



At the  
**HEART** of  
**A**SEAN's  
**GROWTH**

Annual Report 2016

An aerial photograph of a city skyline, featuring the Petronas Towers as the most prominent structure. The image shows a dense cluster of skyscrapers and buildings, with a clear blue sky and some light clouds. The text is overlaid on the right side of the image.

## **Our Vision**

To be the preferred partner in Asia for fund raising, trading and investment.

## **Our Mission**

As the preferred partner, Bursa Malaysia offers a fair and orderly market that is easily accessible, with diverse and innovative products and services.

## **Our Core Values**

**B**uilding Relationships

**U**nited to Achieve

**R**esponsibility

**S**implicity

**A**gility

# Our Strategy

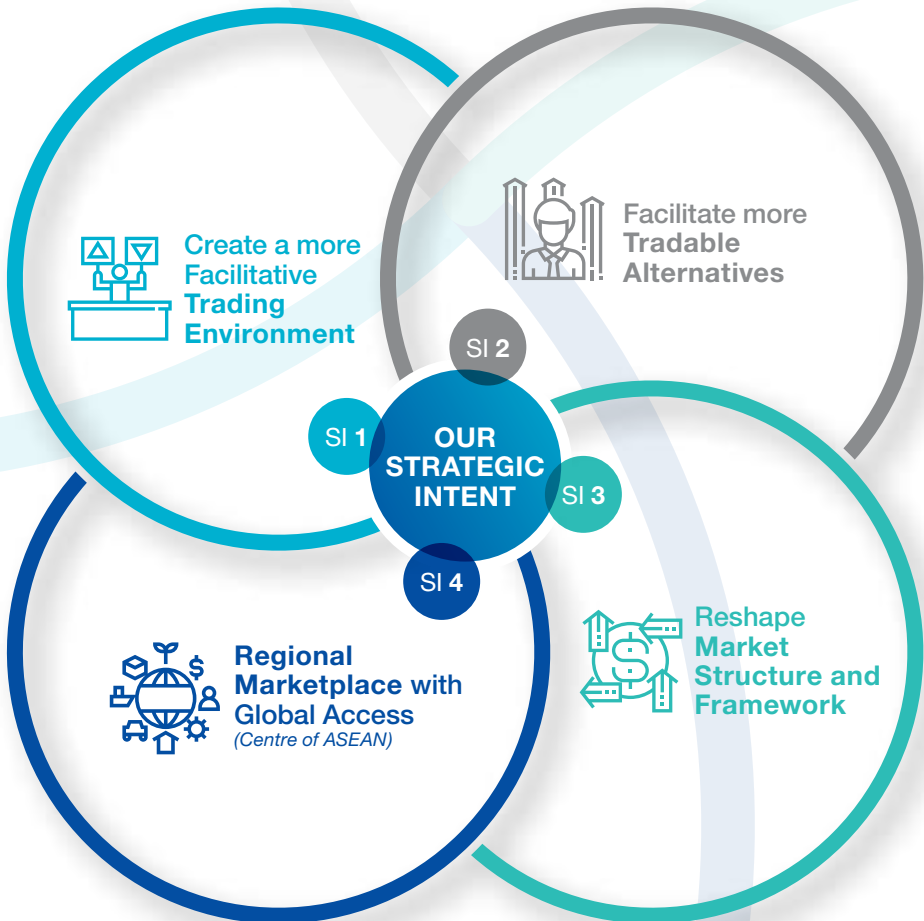
On our journey to become ASEAN's **MULTINATIONAL MARKETPLACE**, our Strategic Intents are the directions that guide us onwards, and embed us deeper as the heart of regional markets.

To build our inherent strengths to take us forward towards our goal, we established four Strategic Intents (SIs). We align our initiatives along these SIs to ensure that our approach in the development and reshaping of our products and microstructure or ecosystem will be comprehensive and efficient.

In developing our strategy, we also took into account emerging developments in the global marketplace, our operating environment and the input from our stakeholders. These are material

factors that have impact to our performance and can be found on pages 12 to 14 of the Annual Report 2016.

