

NOTICE OF 46TH ANNUAL GENERAL MEETING

BURSA MALAYSIA BERHAD

Registration No. 197601004668 (30632-P)

(Incorporated in Malaysia under the Companies Act 2016)



NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held virtually from Bursa Malaysia Berhad, Conference Room 1, Ground Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, Malaysia as the **Broadcast Venue** and via the TIIH Online website at <https://tiih.online> on Thursday, 30 March 2023 at 10.00 a.m. for the transaction of the following Ordinary Business:

- | | |
|--|---------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. To re-elect the following Directors who retire by rotation in accordance with Article 18.4 of the Company's Constitution and who being eligible offer themselves for re-election: (1) Datuk Bazlan bin Osman; and (2) Encik Syed Ari Azhar bin Syed Mohamed Adlan | Resolution 2 |
| 3. To re-elect Tan Sri Abdul Farid bin Alias who retires in accordance with Article 18.11 of the Company's Constitution and who being eligible offers himself for re-election. | Resolution 3 |
| 4. To approve the payment of Directors' fees amounting to RM300,000 per annum for the Non-Executive Chairman and RM200,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2022. | Resolution 4 |
| 5. To approve the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,000,000 from 31 March 2023 until the next AGM of the Company. | Resolution 5 |
| 6. To appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Board of Directors to determine their remuneration. | Resolution 6 |
| 7. 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. | |

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 46th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 23 March 2023. Only a depositor whose name appears on the Record of Depositors as at 23 March 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

Yong Hazadurah binti Md Hashim (LS 0006674) SSM PC No. 202008003707

Izreen Fara binti Ismail (MAICSA 7056436) SSM PC No. 202008002411

Company Secretaries

Kuala Lumpur

1 March 2023

Notes:

1. Registration for Remote Participation and Voting (RPV) Facilities

- 1.1 The Company's virtual 46th AGM will be conducted online from the Broadcast Venue. Members can attend, participate and vote in the meeting remotely (online) via TIIH Online website at <https://tiih.online> by using the RPV facilities. At the Broadcast Venue, only the essential individuals are physically present to organise the virtual 46th AGM.
- 1.2 Registration for RPV is open from the date of the Notice of the 46th AGM on **Wednesday, 1 March 2023** until such time before the voting session ends at the 46th AGM on **Thursday, 30 March 2023**.
- 1.3 Member(s), proxy(ies), corporate representative(s) or attorney(s) are required to register as a user with TIIH Online first and then pre-register their attendance for the 46th AGM for verification of their eligibility to attend the 46th AGM using the RPV based on the General Meeting Record of Depositors as at 23 March 2023.

2. Submission of questions before and during the meeting

- 2.1 Members may submit questions in relation to the agenda items for the 46th AGM prior to the meeting via TIIH Online at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically not later than **10.00 a.m. on Wednesday, 29 March 2023**. The responses to these questions will be shared at the 46th AGM.
- 2.2 Members may use the **Query Box** facility to ask questions real time (in the form of typed text) during the meeting. The Board and senior management will be in attendance either at the Broadcast Venue or remotely to provide responses accordingly.

3. Proxy

- 3.1 Every Member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the AGM, and that such proxy need not be a Member.
- 3.2 Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- 3.3 The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing, or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or its attorney duly authorised in writing.
- 3.4 Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 46th AGM will be put to vote on a poll.
- 3.5 As approved by the Board with reference to Article 17.2 of the Company's Constitution, proxy forms and/or documents relating to the appointment of proxy for the 46th AGM shall be deposited or submitted in the following manner not later than **10.00 a.m. on Wednesday, 29 March 2023** in accordance with Article 17.3 of the Company's Constitution:
 - (a) In hard copy:
 - (i) By hand or post: to the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd (TIIH) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
 - (ii) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com
 - (b) In electronic form via TIIH Online.

The detailed requirements and procedures for the submission of proxy forms are set out in the Administrative Guide.

4. Audited Financial Statements for financial year ended 31 December 2022

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

5. Ordinary Resolutions 1 and 2: Re-election of Directors who retire in accordance with Article 18.4 of the Company's Constitution

- 5.1 Article 18.4 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company excluding the Public Interest Directors (PIDs) for the time being or if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election. Out of the current Board size of ten (10), four (4) are PIDs. Hence, two (2) out of six (6) Directors are to retire in accordance with Article 18.4 of the Company's Constitution.
 - (a) For the purpose of determining the eligibility of the Director to stand for re-election at the 46th AGM, the Board through its Nomination and Remuneration Committee (NRC) had assessed the retiring Directors, and considered the following:
 - (i) The Directors' performance and contribution based on the Self and Peer Assessment (SPA) results of the Board Effectiveness Evaluation (BEE) 2021/2022;
 - (ii) The Director's level of contribution to the Board deliberations through his skills, experience and strength in qualities;
 - (iii) The level of independence demonstrated by the Independent Director, and his ability to act in the best interests of the Company in decision-making; and
 - (iv) The Director's fitness and propriety with reference to the Directors' Fit and Proper Policy (DFPP).

