

Notice of Annual General Meeting

Notice is hereby given that the Forty-Seventh Annual General Meeting of the Company will be held at Ballroom 2 & 3, Nikko Hotel, 50450 Jalan Ampang, Kuala Lumpur on Thursday, 11 June 2009 at 10.30 a.m. for the following purposes:

Agenda

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2008 together with the Reports of the Directors and Auditors thereon

Ordinary Resolution 1

2. To approve a gross final dividend of 1.80 sen (less 25% tax) per ordinary share and final tax exempt dividend of 4.85 sen per ordinary share for the financial year ended 31 December 2008.

Ordinary Resolution 2

3. To re-elect the following Directors retiring under Article 91 of the Articles of Association of the Company

- a. Dato' N. Sadasivan

Ordinary Resolution 3

- b. E. Sreesanthan

Ordinary Resolution 4

4. To re-elect the following Directors retiring under Article 96 of the Articles of Association of the Company.

- a. Datuk Dr. Saharan bin Haji Anang

Ordinary Resolution 5

- b. Mohd. Nizam bin Zainordin

Ordinary Resolution 6

5. To approve the directors' fees of RM448,624.62 for the financial year ended 31 December 2008.

Ordinary Resolution 7

6. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration

Ordinary Resolution 8

7. 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:

8. Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Ordinary Resolution 9

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 Sections 2.2.1 and 2.2.4 of the Circular to Shareholders dated 20 May 2009 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.

Notice of Book Closure

NOTICE IS HEREBY GIVEN that subject to the approval of the Shareholders at the forthcoming AGM, the proposed gross final dividend of 1.80 sen (less 25% tax) per ordinary share and final tax exempt dividend of 4.85 sen per ordinary share in respect of the Company's financial year ended 31 December 2008 will be paid on 23 July 2009 to shareholders whose names appear in the Record of Depositors on 9 July 2009.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 9 July 2009 in respect of ordinary transfer; and
- b. Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 7 July 2009 in respect of shares which are exempted from mandatory deposit.
- c. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Noor Azwah binti Samsudin (LS 0006071)

Ibrahim Hussin Salleh (LS 0009121)

Company Secretaries

Kuala Lumpur

20 May 2009

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 shareholding to be represented by each proxy.
3. 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.
4. The instrument appointing a proxy must be deposited at the Registrar of the Company at Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting.

Explanatory Notes on Special Business

- i. Ordinary Resolution 9 - Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The explanatory notes on Ordinary Resolution 9 is set out in the Circular to Shareholders dated 20 May 2009.

Statement Accompanying the Notice of the Forty-Seventh Annual General Meeting of Chemical Company of Malaysia Berhad

Pursuant to Paragraph 8.28(2) of the Listing Requirements of Bursa Malaysia Securities Berhad

The details of the four (4) Directors seeking for re-election are set out in their respective profiles which appear in the Directors' Profiles on pages 024 and 028 of this Annual Report.

The details of their interest in the securities of the Company are set out in the Analysis of Shareholdings which appears on page 120 and 123 of this Annual Report.