the nation's competitiveness and the quality of life of its citizens
- Create a quality culture through teamwork, loyalty, integrity and professionalism
- Optimise synergies by harnessing partnership opportunities to enhance value in the healthcare value chain





Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of PHARMANIAGA BERHAD (467709-M) ("the Company") will be held at Selangor 1 Ballroom, Sheraton Subang Hotel and Towers, Jalan 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Monday, 12 June 2000 at 10.30 a.m. for the following purposes :-

AGENDA

1. To receive and adopt the Audited Accounts for the year ended 31 December 1999 and the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve the payment of a First and Final Tax Exempt Dividend of 5 sen per share for the year ended 31 December 1999. (Resolution 2)
3. To approve the payment of Directors' fees for the year ended 31 December 1999. (Resolution 3)
4. To re-elect as Director, YBhg. Dato' Zaki bin Tun Azmi who retires pursuant to Article 101 of the Company's Articles of Association. (Resolution 4)
5. To re-elect as Director, YBhg. Dato' Dr Ramli Mohamad who retires pursuant to Article 101 of the Company's Articles of Association. (Resolution 5)
6. To re-elect as Director, En Azhar bin Hussain who retires pursuant to Article 101 of the Company's Articles of Association. (Resolution 6)
7. To re-elect as Director, YM Raja Nong Chik bin Raja Zainal Abidin who retires pursuant to Article 101 of the Company's Articles of Association. (Resolution 7)
8. To re-elect as Director, Dr. Teoh Kim Loon who retires pursuant to Article 101 of the Company's Articles of Association. (Resolution 8)

9. To re-appoint Messrs. Shamsir Jasani Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 9)

10. As special business, to consider and, if thought fit, pass with or without any modification, the following ordinary resolutions:

a) "THAT, pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of all the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed ten per centum (10%) of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 10)

b) THAT pursuant to Section 132E of the Companies Act, 1965, authority be and is hereby given to the Directors of the Company and its subsidiaries to enter into arrangements or transactions from time to time with the Company or to its related corporations whereby such Directors or persons connected with such Directors may acquire from or dispose to the Company or its related corporations products, services or any other non-cash assets of the Company or its related corporations provided that such acquisitions or disposals are in the normal course of business of both the Company and its related corporations and on normal commercial terms, and that for the avoidance of doubt, any such transactions entered into by the Company or its subsidiaries with the Directors or connected persons prior to the date of this resolution be and are hereby approved and ratified."

(Resolution 11)



Notice of Annual General Meeting (Cont'd)

11. To transact any other business for which due notice shall have been given.

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the forthcoming Second Annual General Meeting, the First and Final Tax Exempt Dividend of 5 sen per share will be paid on 19 July 2000 to the shareholders whose names appear in the Record of Depositors at the close of business at 5:00 p.m. on 28 June 2000.

A depositor shall qualify for entitlement only in respect of:-

- a) shares transferred to the depositor's securities account before 12:30 p.m. on 28 June 2000 in respect of ordinary transfers;

- b) shares bought on Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

By Order of the Board
PHARMANIA GABERHAD

LEE WEI YEN (MAICSA7001798)
WONG KEO ROU (MAICSA7021435)
Company Secretaries

26 May 2000
Klang

Notes:-

1. A member of the Company entitled to attend the Meeting may appoint a proxy to vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy subject to such proxy. If such proxy is not a member, being any persons specified in Section 149(1)(b) of the Companies Act, 1965. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or signed by its attorney or by an officer on behalf of the corporation.
3. Proxy Form must be deposited at the Registered Office of the Company at 6 Lubuk Keluli, Kawasan Perindustrian Bukit Raja Selatan, 41990 Klang, Selangor not less than 48 hours before the time set for the meeting or any adjournment thereof.

