Minutes of the 37th Annual General Meeting ("AGM") of Bursa Malaysia Berhad ("Bursa Malaysia" or "the Company") held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 27 March 2014 at 10.00 a.m.

PRESENT

Tun Mohamed Dzaiddin bin Haji Abdullah (Chairman)
Dato’ Tajuddin bin Atan (Chief Executive Officer)
Datuk Dr. Md Tap bin Salleh
Datuk Dr. Syed Muhamad bin Syed Abdul Kadir
Dato’ Zuraiah binti Atan
Dato’ Saiful Bahri bin Zainuddin
Tan Sri Ong Leong Huat @ Wong Joo Hwa
Tan Sri Datuk Dr. Abdul Samad bin Haji Alias
Datuk Karownakaran @ Karunakaran a/f Ramasamy
Mr. Chay Wai Leong
Encik Ghazali bin Haji Darman

The above is as per Attendance List of Directors and Company Secretaries in Annexure 1.

IN ATTENDANCE

The attendance of Members/Corporate Representatives/Proxies is as per Summary of Attendance List in Annexure 2.

CHAIRMAN OF THE MEETING

Tun Mohamed Dzaiddin bin Haji Abdullah ("Tun Chairman").

QUORUM

There being a quorum, the 37th AGM ("Meeting") was duly convened.

NOTICE OF MEETING

The notice convening the Meeting was tabled and taken as read.

(It was duly proposed by Ms. Ong Li Lee and seconded by Puan Khuriah Hanim binti Muhammad.)
PRELIMINARY

As at 20 March 2014, being the cut-off date for determining who shall be entitled to attend the Company’s 37th AGM, the Company had Twenty Thousand Six Hundred and Eighty Nine (20,689) depositors, and the total issued and paid-up capital stood at RM266,305,900 comprising 532,611,800 ordinary shares of RM0.50 each. There were approximately 1,342 members present in person or by proxy at the commencement of the Meeting.

Tun Chairman introduced each and every member of the Board of Directors (“Board”) as well as the Company Secretaries who were in attendance.

In Tun Chairman’s opening remarks, he shared on Bursa Malaysia’s challenges as well as achievements and milestones amid financial uncertainties and intensified competition during the year 2013. The Board and Management would continue to champion good governance practices, roll out new growth strategies and look for new frontiers of opportunity.

Tun Chairman briefed the members, corporate representatives and proxies present of their right to speak and vote on the resolutions set out in the Notice of 37th AGM dated 27 February 2014.

(1) Pursuant to Article 54 of the Company’s Articles of Association, a resolution put to vote at the general meeting shall be decided on a show of hands unless a poll is demanded. A poll may be demanded by:-

(a) the Chairman of the meeting; or
(b) at least two (2) Members present in person or by proxy; or
(c) by any Member or Members present in person or by proxy and representing not less than one tenth (1/10) of the total voting rights of all Members having the right to vote at the meeting; or
(d) by any Member or Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth (1/10) of the total sum paid up on all the shares conferring that right.

(2) Voting slips were issued at the point of registration, which would be put to use, should a poll be demanded in accordance with Article 54 of the Company’s Articles of Association. The voting slips had been pre-printed with the number of shares. For the proxies, the voting slips might be completed with the votes to be cast according to the shareholder’s instruction, if so given by him/her. In the absence of such instruction, the proxy should vote as he/she thought fit, or at his/her discretion, abstain from voting.

(3) In line with the international best practice in corporate governance, the voting at the 37th AGM would be conducted on a poll, rather than on a show of hands as Bursa Malaysia believed that this would result in a fair and a more accurate reflection of the views of shareholders by ensuring the recognition of every vote, consistent with the principle of ‘one share one vote’. Hence, this practice would enforce greater shareholders’ rights, and also allow all votes of shareholders who were unable to attend the Meeting but who had appointed the Chairman of the Meeting as proxy, to vote on their behalf in accordance with their instruction, for exercising their rights as shareholders of the Company.
Tun Chairman informed that he would exercise his right as the Chairman of the Meeting to demand for a poll in accordance with Article 54 of the Company’s Articles of Association in respect of all resolutions which would be put to vote at the Meeting except for Resolutions 6 and 8, which he had to abstain from voting.

Tun Chairman further informed that the Company had appointed Tricor Investor Services Sdn Bhd (“Tricor”) as Poll Administrator to conduct the polling process, and Messrs. Ernst & Young as Scrutineers to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 37th AGM.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

1.1 Tun Chairman tabled the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors as set out on pages 78 to 180 of the Annual Report 2013.

1.2 Agenda 1 was duly proposed by Ms. Ong Li Lee and seconded by Mr. Jeremie Ting Keng Fui.

1.3 Tun Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2013 (“FY2013”) together with the Reports of the Directors and Auditors as received and duly tabled at the 37th AGM. Tun Chairman explained that the Audited Financial Statements for the FY2013 were for discussion only under Agenda 1, as it did not require shareholders’ approval under the provisions of Section 169(1) and (3) of the Companies Act 1965. Hence, it would not be put for voting.

