



## CME GROUP BERHAD

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING II

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM II”) 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 10.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting I of CME to be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any modifications:

#### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 846,307,143 NEW ORDINARY SHARES IN CME (“CME SHARE(S)” OR “SHARE(S)”) (“RIGHTS SHARE(S)”) ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 3 EXISTING CME SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, TOGETHER WITH UP TO 1,057,883,928 FREE DETACHABLE WARRANTS (“WARRANTS”) ON THE BASIS OF 5 WARRANTS FOR EVERY 4 RIGHTS SHARES SUBSCRIBED FOR (“PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS”)**

“THAT, subject to and conditional upon the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board of Directors of CME (“Board”) to:

- (i) provisionally allot and issue by way of a renounceable rights issue of up to 846,307,143 Rights Shares on the basis of 2 Rights Shares for every 3 existing CME Shares, together with up to 1,057,883,928 Warrants on the basis of 5 Warrants for every 4 Rights Shares subscribed for, to the shareholders of CME whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board, at an issue price per Rights Share and exercise price per Warrant to be determined by the Board and announced by the Company;
- (ii) enter into and execute the deed poll in relation to the Proposed Rights Issue of Shares with Warrants (“Deed Poll”) and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll; and
- (iii) utilise the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manner as set out in Section 2.5 of the circular to shareholders dated 19 February 2018 (“Circular”),

THAT the shareholders’ fractional entitlements, if any, will be dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares with Warrants which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renounee(s) (if applicable). It is the intention of the Board to allocate the excess Rights Shares with Warrants in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company;

THAT the Rights Shares and the new CME Shares to be issued arising from the exercise of the Warrants shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing CME Shares, save and except that the Rights Shares and the new CME Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution, the entitlement date of which is prior to the date of allotment of the Rights Shares and the new CME Shares arising from the exercise of the Warrants;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Rights Issue of Shares with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants.”

#### By Order of the Board

**CHEAM TAU CHERN (MIA 18593)**

Company Secretary

Klang  
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 EGM II, 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.