

CME GROUP BERHAD

(Registration No.: 197901007949 [52235-K])
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SEVENTH (27TH) ANNUAL GENERAL MEETING (“AGM”) OF CME GROUP BERHAD (“CME” OR “THE COMPANY”) HELD AT CERIA 5, LEVEL 3, HOTEL DORSETT PUTRAJAYA, LOT 3 (LOT 3C5), PRECINCT 3, WILAYAH PERSEKUTUAN BANDAR, 62000 PUTRAJAYA ON WEDNESDAY, 20 MARCH 2024 AT 10.30 A.M.

BOARD OF DIRECTORS : Y.M. Tunku Nizamuddin Bin Tunku Dato’ Seri Shahabuddin (Chairman)
: Encik Azlan Omry Bin Omar
: Dato’ Azmil Bin Mohd Zabidi
: Tengku Munawirah Putra

IN ATTENDANCE

Company Secretary : Mr. Cheam Tau Chern
Chief Executive Officer (“CEO”) : Mr. Yap Wai Yee
External Auditors : Messrs. Kreston John & Gan
(Represented by:
Mr. Charles Lee King Lung, Audit Partner
Ms. Kia Xin Yi)
Poll Administrator : Boardroom Share Registrars Sdn. Bhd.
Scrutineers : Faizah, Lim & Associates
**SHAREHOLDERS/
PROXIES** : As per Attendance List

CHAIRMAN

Y.M. Tunku Nizamuddin Bin Tunku Dato’ Seri Shahabuddin (“Tunku Chairman”) took the chair and called the 27th AGM (“Meeting”) to order. He introduced the Board members and thanked the shareholders and proxies for their attendance. He also informed the Meeting that the Company Secretary and representatives from the external auditors were also present.

Tunku Chairman informed the Meeting that YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah and Ms. Ong Suan Pin sent their apologies for being unable to attend the 27th AGM as they had prior appointments.

QUORUM

Tunku Chairman, after noting and confirming the presence of a quorum, called the Meeting to order at 10.35 a.m.

NOTICE OF MEETING

The notice convening the Meeting, which had been sent within the prescribed period, was taken as read with the consent of those present.

POLL VOTING

Tunku Chairman informed the Meeting that pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Annual General Meeting were to be voted by poll.

In accordance thereto and pursuant to Rule 90 of the Company's Constitution, Tunku Chairman demanded that all resolutions set out in the Notice of Annual General Meeting dated 20 February 2024 be voted by way of poll at the Meeting.

In that regard, the Company had appointed Boardroom Share Registrars Sdn. Bhd. ("Boardroom") as the Poll Administrator to conduct the polling process and Faizah, Lim & Associates ("FLA") as the Independent Poll Scrutineers to verify/validate the poll results.

Tunku Chairman informed the Meeting that voting by poll would be conducted after the tabling of all matters of the Agenda as stated in the Notice of the 27th AGM.

BUSINESS OF THE MEETING

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2023 ("AFS") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS ("REPORTS")

Tunku Chairman informed the Meeting that the first item of the Agenda was to receive the AFS together with the Reports as the provisions of Section 340(1)(a) of the Companies Act 2016 ("the Act") only required the AFS together with the Reports, having been circulated to the shareholders, be laid before the Company at its Annual General Meeting. Hence, this Agenda item was not a business which required a resolution to be put to vote by shareholders and proxies, and the AFS together with the Reports were tabled for discussion only and for the Board to address any queries from the shareholders/proxies.

Tunku Chairman then tabled the AFS together with the Reports and invited the shareholders/proxies to raise questions on any issues arising from the AFS together with the Reports.

There were no questions raised by the shareholders/proxies on this Agenda and Tunku Chairman declared that the AFS together with the Reports thereon had been duly received by the shareholders at the Meeting.

2. **RE-ELECTION OF ONG SUAN PIN IN ACCORDANCE WITH RULE 144 OF THE COMPANY'S CONSTITUTION**

Tunku Chairman informed the Meeting that Ms. Ong Suan Pin was retiring in accordance with Rule 144 of the Company's Constitution and was eligible for re-election.

The shareholders' approval was sought on the following **Ordinary Resolution 1**:

"To re-elect Ong Suan Pin, who retires in accordance with Rule 144 of the Company's Constitution and who being eligible offers herself for re-election."

There were no questions raised by the shareholders/proxies on this Agenda.

3. **RE-ELECTION OF YAM TENGKU BESAR TENGKU KAMIL ISMAIL BIN TENGKU IDRIS SHAH IN ACCORDANCE WITH RULE 144 OF THE COMPANY'S CONSTITUTION**

Tunku Chairman informed the Meeting that YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah was retiring in accordance with Rule 144 of the Company's Constitution and was eligible for re-election.

The shareholders' approval was sought on the following **Ordinary Resolution 2**:

"To re-elect YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah, who retires in accordance with Rule 144 of the Company's Constitution and who being eligible offers himself for re-election."

There were no questions raised by the shareholders/proxies on this Agenda.

4. **RE-ELECTION OF DATO' AZMIL BIN MOHD ZABIDI IN ACCORDANCE WITH RULE 119 OF THE COMPANY'S CONSTITUTION**

Tunku Chairman informed the Meeting that Dato' Azmil Bin Mohd Zabidi was retiring in accordance with Rule 119 of the Company's Constitution and was eligible for re-election.

The shareholders' approval was sought on the following **Ordinary Resolution 3**:

"To re-elect Dato' Azmil Bin Mohd Zabidi, who retires in accordance with Rule 119 of the Company's Constitution and who being eligible offers himself for re-election."