1.4 Dato’ Tajuddin bin Atan, the Chief Executive Officer (“CEO”) of Bursa Malaysia made a brief presentation which covered the following as per Annexure 3:-

(1) Robust Growth:
   (a) Financial Performance
      (i) Stellar Financial Performance
      (ii) Growing Shareholder Value
      (iii) Progressive Rise in Return on Equity
      (iv) 2013 Total Shareholders Return = 41%
      (v) Strong Performance Indicators
   
   (b) Market Performance
      (i) Securities Market Trending High
      (ii) Derivatives Market Scaling New Heights
      (iii) Rapid Growth in Islamic Market

(2) Strengthened Marketplace:
   (a) Internationally Benchmarked – building market quality and ensure sustainability
   (b) Resilient Securities Market – outpaced the growth of global trade value
   (c) Derivatives growing from strength to strength – ahead of global trade volume
(d) Islamic Market continues to grow – with stricter revised Shari’ah screening methodology
(e) Leading in ASEAN – outperformed peers in fund raised, index and market cap growth

(3) Stronger collaboration:
   (a) Recap of 2011-2012 Key Initiatives
   (b) 2013 Key Initiatives and Milestones
   (c) Our Deliveries in 2013
   (d) Focus in 2013 and Beyond
   (e) 2014 Key Deliveries

1.5 Mr. Chan Hooi Lam, the Partner of Messrs. Ernst & Young presented the unqualified Report of the Auditors to the shareholders of the Company in respect of the Audited Financial Statements for the FY2013 as set out on pages 84 and 85 of the Annual Report 2013.

1.6 Tun Chairman informed that Bursa Malaysia had responded to the issues raised in the letter dated 20 March 2014 from the Minority Shareholder Watchdog Group (“MSWG”) for the 37th AGM. A copy of the said MSWG’s letter together with Bursa Malaysia’s written reply dated 26 March 2014 was attached as Annexure 4.

For the benefit of the shareholders, the CEO gave a summary of the reply in response to the questions raised in the said MSWG’s letter. Thereafter, it was opened to the floor for questions on the Audited Financial Statements for the FY2013.

1.7 The Meeting deliberated at length on this item. In summary, the issues raised by the shareholders/corporate representatives/proxies were responded by the Management as follows:-

(1) Mr. Ng Seet Kow congratulated the Board for the increase in profit after tax from approximately RM156.886 million in 2012 to RM179.385 million in 2013. He commented that the Kuala Lumpur Composite Index was active and vibrant in 2013 as compared the previous year. Investors could now trade on the shares of companies in other countries with brokerage of less than RM100. He enquired if Bursa Malaysia also derived a share of the brokerage.

The CEO, Dato’ Tajuddin bin Atan clarified that Bursa Malaysia did not have a share of the brokerage imposed by the broking houses.

(2) Puan Lya Rahman, the corporate representative of MSWG thanked the Board for presenting the answers to the questions raised by the MSWG in its letter dated 20 March 2014. She indicated that MSWG received the written response from Bursa late on 26 March 2014 and would appreciate an early response in future.

(a) Puan Lya Rahman commended the Board for the good financial performance of Bursa Malaysia in respect of FY2013 and for continuing to be exemplary in its corporate governance (“CG”) practices, as well as in the assessment under
ASEAN CG Scorecard. MSWG hoped to see Bursa Malaysia top the ASEAN list, as the list would be published and shared with the ASEAN region effective 2015.

(b) Puan Lya Rahman further congratulated the Board and Management of Bursa Malaysia for being one of the winners for the Best Conduct of AGM Award, MSWG's Top 3 Corporate Governance Transparency Award and Top 5 Overall Corporate Governance Award, which were assessed based on the ASEAN CG Scorecard methodology as adopted by Malaysia and other countries in the ASEAN region. MSWG also hoped that Bursa Malaysia would continue to be the fore runner in good CG practices for other companies to emulate.

The CEO sincerely apologised for the late response to MSWG and took note of the above comments.

(3) Puan Lya Rahman enquired on how the pool of potential directors was established, particularly for the independent non-executive directors, as the CG Statement in the Annual Report did not indicate the source of the pool of potential candidates for directorship, as established by the Board.

(a) The CEO explained that the candidates in the pool of potential directors were gathered from various sources, for example, recommendation from the Board members and relevant authorities, having regard to experience in business/finance, capital market, information technology, and other areas to complement the appropriate mix of skills, experience and strength and other qualities of the Board as a whole. The Board also endeavoured to meet its target on gender diversity in line with the recommendation in the Malaysian Code on Corporate Governance ("MCCG") 2012. This could be seen with the recent appointment of Dato' Zuraidah binti Atan by the Minister of Finance as Public Interest Director of Bursa Malaysia.

(b) The Company Secretary, Puan Yong Hazadurah binti Md Hashim added that the Board through the Nomination and Remuneration Committee ("NRC") had established the pool of potential directors as described in the CG Statement in the Annual Report 2013. The candidates of potential Directors were sourced from the Board members' network/referral and nominations from relevant authorities, including reference to women candidates from the NAM Institute for the Empowerment of Women (NIEW) based on the criteria as determined by the NRC. She took note of MSWG's suggestion to disclose the sources of candidates in the Annual Report moving forward.

