

NOTICE OF THE 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third (23rd) Annual General Meeting of CME Group Berhad (“the Company”) will be held at the Delima Room, Lobby Floor, Empress Hotel, Jalan ST 1C/7, Medan 88, Bandar Baru Salak Tinggi, 43900 Sepang, Selangor Darul Ehsan on Tuesday, 27 November 2018, at 11.00 a.m. for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the year ended 30 June 2019 and the Reports of the Directors and Auditors thereon. **Please refer to Note 2.**
2. To re-elect the following Directors who retire by rotation in accordance with Article 83 of the Company’s Constitution, and being eligible, offer themselves for re-election:
 - (i) Y.M. Tunku Nizamuddin Bin Tunku Dato’ Seri Shahabuddin **Resolution 1**
 - (ii) En. Azlan Omry Bin Omar **Resolution 2**
3. To approve the payment of Directors’ fees up to an amount of RM180,000 from 1 July 2019 until the conclusion of the next Annual General Meeting. **Resolution 3**
4. To re-appoint Messrs. Baker Tilly Monteiro Heng, as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors. **Resolution 4**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

5. **ORDINARY RESOLUTION**
AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL **Resolution 5**
PURSUANT TO THE COMPANIES ACT 2016
- “THAT pursuant to the Companies Act 2016 and the Constitution of the Company and subject to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
6. **ORDINARY RESOLUTIONS**
PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE
DIRECTORS
- (i) “THAT Y.A.D. Dato’ Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has been on the Board of the Company for cumulative term of more than twelve (12) years.” **Resolution 6**
- (ii) “THAT Y. Bhg. Dato’ Khairi Bin Mohamad be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has been on the Board of the Company for cumulative term of more than twelve (12) years.” **Resolution 7**
7. To transact any other business of the Company for which due notice shall have been given.

By Order of the Board

Cheam Tau Chern (MIA 18593)
Company Secretary

Shah Alam
31 October 2018

NOTES:

1. Proxy

- 1.1. A proxy need not be a member of the Company.
- 1.2. For a proxy to be valid, the instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the Company at No. 22C, Jalan Gelugor, 41050 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
- 1.3. A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints two (2) or more proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- 1.4. Where a member 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.
- 1.5. In the case of a corporate member, this form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
- 1.6. For the purpose of determining a member who shall be entitled to attend this Twenty-Third (23rd) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 59 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a Record of Depositors as at 23 November 2018. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and vote on his/her behalf.
- 1.7. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 23rd AGM will be put to vote on a poll.

2. Audited Financial Statements for the year ended 30 June 2019

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.

3. Ordinary Resolution 5 – Authority for Directors to Allot and Issue Shares

Ordinary Resolution 5, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting.

The authority granted to the Directors will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions. As at the date of this Notice, no new shares were issued pursuant to the authority granted to the Directors at the Twenty-Second (22nd) Annual General Meeting held on 27 November 2018, the mandate of which will lapse at the conclusion of the Twenty-Third (23rd) Annual General Meeting to be held on 20 November 2019.

4. Ordinary Resolution 6 and 7 – Retention of Independent Non-Executive Directors

(i) Y.A.D. Dato’ Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj

The Board, through the Nominating Committee (“NC”), has assessed the independence of Y.A.D. Dato’ Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj and is satisfied that he can continue bringing independent views to the Board and safeguarding the minority interest of the Company. The Board believes his leadership quality, and knowledge and experiences will continue to contribute positively to the proceedings of the Board and the Board Committees. The Board therefore endorsed the NC’s recommendation for him to be retained as an Independent Non-Executive Director.

(ii) Y. Bhg. Dato’ Khairi Bin Mohamad

The Board, through the NC, has determined that Y. Bhg. Dato’ Khairi Bin Mohamad is fair and impartial in carrying out his duties to the Company. As Director, he continues to bring independent and objective judgements to Board deliberations and the decision-making process as a whole. He also possesses vast professional experience and brings the right mix of skills to the Board. The Board therefore, endorsed the NC’s recommendation for him to be retained as an Independent Director.

Shareholders’ approval for Ordinary Resolutions 6 and 7 will be sought on a two-tier voting basis.

STATEMENT ACCOMPANYING NOTICE OF THE 23RD ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

1. DIRECTORS WHO ARE STANDING FOR RE-ELECTION

The Directors who are offering themselves for re-election at the Twenty-Third (23rd) Annual General Meeting of the Company are as follows:

- Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin, a Director retiring under Article 83 of the Company's Constitution.
- En. Azlan Omry Bin Omar, a Director retiring under Article 83 of the Company's Constitution.

2. DETAILS OF BOARD MEETINGS AND ATTENDANCE OF DIRECTORS

Details of board meetings and attendance of Directors at Board meetings held for the financial year ended 30 June 2019 are set out in the Corporate Governance Overview Statement of this Annual Report.

3. ORDINARY RESOLUTION ON AUTHORITY TO ISSUE AND ALLOT NEW ORDINARY SHARES IN CME GROUP BERHAD ("CME SHARES")

Details of the general mandate to issue and allot CME Shares pursuant to the Companies Act 2016 are set out in the Explanatory Notes of the Notice of the 23rd Annual General Meeting on **pages ??? – ???** of this Annual Report.