With relentless determination we align our actions to these strategic pillars and towards goal-driven outcomes. Our focus will be on collaborations and alliances with ASEAN exchanges and building an interconnected Islamic capital market. By 2020, we envision the end state of being a developed market with regional reach.



# Chairman's Letter to Shareholders

TAN SRI AMIRSHAM A AZIZ  
Chairman

*Dear Shareholders,*

Bursa Malaysia remains focused on its role as both a frontline regulator of an efficient market and a value creator for our stakeholders. We are firmly on course in implementing the next phase of our strategy.



## RESILIENCE AMIDST UNCERTAINTY

Capital markets globally have experienced significant volatility amidst uncertainty over growth prospects on the back of fluctuating commodity prices, slower global growth and unexpected results of the European Union referendum in the United Kingdom that weighed heavily on global investors' sentiments. However, strong fundamentals have contributed to the resilience of the Malaysian capital market.

The global exchange business also continues to be highly competitive, partly driven by technology that provides instant access to multiple markets across different time zones, and infrastructure that will be impacted by changes brought about by technological advances such as blockchain.

## OUR HIGHLIGHTS:

Ranked 4<sup>th</sup> among 138 economies for Strength of Investor Protection and 30<sup>th</sup> Best Regulated Securities Market as reported in the World Economic Forum – Global Competitiveness Report 2016-2017.

Ranked 3<sup>rd</sup> among 190 economies for Protecting Minority Investors based on The World Bank – Doing Business 2017 Report.

Closer to home, the slowdown in the Chinese economy affected the equities market, while volatile commodity prices have created opportunities for the Derivatives Market. Weaker market sentiment has seen a reduction in the number of Initial Public Offerings (IPOs) across many regional markets including Malaysia. In 2016, funds raised from eleven IPOs and the secondary market totalled RM0.6 billion and RM12.2 billion, compared to RM4.1 billion and RM17.1 billion respectively in the previous year.

Despite the strong headwinds, we have sustained our financial performance. Higher trading revenues from the Derivatives Market and improved revenue from Market Data segment helped cushion the contraction in the trading revenue from Securities Market.

We posted a Profit after Tax and Minority Interest (PATAMI) of RM193.6 million, a decrease of 2.5% from 2015. For the period under review, the Board of Directors has proposed a final single-tier dividend of 17.0 sen per share. This amounts to a total dividend of 34.0 sen for the full year, representing a dividend pay-out ratio of 94.2% of its PATAMI, higher compared to 2015's pay-out at 92.9%.

#### **TRUSTED FRONTLINE REGULATOR AND VALUE CREATOR**

Bursa Malaysia is committed to providing an efficient platform for capital-raising, investment and trading, supported by a sound regulatory framework. We strive to ensure the right balance in our approach to regulating the markets. Our market governance and strength of investor protection are recognised as one of the best in the Emerging Markets and at par with Developed Markets.

Malaysia is ranked fourth among 138 economies for Strength of Investor Protection and 30th Best Regulated Securities Market as reported in the World Economic Forum – Global Competitiveness Report 2016-2017. Malaysia is also ranked third among 190 economies for Protecting Minority Investors based on The World Bank – Doing Business 2017 Report.

