

THIS ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY. If you have sold all your ordinary shares in Chemical Company of Malaysia Berhad ("CCM" or "Company"), you should at once hand this Abridged Prospectus together with the Notice of Provisional Offer and Rights Subscription Form to the stockbroker or agent through whom you effected the sale for transmission to the purchaser. All enquiries for this offer for sale of warrants ("Offer For Sale") should be addressed to the Registrar of the Company, Malaysian Share Registration Services Sdn Bhd, 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur.

A shareholder with a registered address outside Malaysia, in which the acceptance of all or any part of their entitlement would result in the contravention of the laws of the countries or jurisdictions in which such shareholders are residents, in the absence of any necessary consent and/or compliance with any registration or other legal requirements or for any other reason, are not entitled to accept all or any part of their entitlements or to apply for excess warrants. If any such shareholder purports to accept all or any part of his entitlements, such purported acceptance or application will be deemed invalid and such shareholder will be considered not to have accepted his rights entitlements nor have applied for excess warrants. Such shareholders should consult their legal advisers in the countries or jurisdictions in which they are residents as to whether the acceptance of their entitlements or application for excess warrants would result in the contravention of any law of such country or jurisdiction.

Copies of this Abridged Prospectus together with the Notice of Provisional Offer and the Rights Subscription Form, have been registered with the Securities Commission ("SC") and lodged with the Companies Commission of Malaysia, who take no responsibility for the contents of these documents. Approval has been obtained from the SC on 10 October 2002 for this Offer For Sale. Approval-in-principle has been obtained from the Kuala Lumpur Stock Exchange ("KLSE") on 18 December 2002 for the admission of the warrants arising from this Offer For Sale to the Official List of the KLSE and to deal in and quotation for the warrants and new ordinary shares to be issued upon exercise of the warrants. Official quotation will commence after receipt of confirmation from the Malaysian Central Depository Sdn Bhd that all the Central Depository System accounts of the entitled shareholders / renounees have been duly credited and notices of allotment have been despatched to the entitled shareholders / renounees.

Neither the KLSE nor the SC takes any responsibility for the correctness of any of the statements made or opinions or reports expressed herein. Admission to the Official List and the listing of and quotation for the warrants are in no way reflective of the merits of the Offer For Sale.

All documentation relating to this Offer For Sale has been seen and approved by the Board of Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statement or other facts the omission of which would make any statement in these documents misleading or incorrect.

AmMerchant Bank as the Adviser and Offeror acknowledges that, based on all available information and to the best of its knowledge and belief, this Abridged Prospectus constitutes full and true disclosure of all material facts concerning the Offer for Sale, the Company and its subsidiaries which have been stated by the Directors (for which the Directors are fully responsible) after due and careful enquiry.

Unless otherwise stated, the unit of currency used in this Abridged Prospectus is Ringgit Malaysia or "RM" in abbreviation and sen.



CHEMICAL COMPANY OF MALAYSIA BERHAD

(Company No. 5136-T)

(Incorporated in Malaysia under the Companies Act, 1965)

OFFER FOR SALE BY AmMerchant Bank Berhad OF THE PROVISIONAL RIGHTS TO ALLOTMENT OF 88,040,592 WARRANTS IN CCM TO THE SHAREHOLDERS OF CCM ON A RENOUNCEABLE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) EXISTING ORDINARY SHARES HELD AT 5.00 P.M. ON 13 JANUARY 2003 AT AN OFFER PRICE OF RM0.4522 PER WARRANT

Adviser, Offeror and Managing Underwriter



AmMerchant Bank Berhad

(Formerly known as Arab-Malaysian Merchant Bank Berhad) (23742-V)
A member of the AmBank Group

IMPORTANT DATES FOR THE OFFER FOR SALE

Last day and time for:-

Sale of Provisional Allotment of Rights	5.00 p.m. on 5 February 2003*
Transfer of Provisional Allotment of Rights.....	5.00 p.m. on 10 February 2003*
Acceptance and Payment.....	5.00 p.m. on 19 February 2003*
Excess Rights to Allotment Application and Payment.....	5.00 p.m. on 19 February 2003*

* or such later time and day as the Directors and Offeror may decide and announce .

