

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you are in doubt as to your next course of action.

If you have sold or transferred all your shares in Bursa Malaysia Berhad, you should pass this Circular and the accompanying Form of Proxy, to the purchaser or to the agent through whom you sold or transferred your shares for transmission to the purchaser or transferee.

The Securities Commission is not responsible for the contents of this Circular, does not make any representation that it is accurate or complete and is not liable for any loss arising from or in reliance upon any part of this Circular.



## **BURSA MALAYSIA BERHAD**

*(Company No. 30632-P)*

*(Incorporated in Malaysia under the Companies Act, 1965)*

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO**

### **PROPOSED DISTRIBUTION OF RM416.0 MILLION IN CASH TO ALL SHAREHOLDERS**

**AND**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Adviser*

# **CIMB**

Commerce International Merchant Bankers Berhad

*Company Number 18417-M*

Last date and time to lodge the Form of Proxy	: Monday, 3 October 2005 at 10.00 a.m.
Place to lodge the Form of Proxy	: Share Registrars, Tenaga Koperat Sdn Bhd, 20 <sup>th</sup> Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur
Date and time of the Extraordinary General Meeting ("EGM")	: Wednesday, 5 October 2005 at 10.00 a.m.
Venue of the EGM	: Exchange Square Annexe, Bukit Kewangan, 50200 Kuala Lumpur

This Circular is dated 13 September 2005

## DEFINITIONS

The following definitions shall apply throughout this Circular unless the context requires otherwise:

Act	: Companies Act, 1965
Board	: Board of Directors
Bursa or Company	: Bursa Malaysia Berhad
Bursa Shares	: Ordinary shares of RM0.50 each in Bursa
CIMB	: Commerce International Merchant Bankers Berhad
EGM	: Extraordinary general meeting
ESOS	: Bursa's employees' share option scheme
ESOS Option	: Right to subscribe for new Bursa Shares granted under the ESOS
LPD	: 18 August 2005, being the latest practicable date prior to the printing of this Circular
Market Day	: Day on which the stock exchange operated by Bursa Malaysia Securities Berhad is open for trading
NTA	: Net tangible assets
Proposed Distribution	: Proposed distribution of RM416.0 million in cash to all shareholders to be effected via the proposed bonus issue of 832.0 million new Bursa Shares and the subsequent cancellation of the new Bursa Shares
RM and sen	: Ringgit Malaysia and sen respectively

All references to "you" in this Circular is to Bursa shareholders. All references to "we", "us", "our" and "our Company" in this Circular is to Bursa.

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## BURSA MALAYSIA BERHAD

(Company No. 30632-P)  
(Incorporated in Malaysia under the Act)

### Registered Office:

9<sup>th</sup> Floor, Exchange Square  
Bukit Kewangan  
50200 Kuala Lumpur

13 September 2005

### Board of Directors:

Tun Mohamed Dzaiddin bin Haji Abdullah (*Chairman & Non-Executive Director*)  
Yusli bin Mohamed Yusoff (*Chief Executive Officer & Executive Director*)  
Dato' Abdul Latif bin Abdullah (*Non-Executive Director*)  
Datuk Azman bin Abdul Rashid (*Non-Executive Director*)  
Datuk Haji Faisyal bin Datuk Yusof Hamdain Diego (*Non-Executive Director*)  
Peter Leong Tuck Leng (*Non-Executive Director*)  
Dato' Seri Hwang Sing Lue (*Non-Executive Director*)  
Cheah Tek Kuang (*Non-Executive Director*)  
Datin Paduka Siti Sa'diah binti Sheikh Bakir (*Independent Non-Executive Director*)  
Dato' Abdul Wahid bin Omar (*Independent Non-Executive Director*)  
Dr. Thillainathan a/l Ramasamy (*Independent Non-Executive Director*)  
Izham bin Yusoff (*Independent Non-Executive Director*)

### To: Our Shareholders

Dear Sir/Madam

## PROPOSED DISTRIBUTION OF RM416.0 MILLION IN CASH TO ALL SHAREHOLDERS

### 1. INTRODUCTION

On 1 August 2005, CIMB, on our behalf, announced that we propose to implement a capital distribution amounting to RM416.0 million to our shareholders.