#### **FUNDS RAISED**

# **RM12.8 billion**

#### **EQUITY MARKET CAPITALISATION**

# **RM1.7 trillion**

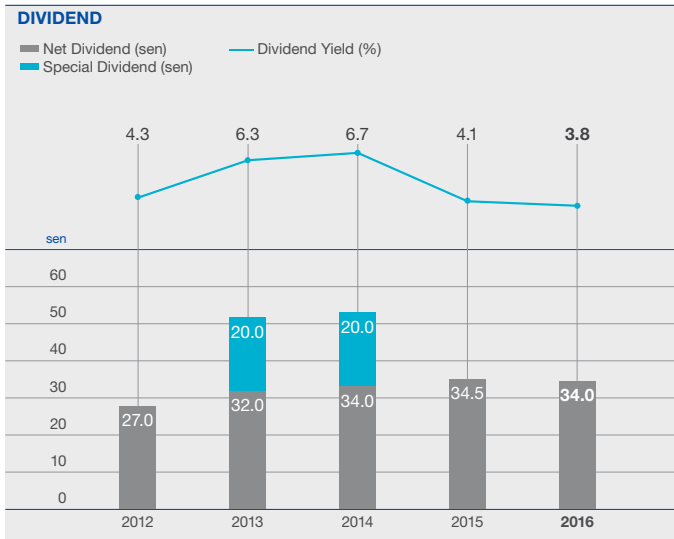
as at 31 December 2016

**Our market  
governance and  
strength of investor  
protection are  
recognised as one  
of the best in the  
Emerging Markets  
and at par with  
Developed Markets.**





# Chairman's Letter to Shareholders



In recent years, Bursa Malaysia focused on building a sustainable Malaysian capital market, taking deliberate steps to develop a sustainability-themed index and encouraging corporate sustainability disclosures. Our FTSE4Good Bursa Malaysia (F4GBM) Index is a testament that as a frontline regulator, we are able to make a difference towards the long-term sustainable development of the nation, to push the bar and lead the way as a market influencer in Malaysia and also within ASEAN. As at December 2016, the F4GBM index constituents stood at 42, an increase of 17 from its launch in 2014. This initiative will continue to ensure that Bursa Malaysia remains on the radar of investors seeking to invest in companies with sustainability best practices.

Charting a steady course amid uncertainty requires not only for us to respond to market conditions but also to seek ways to reinvent ourselves and our business.

Enhancing timely and quality disclosures is one of the key areas we continue to invest in our listed issuers. For our stakeholders to have complete trust and confidence in our market, we will continue to strike a fine balance between the regulatory aspects and the dynamics of the market. Going forward, we remain committed to addressing any challenges that may arise as global standards in corporate governance and market regulations continue to evolve.

During the year under review, we embarked on adopting a more progressive approach to our corporate reporting. We are implementing the guiding principles of the International Integrated Reporting Council over a multi-year period. This will bring Bursa Malaysia closer to producing an Integrated Report, in line with international best practice for performance reporting.

We constantly strive to make Bursa Malaysia a more dynamic exchange that supports economic growth and provides businesses a platform to raise funds efficiently. We are committed to create more opportunities to boost the vibrancy and appeal of our market. We will continue to look at broadening our product and service offerings as we stay ahead and be relevant to market needs. We are also supportive of efforts to spur the growth of entrepreneurs within our Small-Medium Enterprise sector, and will continue to explore ways to help facilitate the growth of this and other segments to increase overall market participation.

At the heart of ASEAN Bursa Malaysia is well positioned to benefit from the establishment of the ASEAN Economic Community in 2015 and the region's growth. In April 2016, ASEAN Finance Ministers endorsed the ASEAN Capital Market Forum (ACMF) Action Plan 2016-2020. This will accelerate the implementation of various measures to achieve the ACMF Vision 2025 of an inter-connected, inclusive and resilient ASEAN Capital Market. As for the region's growth, the International Monetary Fund (IMF) in its October 2016 issue of the World Economic Outlook projects a stronger growth at 5.1% in 2017 from 4.8% in 2016 for the ASEAN-5 economies, comprising Indonesia, Thailand, Malaysia, Philippines and Vietnam.

Our aspiration to build Bursa Malaysia into the Centre of ASEAN, a key regional player with international reach, remains intact. In building for the future, we continue to focus on expanding the depth and breadth of the Malaysian capital market, establishing international best practices and building regional footprints. We will continue to progress, and maintain a leadership position in areas of governance, sustainability, commodity derivatives and the Islamic capital market.

