



## CME GROUP BERHAD

(Company No.: 52235-K)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting I (“**EGM**”) of CME Group Berhad (“**CME**” or the “**Company**”) will be held at Room 4, Level 4, Dynasty Hotel, No. 218, Jalan Sultan Azlan Shah, 51200 Kuala Lumpur, on Tuesday, 13 March 2018 at 9.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED AMENDMENTS TO THE TRUST DEED DATED 15 OCTOBER 2014 (“TRUST DEED”) CONSTITUTING THE 10-YEAR, ZERO COUPON IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS AT 100% OF THE NOMINAL VALUE OF RM0.04 EACH IN CME (“ICULS”) (“PROPOSED TRUST DEED AMENDMENTS”)**

“**THAT**, subject to the approval being obtained from the ICULS holders at the ICULS Holders’ Meeting, approval be and is hereby given for the Company to amend, modify and/or vary the existing Trust Deed in the manner as set out in Section 2.1 of the Circular of the Company dated 19 February 2018 and to be effected by way of a supplemental to the Trust Deed to be executed between the Company and the trustee;

**AND THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Trust Deed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Trust Deed Amendments.”

#### ORDINARY RESOLUTION 2

**PROPOSED AMENDMENTS TO THE BY-LAWS GOVERNING THE EMPLOYEES SHARE OPTION SCHEME OF CME (“BY-LAWS”) (“PROPOSED BY-LAWS AMENDMENTS”)**

“**THAT**, approval be and is hereby given for the Company to amend, modify and/or vary the existing By-Laws in the manner as set out in Section 2.2 of the Circular of the Company dated 19 February 2018;

**AND THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed By-Laws Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed By-Laws Amendments.”

#### By order of the Board

**Cheam Tau Chern (MIA 18593)**

Company Secretary

Selangor Darul Ehsan

19 February 2018

#### Notes:

1. A proxy need not be a member of 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 specifies 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 meeting, 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 6 March 2018. 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.