Explanatory Notes on Special Business

- a) Resolution pursuant to Section 132D of the Companies Act, 1965
In line with the Company's plan for expansion/diversification, the Company is actively looking into prospective areas so as to broaden the operating base and earning potential of the Company. As the expansion/diversification may involve the issue of new shares, the Directors, under present circumstances, would have to call for a general meeting to approve the issue of

new shares even though the number involved is less than 10% of the issued capital. In order to avoid any delay or cost involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be now empowered to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

- b) Resolution pursuant to Section 132E of the Companies Act, 1965
Section 132E of the Companies Act, 1965 prohibits a company or its subsidiary from entering into any arrangements or transactions with its own directors or persons connected with such directors, in respect of the acquisition from or disposal to such directors or connected persons any non-cash assets of the " requisite value" without prior approval of the Company in General Meeting. According to the Act, a non-cash asset is considered to be of " requisite value", if at the time of arrangement or transaction, its value is greater than RM250,000 or 10% of the Company's net assets, subject to a minimum of RM10,000.

The Resolution if passed, will authorize the Company and its subsidiaries to acquire from or dispose of to its Director or persons connected with such directors, products, services or any other non-cash assets which may fall within the definition of " requisite value", provided that such acquisitions or disposals are on normal commercial terms.



Corporate and Management Directory

Board of Directors

YBhg Dato/ Zaki bin Tun Azmi
Chairman

Mr. Tan See Yin
Managing Director

YBhg Dato/Dr. Ramli bin Mohamad
Executive Director

En. Azhar bin Hussain
Executive Director

YM Raja Nong Chik bin Raja Zainal Abidin
Non-Executive Director

En. Md. Anwar bin Hj. Mamood
Independent Non-Executive Director

Dr. Teoh Kim Loon
Independent Non-Executive Director

Audit Committee

En. Md. Anwar bin Hj. Mamood
Chairman, Independent Non-Executive Director

Mr. Tan See Yin
Managing Director

Dr. Teoh Kim Loon
Independent Non-Executive Director

Secretaries

Mr. Lee Wei Yen (MAICSA7001798)
Ms. Wong Keo Rou (MAICSA7021435)

Share Registrar

Panama Resources Sdn Bhd
23, Jalan Sri Hartamas 7
Sri Hartamas
50480 Kuala Lumpur

Auditors

Shamsir Jasani Grant Thornton
Public Accountants
Level 11-1, Fiber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur

Registered Office

6, Lebuhr Keluli
Kawasan Perindustrian Bukit Raja Selatan
41990 Klang
Selangor Darul Ehsan
Tel: 03-342 9999
Fax: 03-341 7777

Banker

Bumiputra-Commerce Bank Berhad

Solicitors

Abu Talib Shahrom & Zahari
Rahid & Lee

Stock Exchange Listing

Kuala Lumpur Stock Exchange
Second Board





Board of Directors



Seated from left to right
YBhg Dato'Zaki bin Tun Azmi and Mr. Tan See Yin
Standing from left to right
En. Azhar bin Hussain, YBhg Dato' Dr. Ramli bin Mohamad,
En. Md. Anwar bin Hj. Mamood,
YM Raja Nong Chik bin Raja Zainal Abidin, Dr. Teoh Kim Loon

YBhg Dato'Zaki bin Tun Azmi

The Chairman of Pharamianga since 2 September 1999, 55 year old YBhg Dato' Zaki is a partner at Rashid & Lee, a legal firm in Kuala Lumpur. He read law at the Lincoln's Inn and was called to the English Bar in 1969. He was Senior Federal Counsel of the Ministry of Home Affairs for eight years, from 1976. And in 1984, he became a Federal Counsel in the Attorney General's chambers until 1985, when he joined his present legal firm as a partner. Also a Director and a member of the audit committee of several public-listed companies.