**This Circular is intended to provide you with information on the Proposed Distribution. We will be seeking your approval for the resolutions relating to the Proposed Distribution at the coming EGM. You are advised to read this Circular before voting on the resolutions relating to the Proposed Distribution at the coming EGM.**

### 2. DETAILS OF THE PROPOSED DISTRIBUTION

- (i) We propose to distribute cash amounting to RM416.0 million to shareholders as at an entitlement date to be determined. The Proposed Distribution involves a 2-step process whereby we will first implement a bonus issue of 832.0 million new Bursa Shares ("**Proposed Bonus Issue**"). The Proposed Bonus Issue will be capitalised from the share premium account of our Company. However, no shares shall be credited to the individual securities accounts of our shareholders. The new Bursa Shares issued under the Proposed Bonus Issue will be immediately cancelled under Section 64 of the Act.

- (ii) Messrs Ernst & Young has confirmed through a letter dated 23 August 2005 that our Company's share premium as at 18 August 2005 is RM436.78 million. Accordingly, our Company has sufficient reserves in the share premium account to implement the Proposed Distribution. Following the Proposed Distribution, the amount in our Company's share premium account will be reduced to RM20.78 million. However, as at 18 August 2005, we have outstanding ESOS Options over 8,442,200 of our shares which are exercisable at RM3.00 per share and outstanding ESOS Options over 14,000 of our shares which are exercisable at RM3.72 per share. Assuming full exercise of the ESOS Options, the amount in the share premium account after the Proposed Distribution will be RM41.93 million. Therefore, the balance in the share premium account after the Proposed Distribution will depend on the rate our employees exercise their ESOS Options.
- (iii) The number of new Bursa Shares to be issued under the Proposed Bonus Issue and cash distribution, on a per share basis will depend on the number of our shares in issue as at the entitlement date for the Proposed Distribution. Our Board shall deal with fractions of a Bursa Share or sen arising from the Proposed Distribution as they may deem fit in our best interest.
- (iv) We have illustrated below, the impact of the rate our employees exercise the ESOS Options on the balance in our share premium account (before taking into consideration the expenses relating to the Proposed Distribution) based on the balance in our share premium account as at 18 August 2005, as confirmed by Messrs Ernst & Young, and the number of new Bursa Shares issued under the Proposed Bonus Issue and cash distribution per share.

	-----After the Proposed Distribution-----	
	Assuming no exercise of the remaining ESOS Options RM 000	Assuming full exercise of the remaining ESOS Options RM 000
Share premium before the Proposed Bonus Issue/Proposed Distribution	436,776	457,927
Proposed Bonus Issue/Proposed Distribution	(416,000)	(416,000)
Share premium after the Proposed Bonus Issue/Proposed Distribution	20,776	41,927
No. of shares outstanding (000)	505,982	514,438
No. of new Bursa Shares issued under the Proposed Bonus Issue for every existing Bursa Share held*	1.64	1.62
Cash distribution for every existing Bursa Share held (sen)	0.82	0.81

**Note:**

- \* *The new Bursa Shares issued under the Proposed Bonus Issue will be cancelled immediately after their issuance.*

- (v) Our available funds comprising cash and bank balance, short term deposits and short-term and other investments net of amounts due to the derivatives clearing participants ("Available Funds") will reduce as a result of the Proposed Distribution. Based on our Available Funds as at 30 June 2005 (being the date up to which our last quarterly report was made) of RM913.30 million, our Available Funds after the Proposed Distribution will be RM497.30 million which includes RM200.00 million that has been set aside as a clearing stand-by facility to meet Bursa Securities Clearing Sdn Bhd's clearing obligations. Our Board is of the view that we will continue to have sufficient funds for our foreseeable operational needs, including capital expenditure, and prudential requirements going forward.
- (vi) The ESOS Bye-Laws shall govern any necessary adjustment to the ESOS Options arising from the Proposed Distribution for our ESOS. We will issue a notification of the adjustments to the ESOS Option holders upon finalisation of the adjustments on the entitlement date to be determined.

- (vii) We will mail the cheques for the cash distribution by ordinary post to you within 10 Market Days from the entitlement date for the Proposed Distribution.

