

# CHEMICAL COMPANY OF MALAYSIA BERHAD<sup>(5136-T)</sup>

(Incorporated in Malaysia)

**EXTRAORDINARY GENERAL MEETING  
HELD ON TUESDAY, 3 OCTOBER 2017 AT 10.30 A.M.  
AT BALLROOM 1, LEVEL 1, SIME DARBY CONVENTION CENTRE,  
1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR**

**PRESENT:**

YB Dato' Hajah Normala binti Abdul Samad - *Chairman*  
Encik Leonard Ariff bin Abdul Shatar - *Group Managing Director*  
Encik Khalid bin Sufat - *Senior Independent Director*  
Dato' Azmi bin Mohd Ali - *Director*  
Dr Leong Chik Weng - *Director*  
Dato' Seri Ir. Dr. Zaini bin Ujang - *Director*  
- joined the meeting at 11.30 am  
Datin Paduka Kartini binti Hj. Abdul Manaf - *Director*  
Datuk Nik Moustpha bin Haji Nik Hassan - *Director*

**ABSENT WITH APOLOGY:**

Tan Sri Siti Sa'diah binti Sh Bakir - *Director*

SHAREHOLDERS – *as per attendance list*

PROXIES – *as per attendance list*

**IN ATTENDANCE :**

Puan Hjh. Noor Azwah binti Samsudin - *Group Company Secretary*  
Puan Nik Fazila binti Nik Mohamed Shihabuddin - *Group Chief Operating Officer cum  
Chief Financial Controller*  
Puan Norzaimah binti Maarof - *Director, Group Corporate Development*  
Encik Ibrahim Hussin Salleh - *General Manager, Group Legal*  
Encik Anuar bin Kasim - *Chief Executive Officer, Chemicals*  
Dr Khew Mei Ching - *Chief Executive Officer, Polymers*  
Encik Wan Amir-Jefferey bin Wan Abd Majid - *Chief Strategy Officer, CCM Duopharma*  
Mr Chek Wu Kong - *Chief Financial Officer, CCM Duopharma*  
Puan Hjh. Wan Aishah Idris binti Muhamad Idris - *Head, Group Integrity & Assurance*

Representatives of the Board of CCM Duopharma Biotech Berhad – *as per attendance list*

Representatives from Maybank Investment Bank (*Principal Adviser*) – *as per attendance list*

Representatives from Zain & Co (*Legal Adviser*) – *as per attendance list*

Representatives from Deloitte Tax Services (*Tax Adviser*) – *as per attendance list*

Representatives from KPMG PLT – *as per attendance list*

Symphony Share Registrars – *as per attendance list*

Symphony Corporatehouse – *as per attendance list*

## **PRELIMINARIES/ QUORUM**

According to Article 45 of the Company's Constitution, the quorum for the meeting shall be two members present in person.

As the number of members present is sufficient, the Secretary confirmed the quorum for the meeting. In addition, a total of 668 proxies totalling 336,317,464 ordinary shares representing 73.49% of the Company's paid up capital were received by the Registrar.

## **NOTICE OF MEETING**

With the consent from the shareholders, the notice of the Extraordinary General Meeting ("EGM") dated 11 September 2017 was taken as read.

## **OPENING REMARKS**

YB Dato' Chairman chaired the Meeting and welcomed all members and invitees present at the meeting.

Before proceeding with the agenda proper, YB Dato' Chairman had extended the apologies from Tan Sri Siti Sa'diah binti Sh Bakir who was unable to attend this meeting as she was currently overseas. In addition, YB Dato' Chairman also informed that Dato' Seri Ir. Dr. Zaini bin Ujang would be joining the meeting later due to his prior commitment.

In her opening remark, YB Dato' Chairman informed that the purpose of the EGM was to seek the shareholders' approval in respect of the proposed corporate exercise as contained in the Circular to Shareholders dated 11 September 2017, as follows:

### 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"**)

### Ordinary Resolution 2:

Proposed placement to Permodalan Nasional Berhad ("PNB") and/ or persons connected with it (**"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"**)

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 reorganization 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**”),

For the above proposals, YB Dato’ Chairman informed that the Board has appointed **Maybank Investment Bank** as Principal Advisor, **Zain & Co** as the Legal Advisor and **Deloitte Tax Services Sdn Bhd** as the Tax Advisor to assist the Board in the corporate exercise.

