

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty-Fifth Annual General Meeting of the Company will be held at Grand Ballroom, The Legend Hotel, Jalan Putra, Kuala Lumpur on Monday, 28 May 2007 at 11.30 a.m for the following purposes:-

AGENDA

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2006 together with the Reports of the Directors and Auditors thereon.
Ordinary Resolution 1
2. To approve a gross final dividend of 9 sen (less 27% tax) and a special tax exempt dividend of 6 sen for the financial year ended 31 December 2006.
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) Dato' Kalsom binti Abdul Rahman
Ordinary Resolution 4
 - (c) Dato' Dr. Mohamad Hashim bin Ahmad Tajudin
Ordinary Resolution 5
4. To approve the directors' fees of RM467,312.00 for the financial year ended 31 December 2006.
Ordinary Resolution 6
5. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 7
6. 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 Resolutions:-

7. **Proposed Amendments to the Articles of Association of the Company**

“That the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in the Circular to Shareholders dated 3 May 2007 be and are hereby approved.”
Special Resolution 1

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”)**

“That subject to the Listing Requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company and/or its subsidiary 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 3 May 2007 which are necessary for the Company and/or its subsidiary's 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."

Ordinary Resolution 8

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that subject to the approval of the Shareholders at the forthcoming AGM, the proposed gross final dividend of 9 sen (less 27% tax) and special tax exempt dividend of 6 sen per RM1.00 ordinary share unit in respect of the Company's financial year ended 31 December 2006 will be paid on 15 June 2007 to shareholders whose names appear in the Record of Depositors on 6 June 2007.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 6 June 2007 in respect of ordinary transfer; and
- Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 4 June 2007 in respect of shares which are exempted from mandatory deposit.
- 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

3 May 2007

NOTES:

- A member of the Company, entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.
- Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- 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 with the Company's Registrar, Symphony Share Registrar, 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

- Special Resolution 1 – Proposed amendments to the Articles of Association of the Company

The Special Resolution 1 proposed, if passed, will render the Articles of Association of the Company to be consistent with the new requirements under Chapter 7 of the Listing Requirements of Bursa Malaysia Securities Berhad pursuant to the letters dated 14 December 2006 and 9 April 2007 from Bursa Malaysia Berhad and any prevailing laws, rules, regulations, orders, guidelines or requirements of the relevant authorities.

- Ordinary Resolution 8 – 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 8 are set out in the Circular to Shareholders dated 3 May 2007.

StatementAccompanying**the**Notice

OF THE FORTY-FIFTH 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 three (3) Directors seeking re-election are set out in their respective profiles which appear in the Directors' Profiles on pages 8 and 16 of this Annual Report.

The details of their interest in the securities of the Company are set out in the Analysis of Shareholdings which appear on page 151 of this Annual Report.

Director who retire pursuant to Section 129(6) of the Companies Act 1965 and do not offer himself to be re-elected at the forthcoming Annual General Meeting is as follows:-

- (i) Dato' Seri Mohd Hussaini bin Haji Abdul Jamil

No. of shares held:	CDS account no.:	Serial number:

I/We _____
 (Full name in capital letters)

of _____
 (Full address)

being *a shareholder/shareholders of CHEMICAL COMPANY OF MALAYSIA BERHAD (“the Company”) hereby appoint:-

_____ (Full name in capital letters)

of _____ (Full address)

as my/our proxy to vote for me/us at the Forty-Fifth Annual General Meeting of the Company to be held at Grand Ballroom, The Legend Hotel, Jalan Putra, Kuala Lumpur on Monday, 28 May 2007 at 11.30 a.m. and at any adjournment thereof.

Please indicate with an “X” in the space provided below how you wish your votes to be cast. Unless otherwise instructed, the Proxy vote as he thinks fit.

		For	Against
Ordinary Resolution 1	To receive and adopt the Audited Financial Statements and Reports.		
Ordinary Resolution 2	To approve gross final dividend of 9 sen (less 27% tax) and special tax exempt dividend of 6 sen.		
Ordinary Resolution 3	To re-elect Dato’ N. Sadasivan.		
Ordinary Resolution 4	To re-elect Dato’ Kalsom binti Abdul Rahman.		
Ordinary Resolution 5	To re-elect Dato’ Dr. Mohamad Hashim bin Ahmad Tajudin.		
Ordinary Resolution 6	To approve the directors’ fees for financial year ended 31 December 2006.		
Ordinary Resolution 7	To re-appoint Messrs KPMG as Auditors.		
Special Resolution 1	Special Business: i) Proposed Amendments of the Articles of Association		
Ordinary Resolution 8	Special Business: ii) Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

Signed this _____ day of _____ 2007

 Signature of Shareholder

Notes:

1. A member of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member 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 with the Company’s Registrar, 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 hours (48) before the time appointed for holding the meeting.

Please fold here to seal

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Affix
postage
stamp

The Registrar

CHEMICAL COMPANY OF MALAYSIA BERHAD (5136-T)

Level 26, Menara Multi-Purpose

Capital Square

No. 8, Jalan Munshi Abdullah

50100 Kuala Lumpur

Malaysia