Mr. Tan See Yin

The Managing Director of Pharamianga since 2 September 1999, 44 year old Mr Tan joined Remedi as Chief Operating Officer in 1994 and two years later became the Managing Director. A graduate of the University of Malaya, he gained a Bachelor of Accounting (Hons) in 1979 and started work as a management consultant with Kassim Chan Management Consultants followed by Price Waterhouse Associates, for a total of 11 years. In 1990, he became the General Manager, Group Corporate Affairs of HBN Management Sdn Bhd, a company that provides corporate and administrative support services. Also a member of the Malaysian Institute of Accountants and holds directorship positions in all subsidiary and associate companies of Pharamianga.



Board of Directors (Cont'd)

YBhg Dato' Dr. Ramli bin Mohamad

The Executive Director of Pharmania since 15 November 1999, 45 year old YBhg Dato' Dr. Ramli graduated with First Class Honours in Civil Engineering from Liverpool University, United Kingdom and holds a Master of Science and PhD in Civil Engineering from Ramoelae Polytechnic Institute, USA. He has served in various positions in the government sector and taught Civil Engineering at Universiti Kebangsaan Malaysia. He joined Pengurusan Lebuhraya Berhad as Head of Geotechnical Division in September 1990. He was appointed Managing Director of Pengurusan Lintas Berhad in July 1993 and Group Managing Director of Kinta Kelias Public Limited Company on 1 January 1995. YBhg Dato' Dr. Ramli also holds directorship in Rionng Berhad, United Engineers (Malaysia) Berhad, Cement Industries of Malaysia Berhad (CIMA), Project Penyelenggaraan Lebuhraya Berhad (PROMEL), Ho Hup Construction Company Berhad, Intra Berhad, Projek Lebuhraya Utara-Selatan Berhad (PLUS), Opus International Consultants Limited and several other private limited companies.

En. Azhar bin Hussain

The Executive Director of Pharmania since 2 September 1999, 47 year old En. Azhar is a registered pharmacist and graduate of the University of Wales. He was appointed Managing Director of Raza Manufacturing Bhd in December 1994. Prior to this he was the Technical Director of Glaxo Malaysia Sdn Bhd. He served 22 years in various management positions within the industry. He also holds directorship positions in various subsidiary companies of Pharmania and other private limited companies.

YM Raja Nong Chik bin Raja Zainal Abidin

A non-executive Director of Pharmania since 2 September 1999, 47 year old YM Raja Nong Chik was an accountant by profession with a degree in Economics (Hons) from the University of Wales. He started his career at FELCRA (Federal Land Consolidation and Rehabilitation Authority) in 1978. A year later, became Manager in Corporate Planning and Finance at Kumpulan FIMABhd. In 1982, he joined OYL Industries as Executive Director, leading to the formation of a joint venture company named Razatec Sdn Bhd which pioneered a local brand of electrical products called Acion, now recognised in Malaysia as well as overseas. After nine years he left to start Rasma Corporation Sdn Bhd, a Class A mechanical engineering contractor, where he was Managing Director and majority shareholder. Presently, he is the President of the Persatuan Kontraktor Bumiputera Wabawa Mekanikal Dan Elektrikal, Treasurer of the Bumiputera Manufacturers Association and member of the Chartered Institute of Management Accountants and Chartered Institute of Secretaries and Administration.

En. Md. Anwar bin Hj. Mamood

An Independent Director of Pharmania since 2 September 1999, 48 year old En. Md Anwar is a management consultant by profession. He obtained his Bachelor of Arts (Econs.) from University of Malaya in 1975, Masters in Science (Management) from Arthur d. Little School of Management, Boston, USA in 1991 and Diploma in Marketing Management from National Productivity Centre Malaysia in 1979. He has 15 years of experience in the financial industry having been in Malayan Banking Berhad (1975-1978), Chartered Merchant Bankers (M) Berhad (1979-1981) and General Manager in-charge of operations in Amanah International Finance Bhd (1982-1987). Presently, since 1988, he is the Senior Vice President of Turnaround Managers Inc. (M) Sdn Bhd, a company specialising in corporate turnaround. He is also a director of several private limited companies.