(4) With reference to the Unusual Market Activities ("UMA") queries issued by Bursa Malaysia to alert the investing public, Puan Lya Rahman further enquired if Bursa Malaysia went beyond issuing UMA queries, in the likes of carrying out further investigation into the matters and engaging with the board of those public listed companies ("PLCs") in an attempt to find out the reasons for the UMA.

The Director of Regulation, Ms. Selvarany Rasiah explained that:-
(a) Bursa Malaysia had issued 31 UMA queries in 2013, out of which 14 PLCs had provided more information with regard to their corporate development, whilst the balance had reported that they were not aware of any reason giving rise to the UMA. This is also of value to the investing public to trade on an informed basis. In this respect, Bursa Malaysia did engage with the PLCs to ensure accurate disclosures to the market. In addition to the engagement with PLCs, Bursa Malaysia also conducted numerous advocacy sessions with the directors of PLCs with a view of enhancing the quality of disclosure in information provided to the market or announcements made by the PLCs; and

(b) As an Exchange, Bursa Malaysia would monitor corporate developments and where UMAs are issued, companies are expected to conduct due diligence before responding to the UMA query, to ensure accurate disclosures. In the event of any inaccurate disclosures and breaches of the rules by the PLCs, Bursa Malaysia would not hesitate to take enforcement action against the errant parties. The list of enforcement actions was available on Bursa Malaysia’s website.

(5) With regard to Recommendations 3.2 and 3.3 of the MCCG 2012 which allowed shareholders’ approval to be sought to retain a director who had served more than 9 years tenure as an independent director, Encik Abdul Rahim bin Bidin highlighted his observation that a director whom had served on the board for a period of 9 years or longer, would tend to become “friendly” with the management and complacent. Hence, his independence would be questionable.

In most instances, the shareholders would just accept the recommendation by the directors and vote in favour of the motion put forth by the company at a general meeting. Hence, Encik Abdul Rahim opined that it was not right technically, to retain a director’s independence by a resolution passed by the shareholders. Should a director wish to remain on the board beyond 9 years, he ought to be re-designated and should continue to be regarded as non-independent director.

The Director of Regulation explained that:-

(a) The 9 years tenure is a recommendation under the MCCG 2012 and not a rule. Accordingly, the board should assess the independence of the director in the discharge of his obligations as an independent director of the company. Should the board be satisfied with the level of the director’s independence based on its assessment, the board must provide justifications and seek shareholders’ approval at the general meeting.

(b) This was in line with the principle that 9 years did not necessarily equate to lack of independence and it would not be an automatic disqualification for independent directors. The board should undertake an assessment of the independence of the director involved. Assessment of the independence of a director should in fact be done regularly by the board to ensure that he is able to perform his obligation as an independent director in the best interest of the company.

(6) Encik Abdul Rahim bin Bidin expressed his view that some of the terms were not fair to the minority shareholders with regard to selective capital repayment (“SCR”) and
therefore questioned the “independence” of the independent advisers. He felt that more stringent regulation should be in place to regulate SCR so that minority shareholders’ interest would be protected.

He further shared some instances of “abuse” by the promoter/interested party in garnering votes for the resolution to be approved at general meeting, even though the interested parties and/or persons connected to them were required to abstain from voting on the specific resolution.

The Director of Regulation explained that:-

(a) A comprehensive framework is in place to ensure that minority shareholders are treated in a fair manner. In this regard, the relevant laws, the Securities Commission (“SC”) guidelines and the Listing Requirements required all interested parties and/or persons connected to them to abstain from voting on the transaction.

In addition, independent advisers are also required to assess and provide an opinion on the subject matter in the circulars to be issued to shareholders. In this regard, the SC issued Practice Note 15 of the Malaysian Code on Take-Overs and Mergers 2010 to ensure that independent advisers must disclose the basis for arriving at their opinion and conclusion.

(b) Bursa Malaysia’s rules are benchmarked and comparable with the other developed markets and we always ensure that the level of shareholder protection is adequate. The effectiveness of the framework was also reflected by the fact that some privatisation attempts did not succeed, as shareholders did not support it. In some instances, revisions had been made to the offer price.

Nevertheless, Bursa Malaysia would continue to monitor and improve the framework from time to time.

(7) Encik Abdul Rahim bin Bidin further highlighted his observation that with the dividend reinvestment scheme (“DRS”), the Management might have given a false impression on the financial health/cash flow of the organisation. Although the company had declared dividend, the company would be able to retain the cash in its coffers, as dividend would be paid via issuance of shares.

Encik Abdul Rahim suggested for Bursa Malaysia to put in place checks on the financial health of a company that generated real profits, and also the frequency of a PLC in paying dividends under DRS.

(a) The Director of Regulation responded that the DRS would be subject to shareholders’ approval prior to implementation. Where the DRS is approved by shareholders pursuant to the Listing Requirements, shareholders would also be given the option to accept dividends in the form of either cash or shares in the PLC.
(b) Encik Abdul Rahim further commented that for DRS, shareholders who opted for cash would lose out because:-

(i) the shares allotted pursuant to the DRS might be priced at a discount of not more than 10% to the weighted average market price of the shares for the 5 market days immediately before the price-fixing date; and

(ii) it would further dilute their shareholdings in the company.