There were no questions raised by the shareholders/proxies on this Agenda.

5. **RE-ELECTION OF TENGKU MUNAWIRAH PUTRA IN ACCORDANCE WITH RULE 119 OF THE COMPANY'S CONSTITUTION**

Tunku Chairman informed the Meeting that Tengku Munawirah Putra was retiring in accordance with Rule 119 of the Company's Constitution and was eligible for re-election.

The shareholders' approval was sought on the following **Ordinary Resolution 4**:

"To re-elect Tengku Munawirah Putra, who retires in accordance with Rule 119 of the Company's Constitution and who being eligible offers herself for re-election."

There were no questions raised by the shareholders/proxies on this Agenda.

6. **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**

The shareholders' approval was sought on the following **Ordinary Resolution 5**:

"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."

There were no questions raised by the shareholders/proxies on this Agenda.

7. **RE-APPOINTMENT OF MESSRS. KRESTON JOHN & GAN AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2024 AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

The shareholders' approval was sought on the following **Ordinary Resolution 6**:

"To re-appoint Messrs. Kreston John & Gan as Auditors of the Company for the financial year ending 30 September 2024 and to authorise the Board of Directors to fix their remuneration."

There were no questions raised by the shareholders/proxies on this Agenda.

8. **WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016**

The shareholders' approval was sought on the following **Ordinary Resolution 7**:

"THAT approval be and is hereby given by shareholders of the Company to waive their pre-emptive rights, pursuant to Section 85 of the Companies Act 2016 ("the Act") read together with Rule 17 of the Constitution of the Company, to the issuance of new shares of the Company which rank equally with the existing issued shares of the Company.

AND THAT subject to the passing of Ordinary Resolution 8, the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, for such consideration and to any person as the Directors may determine without offering such new shares to the existing shareholders of the Company."

There were no questions raised by the shareholders/proxies on this Agenda.

9. **AUTHORITY TO ISSUE AND ALLOT SHARES IN GENERAL PURSUANT TO THE COMPANIES ACT 2016**

The shareholders' approval was sought on the following **Ordinary Resolution 8**:

"THAT contingent upon the passing of Ordinary Resolution 7 and subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75(1) of the Act to issue and allot shares in the Company from time to time at such price and upon such terms and conditions for such purposes and to such person or persons whomsoever the Directors may in

their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on the Main Market of Bursa Securities.

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

There were no questions raised by the shareholders/proxies on this Agenda.

10. **RETENTION OF YAM TENGKU BESAR TENGKU KAMIL ISMAIL BIN TENGKU IDRIS SHAH AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Tunku Chairman informed the Meeting that in accordance with the requirements of the Malaysian Code on Corporate Governance 2021 requiring Independent Non-Executive Directors who have served more than 9 years to seek members’ approval to retain them as Independent Non-Executive Directors, the Company would be conducting a two-tier voting process for this purpose.

The two-tier voting process is a process in which the 1st tier of voting will be by the largest shareholder of voting shares in the Company while the 2nd tier of voting will be by the remaining shareholders.

Tunku Chairman then informed the Meeting that the next Agenda was to approve the retention of YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah as an Independent Non-Executive Director as he had served the Company as an Independent Non-Executive Director for more than 9 years and had been recommended by the Board to be retained as an Independent Non-Executive Director.

The shareholders’ approval for **Ordinary Resolution 9** would be sought through a two-tier voting process.

There were no questions raised by the shareholders/proxies on this Agenda.

11. ANY OTHER BUSINESS

Tunku Chairman was informed by the Company Secretary that he had not received notice of any other business to be transacted at the Meeting.

12. POLL VOTES

Tunku Chairman then adjourned the Meeting with the consent of members present in order for the voting by poll to be carried out.

13. POLL RESULTS

After the process of voting by poll was concluded, Tunku Chairman reconvened the Meeting and invited the scrutineers, FLA, to announce the results of the poll vote, which were as follows:

Resolutions	Voted In Favour		Voted Against		Results
	No. of votes	%	No. of votes	%	
Ordinary Resolution 1	300,302,312	100.0000	88	0.0000	Carried
Ordinary Resolution 2	300,302,200	99.9999	200	0.0001	Carried
Ordinary Resolution 3	300,302,400	100.0000	-	0.0000	Carried
Ordinary Resolution 4	300,302,400	100.0000	-	0.0000	Carried
Ordinary Resolution 5	300,302,112	99.9999	200	0.0001	Carried
Ordinary Resolution 6	300,302,400	100.0000	-	0.0000	Carried
Ordinary Resolution 7	300,302,312	100.0000	-	0.0000	Carried
Ordinary Resolution 8	300,302,312	100.0000	-	0.0000	Carried
Ordinary Resolution 9 - Tier 1	217,409,633	100.0000	-	0.0000	Carried
Ordinary Resolution 9 - Tier 2	82,892,567	99.9998	200	0.0002	Carried
Ordinary Resolution 9	300,302,200		200		Carried

Based on the voting results, Tunku Chairman declared that all resolutions tabled at the AGM were duly carried.

14. CLOSE OF MEETING

There being no other business, the Meeting concluded at 11.10 a.m. with a vote of thanks to the Chair.

CME GROUP BERHAD
MINUTES OF THE 27TH ANNUAL GENERAL MEETING ON 20 MARCH 2024

CONFIRMED AS A CORRECT
RECORD OF THE PROCEEDINGS

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Y.M. TUNKU NIZAMUDDIN BIN
TUNKU DATO' SERI SHAHABUDDIN
CHAIRMAN

Date: 20 March 2024