



— NOTICE OF ANNUAL GENERAL MEETING —

NOTICE IS HEREBY GIVEN that the Fifty- Eighth (58th) Annual General Meeting ("AGM") of the Company will be held at the Board Room of Chemical Company of Malaysia Berhad, 13th Floor, Menara PNB, 201-A Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on **Monday, 15 June 2020 at 10.00 a.m.** for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors retiring under Articles 105 and 110 of the Constitution of the Company.
 - (a) Dato' Wan Mohd Fadzmi bin Che Wan Othman Fadzilah (Article 105)
Ordinary Resolution 1
 - (b) Datuk Anuar bin Ahmad (Article 110)
Ordinary Resolution 2
 - (c) Raja Azura binti Raja Mahayuddin (Article 110)
Ordinary Resolution 3
 - (d) Hasman Yusri bin Yusoff (Article 110)
Ordinary Resolution 4
 - (e) Dr. Leong Yuen Yoong (Article 110)
Ordinary Resolution 5
 - (f) Zainal Abidin bin Jamal (Article 110)
Ordinary Resolution 6
3. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 7
4. To approve the proposed total Directors' Fees amounting to RM1,000,000 for the period commencing from the conclusion of the forthcoming 58th AGM of the Company scheduled on 15 June 2020 until the conclusion of the next AGM of the Company in 2021 and to authorise the Directors to apportion the fees and make payment in the manner as the Directors may determine.
Ordinary Resolution 8
5. To approve the proposed payment of total Directors' Benefit (excluding Directors' Fees) up to an amount of RM500,000 for the period from the conclusion of the 58th AGM of the Company scheduled on 15 June 2020 until the conclusion of the next AGM of the Company in 2021 ("Relevant Period").
Ordinary Resolution 9

As Special Business

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

6. Proposed Amendments to the Existing Constitution of the Company ("Proposed Amendments")
Special Resolution 1

"THAT the Company's existing Constitution be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Appendix III of the Circular to Shareholders dated 15 May 2020 accompanying the Company's Annual Report for the financial year ended 31 December 2019;



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AND THAT the Directors be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

7. To transact any other business of which due notice shall have been received.

By Order of the Board

NOOR AZWAH BINTI SAMSUDIN

License No.: LS 0006071

SSM Practising Certificate No.: 201908002122

Company Secretary

Kuala Lumpur

Date: 15 May 2020

NOTES:

1. As part of the Company's initiative to curb the spread of COVID-19 outbreak and in line with the recommendation of the Suruhanjaya Syarikat Malaysia ("SSM") and Securities Commission Malaysia to consider conducting AGMs electronically as provided under Section 327 of the Companies Act 2016 ("CA 2016"), the 58th AGM of the Company will be conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities which are available on the Share Registrar's website, Boardroom Smart Investor Online Portal.

Please follow the procedures provided in the Administrative Guide for the 58th AGM in order to register, participate and vote remotely via the RPV facilities.

2. The venue of the 58th AGM is strictly for the purpose of complying with Section 327(2) of CA 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxy(ies) from the public will be physically present at the meeting venue.
3. All Resolutions in the Notice of AGM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad.
4. 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. Since the AGM will be conducted virtually/online, if a member is unable to participate in the AGM via the RPV facilities, he/she is entitled to appoint another person or the Chairman of the meeting to vote in accordance with his/her voting instructions as indicated in the Proxy Form.
5. 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, either under seal or under the hand of two authorised officers, one of whom shall be a Director, or of its attorney duly authorised in writing.
6. 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 Section 25A(1) of SICDA.



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7. The instrument appointing a proxy must be deposited to the Share Registrar, Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim (Jalan Semangat), Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time appointed for the taking of the poll as per Section 334(3) of CA 2016.

Alternatively, a member may deposit his/her proxy form(s) by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your proxy form electronically, also not less than 24 hours before the meeting.

8. Only Members whose names appear in the General Meeting Record of Depositors on 10 June 2020 will be regarded as members and will be entitled to attend, participate and vote at the meeting.

Explanatory Notes on Ordinary Business

1. Audited Financial Statements for financial year ended 31 December 2019

The Audited Financial Statements are laid in accordance with Section 340(1) of the CA 2016 for discussion only. They do not require shareholders' approval and hence will not be put for voting.

2. Ordinary Resolutions 1 to 6: Re-election of Directors retiring under Articles 105 and 110 of the Company's Constitution

Article 105 of the Constitution provides that one-third, of the Directors for the time being, or if their number is not in multiple of three, then a number nearest to one-third shall retire from office.