Meanwhile for those who opted for shares dividend, they would need to bear the stamp duty of RM10 for subscription of new shares, and effectively, reduce the total dividend received.

(8) Mr. Ho indicated the inconvenience of having to collect the lunch vouchers from Bursa Malaysia or its Share Registrar after the AGM, as there were insufficient vouchers to be distributed to the shareholders at the time of registration earlier. He then made the following enquiries:-

(a) Whether Bursa as a regulatory body could ensure fair trading for retail investors as he noticed that large institutional investors appeared to be privy to inside information where they traded ahead of the announcements being made by the PLCs, evidenced by incidences of a rally in the share prices before the material announcements; and

(b) Whether the 'cash and bank balances not belonging to the Group' of approximately RM771 million on page 88 of the Annual Report 2013, should be recognised as Bursa Malaysia's assets since they did not belong to the Group.

The CEO explained that the turnout of shareholders and proxies at the AGM today had well exceeded the number of attendees in the past years' AGM. In any event, Bursa Malaysia would undertake to send the vouchers by post to the shareholders/proxies instead of them having to collect from Bursa Malaysia or its Share Registrar's office.

(i) With regard to Item 1.7(8)(a) above, the CEO explained that taking cognisant of the retail investors' need for information, Bursa Malaysia would use its best endeavour to facilitate access and flow of information to the retail investors including making available research reports through its ongoing initiatives to increase engagement with retail investors, for example, the impending launch of Bursa Marketplace in April 2014.

The Director of Regulation informed that Bursa Malaysia undertakes close monitoring of market activities. Bursa Malaysia would issue UMA query to the PLC concerned to procure disclosure of information in a timely manner for the investing public. Apart from that, Bursa Malaysia also guards against abusive market practices such as market manipulation and insider trading. Bursa Malaysia would further investigate the matter should there be any indication of such offences. Any incidences of insider trading and breach of laws would be referred to the SC for
further action. Shareholders could refer to the SC’s website for enforcement actions that had been taken against errant parties in regard to insider trading.

The Director of Regulation assured that Bursa Malaysia is cognisant of the importance of fair dissemination of information to the investing public. Bursa Malaysia would continue to closely monitor market activities and engage with PLCs and brokers to promote timely and adequate disclosure as well as ethical practices, so as to ensure that price discovery in the market is not disrupted.

(ii) With regard to Item 1.7(8)(b) above, the Acting Director of Corporate Services/Chief Financial Officer (CFO), Puan Rosidah binti Baharom informed that an explanation on the ‘cash and bank balances not belonging to the Group’ was provided under Note 22 on page 141 of the Annual Report 2013.

(9) Mr. See Kok Cheong made the following enquiries:-

(a) In instances of insider trading, other than issuing UMA queries, whether Bursa Malaysia immediately investigated the trading and find out the players behind the trades which caused the UMA; and

(b) Whether companies seeking listing on Bursa Malaysia Securities Berhad were able to settle consultants/advisers’ fees by way of new shares, which would be offloaded to recoup their outstanding fees, resulting in the drop in share prices upon debut, and whether such practices should be prohibited by Bursa Malaysia to safeguard investors’ interest.

(i) With regard to Item 1.7(9)(a) above, the Director of Regulation explained that Bursa Malaysia would proceed to investigate into each case after issuance of UMA query, and to establish evidence based on findings as to whether it constituted any breach of Bursa Malaysia rules or insider trading laws. Bursa Malaysia would not hesitate to take enforcement actions for breaches of its rules and refer breaches of the law to the relevant authorities, respectively.

Bursa Malaysia vigilantly monitors the trading activities and where trading concerns are noted, pre-emptive action will be taken to address the concern, even if they did not trigger issuance of UMA query. As for enforcement, the actions taken are available on Bursa Malaysia’s website. To date, enforcement actions had been taken by Bursa Malaysia against errant parties for market offences/manipulation, where the penalties imposed on the errant parties involved included fines, the highest being RM700,000, and rendered them being struck off as a Registered Person from the register of Bursa Malaysia Securities Berhad. The severe penalties acted as deterrent against committing market offences which sought to ensure fair and orderly market.

(ii) With regard to Item 1.7(9)(b) above, the CEO informed that Bursa Malaysia does not regulate the mode of settlement of the consultants/advisers’ fees as it would be agreed upon by both parties involved, having taken into account the risks involved from such an arrangement.
Mr. Julian Tham enquired whether Bursa Malaysia could intervene when there was a sharp drop in share price in the form of a circuit breaker in an attempt to restore order in the market place and share price. He drew reference to what Singapore Exchange reportedly did in the case of Asiaasons Capital Limited, Liongold Corp Ltd and Blumont Group Ltd in 2013 when the share prices dropped by 80%, its intervention which had caused the share prices to tumble further.

The CEO responded that Bursa Malaysia has in place adequate controls to mitigate any incident of a similar nature and Bursa Malaysia would intervene by applying the appropriate control measures in the event of a drastic movement in the share prices.

Mr. Loke Kok Keong concurred with the earlier view in Item 1.7(7) above that Bursa Malaysia should study and review the feasibility of DRS in view of the time and cost involved in implementing DRS by PLCs.

