

**CME GROUP BERHAD**

(Company No. 52235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting 1 ("EGM 1") of CME Group Berhad ("CME" or 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, 14 October 2014 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE BUSINESS OF CME AND ITS SUBSIDIARIES INTO PROPERTY DEVELOPMENT AND PROPERTY INVESTMENT SECTOR ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Company to diversify its existing core business to include property development and property investment.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the aforesaid Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modification, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Diversification."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF A PARCEL OF FREEHOLD LAND HELD UNDER CERTIFICATE OF TITLE VOLUME 1521 FOLIO 640, LOCATED AT LOT 11 HENSON STREET, LOCAL GOVERNMENT AREA OF CITY OF MANDURAH, WESTERN AUSTRALIA, AUSTRALIA BY CME PROPERTIES (AUSTRALIA) PTY LTD ("CMEPA"), A WHOLLY OWNED SUBSIDIARY OF CME, FROM LUTEUM PTY LTD FOR A CASH CONSIDERATION OF RM22,401,000 (EQUIVALENT TO APPROXIMATELY AUD7,467,000) ("PROPOSED ACQUISITION OF LAND 1")

"**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4 and the fulfillment of the conditions precedent and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to CMEPA to acquire a parcel of freehold land held under Certificate of Title Volume 1521 Folio 640, located at Lot 11 Henson Street, Local Government Area of City of Mandurah, Western Australia, Australia for a cash consideration of RM22,401,000 (equivalent to approximately AUD7,467,000) in accordance with the terms and conditions of the offer and acceptance contract dated 9 May 2014 entered into between CMEPA and Luteum Pty Ltd.

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Acquisition of Land 1 with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors in the best interest of the Company."

ORDINARY RESOLUTION 3

PROPOSED ACQUISITION OF A PARCEL OF FREEHOLD LAND HELD UNDER CERTIFICATE OF TITLE VOLUME 1695 FOLIO 297, LOCATED AT LOT 40 MANDURAH TERRACE, LOCAL GOVERNMENT AREA OF CITY OF MANDURAH, WESTERN AUSTRALIA, AUSTRALIA BY CMEPA FROM GRAND HOLDINGS PTY LTD FOR A CASH CONSIDERATION OF RM7,599,000 (EQUIVALENT TO APPROXIMATELY AUD2,533,000) ("PROPOSED ACQUISITION OF LAND 2")

"**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 4 and the fulfillment of the conditions precedent and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to CMEPA to acquire a parcel of freehold land held under Certificate of Title Volume 1695 Folio 297, located at Lot 40 Mandurah Terrace, Local Government Area of City of Mandurah, Western Australia, Australia for a cash consideration of RM7,599,000 (equivalent to approximately AUD2,533,000) in accordance with the terms and conditions of the offer and acceptance contract dated 9 May 2014 entered into between CMEPA and Grand Holdings Pty Ltd.

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Acquisition of Land 2 with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors in the best interest of the Company."

ORDINARY RESOLUTION 4

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO RM35,288,000 NOMINAL VALUE OF TEN (10)-YEAR, ZERO COUPON IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("ICULS") AT 100% OF THE NOMINAL VALUE OF RM0.04 EACH ("RIGHTS ICULS") ON THE BASIS OF RM0.08 NOMINAL VALUE OF THE ICULS FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.10 EACH IN CME ("CME SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER, BASED ON A MINIMUM SUBSCRIPTION LEVEL OF RM27,000,000 NOMINAL VALUE OF THE RIGHTS ICULS ("PROPOSED RIGHTS ISSUE OF ICULS")

"**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 5, Special Resolution 1 and the approvals of all relevant authorities including the Securities Commission Malaysia for the approval for the issuance of the ICULS, the approval-in-principle of Bursa Malaysia Securities Berhad ("Bursa Securities") for the admission of the ICULS to the Official List of Main Market of Bursa Securities and the listing and quotation for the ICULS and the new CME Shares arising from the full conversion of the ICULS pursuant to this Resolution, approval be and is hereby given to the Directors of the Company to:

