



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

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 26th Annual General Meeting ("AGM") of **CME GROUP BERHAD** ("the Company") will be held at the Precinct Room, Dorsett Putrajaya, Lot 3 (Lot 3C5) Precinct 3, Wilayah Persekutuan Bandar, 62000 Putrajaya on **Thursday, 15 December 2022** at 10.30 a.m. or at any adjournment thereof, for the purpose of transacting the following business:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 and the Reports of the Directors and Auditors thereon. **Please refer to Note 2**
- To re-elect the following Directors who retire in accordance with Rule 144 of the Constitution of the Company and who being eligible offer themselves for re-election:
(i) Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin **Ordinary Resolution 1**
(ii) Azlan Omry Bin Omar **Ordinary Resolution 2**
- 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**
- To re-appoint Messrs Kreston John & Gan as Auditors of the Company for the financial year ending 30 June 2023 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:

- WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016** **Ordinary Resolution 5**
"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 6, 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."

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016** **Ordinary Resolution 6**
"THAT contingent upon the passing of Ordinary Resolution 5 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."

- PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS** **Ordinary Resolution 7**
"THAT approval be and is hereby given to Ong Suan Pin, who has served as an Independent 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 2021."

To consider and if thought fit, to pass the following as Special Resolution:

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** **Special Resolution 1**
"THAT the proposed amendments to the Constitution of the Company as set out in "Appendix A", be and are hereby approved and adopted with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

OTHER ORDINARY BUSINESS

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

By Order of the Board

Cheam Tau Chern
Company Secretary
(MIA 18593)
[SSM PC No.: 201908000002]

Klang
17 November 2022

NOTES:

1. Participation and Appointment of Proxy

- A member entitled to attend and vote at the 26th Annual General Meeting ("AGM") 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.
- The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
- 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.
- The instrument appointing the proxy must be deposited at the Company's Share Registrar's office, **Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, not less than 48 hours before the time for holding the AGM or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- Only members whose names appear in the Record of Depositors as at **8 December 2022** will be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.
- Please ensure **ALL** the particulars as required in the proxy form are completed and that the proxy form is signed and dated accordingly.
 - The last date and time for lodging the proxy form is **Monday, 13 December 2022 at 10.30 a.m.**
 - For a corporate member who has appointed a representative instead of a proxy to participate in this 26th AGM, please deposit the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged with the Company's Share Registrar earlier.
 - It is important that you read the Notification to Shareholders for the conduct of this 26th AGM.
- Shareholders are advised to check the Company's website at <https://www.cme.com.my/> and announcements from time to time for any changes to the administration of this 26th AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysia National Security Council, Securities Commission of Malaysia and/or other relevant authorities.
- Pursuant to Paragraph 8.29A(1) of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 26th AGM will be put to vote by poll.

Explanatory Notes on Ordinary Business

- Audited Financial Statements for financial year ended 30 June 2022**
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("the Act") for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Explanatory Notes On Special Business

- Ordinary Resolution 5 - Waiver of Pre-emptive Rights under Section 85 of the Act**
Pursuant to Section 85 of the Act read together with Rule 17 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new shares in the Company in proportion to their existing holdings which rank equally to the existing issued shares of the Company.

The proposed Ordinary Resolution 5, if passed, will mean a waiver of your pre-emptive rights to be offered new shares to be issued by the Company pursuant to Ordinary Resolution 6.

- Ordinary Resolution 6 - Authority for Directors to Issue and Allot Shares**
The Company had been granted a general mandate by its shareholders at the 25th AGM held on 1 December 2021 ("Previous Mandate").

As of the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders. Hence, no proceeds were raised therefrom. The Company wishes to renew the mandate on the authority granted to the Directors to issue and allot shares pursuant to the Act at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

Ordinary Resolution 6, if passed, will provide flexibility to the Company's Directors to undertake any possible fundraising activities, including but not limited to placement of shares to fund the Company's current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

- Ordinary Resolution 7 - Proposed Retention of Independent Non-Executive Director**

Ong Suan Pin

The Board, through the Nominating Committee ("NC"), has determined that Ong Suan Pin is fair and impartial in carrying out her duties to the Company. As a 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 Non-Executive Director.

Shareholders' approval for Ordinary Resolution 7 will be sought on a two-tier voting basis.

- Special Resolution 1 - Proposed Amendments to the Constitution of the Company**
The proposed amendments to the Constitution of the Company ("Proposed Amendments") are made mainly for the following purposes:
 - to have express constitutional provisions to allow remote participation at general meetings and the appointment of proxy(ies) and/or representative(s) to attend, speak and vote at any general meeting/meeting of members of the Company and/or any adjournment thereof to be lodged via electronic means; and
 - to enhance administrative efficiency.

The shareholders' approval is being sought under a Special Resolution for the Company to incorporate the Proposed Amendments into its existing Constitution in accordance with Section 36(1) of the Act. The Proposed Amendments as per Appendix A shall take effect once the Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the 26th AGM.