- (b) In line with Practice 6.1 of the Malaysian Code on Corporate Governance (MCCG), the Board had conducted an assessment of the Directors of the Company based on the relevant performance criteria which include the following:
- (i) Will and ability to critically challenge and ask the right questions;
 - (ii) Character and integrity in dealing with potential conflict of interest situations;
 - (iii) Commitment to serve the company, due diligence and integrity;
 - (iv) Confidence to stand up for a point of view;
 - (v) Fit and properness;
 - (vi) Calibre and personality;
 - (vii) Board dynamics and participation;
 - (viii) Competency and capability;
 - (ix) Independence and objectivity; and
 - (x) Contribution and performance.

Based on the Directors' SPA results of the BEE 2021/2022, the individual Directors (including the retiring Directors) met the performance criteria required of an effective and a high-performance Board. In addition, all the Non-Executive Directors (NEDs) have provided annual declaration/confirmation of independence in December 2022. The retiring Directors also provided the fit and proper declarations in the prescribed forms in accordance with the DFPP.

- (c) Based on the above, the Board approved the NRC's recommendation that the Directors who retire in accordance with Article 18.4 of the Company's Constitution, namely Datuk Bazlan bin Osman and Encik Syed Ari Azhar bin Syed Mohamed Adlan are eligible to stand for re-election. The retiring Directors had abstained from deliberation and decision on their respective eligibility to stand for re-election at the relevant Board/NRC meeting.

5.2 Section 10(1)(b) of the Capital Markets and Services Act 2007 (CMSA) provides that the appointment, re-appointment, election or re-election as a Director of the Company is subject to concurrence by the Securities Commission Malaysia (SC). In this respect, the SC's concurrence had been obtained via its letter dated 19 January 2023 on the proposed re-election of the Directors under **Resolutions 1 and 2** pursuant to Section 10(1)(b) of the CMSA.

6. Ordinary Resolution 3: Re-election of Director who retires in accordance with Article 18.11 of the Company's Constitution

- 6.1 Article 18.11 of the Company's Constitution provides that any Director appointed by the Board shall hold office only until the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Tan Sri Abdul Farid bin Alias was appointed as Independent Non-Executive Director of the Company on 8 July 2022. The SC had on 19 January 2023 provided its concurrence on his re-election as Director (under **Resolution 3**) pursuant to Section 10(1)(b) of the CMSA.

- 6.2 Any Director referred to in **Resolutions 1 to 3**, who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 46th AGM.

7. Directors' remuneration - fees and benefits payable to the NEDs

- 7.1 Section 230(1) of the CA 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 46th AGM on the Directors' remuneration in two (2) separate resolutions as below:

- (a) **Resolution 4** on payment of Directors' fees in respect of the preceding financial year (FY) 2022; and
- (b) **Resolution 5** on payment of Directors' benefits from 31 March 2023 to the next AGM in 2024.

7.2 Ordinary Resolution 4: Directors' fees

The NRC is responsible to conduct an annual review of the Board remuneration policy with the view to ensure that the current remuneration for the members of the Board and Board Committees of Bursa Malaysia group remain competitive and appropriate to attract, retain and motivate individuals with strong credentials and high calibre to serve on the Board of the Company. In this respect, an external consultant is engaged for the Board remuneration review (BRR) once in every three (3) years, to provide the NRC with an objective and independent perspective. The last engagement of an independent consultant was in 2020.

In November 2022, the NRC conducted a BRR to ascertain the competitiveness of the same having regard to various factors including the Board remuneration of comparator companies in the financial services sector, dominant providers and those with similar market capitalisation in Malaysia. The Board subsequently approved the NRC's recommendation for the Directors' fees in respect of FY 2022 to remain unchanged, as they are still competitive and at par with the prevalent market rate as set out in the table below:

| Directors' Fees (as approved at AGMs) | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | Approval sought for FY2022 |
|--|-----------|-----------|-----------|-----------|-----------|----------------------------------|
| Non-Executive Chairman | RM300,000 | RM300,000 | RM300,000 | RM300,000 | RM300,000 | RM300,000 |
| Non-Executive Director | RM200,000 | RM200,000 | RM200,000 | RM200,000 | RM200,000 | RM200,000 |

The exact amounts which are receivable by each individual NED are provided in Note 9 of the Audited Financial Statements for the FY 2022.

The payment of the NEDs' fees in respect of the preceding FY 2022 will only be made if the proposed **Resolution 4** has been passed at the 46th AGM pursuant to Article 19.1 of the Company's Constitution and Section 230(1)(b) of the CA 2016.

7.3 Ordinary Resolution 5: Benefits payable to the NEDs

The benefits payable to the NEDs comprise the allowances and other emoluments payable to the Chairman and members of the Board, Board of subsidiaries, Board Committees and such other committees as may be established by the Board.

