



CHEMICAL COMPANY OF MALAYSIA BERHAD

(Company No.: 5136-T)
(Incorporated in Malaysia under the Companies Ordinance 1940-1946)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Chemical Company of Malaysia Berhad ("CCMB" or "Company") will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 10 March 2015 at 2.00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION 1

PROPOSED DISPOSALS

"**THAT**, subject to the approvals of all relevant regulatory authorities being obtained, where required, and the conditions precedent in the share sale agreements being fulfilled or waived (as the case may be), approval be and is hereby given for the following:

- (a) the proposed disposals by the Company of the entire equity interest in CCM Pharmaceuticals Sdn Bhd ("CCMP") and Innovax Sdn Bhd ("Innovax"), to CCM Duopharma Biotech Berhad ("CCMD") for an aggregate disposal consideration of RM17,600,000 together with the settlement of advances due from Innovax and CCMP and/or its subsidiaries owing to CCMB and/or its subsidiaries ("CCMB Group") as at 30 September 2014, amounting to RM10,655,000 to be settled via cash, on the terms and subject to the conditions contained in the conditional share sale agreement dated 27 November 2014, made between CCMB and CCMD as amended by the supplementary agreement dated 24 December 2014 made between CCMB and CCMD ("**Supplementary Agreement 1**") ("**SSA 1**");
- (b) the proposed disposals by the Company of the entire equity interest in CCM Pharma Sdn Bhd ("**CCM Pharma**") and Upha Pharmaceutical Manufacturing (M) Sdn Bhd ("**Upha**"), to Duopharma (M) Sdn Bhd ("**DMSB**") for an aggregate disposal consideration of RM113,307,000 together with the settlement of advances due from CCM Pharma and Upha to the CCMB Group as at 30 September 2014, amounting to RM101,116,000 to be settled via cash, on the terms and subject to the conditions contained in the conditional share sale agreement dated 27 November 2014, made between CCMB and DMSB as amended by the supplementary agreement dated 24 December 2014 made between CCMB and DMSB ("**Supplementary Agreement 2**") ("**SSA 2**");
- (c) the proposed disposal by CCM International Sdn Bhd ("**CCM International**") of the entire equity interest in CCM Pharmaceuticals (S) Pte Ltd ("**CCM Singapore**"), to CCMD for an aggregate disposal consideration of RM2,417,000 together with the settlement of advances due from CCM Singapore to the CCMB Group as at 30 September 2014, amounting to RM27,000 to be settled via cash, on the terms and subject to the conditions contained in the conditional share sale agreement dated 27 November 2014, made between CCM International and CCMD ("**SSA 3**"); and
- (d) the proposed disposal by CCM Investments Ltd. ("**CCM Investments**") of the entire equity interest in CCM International (Philippines) Inc ("**CCM Philippines**"), to CCMD for an aggregate disposal consideration of RM1,000 to be settled via cash, on the terms and subject to the conditions contained in the conditional share sale agreement dated 27 November 2014, made between CCM Investments and CCMD ("**SSA 4**");

(Collectively referred to as "**Proposed Disposals**")

AND THAT SSA 1, SSA 2, SSA 3 and SSA 4 (collectively referred to as "**SSAs**") are inter-conditional upon each other and as such, no completion shall take place unless the SSAs are completed simultaneously;

AND THAT the SSAs be and are hereby approved and confirmed; **AND FURTHER THAT** the Board of Directors of CCMB ("**Board**") or any Director of the Board be and is hereby authorised to complete and give effect to the Proposed Disposals as the Board may approve and with full power (i) to assent to any conditions, variations, modifications and/or amendments as may be, at their discretion, so required; (ii) to deal with all matters relating to the SSAs thereto; (iii) to enter into all such agreements, arrangements, undertakings, indemnities, guarantees, transfers and/or assignments with any party or parties as may, at their discretion, be so required in connection with the SSAs; and (iv) to take all steps and do all acts and things in any manner as the Board may deem necessary and expedient to give effect to the Proposed Disposals; and all previous actions taken by the Board (or any Director of the Board) in connection with the Proposed Disposals and the settlement of outstanding inter-company advances of CCMP, Innovax, CCM Pharma, Upha, CCM Singapore and CCM Philippines are hereby ratified."

BY ORDER OF THE BOARD

NOOR AZWAH BINTI SAMSUDIN (LS 0006071)

IBRAHIM HUSSIN SALLEH (LS 0009121)

Company Secretaries

Kuala Lumpur

16 February 2015

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 for 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 2 March 2015 shall be regarded as members and entitled to attend and vote at the meeting.