



CME GROUP BERHAD
Incorporated in Malaysia Company No. 52235-K

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth (17th) Annual General Meeting ("AGM") of the Company will be held at the Puteri Room, Level M, Empress Hotel, Jalan ST 1C/7, Medan 88, Bandar Baru Salak Tinggi, 43900 Sepang, Selangor Darul Ehsan on Friday, 28 June 2013 at 11.00 a.m. to transact the following Businesses:

- 1 To receive and adopt the Financial Statements for the year ended 31 December 2012 together with the Reports of Directors and Auditors thereon. **Resolution 1**
- 2 To re-elect the following Director who retires in pursuant to Article 83 of the Company's Articles of Association :-
En. Azlan Omry Bin Omar (Independent Non-Executive Director) **Resolution 2**
Miss Lim Bee Hong (Executive Director) **Resolution 3**
- 3 To re-appoint the following Director pursuant to Section 129(6) of the Companies Act 1965 to hold office until the conclusion of the next Annual General Meeting :-
Y. Bhg. Dato' Khairi Bin Mohamad (Independent Non-Executive Director) **Resolution 4**
- 4 To approve Directors' fees **Resolution 5**
- 5 To re-appoint Messrs Deloitte & Touche as Auditors and to authorise the Directors to fix their remuneration **Resolution 6**
- As Special Business to consider and if thought fit, to pass the following resolution:
**6 ORDINARY RESOLUTION
PROPOSED AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
"THAT pursuant to Section 132D of the Companies Act, 1965 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any 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 in any one financial year does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Malaysia") and that such authority shall continue in force until the conclusion of the next AGM of the Company." **Resolution 7**
- 7 **ORDINARY RESOLUTION
RETENTION OF INDEPENDENT DIRECTOR**
"THAT, subject to the passing of Resolution 4, Y. Bhg Dato' Khairi Bin Mohamad be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code of Corporate Governance 2012." **Resolution 8**
- 8 To transact any other business of which, due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

By Order of the Board

TAN RUEY SHYAN
Company Secretary
Shah Alam, Selangor Darul Ehsan
4 June 2013

Notes:

1. A proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. For a proxy to be valid, this form, duly completed must be deposited at the Registered Office of the Company at Lot 19, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, Batu Tiga, 40000 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
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 specify the proportion of his shareholding to be represented by each proxy.
4. Where a member is an exempt authorized nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
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 authorized.
6. For the purpose of determining a member who shall be entitled to attend this Seventeenth (17th) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 59 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a Record of Depositors as at 20 June 2013. 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.

EXPLANATORY NOTE ON SPECIAL BUSINESS

7. **Ordinary Resolution 7 - Authority to allot and issue shares**
The proposed Ordinary Resolution, if passed, will give the Directors of the Company, from the date of the Seventeenth (17th) AGM, the authority to issue shares up to a maximum 10% of the issued capital of the Company for the time being for such purpose as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting will expire at the next AGM of the Company.
The Company has not issued any new shares under the general authority which was approved at the Sixteenth (16th) AGM held on 28 June 2012 and which authority will lapse at the conclusion of the Seventeenth (17th) AGM. A renewal of this authority is being sought at the Seventeenth (17th) AGM under the proposed Resolution 7.
The renewal mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of future investment projects(a), working capital and/or acquisition.
8. **Ordinary Resolution 8 - Retention of Independent Director**
The Nomination Committee has assessed the independence of the following Director, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-
Ordinary Resolution 8: Y. Bhg. Dato' Khairi Bin Mohamad
 - i) He has confirmed and declared that he is an Independent Director as defined in the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia;
 - ii) He does not have any conflict of interest with the Company and has not been entering/ is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
 - iii) He has been with the Company for more than nine (9) years with incumbent knowledge of the Company and the Group's activities and corporate history; and
 - iv) He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the management.