

CME GROUP BERHAD

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

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-EIGHTH (28TH) ANNUAL GENERAL MEETING (“AGM”) OF CME GROUP BERHAD (“CME” OR “THE COMPANY”) HELD AT MAKMUR ROOM 1, LEVEL 1, DORSETT PUTRAJAYA, PRECINCT 3, WILAYAH PERSEKUTUAN BANDAR, 62000 PUTRAJAYA ON THURSDAY, 20 MARCH 2025 AT 10.30 A.M.

BOARD OF DIRECTORS	:	Y.M. Tunku Nizamuddin Bin Tunku Dato’ Seri Shahabuddin (Chairman)
	:	Encik Azlan Omry Bin Omar
	:	Tengku Munawirah Putra
	:	Ms. Ong Suan Pin

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. Kenneth Thien Tze Vui, Audit Partner; Ms. Gan Seow Iang, Audit Manager; and Mr. Loh Kai Meng, Audit Senior Executive)
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 28th 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 sent his apologies for being unable to attend the 28th AGM as he had a prior appointment.

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 28th AGM dated 24 February 2025 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 28th AGM.

BUSINESS OF THE MEETING

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 ("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.

In view of the fact that the next item on the Agenda was on the re-election of Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin as a Director of the Company, Tunku Chairman, with the consent of the Meeting, handed the chairing of the tabling of Ordinary Resolution 1 to Encik Azlan Omry Bin Omar ("**Encik Azlan**") who duly proceeded to the next session for this purpose.

2. **RE-ELECTION OF Y.M. TUNKU NIZAMUDDIN BIN TUNKU DATO' SERI SHAHABUDDIN IN ACCORDANCE WITH RULE 144 OF THE COMPANY'S CONSTITUTION**

Encik Azlan, the Chairman for Ordinary Resolution 1, informed the Meeting that Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin was retiring by rotation 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 Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin, 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 item.

Encik Azlan then handed the chairing of the Meeting back to Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin for the remaining items on the Agenda.

3. **RE-ELECTION OF AZLAN OMRY BIN OMAR IN ACCORDANCE WITH RULE 144 OF THE COMPANY'S CONSTITUTION**

Tunku Chairman informed the Meeting that Azlan Omry Bin Omar 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 Azlan Omry Bin Omar, 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 item.

4. **RE-ELECTION OF ANDREW HO THO KONG IN ACCORDANCE WITH RULE 119 OF THE COMPANY'S CONSTITUTION**

Tunku Chairman informed the Meeting that Mr. Andrew Ho Tho Kong resigned as a Director on 17 March 2025 and an announcement on his resignation had also been made on 17 March 2025 at Bursa Malaysia Securities Berhad's website.

As such, **Ordinary Resolution 3** would not be put to the vote.

5. **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 4**:

"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 item.

6. **RE-APPOINTMENT OF MESSRS. KRESTON JOHN & GAN AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2025 AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

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

"To re-appoint Messrs. Kreston John & Gan as Auditors of the Company for the financial year ending 30 September 2025 and to authorise the Board of Directors to fix their remuneration."

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

7. **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 6**:

"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 7, 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 item.

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

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

"THAT contingent upon the passing of Ordinary Resolution 6 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 item.

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

Tunku Chairman informed the Meeting that the next agenda item was to approve the retention of YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah as an Independent Non-Executive Director ("INED").

As YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah had served as an INED for more than 9 years and had been recommended by the Board to be retained as an INED, the Malaysian Code on Corporate Governance 2021 stipulates that in order for him to be retained as an INED, shareholders' approval through a two-tier voting process should be sought.

A 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.

The shareholders' approval for **Ordinary Resolution 8** would be sought through a two-tier voting process.

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

10. 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.

11. 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.

12. 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	453,705,332	100.0000	-	0.0000	Carried
Ordinary Resolution 2	453,705,332	100.0000	-	0.0000	Carried
Ordinary Resolution 4	446,018,132	99.9952	21,200	0.0048	Carried
Ordinary Resolution 5	453,705,332	100.0000	-	0.0000	Carried
Ordinary Resolution 6	453,705,232	100.0000	100	0.0000	Carried
Ordinary Resolution 7	453,705,232	100.0000	100	0.0000	Carried
Ordinary Resolution 8 - Tier 1	174,449,400	100.0000	-	0.0000	Carried
Ordinary Resolution 8 - Tier 2	279,255,732	99.9999	200	0.0001	Carried
Ordinary Resolution 8	453,705,132		200		Carried

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

13. CLOSE OF MEETING

There being no other business, the Meeting concluded at 11.05 a.m. with a vote of thanks to the Chair.

CME GROUP BERHAD
MINUTES OF THE 28TH ANNUAL GENERAL MEETING ON 20 MARCH 2025

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 2025