



CME GROUP BERHAD

(Incorporated in Malaysia)
Company No. 52235-K

Notice of Nineteenth (19th) Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Nineteenth (19th) Annual General Meeting ("AGM") of 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, 30 June 2015 at 11.00 a.m. to transact the following Businesses:

- 1 To receive and adopt the Financial Statements for the year ended 31 December 2014 together with the Reports of Directors and Auditors thereon. **Note A**
- 2 To re-elect the following Director who retires in pursuant to Article 83 of the Company's Articles of Association :-
Y.M. Dato' Tengku Putra Bin Tengku Azman Shah (Independent Non-Executive Director) **Resolution 1**
- 3 To re-elect the following Director who retires in pursuant to Article 90 of the Company's Articles of Association :-
YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah (Independent Non-Executive Director) **Resolution 2**
- 4 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 3**
- 5 To approve Directors' fees. **Resolution 4**
- 6 To appoint Messrs Deloitte as Auditors of the Company in place of the retiring Auditors, Messrs Deloitte & Touche and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business to consider and if thought fit, to pass the following resolution:

- 7 **ORDINARY RESOLUTION
PROPOSED AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT,**
"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 6**
- 8 **ORDINARY RESOLUTION
RETENTION OF INDEPENDENT DIRECTOR**
 - a. "THAT, subject to the passing of Resolution 1, **Y.M. Dato' Tengku Putra Bin Tengku Azman Shah** 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 7**
 - b. "THAT, **Encik Azlan Omry Bin Omar** 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**
 - c. "THAT, subject to the passing of Resolution 3, **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 9**
- 9 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

BERNARD LIM BOON SIANG
(MACS 01153)

Company Secretary
Selangor Darul Ehsan
29 May 2015

Notes:

- A. *This Agenda item is meant for discussion only. The provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statement and hence, this Agenda item is not put forward for voting.*
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 36A, Lorong Gelugor, Off Persiaran Sultan Ibrahim, 41300 Klang, 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 authorised 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 authorised.*
6. *For the purpose of determining a member who shall be entitled to attend this Nineteenth (19th) 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 23 June 2015. 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 6 – Authority to allot and issue shares**
The proposed Ordinary Resolution, if passed, will give the Directors of the Company, from the date of the Nineteenth (19th) 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 Eighteenth (18th) AGM held on 30 June 2014 and which authority will lapse at the conclusion of the Nineteenth (19th) AGM. A renewal of this authority is being sought at the Nineteenth (19th) AGM under the proposed Resolution 6.
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(s), working capital and/ or acquisition.
8. **Ordinary Resolution 7, 8 and 9 – Retention of Independent Director**
Pursuant to the Malaysian Code of Corporate Governance 2012, the tenure of an Independent Director should not exceed a cumulative term of nine years unless an approval is sought from the Company's shareholders at the Annual General Meeting to retain the said director as an Independent Director.
The Board of Directors ("the Board") via the Nomination Committee has assessed the independence of Y.M. Dato' Tengku Putra Bin Tengku Azman Shah, Encik Azlan Omry Bin Omar and Y. Bhg. Dato' Khairi Bin Mohamad who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and the Board has recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-
 - i) *They fulfill the criteria under the definition on Independent Director as defined in the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia;*
 - ii) *They are able to bring independent and objective judgment to the Board;*
 - iii) *They have been with the Company for more than nine (9) years with incumbent knowledge of the Company and the Group's activities and corporate history which enable them to participate actively and contribute positively during deliberations or discussions at Board meetings;*
 - iv) *They have contributed sufficient time and effort and attended the Committee and Board Meetings for an informed and balanced decision making;*
 - v) *They do not have any conflict of interest with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and*
 - vi) *They have performed their duties diligently and in the best interest of the Company and provide a broader views, independent and balanced assessment of proposals from the management.*