- provisionally allot and issue by way of renounceable rights issue of up to RM35,288,000 nominal value of Rights ICULS at an issue price at 100% of the nominal value of RM0.04 per Rights ICULS on the basis of RM0.08 nominal value of Rights ICULS for every one (1) existing CME Share held on an entitlement date to be determined and announced later, to disregard fractional entitlements under the Proposed Rights Issue of ICULS and to deal with the aggregate of such fractions as the Directors of the Company may at their absolute discretion deem fit and expedient and in the best interest of the Company and to deal with the excess Rights ICULS not subscribed by the other entitled shareholders in the manner as detailed in Section 2.3.1 of the Circular to shareholders of CME dated 23 September 2014 ("Circular"), **AND THAT** the Rights ICULS so allotted and issued to the shareholders shall rank *pari passu* in all respects with the then all other unsubordinated and unsecured obligations of the Company subject only to those preferred by mandatory provisions of law;
- utilise the proceeds to be derived from the Proposed Rights Issue of ICULS in the manner as set out in Section 2.3.7 of the Circular and the Directors of the Company be and are hereby authorised to revise the manner and purpose of utilisation of proceeds as they may deem fit and expedient in the best interest of the Company subject to (where required) the approval of the relevant authorities;
- create and issue the ICULS at the conversion price of RM0.10 for every one (1) new CME Share, (or such price adjusted in accordance with the trust deed) based on the indicative principal terms as set out in **Appendix I** of the Circular and the terms and conditions of a trust deed to be executed by the Company constituting the ICULS ("Trust Deed");
- allot and issue new CME Shares arising from the conversion of the ICULS (including further ICULS arising from any adjustments under the provisions of the Trust Deed); and
- enter into and execute the Trust Deed constituting the ICULS and to do all acts, deed and things as Directors of the Company may deem fit or expedient in order to implement, finalise and give effect to the Trust Deed.

THAT such new CME Shares to be issued arising from the full conversion of the ICULS shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing CME Shares except that they will not be entitled to any dividends, rights, allotments and/or distributions, that may be declared, made or paid prior to the date of allotment of these new CME Shares.

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Rights Issue of ICULS with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors in the best interest of the Company."

ORDINARY RESOLUTION 5

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF CME FROM RM500,000,000 COMPRISING 5,000,000,000 CME SHARES TO RM1,000,000,000 COMPRISING 10,000,000,000 CME SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"**THAT**, subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and Special Resolution 1, the authorised share capital of the Company be increased from RM500,000,000 comprising 5,000,000,000 CME Shares to RM1,000,000,000 comprising 10,000,000,000 CME Shares.

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to give effect to the aforesaid Proposed Increase in Authorised Share Capital with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modification, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF CME TO FACILITATE THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL ("PROPOSED M&A AMENDMENTS")

"**THAT**, subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4, Special Resolution 1 and the relevant approvals being obtained, the Memorandum and Articles of Association of the Company be amended by deleting Clause 5 and Article 4 in its entirety and substituting thereof with the following new Clause 5 and Article 4:

Clause 5	<i>Memorandum of Association</i> <i>The nominal capital of the Company is RM1,000,000,000 divided into 10,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.</i>
Article 4	<i>Articles of Association</i> <i>The authorised share capital of the Company is RM1,000,000,000 divided into 10,000,000,000 ordinary shares of RM0.10 each, all ranking pari passu with one another.</i>

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to give effect to the aforesaid Proposed M&A Amendments with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modification, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed M&A Amendments."

By Order of the Board of Directors of
CME GROUP BERHAD

Tan Ruey Shyan (MIA 32563)
Bernard Lim Boon Siang (MACS 01153)
Company Secretaries

Selangor Darul Ehsan
23 September 2014

Notes:

- 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.
- For a proxy to be valid, this form, duly completed must be deposited at the Registered Office of the Company at Lot 19, Jalan Delima 1/1, Taman Perindustrian Teknologi Tinggi Subang, 47500 Subang Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
- 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.
- 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.
- 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.
- For the purpose of determining a member who shall be entitled to attend this EGM 1, 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 7 October 2014. 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.