

# **CME**

## **CME GROUP BERHAD**

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

### **ERRATA TO NOTICE OF THE 22ND ANNUAL GENERAL MEETING**

**To: The Shareholders of CME Group Berhad**

Reference is made to the Company's announcement made to Bursa Malaysia Securities Berhad on 30 October 2018.

We wish to inform that the Notes of the Notice of the 22nd AGM dated 31 October 2018, of which the amendment highlighted in bold and underlined, shall by this Errata be amended, corrected and taken to read as shown herein instead of as printed in the Company's Annual Report 2018:

1.6	For the purpose of determining a member who shall be entitled to attend this Twenty-Second (22nd) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 59 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a Record of Depositors as at <b><u>21</u></b> November 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.
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A copy of the revised Notice of the 22nd AGM are attached herewith for your easy reference.

**BY ORDER OF THE BOARD**

**CHEAM TAU CHERN (MIA 18593)**

Company Secretary  
Selangor Darul Ehsan  
31 October 2018



## CME GROUP BERHAD

(Incorporated in Malaysia)

(Company No. 52235-K)

### NOTICE OF THE 22ND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second (22nd) Annual General Meeting of CME Group Berhad (“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, 27 November 2018, at 10.00 a.m. for the purpose of transacting the following businesses:

#### AS ORDINARY BUSINESS:

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|----|--|-------------------------------|
| 1. | To receive the Audited Financial Statements for the eighteen months ended 30 June 2018 and the Reports of the Directors and Auditors thereon.  | <b>Please refer to Note 2</b> |
| 2. | To re-elect the following Directors who retire by rotation in accordance with Article 83 of the Company’s Constitution, and being eligible, offer themselves for re-election:                                |                               |
|    | (i) Y. Bhg. Dato’ Khairi Bin Mohamad   | <b>Resolution 1</b>           |
|    | (ii) YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah  | <b>Resolution 2</b>           |
| 3. | To approve the payment of Directors’ fees of RM283,333 for the period from 1 January 2017 until 30 June 2018.  | <b>Resolution 3</b>           |
| 4. | To approve the payment of Directors’ fees up to an amount of RM180,000 from 1 July 2018 until the conclusion of the next Annual General Meeting.   | <b>Resolution 4</b>           |
| 5. | To re-appoint Messrs. Baker Tilly Monteiro Heng, as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors. | <b>Resolution 5</b>           |

#### As Special Business

To consider, and if thought fit, to pass the following resolutions:

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|----|--|---------------------|
| 6. | <b>ORDINARY RESOLUTION<br/>AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL<br/>PURSUANT TO THE COMPANIES ACT 2016</b> | <b>Resolution 6</b> |
|----|--|---------------------|

“THAT pursuant to the Companies Act 2016 and the Constitution of the Company and subject to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the

Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

**7. ORDINARY RESOLUTIONS  
PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

(i) “THAT Y.A.D. Dato’ Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has been on the Board of the Company for cumulative term of more than twelve (12) years.”

**Resolution 7**

(ii) “THAT subject to the passing of Resolution 1, Y. Bhg. Dato’ Khairi Bin Mohamad be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has been on the Board of the Company for cumulative term of more than twelve (12) years.”

**Resolution 8**

8. To transact any other business of the Company for which due notice shall have been given.

By Order of the Board

Cheam Tau Chern (MIA 18593)  
Company Secretary

Shah Alam  
31 October 2018

**Notes:**

**1. Proxy**

1.1. A proxy need not be a member of the Company.

1.2. For a proxy to be valid, the instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the Company at No. 22C, Jalan Gelugor, 41050 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.

- 1.3. 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.
- 1.4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 1.5. 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.
- 1.6. For the purpose of determining a member who shall be entitled to attend this Twenty-Second (22nd) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 59 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a Record of Depositors as at 21 November 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.
- 1.7 Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 22nd AGM will be put to vote on a poll.

## **2. Audited Financial Statements for the eighteen months ended 30 June 2018**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.

## **3. Ordinary Resolution 6 – Authority for Directors to Allot and Issue Shares**

Ordinary Resolution 6, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting.

The authority granted to the Directors will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

The Company raised RM2,205,500 from the issuance of 44,110,000 new shares pursuant to the Companies Act 2016 under the authority sought at the Twenty-First (21st) AGM held on 25 May 2017 and the authority will lapse at the conclusion of the Twenty-Second (22nd) AGM. Please refer to page 32 of the Annual Report 2018 for details and utilisation status of the proceeds raised. A renewal of this authority is being sought at the Twenty-Second (22nd) AGM under the proposed Resolution 6.

#### **4. Ordinary Resolution 7 and 8 – Retention of Independent Non-Executive Directors**

##### **(i) Y.A.D. Dato' Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj**

The Board, through the Nominating Committee (“NC”), has assessed the independence of Y.A.D. Dato' Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj and is satisfied that he can continue bringing independent views to the Board and safeguarding the minority interest of the Company. The Board believes his leadership quality, and knowledge and experiences will continue to contribute positively to the proceedings of the Board and the Board Committees. The Board therefore endorsed the NC's recommendation for him to be retained as an Independent Non-Executive Director.

##### **(ii) Y. Bhg. Dato' Khairi Bin Mohamad**

The Board, through the NC, has determined that Y. Bhg. Dato' Khairi Bin Mohamad is fair and impartial in carrying out his duties to the Company. As Director, he continues to bring independent and objective judgements to Board deliberations and the decision-making process as a whole. He also possesses vast professional experience and brings the right mix of skills to the Board. The Board therefore, endorsed the NC's recommendation for him to be retained as an Independent Non-Executive Director.

Shareholders' approval for Ordinary Resolutions 7 and 8 will be sought on a two-tier voting basis.

#### **STATEMENT ACCOMPANYING NOTICE OF THE 22ND ANNUAL GENERAL MEETING**

(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

##### **1. DIRECTORS WHO ARE STANDING FOR RE-ELECTION**

The Directors who are offering themselves for re-election at the Twenty-Second (22nd) Annual General Meeting of the Company are as follows:

- Y. Bhg. Dato' Khairi Bin Mohamad, a Director retiring under Article 83 of the Company's Constitution.
- YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah, a Director retiring under Article 83 of the Company's Constitution.

##### **2. DETAILS OF BOARD MEETINGS AND ATTENDANCE OF DIRECTORS**

Details of board meetings and attendance of Directors at Board meetings held for the financial period ended 30 June 2018 are set out in the Corporate Governance Overview Statement of this Annual Report.

**3. ORDINARY RESOLUTION ON AUTHORITY TO ISSUE AND ALLOT NEW ORDINARY SHARES IN CME GROUP BERHAD (“CME SHARES”)**

Details of the general mandate to issue and allot CME Shares pursuant to the Companies Act 2016 are set out in the Explanatory Notes of the Notice of the 22nd Annual General Meeting on page 4 of this Annual Report.