Dr. Teoh Kim Loon

An Independent Director of Pharmania since 2 September 1999, 46 year old Dr. Teoh is a medical doctor by profession. He graduated with an M.B.B.S. from the University of Malaya in June 1979 and subsequently completed a Post-graduate Diploma in Sexually Transmitted Diseases/ AIDS from University of Songkhla, Thailand in November 1992. Dr Teoh started his medical career as a Medical Officer and was attached to the Alor Satar General Hospital from 1979 to 1980. He subsequently served as a Medical Officer in the Arm Forces and set up his own Family Practice Clinic in Petaling Jaya, which now has expanded to three branches.



Profile of Senior Management of the Group

Standing from left to right
Mr. A. Jaber Hafiz (Logistics),
Mr. Gavin Hoh (Group IT Services),
Mr. Cheah Ewe Khoon (Healthcare Services) and
Pn. Roshidah Abdullah (Group Corporate Services)
Seated from left to right
Dr. Effendi Tenang (Logistics & Marketing) and
En. Azhar Hussain (Manufacturing)



Dr. Effendi Tenang, age 49, is the Chief Operating Officer of Remedi since 1996. He first joined Remedi as an Advisor and General Manager on 1 March 1994. Holds a Bachelor of Science degree and a Ph.D in Pharmacology from St Andrews University, UK, 1979. Currently he is responsible for the entire logistics and marketing activities of Pharamiaga. He began his career as a lecturer in the School of Medical Sciences, Universiti Sains Malaysia from 1979 to 1989, then moved to Pfizer (M) Sdn Bhd, a multinational pharmaceutical company as Medical Director for five years. He also holds directorship position in certain subsidiary companies of Pharamiaga.

En. A. Jaber Hafiz, age 42, is the Senior General Manager, Logistics. He started with Remedi as Senior Manager, Operations on 15 August 1994. His responsibilities include supplier management, logistics and customer service management. A graduate from Punjab University, Pakistan in 1984 with Bachelor of Pharmacy, his extensive experience in the local pharmaceutical industry includes a stint as a Pharmacist with Parke Davis, Schmidt Scientific, Wyeth Laboratories and Inventory Manager with Zuehlig Pharma Sdn Bhd, one of the major pharmaceutical distributors in Malaysia.

Mr. Cheah Ewe Khoon, age 49, is the Senior General Manager, Healthcare Services. He joined Remedi as a Senior Manager on 1 December 1994. He holds a Bachelor Degree in Pharmacy from Universiti Sains Malaysia and a Diploma in Medical Microbiology from the Institute of Medical Research, Ministry of Health, Malaysia. Prior to joining Remedi, he served the Malaysian Ministry of Health for 18 years as a Pharmacist in the Government Medical Store and General Hospitals. His last posting was as Deputy Director (Manufacturing) of the Government Medical Stores. Currently he also oversees the operations of Healthcare Services Division that includes Pharmacy Automated Systems Incorporated Sdn Bhd, Specialty Medical Laboratories Sdn Bhd and Medical Equipment Unit.

Pn. Roshidah Abdullah, age 33, is the Senior Manager, Group Corporate Services. She joined Remedi as Finance Manager on 1 January 1995. A graduate of the South Australian Institute of Technology with a Bachelor of Arts (Accountancy) in 1988, she began her career as Senior Auditor with Kassim Chan & Co, an internationally affiliated public accounting firm. From 1993, she was with Time Engineering Bhd as Group Accountant for one year. A Certified Practising Accountant of the Australian CPA and also a member of the Malaysian Institute of Accountants, she is currently overseeing the Group Corporate Services functions of the Pharamiaga Group.

Mr. Gavin Hoh, age 34, is the Senior Manager, Group Information Technology Services. He joined Remedi as an MIS Manager in September 1994. He holds a Bachelor of Science (Honour) in Computer Science from University of Westminster, UK and graduated with a Masters in Business System Analyst & Design from City University, United Kingdom. He served as technical sales, programming and system analyst for four years with an IT vendor. He is currently responsible for the development and implementation of the Group IT masterplan.