



CHEMICAL COMPANY OF MALAYSIA BERHAD

Company No: 5136-T | Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Second Annual General Meeting of the Company will be held at **Ballroom 1, Level 1, Sime Darby Convention Centre, No 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 27 May 2014 at 10.30 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- 1) To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- 2) To re-elect the following Directors retiring under Article 91 and Article 96 of the Articles of Association of the Company:-
 - (a) Dato' Sri Azalina binti Othman (Article 96) **Ordinary Resolution 2**
 - (b) Datuk Karownikaran @ Karunakaran A/L Ramasamy (Article 91) **Ordinary Resolution 3**
 - (c) Dato' Seri Ir. Dr. Zaini bin Ujang (Article 91) **Ordinary Resolution 4**
- 3) To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**
- 4) To transact any other business of which due notice shall have been received.

AS SPECIAL BUSINESS

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

- 5) **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **Ordinary Resolution 6**

"That subject to the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiaries shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature with the related party as specified in Section 2.2.1 of the Circular to Shareholders dated 2 May 2014 which are necessary for the Company and/or its subsidiaries' day-to-day operations subject further to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, and the transactions are undertaken on arm's length basis and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143[1] of the Companies Act, 1965 but shall not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act, 1965; or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting,whichever is the earlier; and
- (iii) the disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year.

And that the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

By Order of the Board

NOOR AZWAH BINTI SAMSUDIN (LS 0006071)
IBRAHIM HUSSIN SALLEH (LS 0009121)

Company Secretaries
Kuala Lumpur
Date: 2 May 2014



NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 2) Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 3) 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.
- 4) 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.
- 5) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 6) The instrument appointing a proxy must be deposited at the Company's Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting.
- 7) Only depositors whose names appear in the Record of Depositors as at 20 May 2014 shall be regarded as members and entitled to attend and vote at the meeting.

EXPLANATORY NOTE ON SPECIAL BUSINESS

Ordinary Resolution 6 – Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").

The explanatory note on Ordinary Resolution 6 is set out in the Circular to Shareholders dated 2 May 2014.

Enhancing Quality Of Life