This Abridged Prospectus is dated 20 January 2003

THE SECURITIES COMMISSION HAS APPROVED THIS OFFER FOR SALE AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE COMMISSION RECOMMENDS THE OFFER FOR SALE.

THE SECURITIES COMMISSION SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE OR OPINION OR REPORTS EXPRESSED IN THIS ABRIDGED PROSPECTUS. SHAREHOLDERS/ INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT.

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DEFINITIONS

Except where the context otherwise requires, the following abbreviations and definitions shall apply throughout this Abridged Prospectus: -

Act	:	The Companies Act, 1965
AmMerchant Bank or Offeror	:	AmMerchant Bank Berhad (23742-V) <i>(Formerly known as Arab-Malaysian Merchant Bank Berhad)</i>
Bonds	:	The RM200,000,000 nominal amount of 7-year 3% p.a. Fixed Rate Bonds issued by CCM pursuant to the Bonds With Warrants Issue
Bonds With Warrants Issue	:	The issue of RM200,000,000 nominal amount of 7-year 3% p.a. Fixed Rate Bonds with 88,040,592 detachable Warrants to the Co-Primary Subscribers structured on a "Bought Deal" basis
Bond Holders	:	The registered holders of the Bonds as shown in the Register of Bond Holders
BNM	:	Bank Negara Malaysia
Board	:	The Board of Directors of CCM
Book Closure Date	:	13 January 2003 at 5.00 p.m., being the date at which shareholders must be registered in the Record of Depositors of the Company in order to participate in the Offer For Sale
Bought Deal	:	The issue of the Bonds with detachable Warrants by CCM to the Co-Primary Subscribers who will undertake a private placement of the Bonds to Secondary Subscribers and thereafter, AmMerchant Bank as the Warrant Subscriber will offer the detached Warrants to the shareholders of CCM under the Offer for Sale
CCM or Company	:	Chemical Company of Malaysia Berhad (5136-T)
CCM Group or Group	:	CCM and its subsidiaries
CCM Pharma	:	CCM Pharma Sdn Bhd (4672-U)
CDS	:	Central Depository System
Co-Primary Subscribers	:	AmMerchant Bank and OCBC, pursuant to the Subscription Agreement for the subscription of the entire issue of the Bonds
CPO	:	Crude palm oil
Deed Poll	:	The deed poll dated 22 November 2002 executed by CCM governing the Warrants

DEFINITIONS... ..cont'd

EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
EGM	:	Extraordinary General Meeting
Entitled Shareholders	:	Shareholders of CCM whose names appear in the Record of Depositors of the Company as at Book Closure Date
EPS	:	Earnings per share
ESOS	:	Employee share option scheme
Exercise Period	:	The period commencing from the date of issue of the Warrants and ending ten (10) years thereafter
Exercise Price	:	The price of RM1.36 payable upon exercise of each Warrant subject to adjustments under certain circumstances in accordance with the provisions of the Deed Poll
Fund Raising Exercise	:	The Bonds With Warrants Issue and the Offer For Sale, collectively
Government	:	Government of Malaysia
Issuer	:	CCM
KLSE	:	Kuala Lumpur Stock Exchange (30632-P)
MCD	:	Malaysian Central Depository Sdn Bhd (165570-W), a subsidiary of the KLSE
NTA	:	Net tangible assets
OCBC	:	OCBC Bank (Malaysia) Berhad (295400-W)
Offer For Sale	:	Offer for sale by AmMerchant Bank of the Provisional Rights to Allotment of 88,040,592 Warrants in CCM to the shareholders of CCM on a renounceable basis of one (1) Warrant for every four (4) existing Shares held at Book Closure Date at an offer price of RM0.4522 per Warrant
Outstanding Warrants	:	The 88,982,134 warrants 1996/2006, constituted by the deed poll dated 5 February 1996, supplemental deed poll dated 12 April 1996, further supplemental deed poll dated 1 April 1997 and the third supplemental deed poll dated 28 June 1999, collectively executed by the Company

