

**CME GROUP BERHAD**(Incorporated in Malaysia)
197901007949 (52235-K)**Notice of the Twenty-Third (23rd) Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Twenty-Third (23rd) Annual General Meeting of CME Group Berhad ("the Company") will be held at the Delima Room, Lobby Floor, General Hotel, Jalan ST 1C/7, Medan 88, Bandar Baru Salak Tinggi, 43900 Sepang, Selangor Darul Ehsan on Friday, 29 November 2019, at 10.00 a.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 and the Reports of the Directors and Auditors thereon. | Please refer to Note 2 |
| 2. To re-elect the following Directors who retire by rotation in accordance with Article 83 of the Company's Constitution and who being eligible, offer themselves for re-election:
(i) Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin
(ii) Azlan Omry Bin Omar | Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3 |
| 3. To approve the payment of Directors' fees up to an amount of RM180,000 from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting. | Ordinary Resolution 4 |
| 4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Board of Directors for the financial year ending 30 June 2020 and to authorise the Board of Directors to determine their remuneration. | Ordinary Resolution 4 |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following as Ordinary Resolutions:

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| 5. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO THE COMPANIES ACT 2016
"THAT pursuant to the Companies Act 2016 and the Constitution of the Company and subject to the approvals by 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." | Ordinary Resolution 5 |
| 6. PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
"THAT approval be and is hereby given to the following Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years, to continue to act as Independent Non-Executive Directors of the Company in accordance with the Malaysian Code on Corporate Governance 2017:
(i) Y.A.D. Dato' Setia Tengku Indera Pahlawan Tengku Putra Alhaj Bin Tengku Azman Shah Alhaj; and
(ii) Y. Bhg. Dato' Khairi Bin Mohamad." | Ordinary Resolution 6
Ordinary Resolution 7 |

To consider and if thought fit, to pass the following as Special Resolution:

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| 7. PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY
"THAT approval be and is hereby given to revoke the existing Constitution (previously referred to as the Memorandum and Articles of Association) of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in the Circular to Shareholders dated 31 October 2019 accompanying the Company's Annual Report for the financial year ended 30 June 2019, be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." | Special Resolution 1 |
| 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution. | |

By Order of the Board

Cheam Tau Chern
PC No.: 201908000002
Company Secretary

Shah Alam
31 October 2019

Notes:

- Proxy**
 - A proxy need not be a member of the Company.
 - 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.
 - 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.
 - 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.
 - 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 Twenty-Third (23rd) 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 25 November 2019. 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.
 - Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 23rd AGM will be put to vote on a poll.
- Audited Financial Statements for the year ended 30 June 2019**
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.
- Ordinary Resolution 5 – Authority for Directors to Allot and Issue Shares**
Ordinary Resolution 5, 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 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. As at the date of this Notice, no new shares were issued pursuant to the authority granted to the Directors at the Twenty-Second (22nd) Annual General Meeting held on 27 November 2018, the mandate of which will lapse at the conclusion of the Twenty-Third (23rd) Annual General Meeting to be held on 29 November 2019.
- Ordinary Resolution 6 and 7 – Proposed Retention of Independent Non-Executive Directors**
 - 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.
 - 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 6 and 7 will be sought on a two-tier voting basis.

5. Special Resolution 1 – Proposed Adoption of the New Constitution of the Company

The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The proposed new Constitution is set out in the Circular to Shareholders dated 31 October 2019 accompanying the Company's Annual Report for the financial year ended 30 June 2019.

The Proposed Adoption of the New Constitution of the Company shall take effect once the proposed Special Resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 23rd AGM.