### 3. RATIONALE FOR THE PROPOSED DISTRIBUTION

The Proposed Distribution is part of our strategic objective to optimise capital management whereby capital in excess of our operational needs and prudential requirements which are not generating a reasonable rate of return will be repaid to you. The Proposed Bonus Issue is merely a means to facilitate the Proposed Distribution. We aim to create value for you by allowing you to use our excess capital distributed to you according to your investment needs. In addition, the Proposed Distribution allows us to use our capital more efficiently, which we expect will result in an increase in our return on equity. For the purpose of illustration, based on the forecast profit after tax of RM60.3 million as stated in our Prospectus dated 23 February 2005 and the interim dividend announced on 1 August 2005, our return on equity for the financial year ending 31 December 2005 will be approximately 4.47%. With the Proposed Distribution, the illustrated return on equity for the financial year ending 31 December 2005 will increase to 5.28%. Our return on equity for the financial year ended 31 December 2004 was 2.43%.

### 4. EFFECTS OF THE PROPOSED DISTRIBUTION

#### 4.1 Share capital and substantial shareholders' shareholdings

The Proposed Distribution will not have any net effect on our share capital and substantial shareholders' shareholdings as the new Bursa Shares issued under the Proposed Bonus Issue will be cancelled immediately after their issuance.

The movements in our substantial shareholders' shareholdings as a result of the Proposed Distribution are illustrated below based on their direct shareholdings as at 18 August 2005:

Substantial shareholders	As at 18 August 2005		-----After the Proposed Bonus Issue-----				-----After the Proposed Distribution-----			
			Assuming no exercise of the remaining ESOS		Assuming full exercise of the remaining ESOS		Assuming no exercise of the remaining ESOS		Assuming full exercise of the remaining ESOS	
	No. of shares held	%	No. of shares held	%	No. of shares held	%	No. of shares held	%	No. of shares held	%
Minister of Finance, Incorporated	100,200	19.80	264,962	19.80	262,253	19.48	100,200	19.80	100,200	19.48
Capital Market Development Fund	100,200	19.80	264,962	19.80	262,253	19.48	100,200	19.80	100,200	19.48

Based on our Register of Substantial Shareholders as at 18 August 2005, our substantial shareholders do not have any indirect shareholding in our Company.

## 4.2 NTA

As you will receive repayment from the capital of our Company, the Proposed Distribution will reduce our consolidated NTA by RM416.0 million. The corresponding reduction in the consolidated NTA per share will depend on the number of shares in issue as at the entitlement date for the Proposed Distribution.

We have illustrated below, the proforma effects of the Proposed Distribution on our consolidated NTA per share based on our audited consolidated balance sheet as at 31 December 2004, after adjustment for our public issue and capital repayment which was completed earlier this year in conjunction with our listing and the exercise of ESOS Options up to 18 August 2005:

	Audited as at 31 December 2004 RM 000	After public issue, capital repayment in conjunction with our listing and exercise of ESOS Options up to 18 August 2005 RM 000	-After the Proposed Distribution-	
			Assuming no exercise of the remaining ESOS Options RM 000	Assuming full exercise of the remaining ESOS Options* RM 000
Share capital	250,000	252,991	252,991	257,219
Share premium	-	436,776	20,776	41,927
Capital reserve	15,150	15,150	15,150	15,150
Foreign exchange reserve	(13)	(13)	(13)	(13)
Retained profits	1,195,158	528,158	528,158	528,158
	1,460,295	1,233,062	817,062	842,441
Less: Intangible assets	(47,661)	(47,661)	(47,661)	(47,661)
	1,412,634	1,185,401	769,401	794,780
NTA per share (RM)	2.83	2.34	1.52	1.54

### Note:

\* As at 18 August 2005, we have ESOS Options over 8,456,200 Bursa Shares which are exercisable by our employees.

## 4.3 Earnings

The Proposed Distribution will result in the reduction in interest income to be generated with the RM416.0 million proposed to be distributed. Based on the average gross return on investment of our portfolio (excluding capital gains) of approximately 4% per annum for the first half of 2005, the Proposed Distribution will result in a decrease in interest income by approximately RM16.64 million per annum.

However, given that we expect the Proposed Distribution to be completed towards the end of 2005, the Proposed Distribution is not expected to have any material effect on our consolidated earnings for the financial year ending 31 December 2005.