DEFINITIONS... ..cont'd

PAT	:	Profit after taxation
PBT	:	Profit before taxation
Proceeds	:	The proceeds of RM200 million raised from the Fund Raising Exercise
RAM	:	Rating Agency Malaysia Berhad (208095-U)
Record of Depositors	:	A record maintained by the MCD pursuant to Chapter 24.0 of its rules, including any amendment thereof
Registrar	:	Malaysian Share Registration Services Sdn Bhd (378993-D)
Rights to Allotment	:	The provisional rights to allotment of the Warrants
RM and sen	:	Ringgit Malaysia and sen respectively
RSF	:	Rights Subscription Form
SC	:	Securities Commission
Secondary Subscribers	:	Institutions and/or others who fall under the ambit of Schedule 2 of the SC Act 1993 (as amended)
Share(s)	:	Ordinary share(s) of RM1.00 each in CCM
Subscription Agreement	:	The subscription and offer for sale agreement entered into between CCM, AmMerchant Bank and OCBC in respect of the Bonds With Warrants Issue
Trustee	:	HSBC (Malaysia) Trustee Berhad (001281-T) acting as trustee for the Bond Holders
US or United States	:	United States of America
USD	:	United States Dollar
Warrants	:	88,040,592 detachable Warrants issued pursuant to the Bonds With Warrants Issue carrying the right to subscribe for one (1) new Share at the Exercise Price
Warrant Holders	:	The registered holders of the Warrants as shown in the Register of Warrant Holders / Record of Depositors of Warrants
Warrant Subscriber	:	AmMerchant Bank, pursuant to the Subscription Agreement for the subscription of the entire issue of the Warrants

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CHEMICAL COMPANY OF MALAYSIA BERHAD

(Company No. 5136-1)

(Incorporated in Malaysia under the Companies Act, 1965)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Name	Age	Nationality	Address	Occupation / Designation
Dato' Mohd Ibrahim bin Mohd Zain	59	Malaysian	71 Jalan Ampang Hilir 55000 Kuala Lumpur	Non-Executive Chairman
Dato' Lim Say Chong	62	Malaysian	16A Jalan Tun Ismail 50480 Kuala Lumpur	Managing Director
Hiu Woong Choong	54	Malaysian	No. 17, Jalan 17/33 46400 Petaling Jaya	Executive Director
Oh Kim Sun	54	Malaysian	18 Jalan Tun Ismail 50480 Kuala Lumpur	Executive Director
Dato' David Chiu	48	British	Block 11, Tower 2 Unit 11-1-1, Menara Hartamas Jalan Sri Hartamas 1 Sri Hartamas 50480 Kuala Lumpur	Non-Executive Director
Haji Hassan bin Jaafar	56	Malaysian	5 Jalan SS20/22 Damansara Utama 47400 Petaling Jaya	Non-Executive Director
Khet Kok Yin	56	Malaysian	89 Jalan Hujan Bubuk Overseas Union Garden 58200 Kuala Lumpur	Non-Executive Director
Paisol bin Ahmad	49	Malaysian	15 Jalan Pertiwi Taman Maluri, Cheras 55100 Kuala Lumpur	Non-Executive Director
Dato' N. Sadasivan	62	Malaysian	252 Lorong Maarof Bukit Damansara, Bangsar 59100 Kuala Lumpur	Independent Non-Executive Director

Name	Age	Nationality	Address	Occupation / Designation
Dato' Tan Kay Hock	55	Malaysian	3 Lorong Nusa 1 Jalan Tunku Putra Taman Bukit Mas, 50480 Kuala Lumpur	Independent Non-Executive Director
Ooi Boon Leong	65	Malaysian	No. 6, Lorong Titiwangsa 3 53200 Kuala Lumpur	Independent Non-Executive Director
Tan Sri Dato' Dr. Mohamed Yusof bin Hashim	64	Malaysian	No 15,16/1 Jalan Dato' Abu Bakar 46350 Petaling Jaya	Independent Non-Executive Director
Eva Hui Yin Fun	49	British	Block 11, Tower 2 Unit 11-1-1, Menara Hartamas Jalan Sri Hartamas 1 Sri Hartamas 50480 Kuala Lumpur	(alternate to Dato' David Chiu)