Article 110 of the Constitution provides that any Director so appointed to fill a casual vacancy shall hold office until the next following AGM and shall then be re-eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Consequently, one director, Dato' Wan Mohd Fadzmi bin Che Wan Othman Fadzilah will be retiring in accordance with Article 105 and five directors, Datuk Anuar bin Ahmad, Raja Azura binti Raja Mahayuddin, Hasman Yusri bin Yusoff, Dr. Leong Yuen Yoong and Zainal Abidin bin Jamal, will be retiring under Article 110.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 58th AGM, the Nomination and Remuneration Committee (NRC) has assessed each of the retiring Directors, and considered the following:

- (i) The Director's level of contribution to the Board deliberations through his/ her skills, experience and strength in qualities; and
- (ii) In respect of the Independent Directors, the level of independence demonstrated by these Directors, and their ability to act in the best interests of the Company in decision-making

The individual Directors have met the performance criteria required of an effective and high-performance Board.

Based on the above, the Board approved the NRC's recommendation that the Directors who retire in accordance with Articles 105 and 110 of the Constitution are eligible to stand for re-election. These retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board meetings.

3. Ordinary Resolution 7 - Re-appointment of KPMG PLT as Auditors of the Company

The Board, at its meeting held in February 2020 approved the Audit and Compliance Committee's (ACC) recommendation for the shareholders' approval to be sought at the 58th AGM in respect of the re-appointment of KPMG PLT as External Auditors of the Company for FY 2020.



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4. Ordinary Resolution 8 – Directors' Fees

The structure of Board of Directors' Fees for the holding company as set out below had been implemented since 2012 while the Board Committees' Fees had been implemented since 2010.

| Position | RM per Annum |
|-----------------------------|--------------|
| Chairman of the Board | 100,000 |
| Member of the Board | 75,000 |
| Chairman of Board Committee | 10,000 |
| Member of Board Committee | 8,000 |

Section 230(1) of CA 2016 provides amongst others, 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.

At the 57th AGM of the Company held on 28 May 2019, the shareholders had approved **RM1,000,000** as total Directors' Fees payable to the Directors of the Company from the conclusion of the 57th AGM on 28 May 2019 until the conclusion of the 58th AGM of the Company.

The total Directors' Fees incurred were as follows:

| | Approved at last AGM (from 28 May 2019 until conclusion of 58 th AGM) (RM) | Forecasted (from 28 May 2019 until conclusion of 58 th AGM) (RM) |
|---------|--|--|
| Company | 1,000,000 | 911,428 |
| Group | 1,000,000 | 911,428 |

With respect to the proposed total Directors' Fees from the conclusion of the forthcoming AGM which has been scheduled to be held on 15 June 2020 until the conclusion of the next AGM of the Company in 2021, the remuneration structure as approved since 2012 shall remain. Assuming that the total number of Directors and Board Committees as well as the members of the Board Committees remain the same, the total Group Directors Fees is estimated at **RM1,000,000**. This resolution, if passed, will facilitate the payment of Directors' Fees on current financial year basis until conclusion of the next AGM in 2021.

5. Ordinary Resolution 9 – Directors' Benefits (excluding Directors' Fees)

The directors' benefits (excluding Directors' Fees) comprise allowance and other emoluments/ benefits payable to the Chairman and the Non-Executive Directors at Board and Board Committee level. The current Board Remuneration Policy is set out below:

| Description | | Chairman | Member |
|---------------------------------------|---------------------------------------|----------|--------|
| Meeting allowance (RM per meeting) | Board of CCM | 1,300 | 1,000 |
| | Board Committee of CCM | 1,200 | 1,000 |
| | Board Task Force/Working Group of CCM | 1,000 | 1,000 |
| | Board of listed subsidiaries | 700 | 500 |
| | Board of unlisted active subsidiaries | 300 | 300 |
| Other benefits | Parking and other claimable benefits | | |

Note:

The Group Managing Director does not receive any Directors' Benefits other than those specified in her service contract.



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The shareholders have approved a total of RM500,000 for the period from 28 May 2019 until the conclusion of the forthcoming AGM which has been scheduled on 15 June 2020.

The actual total benefits incurred were as follows:

| | Approved at last AGM (28 May 2019 until conclusion of 58 th AGM) (RM) | Actual (28 May 2019 until conclusion of 58 th AGM) (RM) |
|---------|---|---|
| Company | 500,000 | 171,800 |
| Group | 500,000 | 171,800 |

In determining the estimated total amount of benefits (excluding Directors' Fees) for the directors of the Company, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings. The number of Board and Board Committee meetings are determined based on the strategy and plans of the Company and Group for the financial year.