Mr. Loke highlighted that there should be a platform for shareholders to sell their odd lots, as they were not tradeable in the market. Considering the quantum of the odd lots, they should be exempted from brokerage fees charged at a minimum of RM40 as well. Odd lots were also costly to the PLCs as holders of odd lots were also entitled to receive notices of meetings and annual reports. He further shared his observation as follows:-

(a) In a private placement exercise, shares were allotted at a discount to experts who would be able to contribute to the betterment of, or revive the PLC. However, he noticed that in one instance, these experts sold their shares immediately after the completion of the private placement, which seemed to have “deviated” from the objective of implementing the private placement; and

(b) Where a PLC was expecting a material decision from any court of law, the PLC should be mandated to seek suspension of trading of its counter pending announcement of the Court's verdict.

The Management took note of the above feedback.

(At this juncture, Tun Chairman called for the last question from the Meeting, whilst requesting the shareholders/proxies present to submit further questions in writing to the Company which would be responded by the Company in due course. Mr. Loke left the Meeting as he felt he was given limited time to raise questions.)

Mr. Ng Aik Peng expressed that Bursa Malaysia should allow the shareholders to raise questions or concerns at the 37th AGM without being subjected to any time constraint. Any suggestions from the shareholders should be considered by the Board and Management.

(a) He further expressed support for Mr. Loke's suggestion on odd lots [Item 1.7(11) above], and Encik Abdul Rahim's view that the stamp duty of RM10 for shares dividend in the case of DRS would be relatively costly particularly when the dividend amount was small [Item 1.7(7)(b) above]; and
(b) He sought for the reason why trading and index stopped at 4.45 p.m. and 5.00 p.m. respectively, while in the case of Singapore their index continued to compute after 5.00 p.m.

(13) Following the enquiry and response on UMA [Item 1.7(4) above], Mr. Kok Yoon Wah expressed that there should be a yardstick to detect and determine UMA. He commented that the minimum brokerage of RM40 should be reduced to aid smaller shareholders and/or the penny stockholders.

He further expressed the need for Bursa Malaysia to impose more stringent rules to govern SCR [Item 1.7(6) above] and privatisation exercises in the interest of the investing public, in view that:-

(a) The offer price for some SCR was well below the net assets, and retained earnings were not distributed to the shareholders as dividends. The same was retained by the company after privatisation; and

(b) The initial offer price for de-listing was rejected by the shareholders and the promoters had now revised their offer price. Shareholders were advised by the independent advisers that the revised offer price was fair and reasonable.

(14) Mr. Lim Tan Yew Kuan commented that the statement on e-Dividend sent to shareholders ought to be improved by providing the name of PLC concerned.

In response to Mr. Lim's enquiry on the components of "Others" amounting to RM8.1 million under 'Other Operating Expenses' on page 123 of the Annual Report 2013, the Acting Director of Corporate Services/CFO explained that this item comprised various expenses such as advertisements, annual general meeting and corporate social responsibility, and therefore was not specifically itemised.

(15) Mr. Tan Kong Huat proposed for improvement to Bursa Malaysia's website, so as to provide more information to aid retail investors in making informed investment decisions, and to provide a web page dedicated for (a) date of all general meetings, (b) dividends declared including entitlement and payment dates, and (c) corporate exercises announced but pending completion. Fewer clashes in the dates of AGM might help to increase level of shareholders participation in each general meeting.

(16) Madam Tan Siew Yong reiterated that the brokerage of minimum RM40 [Item 1.7(13) above] and the stamp duty of RM10 [Item 1.7(12) above] were hefty for small retail investors and supported the calls by other shareholders for reduction of these costs. High cost of investment would impede efforts by Bursa Malaysia to increase retail investors.

(17) Mr. Jeremie Ting Keng Fui congratulated the Board on Bursa Malaysia's sterling performance for the FY2013. He expressed that the questions raised by the shareholders were mainly related to the regulatory function of Bursa Malaysia and other market issues. In this regard, Mr. Jeremie Ting suggested that Bursa Malaysia should organise another forum for all regulatory issues to be dealt with separately.
The Management took note of the suggestion, given the unique dual role of Bursa Malaysia, being the frontline regulator and listed entity after the demutualisation of Bursa Malaysia.

(18) Mr. Jeremie Ting Keng Fui gave his feedback on the following matters in response to the issues raised earlier:-

(a) It would be timely to review the provision relating to ‘independent directors’ in the MCCG 2012 which was issued in March 2012, given the mismatch between the 9 years tenure for independent directors and allowing the company to seek shareholders’ approval to retain an independent director [Item 1.7(5) above];

(b) Bursa Malaysia to consider allowing trading in shares to be executed in any number instead of board lot of 100 shares, as this would address the issue of managing odd lots. This would be possible with electronic trading where the number of shares to be traded could be keyed-in accordingly, rather than by lots [Items 1.7(11) and (12) above];

(c) Bursa Malaysia to be mindful of the cost of trades for the retail investors [Item 1.7(13) above], and to allow retail investors to open central depository system account, limited to non-margin account, directly with Bursa Malaysia if it was within its remit and being the owner of the trading platform; and

(d) With regard to directors’ remuneration, PLCs were taking advantage of the non-clarity of the definition of “remuneration” to be approved by shareholders in general meeting between allowances (including benefits-in-kind) and fees. Regulation should be put in place to curb abuses by PLCs with regard to payments in the form of fees, allowances, benefits-in-kind and reimbursements, made to the directors, and the extent of detailed disclosure and/or the type of remuneration requiring shareholders’ approval.

