



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 the "Company") will be held at **Ballroom 1, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 3 October 2017 at 10.30 am** or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED PLACEMENT OF NEW ORDINARY SHARES IN THE COMPANY, REPRESENTING UP TO 10% OF THE ISSUED AND PAID UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) ("PROPOSED PLACEMENT")

"**THAT** subject to all approvals being obtained from the relevant authorities and / or parties (if required), approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue up to 45,762,985 new ordinary shares in the Company (assuming all treasury shares are sold) ("Placement Shares"), representing up to 10% of the existing issued and paid up share capital of the Company (excluding treasury shares), to investor(s) to be identified later by way of book-building exercise at the issue price to be determined at a later date.

AND THAT the Placement Shares shall, upon allotment and issue, rank equally in all respects with the existing issued and paid up ordinary share capital of the Company, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and / or any other distributions that may be declared, made or paid prior to the date of allotment of the said Placement Shares.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and / or arrangements as may be necessary to give effect to and complete the Proposed Placement and to assent to any conditions, modifications, variations and / or amendments in any manner as may be required by the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to and complete the Proposed Placement."

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT TO PERMODALAN NASIONAL BERHAD ("PNB") AND / OR PERSONS CONNECTED WITH IT ("PROPOSED PLACEMENT TO PNB")

"**THAT** subject to the passing of Ordinary Resolution 1 and approval from the relevant authorities and / or parties (if required) being obtained, and to the terms of Ordinary Resolution 1;

- approval be and is hereby given for the Company to place, and pursuant thereto for the Board to allot and issue, up to 45,762,985 Placement Shares (assuming all treasury shares are sold) to PNB and / or persons connected with PNB on the terms of the Proposed Placement by way of book-building exercise at an issue price to be determined at a later day; and
- approval be and is hereby given for the Board to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and / or arrangements as may be necessary to give effect to and complete the Proposed Placement to PNB and to assent to any conditions, modifications, variations and / or amendments in any manner as may be required by the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to and complete the Proposed Placement to PNB."

ORDINARY RESOLUTION 3

PROPOSED SHARE CONSOLIDATION OF EVERY 3 EXISTING ORDINARY SHARES (INCLUDING TREASURY SHARES) IN THE COMPANY INTO 1 ORDINARY SHARE IN THE COMPANY ("PROPOSED SHARE CONSOLIDATION")

"**THAT** subject to the passing of the Special Resolution in relation to the proposed distribution of the entire equity interest in CCM Duopharma Biotech Berhad held by the Company to its shareholders by way of a reduction of its share capital pursuant to Section 116 of the Companies Act 2016 and the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to consolidate every 3 existing ordinary shares of the Company (including treasury shares) held by the shareholders of the Company or held by the Company whose names appear in the Record of Depositors at the close of business on a date to be determined by the Board of Directors of the Company ("Board") into 1 ordinary share in the Company ("CCMB Consolidated Share(s)") prior to the distribution of all shares of CCM Duopharma Biotech Berhad held by the Company, to the shareholders of the Company under the terms of the Special Resolution.

AND THAT the CCMB Consolidated Shares to be issued shall, upon allotment and issuance, rank equally in all respects with each other. Fractional entitlements of the CCMB Consolidated Shares, if any, will be disregarded and dealt with in such a manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and / or arrangements as may be necessary to give effect to and complete the Proposed Share Consolidation and to assent to any conditions, modifications, variations and / or amendments in any manner as may be required by the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to and complete the Proposed Share Consolidation."

SPECIAL RESOLUTION

PROPOSED DISTRIBUTION OF 204,665,784 ORDINARY SHARES OF CCM DUOPHARMA BIOTECH BERHAD ("CCMD") REPRESENTING THE ENTIRE SHAREHOLDING IN CCMD WHICH WILL BE HELD BY CCMB PURSUANT TO THE INTERNAL REORGANISATION INVOLVING CCMD, THE COMPANY AND CCM MARKETING SDN BHD ("CCMM"), TO THE SHAREHOLDERS OF THE COMPANY ON A PRO RATA BASIS BY WAY OF A REDUCTION OF THE PAID UP CAPITAL OF THE COMPANY PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("PROPOSED DISTRIBUTION")

"**THAT** subject to the order of the High Court of Malaysia for the capital reduction under Section 116 of the Companies Act 2016 and approvals being obtained from the relevant authorities and / or parties (if required), approval be and is hereby given to the Company to implement a reduction in the issued and share capital of RM475,736,645.70 and the credit of RM475,736,645.70 arising from the said capital reduction to be distributed to the shareholders of the Company, in the form of capital repayment by way of distributing all shares of CCM Duopharma Biotech Berhad ("CCMD") held by the Company after the internal reorganisation involving CCMD, the Company and CCMM, to the shareholders of the Company, on a pro rata basis and on the assumption that the share consolidation exercise by the Company whereupon every 3 existing ordinary shares of the Company held by the shareholders of the Company whose names appear in the Record of Depositors at the close of business on a date to be determined by the Board of Directors ("Board") shall be consolidated into 1 ordinary share in the Company is approved by the shareholders, then the said distribution shall be made after such share consolidation exercise.

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign, deliver and cause to be delivered on behalf of the Company all such documents and / or arrangements as may be necessary to give effect to and complete the Proposed Distribution including entitlement to deal with any and all fractions of a share and of a share of CCMD that may arise in connection with the Proposed Distribution in such manner as it deems fit in its absolute discretion and in the best interest of the Company and to assent to any conditions, modifications, variations and / or amendments in any manner as may be required by the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to and complete the Proposed Distribution."

By Order of the Board

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

Kuala Lumpur
Date: 11 September 2017



NOTES:

- All Resolutions in the Notice of Extraordinary General Meeting are to be conducted by poll voting as per Paragraph 8.29A(1) of the Listing Requirements of Bursa Malaysia.
- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company.
- 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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy must be deposited at the Company's Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than twenty-four (24) hours before the time appointed for taking of the poll, as per Section 334(3) of the Companies Act, 2016.
- Only depositors whose names appear in the Record of Depositors as at 27 September 2017 be regarded as members and entitled to attend and vote at the meeting.