

## NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fourth (24<sup>th</sup>) Annual General Meeting (“AGM”) 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 Monday, 30 November 2020, at 10.30 a.m. for the purpose of transacting the following business:

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 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 Rule 144 of the Company’s Constitution and who being eligible offer themselves for re-election:
  - (i) Y.A.D. Dato’ Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj **Ordinary Resolution 1**
  - (ii) Ong Suan Pin **Ordinary Resolution 2**
3. To approve the payment of Directors’ fees up to an amount of RM180,000 in total from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting. **Ordinary Resolution 3**
4. To re-appoint Messrs Kreston John & Gan as Auditors of the Company for the financial year ending 30 June 2021 and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 4**

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following as Ordinary Resolutions:

5. **AUTHORITY TO ISSUE AND ALLOT SHARES IN GENERAL PURSUANT TO THE COMPANIES ACT 2016** **Ordinary Resolution 5**

“THAT pursuant to the Companies Act 2016 and the Constitution of the Company and subject to the approvals by 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. **PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**
  - (a) “THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to Ong Suan Pin, who has served as an Independent **Ordinary Resolution 6**

Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017.”

(b) “THAT approval be and is hereby given to the following Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years, to continue to act as Independent Non-Executive Directors of the Company in accordance with the Malaysian Code on Corporate Governance 2017:

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

**Ordinary  
Resolution 7**

(ii) Y. Bhg. Dato’ Khairi Bin Mohamad.”

**Ordinary  
Resolution 8**

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

**By Order of the Board**

Cheam Tau Chern  
PC No.: 201908000002  
Company Secretary

Klang  
30 October 2020

## **NOTES:**

### **1. Proxy**

- 1.1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 1.2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 1.3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 1.4. Where a member of the Company 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. The instrument appointing the proxy must be deposited at the Registered Office of the Company at No. 22C, Jalan Gelugor, 41050 Klang, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for the taking of a poll, and in default the instrument of proxy shall not be treated as valid.
- 1.6. Only members whose names appear in the Record of Depositors as at 24<sup>th</sup> November 2020 will be entitled to attend the meeting or appoint proxies to attend and/or 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 24<sup>th</sup> AGM will be put to vote by poll.

### **2. Audited Financial Statements for the financial year ended 30 June 2020**

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 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-Third (23<sup>rd</sup>) Annual General Meeting held on 29 November 2019, the mandate of which will lapse at the conclusion of the Twenty-Fourth (24<sup>th</sup>) Annual General Meeting to be held on 30 November 2020.

**4. Ordinary Resolution 6 – Proposed Retention of Independent Non-Executive Director**

The Board, through the Nominating Committee (“NC”), has determined that Ong Suan Pin is fair and impartial in carrying out his duties to the Company. As Director, she continues to bring independent and objective judgements to Board deliberations and the decision-making process as a whole. She also possesses vast professional experience and brings the right mix of skills to the Board. The Board therefore endorsed the NC’s recommendation for her to be retained as an Independent Director.

Shareholders’ approval for Ordinary Resolution 6 will be sought on a single-tier voting basis.

**5. Ordinary Resolutions 7 and 8 – Proposed 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 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 and is satisfied that he 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 Non-Executive Director.

Shareholders’ approval for Ordinary Resolutions 7 and 8 will be sought on a two-tier voting basis.