The Management took note of the above feedback.

1.7 With that, Tun Chairman concluded the question and answers session for Agenda 1, and proceeded to the next agenda.

2. PAYMENT OF FINAL DIVIDEND OF 16 SEN PER SHARE UNDER SINGLE-TIER SYSTEM IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

2.1 With reference to the Notice of Dividend Entitlement and Payment dated 27 February 2014, the shareholders’ approval was sought for the payment of final dividend of 16 sen per share under single-tier system in respect of the financial year ended 31 December 2013 (“Dividend”) under Resolution 1 at the 37th AGM of the Company. The Dividend would be paid to the shareholders on 16 April 2014 based on entitlement date for the Dividend on 3 April 2014.

2.2 Resolution 1 on the payment of Dividend was duly proposed by Mr. Tan Kean Lee and seconded by Mr. Jeremie Ting Keng Fui.

Minutes of 37th AGM of Bursa Malaysia Berhad
(30632-P) dated 27 March 2014

12
2.3 Tun Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 54 of the Company’s Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

3. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 69 OF THE COMPANY’S ARTICLES OF ASSOCIATION

3.1 Tun Chairman informed that 4 Directors shall retire by rotation in accordance with Article 69 of the Company’s Articles of Association and be eligible for re-election. The retiring Directors who being eligible, offered themselves for re-election under Resolution 2, 3, 4 and 5 respectively as follows:-

(1) Dato’ Saiful Bahri bin Zainuddin (Resolution 2);
(2) Tan Sri Ong Leong Huat @ Wong Joo Hwa (Resolution 3);
(3) Dato’ Tajuddin bin Atan (Resolution 4); and
(4) Encik Ghazali bin Haji Darman (Resolution 5).

The profiles of the Directors standing for re-election were provided to Members on pages 21, 23 and 25 of the Annual Report 2013, and also in the Statement Accompanying Notice of 37th AGM.

3.2 In line with Recommendation 3.1 of the MCCG 2012, the Board had conducted an assessment of independence of the Independent Non-Executive Directors, and also other criteria i.e. character, integrity, competence, experience and time to effectively discharge their respective roles as Directors of the Company. The Board approved the NRC’s recommendation that the Directors who retired by rotation in accordance with Article 69 of the Company’s Articles of Association were eligible to stand for re-election.

The SC’s concurrence had been obtained pursuant to Section 10(1)(b) of the Capital Markets and Services Act 2007 for all the 4 Directors seeking re-election at this 37th AGM pursuant to Article 69 of the Company’s Articles of Association.

3.3 Tun Chairman sought for proposer and seconder in respect of the re-election of each Director under the following resolutions, which were proposed to be voted on individually, in a separate motion, in accordance with Section 126 of the Companies Act 1965 (or Article 73 of the Company’s Articles of Association):-

(1) Resolution 2 on the proposed re-election of Dato’ Saiful Bahri bin Zainuddin, was duly proposed by Ms. Ong Li Lee and seconded by Mr. Lim Tan Yeow Kuan;

(2) Resolution 3 on the proposed re-election of Tan Sri Ong Leong Huat @ Wong Joo Hwa, was duly proposed by Mr. Tan Ken Tong and seconded by Encik Mohd Zulkifli bin Mustafa;

(3) Resolution 4 on the proposed re-election of Dato’ Tajuddin bin Atan, was duly proposed Mr. Teo Chock Hwat and seconded by Puan Nadzirah binti Abdul Rashid; and
(4) **Resolution 5** on the proposed re-election of Encik Ghazali bin Haji Darman, was duly proposed by Mr. Jeremie Ting Keng Fui and seconded by Puan Khuriyah Hanim binti Muhammad.

3.4 Tun Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 54 of the Company’s Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

4. **DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013**

4.1 Tun Chairman handed the chairmanship of the Meeting to the CEO, Dato’ Tajuddin bin Atan in view that the Non-Executive Directors (“NED”) who were shareholders of the Company, including himself should abstain from voting on **Resolution 6** concerning remuneration to the NED.

4.2 **Resolution 6** on the payment of Directors’ fees was proposed by Mr. Tan Ken Tiang and seconded by Mr. Jeremie Ting Keng Fui.

4.3 Dato’ Tajuddin bin Atan informed that 2 shareholders, namely, Ms. Hong Soo Yong and Puan Yong Hazadurah binti Md. Hashim had demanded for a poll in accordance with Article 54 of the Company’s Articles of Association.

4.4 Some shareholders/proxies shared their views with regard to Directors’ fees, summarised as follows:-

(1) Mr. Lim Tan Yew Kuan indicated the risk of non-payment in the event that the resolution on payment of Directors’ fees in respect of the financial year under review was not passed by the shareholders at AGM. In this respect, he suggested for Directors’ fees to be prorated and paid in advance on a monthly basis during the financial year;

(2) Encik Abdul Rahim bin Bidin, Puan Lya Rahman and Mr. Jeremie Ting Keng Fui disagreed with Mr. Lim’s suggestion for Directors’ fees to be paid in advance, as the amount of Directors’ fees should be recommended for shareholders’ approval based on the company’s performance, and upon the Board’s approval of the Audited Financial Statements for the financial year under review. They agreed with the current practice of Bursa Malaysia.

