



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 2 (“EGM 2”) 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 12.00 p.m., or immediately after the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting 1 of CME to be held at the same venue on the same day at 11.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modification the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE BETWEEN CME, CME PROPERTIES (AUSTRALIA) PTY LTD (“CMEPA”), A WHOLLY-OWNED SUBSIDIARY OF CME, RUARK PROPERTIES PTY LTD (“RUARK PROPERTIES”) AND CENTRAL PARK (QLD) PTY LTD (“CENTRAL PARK”) FOR THE JOINT MIXED DEVELOPMENT OF TWO (2) CONTIGUOUS PARCELS OF FREEHOLD LAND MEASURING APPROXIMATELY 15,784 SQUARE METRE LOCATED AT LOT 11 HENSON STREET (“LAND 1”) AND LOT 40 MANDURAH TERRACE (“LAND 2”), LOCAL GOVERNMENT AREA OF CITY OF MANDURAH, WESTERN AUSTRALIA, AUSTRALIA (“PROPOSED JOINT VENTURE”)

“THAT, subject to the passing of the Proposed Diversification, the Proposed Acquisition of Land 1, the Proposed Acquisition of Land 2, the Proposed Rights Issue of ICULS, the Proposed Increase in Authorised Share Capital and the Proposed M&A Amendments as defined in the circular to shareholders dated 23 September 2014 in relation to the Proposed Joint Venture and the Proposed ESOS (“Circular”), approval be and is hereby given to Directors of the Company and CMEPA:

- (i) to enter into a joint venture with Ruark Properties and Central Park pursuant to a joint venture agreement dated 12 August 2014 (“JVA”) to jointly develop the Land 1 and Land 2;
- (ii) to contribute 70% or AUD700,000 to the initial start up costs of AUD1.00 million required to commence the joint venture as stipulated in the JVA; and
- (iii) to grant the developmental rights to Ruark Properties over the Lands, including the rights to charge the Lands for any credit facilities to be secured for the development of Land 1 and Land 2,

the details of which are set out in the Circular.

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 Joint Venture 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 of the Company in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE OPTION SCHEME (“ESOS” OR “SCHEME”) OF UP TO FIFTEEN PER CENT (15%) OF THE PREVAILING ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) FOR THE ELIGIBLE EMPLOYEES (INCLUDING DIRECTORS) OF THE COMPANY AND ITS SUBSIDIARIES, WHO MEET THE CRITERIA OF ELIGIBILITY FOR PARTICIPATION IN THE ESOS AS SET OUT IN THE BY-LAWS CONTAINING THE RULES, TERMS AND CONDITIONS OF THE ESOS (“PROPOSED ESOS”)

“THAT subject to the passing of Proposed Increase in Authorised Share Capital and the Proposed M&A Amendments as set out and defined in the Circular and the approvals from relevant authorities including the approval-in-principle from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new ordinary shares of RM0.10 each in the Company (“CME Shares”) to be issued pursuant to the exercise of the options granted under the Scheme (“Options”) being obtained, approval be and is hereby given for the Directors of the Company:

- (a) to establish, implement and administer a Scheme for the benefit of the eligible Directors and employees of the Company and its subsidiaries (“Group”), and to grant Options in accordance with the terms set out in the By-Laws, referred to **Appendix I** of the Circular, for a period of five (5) years from the date the Scheme comes into force, which may be extended or renewed (as the case may be) for a further period of up to five (5) years, at the sole and absolute discretion of the Board of Directors, PROVIDED that the total period of the Scheme shall not exceed ten (10) years;
- (b) to make such applications as may be necessary at the appropriate time or times to Bursa Securities and any other relevant authorities upon which the new CME Shares of the Company may, for the time being, be listed, for permission to deal in and for quotation of any new Share in the capital of the Company which may hereafter from time to time be allotted and issued pursuant to the exercise of the Options granted under the Scheme;
- (c) to allot and issue from time to time such number of new CME Shares in the capital of the Company as may be required pursuant to the exercise of the Options provided that the total number of new CME Shares to be issued under the Scheme shall not in aggregate exceed fifteen per cent (15%) of the prevailing issued and paid-up share capital (excluding treasury shares) of the Company at any point in time throughout the duration of the Scheme **AND THAT** such new CME Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up CME Shares except that the new CME Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, for which the entitlement date is prior to the date of allotment of the new CME Shares; and
- (d) to modify and/or amend the Scheme from time to time as may be required, permitted or deemed necessary by the authorities and/or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws of the Scheme relating to modifications and/or amendments, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Scheme;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts and things as they may deem fit, necessary or expedient in order to implement and/or give full effect to the Proposed ESOS.