## 4.4 Dividends

The Proposed Distribution will not have any impact on our dividend policy. Our existing dividend policy states that we expect to declare and pay annual dividends of not less than 75.0% of our profit after tax and minority interest in respect of any financial year.



The actual dividend that our Directors may recommend or declare in respect of any particular financial year or period will be subject to the following factors as well as any other factors deemed relevant by our Directors:

- (i) the level of our cash, marketable financial assets and level of indebtedness;
- (ii) required and expected interest expense, cash flows, our profits and return on equity and retained earnings;
- (iii) our expected results of operations; and
- (iv) our projected levels of capital expenditure and other investment plans.

#### **5. APPROVALS REQUIRED FOR THE PROPOSED DISTRIBUTION**

The Proposed Distribution is subject to the approval of the following:

- (i) our shareholders; and
- (ii) the High Court of Malaya.

#### **6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS**

None of our Directors and/or major shareholders and/or persons connected with them has any interest, direct or indirect, in the Proposed Distribution other than that derived as our shareholders.

#### **7. DIRECTORS' RECOMMENDATION**

Our Board, after taking into consideration all relevant aspects of the Proposed Distribution, is of the opinion that the Proposed Distribution is in our best interest and accordingly recommends that you vote in favour of the Proposed Distribution at the coming EGM.

#### **8. EGM**

An EGM will be held at Exchange Square Annexe, Bukit Kewangan, 50200 Kuala Lumpur on Wednesday, 5 October 2005 at 10.00 a.m. for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposed Distribution. The notice of the EGM is enclosed with this Circular.

For the purpose of determining shareholders who are entitled to attend this EGM, we will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 49A(2) of our Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 28 September 2005. Only a depositor whose name appears on the Record of Depositors as at 28 September 2005 is entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the enclosed Form of Proxy according to the instructions. You are requested to send the Form of Proxy to our Share Registrars, Tenaga Koperat Sdn Bhd, at 20<sup>th</sup> Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur not less than 48 hours before the time appointed for holding the EGM. You may still attend and vote in person at the EGM if you wish to do so even though you have submitted your Form of Proxy.



**9. FURTHER INFORMATION**

You are requested to refer to the attached appendix for further information.

Yours faithfully  
For and on behalf of the Board of Directors of  
**BURSA MALAYSIA BERHAD**

**Tun Mohamed Dzaiddin bin Haji Abdullah**  
Chairman & Non-Executive Director

## ADDITIONAL INFORMATION

## 1. DIRECTORS' RESPONSIBILITY STATEMENT

Our Directors have seen and approved this Circular and collectively and individually, accept full responsibility for the accuracy of the information given. After making all reasonable enquiries and to the best of their knowledge and belief, they confirm that there are no omission of material facts which would make any information in this Circular misleading.

## 2. WRITTEN CONSENTS

CIMB and Messrs Ernst & Young have given and have not subsequently withdrawn their written consents to the inclusion in this Circular of their names in the form and context in which they appear.

## 3. MATERIAL CONTRACTS

Neither we nor our subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of our business) during the past 2 years preceding the LPD other than that disclosed below:

- (i) On 5 November 2003, our Company entered into a sale and purchase agreement with Symphony House Berhad whereby our Company sold its entire shareholding in Malaysian Share Registration Services Sdn Bhd for a total cash consideration of RM6.0 million. This transaction has been completed on 5 January 2004.
- (ii) On 14 May 2004, our Company entered into a sale and purchase agreement with Abdullah bin Naib whereby our Company sold its entire shareholding in Bursa Malaysia Training Sdn Bhd for a total cash consideration of approximately RM0.9 million. This transaction has been completed on 28 June 2004.
- (iii) On 3 March 2005, our Company entered into a Malaysian placement agreement with CIMB and AmMerchant Bank Berhad (collectively referred to as the "**Placement Managers**") ("**Malaysian Placement Agreement**"). Pursuant to the Malaysian Placement Agreement, the Placement Managers have agreed to offer in Malaysia the placement shares for subscription at the institutional price and to underwrite the Malaysian placement shares (comprising 35,070,000 shares under the initial public offering) in accordance with the terms of the Malaysian Placement Agreement. The total fees payable by our Company to the Placement Managers is based on the amount equal to 1.15% of the institutional price multiplied by the number of the placement shares underwritten by the Placement Managers. A cash consideration of RM1,288,043.22 was paid to the Placement Managers. The parties have completed their obligations in respect of the placement.
- (iv) On 3 March 2005, our Company entered into an international placement agreement with UBS AG, CIMB and CLSA Singapore Pte Limited (collectively referred to as the "**International Purchasers**") ("**International Placement Agreement**"), whereby each of the International Purchasers severally agreed to underwrite the placement shares (comprising 81,830,000 shares under the initial public offering) in the proportions set out in the International Placement Agreement. The consideration payable by us to the International Purchasers is based on a success fee of 2% of the funds raised. A cash consideration of RM6,145,072.00 (inclusive of incentive fees) was paid to the International Purchasers.