4.5 As the poll on this resolution would be conducted upon completion of the remaining business of the Meeting, Dato’ Tajuddin bin Atan handed over the chairmanship to Tun Chairman for the next agenda.

5. **APPOINTMENT OF AUDITORS**

5.1 Tun Chairman informed that the Board recommended to the shareholders for approval of the appointment of Messrs. Ernst & Young as the External Auditors of Bursa Malaysia for 2014 based on the Audit Committee’s review of the performance of the External Auditors, and
assessment of their independence in the performance of their obligations as External Auditors for FY2013.

5.2 **Resolution 7** on the proposed appointment of Messrs. Ernst & Young, was duly proposed by Encik Mohd Zulkifli bin Mustafa and seconded by Mr. Teo Chock Hwat.

5.3 Tun Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 54 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

6. **RE-APPOINTMENT OF DIRECTORS OVER 70 YEARS OF AGE PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT 1965**

6.1 Tun Chairman handed the chairmanship of the Meeting to the CEO, Dato' Tajuddin bin Atan once again as **Resolution 8** involved the re-appointment of the Chairman of Bursa Malaysia, Tun Mohamed Dzaiddin bin Haji Abdullah, a Director over the age of 70 pursuant to Section 129(6) of the Companies Act 1965.

Dato' Tajuddin bin Atan highlighted that the explanatory notes for this special business were provided in Note 12(1) of the Notice of 37th AGM on page 192 of the Annual Report 2013. Tun Chairman's profile was set out on page 21 of the Annual Report 2013, and also in the Statement Accompanying Notice of 37th AGM.

6.2 **Resolution 8** was duly proposed by Datin Paduka Siti Sa’diah binti Sheikh Bakir and seconded by Puan Nadzirah binti Abdul Rashid.

6.3 Dato' Tajuddin bin Atan informed that 2 shareholders, namely, Ms. Hong Soo Yong and Puan Yong Hazadurah binti Md. Hashim had demanded for a poll in accordance with Article 54 of the Company's Articles of Association.

As the poll on this resolution would be conducted upon completion of the remaining business of the Meeting, Dato' Tajuddin bin Atan handed over the chairmanship to Tun Chairman for the next item.

6.4 Tun Chairman took over the chair on **Resolution 9**, the appointment of Tan Sri Datuk Dr. Abdul Samad bin Haji Alias. Tun Chairman highlighted that the explanatory notes for this special business were provided in Note 12(2) of the Notice of 37th AGM on page 192 of the Annual Report 2013. Tan Sri Datuk Dr. Abdul Samad’s profile was set out on page 24 of the Annual Report 2013, and also in the Statement Accompanying Notice of 37th AGM.

6.5 **Resolution 9** was duly proposed by Encik Abdul Rahim bin Bidin and seconded by Puan Nadzirah binti Abdul Rashid.

6.6 Tun Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 54 of the Company’s Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Minutes of 37th AGM of Bursa Malaysia Berhad
(30632-P) dated 27 March 2014

15
7. OTHER BUSINESS

7.1 Tun Chairman sought confirmation from the Company Secretary whether the Company had received any notice for transaction of other business which had been given in accordance with the Companies Act 1965 and the Company’s Articles of Association. The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

8. POLLING PROCESS

8.1 Ms. Wong Yoke Fun of Tricor explained the procedures for the conduct of poll at the Meeting. Voting slips for the 37th AGM were pre-printed with name, identity card number/company number, and number of shares held.

The shareholders were requested to indicate their votes by marking an “X” in the appropriate box for Resolutions 1 to 9, and sign on the voting slip for the 37th AGM which was given upon registration. For the proxies whose voting slips would have been filled according to the voting instruction given by the shareholders appointing them, they were only required to sign on the voting slips. All the voting slips should be placed in the ballot box. The poll vote count would commence after the adjournment of the Meeting and the results of the poll would be verified by the Scrutineers, Ernst & Young (“EY”).

8.2 Tun Chairman then declared that the Meeting was adjourned at 12.40 p.m. for the poll vote count, and shall resume at 1.20 p.m. for the declaration of poll results in respect of Resolutions 1 to 9.

9. ANNOUNCEMENT OF POLL RESULTS

9.1 At 1.20 p.m., Tun Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from Tricor and EY, attached as Annexure 4. Tun Chairman invited Mr. Chan Hooi Lam of EY, to read out the poll results to the members and proxies present.