For the period from the conclusion of the forthcoming AGM which has been scheduled on 15 June 2020 until the conclusion of the next AGM in 2021, the total amount of actual benefits excluding Directors' Fees) to be incurred is expected to be **RM500,000**. In the event that the Proposed Directors' Remuneration (excluding Directors' Fees) is insufficient (e.g. due to more meetings or enlarged board size, etc.), approval will be sought at the next AGM for the additional remuneration to meet the shortfall.

Ordinary Resolution 9, if passed, will be paid by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the directors to be paid on a monthly basis and/or as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

6. Special Resolution 1 - Proposed Amendments to the Existing Constitution of the Company ("Proposed Amendments")

This proposed Special Resolution 1, if passed, will give full effect to the Proposed Amendments as set out in Appendix III of the Circular to Shareholders dated 15 May 2020 accompanying the Company's Annual Report for the financial year ended 31 December 2019.

The rationale of the Proposed Amendments is primarily to provide further clarity on certain terms of the Constitution and to ensure compliance with CA 2016, the Malaysian Code on Corporate Governance (MCCG), the MMLR of Bursa Malaysia Securities Berhad and other prevailing statutory and regulatory requirements applicable to the Company.



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| | |
|-------------------------|--|
| Day/Date/Time: | Monday, 15 June 2020 at 10.00 am |
| Venue: | Board Room of Chemical Company of Malaysia Berhad, 13 th Floor, Menara PNB, 201-A Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur |
| Mode of Meeting: | Virtual |

1. COVID-19 Outbreak and Safety Measures

- (a) The Suruhanjaya Syarikat Malaysia ("SSM") in its media statement on 16 March 2020 in relation to the COVID-19 outbreak, had encouraged companies to consider conducting their AGMs electronically as provided under Section 327 (1) of the Companies Act ("CA") 2016. At the same time, companies are to observe and exercise all necessary precautions to protect the well-being of the public, whilst complying with their regulatory obligations.
- (b) Securities Commission Malaysia ("SC") has issued on 18 April 2020 (Revised on 24 April 2020) a Guidance and FAQs on the Conduct of General Meetings for Listed issuers (Guidance Note) to guide all companies listed on Bursa Malaysia Securities Berhad on the conduct of general meetings during a period when the Movement Control Order ("MCO") is in place or outside of an MCO period; but where safe distancing requirements remain (e.g. restriction on mass gatherings) which includes the conduct of fully virtual general meetings and hybrid general meetings.
- (c) Consequently, as part of the Company's initiative to curb the spread of COVID-19 outbreak and in line with the recommendations of the SSM, SC and the Government on leveraging technology and social distancing during the COVID-19 outbreak, the 58th AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities which are available on the Share Registrar's website, Boardroom Smart Investor Online Portal.
- (d) There will be **NO VOUCHER(S)** or **DOOR GIFT(S)** for members/ proxies who participate at the AGM.

2. AGM Venue

The venue of the 58th AGM is strictly for the purpose of complying with Section 327(2) of CA 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxy(ies) from the public will be physically present at the meeting venue.

3. General Meeting Record of Depositors

The Company has requested Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Register of Depositors ("ROD") as at 10 June 2020 in accordance with the Company's Constitution and the Securities Industry (Central Depositories) Act 1991.

Only Members whose names appear in the General Meeting ROD as at 10 June 2020 will be regarded as members and entitled to attend and vote at the meeting.



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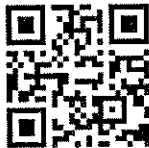
4. Proxy

Members are encouraged to go online, participate, and vote at the 58th AGM remotely using the RPV facilities. If a member is not able to attend the AGM via the RPV facilities, he/she can appoint another person or the Chairman of the meeting as his/her proxy to vote in accordance with his/her voting instructions as indicated in the Proxy Form. Please submit the Proxy Form to the Share Registrar, Boardroom Share Registrars Sdn Bhd ("Boardroom"), no later than **Sunday, 14 June 2020 at 10.00 a.m.**

Please take note that Members must complete the Proxy Form for the AGM should he/she wishes to appoint a proxy(ies). The Proxy Form can be obtained from the Annual Report circulated to the Members or can be downloaded from the Company's corporate website at <https://www.ccmberhad.com/investor-relations.php>.

Please ensure that the original form is deposited at the Share Registrar's office not less than 24 hours before the time appointed for holding the meeting. Alternatively, a Member may deposit his/her Proxy Form by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your Proxy Form electronically, also not less than 24 hours before the meeting.