#### 4. MATERIAL LITIGATION

As at the LPD, neither we nor our subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on our financial position or business, and our Directors are not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially affect our financial position or business.

#### 5. CORPORATE EXERCISES OR SCHEMES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Distribution, as at the LPD, we have not announced any corporate exercise or scheme which has yet to be completed.

#### 6. HISTORICAL SHARE PRICES

The monthly high and low prices of our shares traded on Bursa Malaysia Securities Berhad since our listing are as follows:

	<b>High RM</b>	<b>Low RM</b>
<b>2005</b>		
March	4.04	3.00
April	3.96	3.72
May	4.08	3.84
June	3.94	3.78
July	4.48	3.74
August	4.90	4.22
Last transacted market price on 29 July 2005*		RM4.40
Last transacted market price on the LPD		RM4.26

*(Source: Bursa)*

*Note:*

\* *Being the last full market day prior to the announcement on the Proposed Distribution.*

#### 7. DOCUMENTS FOR INSPECTION

You may view the following documents at our registered office at 9th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur during normal business hours on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) Our Memorandum and Articles of Association;
- (ii) Our audited financial statements for the financial years ended 31 December 2003 and 2004 and unaudited financial statements for the 6 months period ended 30 June 2005;
- (iii) Confirmation letter on our share premium by Messrs Ernst & Young dated 23 August 2005;
- (iv) Letters of consent referred to in Section 2 above; and
- (v) Material contracts referred to in Section 3 above.



## **BURSA MALAYSIA BERHAD**

*(Company No. 30632-P)*

*(Incorporated in Malaysia under the Companies Act, 1965)*

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Bursa Malaysia Berhad (“**Bursa**” or the “**Company**”) will be held at Exchange Square Annexe, Bukit Kewangan, 50200 Kuala Lumpur on Wednesday, 5 October 2005 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modification:

#### **ORDINARY RESOLUTION**

##### **BONUS ISSUE OF 832,000,000 ORDINARY SHARES OF RM0.50 EACH CREDITED AS FULLY PAID-UP (“BONUS ISSUE”)**

“**THAT**, subject to the passing of the Special Resolution for the Distribution and pursuant to Section 60(3)(a) of the Companies Act, 1965, the Company be and is hereby authorised to apply RM416,000,000 standing to the credit of the share premium account towards allotting and issuing 832,000,000 new ordinary shares of RM0.50 each credited as fully paid-up in the share capital of the Company (“**Bonus Shares**”) to the shareholders of the Company, immediately prior to the lodgement of the Court Order of the High Court of Malaya and confirming the Special Resolution for the Distribution which includes the reduction of capital under Section 64 of the Companies Act, 1965 with the Companies Commission of Malaysia **PROVIDED THAT** none of the Bonus Shares shall be credited to any individual securities account of any shareholder but shall immediately be dealt with in accordance with the terms of the Special Resolution for the Distribution

**AND THAT** the Directors be and are hereby authorised and empowered to take all steps and to do all acts, deeds and things and to execute, enter, sign, and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing or implementing the Bonus Issue, with full power to deal with any and all fractions of a share that may arise in connection with the Bonus Issue in the best interests of the Company.”