- (a) At the 45th AGM of the Company held on 30 March 2022, the benefits payable to the NEDs of the Company from 31 March 2022 until the 46th AGM of the Company was approved for an amount of up to RM2,000,000. The utilisation of this approved amount as at 31 December 2022 is RM1,255,237. Based on the schedule of meetings in the first quarter of 2023, an amount of RM458,000 is expected to be utilised for payment of meeting allowance, fixed allowance and other benefits to the NEDs. Hence, the expected total utilised amount would be approximately 85.7% of the approved amount.
- (b) Based on the BRR conducted in 2022, the Directors' benefits payable to the NEDs are proposed to be the same for the period from 31 March 2023 to the next AGM in 2024 (Current Period), as set out in the table below:

| Description | Chairman | NEDs/Member |
|---|--|---|
| Meeting Allowance (per meeting) | | |
| Board of Bursa Malaysia | RM3,000 | RM3,000 |
| Board of Subsidiary | RM3,000 | RM3,000 |
| Bursa Malaysia Group Committees | RM3,000 | RM3,000 |
| Fixed Allowance | | |
| Bursa Malaysia Group Committees [except for Regulatory and Conflicts Committee (RACC)] | RM20,000 per annum | RM12,000 per annum (RM1,000 per month) |
| RACC members [who are Directors of Bursa Malaysia] (as explained in paragraph (c) below)] | Not Applicable | RM60,000 per annum (RM5,000 per month) |
| Monthly Fixed Allowance – Chairman of Bursa Malaysia [Note 1] | RM52,000 | Not Applicable |
| Other Benefits for NEDs of Bursa Malaysia only | Club membership, medical coverage, travel and other claimable benefits | Medical coverage, travel and other claimable benefits |

Notes:

1. Monthly fixed allowance to the Chairman of Bursa Malaysia being an Exchange Holding Company and listed entity is made, in recognition of the significant roles in leadership and oversight, and the wide-ranging scope of responsibilities expected of him, as well as the fact that he does not serve on the boards of any other listed companies or market participants regulated by Bursa Malaysia.
 2. The Chief Executive Officer/Executive Director does not receive any Directors' remuneration.
- (c) Under the Governance Model of Bursa Malaysia group, the RACC is established for the purpose to oversee the regulatory function of the Group. It comprises three (3) members who are Public Interest Directors (PIDs) of the Company and four (4) members who are external independent individuals.
 - (d) The total amount of benefits payable to the NEDs is estimated to be up to RM2,000,000 for the Current Period, based on the above Board Remuneration Policy and taking into account various factors including the number of scheduled meetings for the Board/Board Committees as well as the number of NEDs involved in these meetings.

- (e) The approved amount at the past AGMs and the current proposal in respect of the payment of benefits to the NEDs at the 46th AGM are as below:

| Directors' Benefits (as approved at AGMs) | 42 nd AGM on 28 March 2019 | 43 rd AGM on 29 April 2020 | 44 th AGM on 31 March 2021 | 45 th AGM on 30 March 2022 | Approval sought at 46 th AGM on 30 March 2023 |
|---|---|---|--|---|--|
| Up to an amount of | RM2,200,000 (from 29 March 2019 to 29 April 2020) | RM2,200,000 (from 30 April 2020 to 31 March 2021) | RM2,000,000 (from 1 April 2021 to 30 March 2022) | RM2,000,000 (from 31 March 2022 to 30 March 2023) | RM2,000,000 (from 31 March 2023 to 47 th AGM in 2024) |

Payment of benefits to the NEDs will be made by the Company on a monthly basis and/or as and when incurred, if the proposed **Resolution 5** has been passed at the 46th AGM. The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' remuneration (excluding Directors' fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Current Period.

- 7.4 Any NEDs who are shareholders of the Company will abstain from voting on **Resolutions 4 and 5** concerning remuneration to the NEDs at the 46th AGM.

8. Ordinary Resolution 6: Appointment of Auditors

- 8.1 The Audit Committee (AC) at its meeting held on 26 January 2023 undertook an annual assessment of the suitability and independence of the external auditors, Ernst & Young PLT (EY) in accordance with the revised Auditor Independence Policy of the Group which was approved by the Board in November 2019. In its assessment, the AC considered several factors which include the following as well as the information in EY's 2022 Transparency Report with reference to Guidance 9.3 of the MCCG:

- Quality of EY's performance and their communications with the AC and Bursa Malaysia group, based on feedback obtained via assessment questionnaires from Bursa Malaysia personnel who had substantial contact with the external audit team and EY throughout the year;
- Adequacy of experience and resources provided to the Group by EY, in terms of the firm and the professional staff assigned to the audit; and
- Independence of EY and the level of non-audit services to be rendered by EY to the Company for the FY 2023.

The AC also took into account the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at the private meetings, which demonstrated their independence, objectivity and professionalism.

- 8.2 The AC was satisfied with the suitability of EY based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC was also satisfied in its review that the provisions of non-audit services by EY to the Company for the FY 2022 did not in any way impair their objectivity and independence as external auditors of Bursa Malaysia.
- 8.3 The Board at its meeting held on 31 January 2023 approved the AC's recommendation for the shareholders' approval to be sought at the 46th AGM on the appointment of EY as external auditors of the Company for the FY 2023 under **Resolution 6** in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.