To explain further the proposals, YB Dato’ Chairman had invited the Group Managing Director to brief the shareholders on the proposed corporate exercise as contained in the Circular to Shareholders dated 11 September 2017. The Group Managing Director also shared the questions received from MSWG and the corresponding responses accordingly.

Before the motions were put to the Meeting, members/ proxies present were also invited to address their queries in relation to the proposal to the Board of Directors.

In summary, the questions posed by MSWG and the shareholders were in relation to among others; the impact of the proposed share Consolidation and Proposed Distribution, the Group’s gearing ratio post de-merger, selection criteria of the places and value add of the Proposed Placements and benefits of the Proposed Share Consolidation especially to the minority shareholders. There were also suggestions from the floor that the Board should have the right competencies and knowledge across the business sections in order to arrive at sound decision making. In addition, the shareholders also advised the Company to be mindful on the impact of FOREX to the polymers and chemicals business which can work positively or otherwise to the two business.

Upon conclusion of the questions and answers session, the meeting then proceeded to the agenda proper.

## **GENERAL INSTRUCTIONS ON MEETING PROCEDURES**

YB Dato’ Chairman briefed the members/ proxies present that pursuant to Paragraph 8.29A(1) of the Bursa Malaysia Listing Requirements, all resolutions in the Notice of EGM which were put to vote shall be decided by way of electronic voting (e-voting).

For this purpose, a poll was conducted upon completion of the deliberation of all resolutions to be transacted at this EGM. The Company had appointed Symphony Share Registrars as Poll Administrator to conduct the polling process and Symphony Corporatehouse as Scrutineers to verify the poll results.

For the record, only members present in person or proxies appointed by members may vote on each of the resolution tabled at this EGM. Every member present in person or by proxy shall have one (1) vote for each share he/ she holds.

### **AGENDA OF EGM**

The Chairman then proceeded to the Agenda proper as set out in the Notice of EGM as follows, and requested a proposer and seconder for each of the following motions to be carried:

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”**)
  - Ordinary Resolution 1
2. Proposed placement to Permodalan Nasional Berhad (“PNB”) and/ or persons connected with it (**“Proposed Placement to PNB”**)
  - Ordinary Resolution 2
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”**)
  - Ordinary Resolution 3:
4. 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 reorganization 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”**)
  - Special Resolution

### **CONDUCT OF POLL VOTING**

Before proceeding with the poll voting, YB Dato’ Chairman invited the Poll Administrator from Symphony Share Registrars to brief the meeting on the polling process and procedures.

Subsequently, the Chairman adjourned the meeting for 15 minutes to allow the shareholders to cast their votes.

## **OUTCOME OF THE EGM - POLL RESULTS**

Based on the poll results which had been verified by the Scrutineers, Symphony Corporatehouse Sdn Bhd, the Chairman declared that all resolutions tabled at the EGM were carried and the poll results were as follows:

Resolutions	VOTE FOR		VOTE AGAINST		TOTAL VOTES		ABSTAINED
	No. of Units	%	No. of Units	%	No. of Units	%	No. of Units
Ordinary Resolution 1	330,865,056	99.9891	36,105	0.0109	330,901,161	100.0	-
Ordinary Resolution 2	9,360,793	99.6158	36,105	0.3842	9,396,898	100.0	321,504,263
Ordinary Resolution 3	330,865,956	99.9894	35,205	0.0106	330,901,161	100.0	-
Special Resolution	330,869,056	99.9903	32,105	0.0097	330,901,161	100.0	-

## **CLOSE OF MEETING**

There being no other business to be transacted, the meeting concluded at 12.50 p.m. after passing of vote of thanks to YB Dato' Chairman.

Dated:

**SIGNED AS A CORRECT RECORD:**

**CHAIRMAN**