AUDIT COMMITTEE

Name	Position	Designation
Dato' N. Sadasivan	Chairman	Independent Non-Executive Director
Dato' Tan Kay Hock	Committee Member	Independent Non-Executive Director
Mr. Oh Kim Sun	Committee Member	Executive Director
Tan Sri Dato' Dr. Mohamed Yusof bin Hashim	Committee Member	Independent Non-Executive Director

COMPANY SECRETARY : Yagambaram s/o Ellappan (MAICSA 0694995)
96, Jalan SS22 / 22
Damansara Jaya
47400 Petaling Jaya

REGISTERED / HEAD OFFICE : 9th Floor, Wisma Sime Darby
14, Jalan Raja Laut
50350 Kuala Lumpur
Tel. No.: 03 - 2612 3888

WEBSITE : <http://www.ccm.com.my>

PRINCIPAL BANKERS

- : Malayan Banking Berhad
10th Floor, Menara Maybank
100 Jalan Tun Perak
50050 Kuala Lumpur
- HSBC Bank Malaysia Berhad
2 Leboh Ampang
50100 Kuala Lumpur
- OCBC Bank (Malaysia) Berhad
1st - 8th Floor
Wisma Lee Rubber
Jalan Melaka
50100 Kuala Lumpur

AUDITORS AND REPORTING ACCOUNTANTS

- : KPMG
Chartered Accountants
Wisma KPMG, Jalan Dungun
Damansara Heights
50490 Kuala Lumpur

SOLICITORS FOR THE FUND RAISING EXERCISE

- : Raja, Darryl & Loh
18th Floor, Wisma Sime Darby
14 Jalan Raja Laut
50350 Kuala Lumpur
- Lee Hishammuddin
Level 16, Menara Phileo
189 Jalan Tun Razak
50400 Kuala Lumpur

ADVISER, CO-PRIMARY SUBSCRIBER, OFFEROR, MANAGING UNDERWRITER AND WARRANT SUBSCRIBER

- : AmMerchant Bank Berhad
(Formerly known as Arab-Malaysian Merchant Bank Berhad)
22nd Floor, Bangunan AmBank Group
55 Jalan Raja Chulan
50200 Kuala Lumpur

CO-PRIMARY SUBSCRIBER

- : OCBC Bank (Malaysia) Berhad
1st - 8th Floor
Wisma Lee Rubber
Jalan Melaka
50100 Kuala Lumpur

UNDERWRITERS

- : AmMerchant Bank Berhad
(Formerly known as Arab-Malaysian Merchant Bank Berhad)
22nd Floor, Bangunan AmBank Group
55 Jalan Raja Chulan
50200 Kuala Lumpur
- PM Securities Sdn Bhd
Ground, 1st & 5th Floors, MUI Plaza
Jalan P. Ramlee
50250 Kuala Lumpur

- TRUSTEE FOR THE BONDS** : HSBC (Malaysia) Trustee Berhad
Level 1 Annexe, Menara Milenium
Jalan Damanlela, Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
- RATING AGENCY** : Rating Agency Malaysia Berhad
No. 19-G, The Boulevard
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
- MARKET RESEARCHER** : Frost & Sullivan (M) Sdn. Bhd.
Suite E-08-15, Block E, Mont' Kiara,
2, Jalan Kiara, Mont' Kiara
50480 Kuala Lumpur
- REGISTRAR** : Malaysian Share Registration Services Sdn Bhd
(378993-D)
7th Floor, Exchange Square
Bukit Kewangan
50200 Kuala Lumpur
- STOCK EXCHANGE LISTING** : Main Board of the KLSE

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