5. Voting Procedure

- (a) Voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Boardroom Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
- (b) During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
- (c) For the purposes of this AGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computer/laptops.
- (d) There are 3 methods for members and proxies who wish to use their personal voting device to vote remotely. They are as follows:
 - i) By downloading the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting; **OR**
 - ii) Scanning the following QR Scanner Code; **OR**

 - iii) Assessing the website URL <https://web.lumiagm.com/>
- (e) The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Scrutineers will announce the results thereafter and the Chairman will declare whether the resolutions put to vote were successfully carried or not.
- (f) In accordance with the Company's Constitution, Members are entitled to vote at the online AGM either personally or by proxy, based on the General Meeting ROD. Any eligible Voting Member who is unable to participate electronically is entitled to appoint another person or the Chairman of the meeting to vote in accordance with his/her voting instructions as indicated in the Proxy Form.



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6. Remote Participation and Electronic Voting

(a) Please note that this option is available to:

- (i) individual members;
- (ii) corporate shareholder;
- (iii) Authorised Nominee; and
- (iv) Exempt Authorised Nominee.

(b) If you choose to participate in the meeting virtually/online, you will be able to view a live webcast of the Meeting, ask the Board of Directors questions and submit your votes in real time.

(c) Kindly follow the steps below on how to request for login ID and password:

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password.]

- a. Access website <https://boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one business day and an email notification will be provided.

Step 2 – Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened from 15 May 2020 onwards.]

Individual Members

- Login to <https://boardroomlimited.my> using your user id and password above.
- Select "Hybrid/Virtual Meeting" from main menu and select the correct Corporate Event "CCM 58th Virtual AGM".
- Enter your CDS Account.
- Read and agree to the terms & condition and thereafter submit your request.

Corporate Shareholders

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of the Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request.

Authorised Nominee and Exempt Authorised Nominee

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of the Member, CDS Account Number accompanied with the Proxy Form to submit the request.
 - a. You will receive a notification from Boardroom that your request has been received and is being verified.
 - b. Upon system verification against the AGM's ROD, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
 - d. Please note that the closing time to submit your request is at 10:00am on **Sunday, 14 June 2020** (24 hours before the AGM).



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Step 3 – Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- a. The Virtual Meeting portal will be opened for login starting an hour (1 hour) before the commencement of AGM at 9:00am on 15 June 2020.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2 above)
- c. The steps will also guide you on how to view the live web cast, ask questions and vote.
- d. The live web cast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the AGM.
- e. You can now logout from the Virtual Meeting Portal.

- (d) Members who are unable to participate in our virtual/online AGM can appoint another person or the Chairman of the meeting as his/her proxy to vote on their behalf in accordance with their instruction in the Proxy Form. Members may use Boardroom Smart Investor Portal proxy appointment service to submit their proxy appointment.

7. Participation through Live Webcast, Question and Voting at the online AGM

The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by Members which are related to the resolutions to be tabled at the 58th AGM.

Members may proceed to cast their votes on each of the proposed resolutions to be tabled at the 58th AGM after the Chairman opens the poll for the resolutions. Shareholders are reminded to cast their votes before the poll is closed.

8. Presentation at the virtual/online AGM

Members who participate at the virtual/online AGM are able to view the Company's presentation or slides via the live web-streaming.

9. Procedure for the virtual/online AGM

The Login User Guide for participation, posing questions and voting at the 58th AGM, will be emailed to Members together with their remote access user ID and password once their registration have been approved.

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

Members are requested to ensure that you are connected to the internet line at all times in order to participate and vote during the AGM. Therefore, it is the Members responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

10. Communication Guidance

Shareholders are also reminded to monitor the Company's website and announcements for any latest development with regard to the AGM.



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11. Enquiry

Please contact the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at +603 7890 4700 or send your enquiry to bsr.helpdesk@boardroomlimited.com if you have any query on the virtual/online AGM.

Members may also submit questions in respect of the resolutions to be tabled at the AGM in advance to info@ccmberhad.com no later than **Sunday, 14 June 2020 at 10.00 a.m.**

12. Personal Data Privacy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The Member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

13. Annual Report 2019 ("AR 2019") and Circular to Shareholders ("Circular")

Members may request for the hardcopies of the AR 2019 and Circular from the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at +603 7890 4700 via telephone or email at bsr.helpdesk@boardroomlimited.com. Alternatively, Members may submit a request form which is available on the Company's website at www.ccmberhad.com/ar/regquisition-form.php.

However, in light of the Movement Control Order announced by the Malaysian Government since 18 March 2020, there will be some delay in the delivery of the printed copies. As such, Members are encouraged to download the softcopy of the AR 2019 and the Circular from the Company's corporate website at <https://www.ccmberhad.com/investor-relations.php>.