9.2 Payment of Final Dividend of 16 sen per share under single-tier system in respect of the financial year ended 31 December 2013 (Resolution 1)

Mr. Chan Hooi Lam announced the poll result in respect of Resolution 1 which was carried as follows:-

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th>AGAINST</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Ordinary Resolution 1</td>
<td>336,115,045</td>
<td>99.999</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 1 was duly passed as follows:-

"THAT the payment of final dividend of 16 sen per share under single-tier system in respect of the financial year ended 31 December 2013 be approved."
9.3 Re-election of Directors in accordance with Article 69 of the Company’s Articles of Association (Resolutions 2 to 5)

9.3.1 Mr. Chan Hooi Lam announced the poll result in respect of Resolution 2 which was carried as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th></th>
<th>AGAINST</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>%</td>
<td>Number of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Ordinary Resolution 2</td>
<td>314,963,745</td>
<td>99.683</td>
<td>1,000,300</td>
<td>0.316</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 2 was duly passed as follows:

"THAT Dato' Saiful Bahri bin Zainuddin who retired by rotation in accordance with Article 69 of the Company’s Articles of Association, be re-elected as Director of Bursa Malaysia."

Dato’ Saiful Bahri thanked the shareholders and proxies for their support.

9.3.2 Mr. Chan Hooi Lam announced the poll result in respect of Resolution 3 which was carried as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th></th>
<th>AGAINST</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>%</td>
<td>Number of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Ordinary Resolution 3</td>
<td>306,971,563</td>
<td>97.153</td>
<td>8,992,482</td>
<td>2.846</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 3 was duly passed as follows:

"THAT Tan Sri Ong Leong Huat @ Wong Joo Hwa who retired by rotation in accordance with Article 69 of the Company’s Articles of Association, be re-elected as Director of Bursa Malaysia."

Tan Sri Ong Leong Huat thanked the shareholders and proxies for their support.

9.3.3 Mr. Chan Hooi Lam announced the poll result in respect of Resolution 4 which was carried as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th></th>
<th>AGAINST</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>%</td>
<td>Number of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Ordinary Resolution 4</td>
<td>315,439,045</td>
<td>99.994</td>
<td>18,200</td>
<td>0.005</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 4 was duly passed as follows:

"THAT Dato’ Tajuddin bin Atan who retired by rotation in accordance with Article 69 of the Company’s Articles of Association, be re-elected as Director of Bursa Malaysia."

Dato’ Tajuddin expressed his sincere thanks to the shareholders and proxies for their support and confidence in him.
9.3.4 Mr. Chan Hooi Lam announced the poll result in respect of Resolution 5 which was carried as follows:-

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th>AGAINST</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Ordinary Resolution 5</td>
<td>315,273,363</td>
<td>99.941</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 5 was duly passed as follows:-

"THAT Encik Ghazali bin Haji Darman who retired by rotation in accordance with Article 69 of the Company's Articles of Association, be re-elected as Director of Bursa Malaysia."

Encik Ghazali thanked the shareholders and proxies for their support.

9.5 Directors' fees for the financial year ended 31 December 2013 (Resolution 6)

Mr. Chan Hooi Lam announced the poll result in respect of Resolution 6 which was carried as follows:-

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th>AGAINST</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Ordinary Resolution 6</td>
<td>335,973,545</td>
<td>99.985</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 6 was duly passed as follows:-

"THAT the payment of Directors' fees amounting to RM90,000 per annum for the Non-Executive Chairman and RM60,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2013 be approved."

9.6 Appointment of Auditors (Resolution 7)

Mr. Chan Hooi Lam announced the poll result in respect of Resolution 7 which was carried as follows:-

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th>AGAINST</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Ordinary Resolution 7</td>
<td>335,931,163</td>
<td>99.945</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 7 was duly passed as follows:-

"THAT the appointment of Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2014 and authorisation to the Board of Directors to determine their remuneration be approved."

9.7 Re-Appointment of Directors over 70 years of age pursuant to Section 129(6) of the Companies Act 1965 (Resolutions 8 and 9)
9.7.1 Mr. Chan Hooi Lam announced the poll result in respect of Resolution 8 which was carried as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th>%</th>
<th>AGAINST</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Resolution 8</td>
<td>244,529,369</td>
<td>90.513</td>
<td>25,628,582</td>
<td>9.486</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 8 was duly passed as follows:

"THAT Tun Mohamed Dzaiddin bin Haji Abdullah, a Public Interest Director who retires pursuant to Section 129(2) of the Companies Act 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."

9.7.2 Mr. Chan Hooi Lam announced the poll result in respect of Resolution 9 as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>FOR</th>
<th>%</th>
<th>AGAINST</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Resolution 9</td>
<td>186,090,533</td>
<td>71.108</td>
<td>75,610,318</td>
<td>28.891</td>
</tr>
</tbody>
</table>

Tun Chairman declared that Resolution 9 on the re-appointment of Tan Sri Datuk Dr. Abdul Samad bin Haji Alias as Director of the Company in accordance with Section 129(6) of the Companies Act 1965 was not passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or by proxy, at the 37th AGM.

Hence, Tan Sri Datuk Dr. Abdul Samad bin Haji Alias retired from office as Independent Non-Executive Director pursuant to Section 129(2) of the Companies Act 1965 at the conclusion of the 37th AGM held on 27 March 2014.

10. CLOSE OF MEETING

There being no other business to be transacted, the Meeting ended at 1.30 p.m. with a vote of thanks to the Chair.

Confirmed as correct

Chairman

Date: 27 March 2014

Minutes of 37th AGM of Bursa Malaysia Berhad (30632-P) dated 27 March 2014