#### **SPECIAL RESOLUTION**

##### **DISTRIBUTION OF RM416,000,000 IN CASH TO ALL SHAREHOLDERS (“DISTRIBUTION”)**

“**THAT**, subject to the passing of the Ordinary Resolution for the Bonus Issue and completion of the Bonus Issue and subject to the confirmation of the High Court of Malaya, approval be and is hereby given to the Company to effect a reduction of the issued and paid-up capital of the Company in accordance with Section 64 of the Companies Act, 1965 by reducing RM416,000,000 of the issued and paid-up capital of the Company by the cancellation of all the Bonus Shares **AND THAT** the credit of RM416,000,000 arising from such reduction shall be applied by distributing the same or any part thereof to shareholders of the Company on such date as the Directors shall decide in their absolute discretion and in the best interests of the Company

**AND FURTHER THAT** the Directors be and are hereby authorised and empowered to take all steps and to do all acts, deeds and things and to execute, enter, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing or implementing the Distribution, with full power to deal with any and all fractions of a share that may arise in connection with the Distribution in the best interests of the Company.”

BY ORDER OF THE BOARD

Yong Hazadurah binti Md. Hashim, LS 006674  
Hong Soo Yong, MAICSA 7026744  
Company Secretaries

Kuala Lumpur  
13 September 2005

*Notes:*

- (i) *A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- (ii) *In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.*
- (iii) *A member shall not, subject to paragraph (iv) below, be entitled to appoint more than 2 proxies to attend and vote at the same meeting. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. Each proxy appointed shall represent a minimum of 100 shares.*
- (iv) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 1 proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.*
- (v) *Any alteration to the instrument appointing a proxy must be initialised. The instrument appointing a proxy must be deposited at the office of the Share Registrars, Tenaga Koperat Sdn Bhd at 20<sup>th</sup> Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting.*
- (vi) *For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 49A(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 28 September 2005. Only a depositor whose name appears on the Record of Depositors as at 28 September 2005 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*





**BURSA MALAYSIA**

**BURSA MALAYSIA BERHAD**

(Company No. 30632-P)

(Incorporated in Malaysia under the Companies Act, 1965)

**FORM OF PROXY**

CDS account no. of authorised nominee <sup>(i)</sup>

I/We \_\_\_\_\_  
(Full name as per NRIC in capital letters)

Company No./NRIC No. (new) \_\_\_\_\_ (old) \_\_\_\_\_

of \_\_\_\_\_  
(Full address)

being a member of BURSA MALAYSIA BERHAD hereby appoint \_\_\_\_\_

NRIC No. (new) \_\_\_\_\_ (old) \_\_\_\_\_ or failing him/her

\_\_\_\_\_ NRIC No. (new) \_\_\_\_\_ (old) \_\_\_\_\_

or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of Bursa Malaysia Berhad to be held at Exchange Square Annexe, Bukit Kewangan, 50200 Kuala Lumpur on Wednesday, 5 October 2005 at 10.00 a.m., on the following resolutions referred to in the Notice of the Extraordinary General Meeting.

My/our proxy is to vote as indicated below:

RESOLUTIONS	FOR	AGAINST
Ordinary Resolution – Bonus Issue		
Special Resolution – Distribution		

Please indicate with an "X" in the appropriate space how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005

Signature(s)/Common Seal of Member(s)

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Number of shares held

For appointment of 2 proxies, percentage of shareholdings to be represented by the proxies:		
	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		100%

**Notes:**

- (i) Applicable to shares held through a nominee account.
- (ii) A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (iii) In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.
- (iv) A member shall not, subject to paragraph (v) below, be entitled to appoint more than 2 proxies to attend and vote at the same meeting. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. Each proxy appointed shall represent a minimum of 100 shares.
- (v) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 1 proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
- (vi) Any alteration to the instrument appointing a proxy must be initialised. The instrument appointing a proxy must be deposited at the office of the Share Registrars, Tenaga Koperat Sdn Bhd at 20<sup>th</sup> Floor, Plaza Permatia, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting.
- (vii) For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 49A(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 28 September 2005. Only a depositor whose name appears on the Record of Depositors as at 28 September 2005 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.



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AFFIX  
STAMP

**The Share Registrars  
TENAGA KOPERAT SDN BHD (118401-V)  
20<sup>th</sup> Floor, Plaza Permata  
Jalan Kampar  
Off Jalan Tun Razak  
50400 Kuala Lumpur**

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