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO TUNKU NIZAMUDDIN BIN TUNKU DATO’ SERI SHAHABUDDIN

“THAT contingent upon the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities being obtained, authority be and is hereby given to the Company specifically to offer up to 3,000,000 Options to Tunku Nizamuddin Bin Tunku Dato’ Seri Shahabuddin, the Executive Director of the Company and to allot and issue new CME Shares pursuant to the exercise of such Options in accordance with the Proposed ESOS, subject always to any terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the Scheme as contained in **Appendix I** of the Circular.”

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO LIM BEE HONG

“THAT contingent upon the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities being obtained, authority be and is hereby given to the Company specifically to offer up to 3,000,000 Options to Lim Bee Hong, the Executive Director of the Company and to allot and issue new CME Shares pursuant to the exercise of such Options in accordance with the Proposed ESOS, subject always to any terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the Scheme as contained in **Appendix I** of the Circular.”

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO CHIN FOOK KHEONG

“THAT contingent upon the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities being obtained, authority be and is hereby given to the Company specifically to offer up to 3,000,000 Options to Chin Fook Kheong, the Executive Director of the Company and to allot and issue new CME Shares pursuant to the exercise of such Options in accordance with the Proposed ESOS, subject always to any terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the Scheme as contained in **Appendix I** of the Circular.”

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO DATO’ TENGKU PUTRA BIN TENGKU AZMAN SHAH

“THAT contingent upon the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities being obtained, authority be and is hereby given to the Company specifically to offer up to 2,000,000 Options to Dato’ Tengku Putra Bin Azman Shah, the Independent Non-Executive Director of the Company and to allot and issue new CME Shares pursuant to the exercise of such Options in accordance with the Proposed ESOS, subject always to any terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the Scheme as contained in **Appendix I** of the Circular.”

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO DATO’ KHAIRI BIN MOHAMAD

“THAT contingent upon the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities being obtained, authority be and is hereby given to the Company specifically to offer up to 2,000,000 Options to Dato’ Khairi Bin Mohamad, the Independent Non-Executive Director of the Company and to allot and issue new CME Shares pursuant to the exercise of such Options in accordance with the Proposed ESOS, subject always to any terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the Scheme as contained in **Appendix I** of the Circular.”

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO AZLAN OMRY BIN OMAR

“THAT contingent upon the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities being obtained, authority be and is hereby given to the Company specifically to offer up to 2,000,000 Options to Azlan Omry Bin Omar, the Independent Non-Executive Director of the Company and to allot and issue new CME Shares pursuant to the exercise of such Options in accordance with the Proposed ESOS, subject always to any terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the Scheme as contained in **Appendix I** of the Circular.”

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF OPTIONS TO ONG SUAN PIN

“THAT contingent upon the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities being obtained, authority be and is hereby given to the Company specifically to offer up to 2,000,000 Options to Ong Suan Pin, the Independent Non-Executive Director of the Company and to allot and issue new CME Shares pursuant to the exercise of such Options in accordance with the Proposed ESOS, subject always to any terms and conditions and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the Scheme as contained in **Appendix I** of the Circular.”

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:

1. 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.
2. 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.
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 specify 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 EGM 2, 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.