We are fortunate to be able to leverage on our PLCs with robust regional footprints as part of a compelling ASEAN investment proposition. As it is, we have created greater visibility for Malaysia internationally through various platforms such as the annual Invest Malaysia roadshows in major cities globally, and the annual Palm and Lauric Oils: Price Outlook Conference & Exhibition event which attracts international participants.

#### LOOKING AHEAD

We are encouraged by the IMF's 4.6% growth projection for the Malaysian economy in 2017. Nevertheless, the global economic and geopolitical environment remains one of uncertainty and complexity with the status of global free trade agreements yet to be determined. With prospects for global growth and trade remaining far from certain, 2017 will be another challenging year for Bursa Malaysia. We can, however, draw confidence from the fact that we are already making progress on the next phase of our strategic roadmap and that our entire organisation is committed to adapting in these times of uncertainty.

#### ACKNOWLEDGEMENTS

I would like to take this opportunity to thank our shareholders for their continued support. A special note of appreciation goes to all staff of Bursa Malaysia who remain resolute in their commitment, yet ready and open to embracing the constantly changing environment in which we now operate. My personal appreciation goes to my fellow Board members, Dato' Zuraidah Atan and Dato' Saiful Bahri Zainuddin, who both retire in the 1st quarter of 2017.

Appreciating the increasing sophistication and competitiveness of our business along with the evolving dynamics of investors, remains the shared focus of our staff, our Management, my colleagues on the Board of Directors and myself as Chairman.

This focus on agility and innovation, combined with the efforts of our PLCs and other stakeholders, in particular our regulators and policymakers such as the Ministry of Finance, the Securities Commission of Malaysia and Bank Negara Malaysia, will help ensure that Bursa Malaysia remains at the forefront of regional standards in governance and reporting and, fundamentally, at the heart of the growth agenda of ASEAN's capital market.



Tan Sri Amirsham A Aziz  
Chairman

The FTSE Bursa Malaysia KLCI ended the year at 1,641.73 points from 1,692.51 points at the close of 2015.

#### DIVIDEND YIELD

**3.8%**

as at 31 December 2016

#### NET DIVIDEND

**34.0sen**

in 2016

# Our Performance

5-YEAR HIGHLIGHTS	31 DEC 2012 <sup>1</sup>	31 DEC 2013	31 DEC 2014	31 DEC 2015	31 DEC 2016
<b>Key Operating Results (RM million)</b>					
Operating Revenue	388.5	439.8	471.3	487.7	<b>472.7</b>
Operating Expenses	209.2	229.4	232.0	239.8	<b>236.2</b>
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	212.9	245.4	264.6	271.7	<b>260.7</b>
Profit After Tax and Minority Interest (PATAMI)	150.6	173.1	198.2	198.6	<b>193.6</b>
<b>Other Key Data (RM million)</b>					
Total Assets	2,198.4	1,741.7	1,656.5	2,086.5	<b>2,436.4</b>
Total Liabilities	1,325.1	914.2	893.8	1,267.0	<b>1,549.1</b>
Shareholders' Equity	857.6	811.2	748.7	803.4	<b>868.9</b>
Capital Expenditure	26.7	33.3	11.9	14.1	<b>10.5</b>
<b>Financial Ratios (%)</b>					
Operating Revenue Growth	1.8	13.2	7.1	3.5	<b>(3.1)</b>
Cost to Income Ratio	49.3	48.3	46.1	46.2	<b>46.6</b>
Net Profit Margin	36.9	37.8	40.5	39.8	<b>40.0</b>
PATAMI Growth	5.2	14.9	14.5	0.2	<b>(2.5)</b>
Return on Equity (ROE)	17.7	20.7	25.4	25.6	<b>23.2</b>
<b>Share Information</b>					
Earning per Share (EPS) (sen)	28.3	32.5	37.2	37.2	<b>36.2</b>
Net Dividends per Share (sen)	27.0	52.0	54.0	34.5	<b>34.0</b>
Dividend Yield (%)	4.3	6.3	6.7	4.1	<b>3.8</b>
Payout Ratio (%)	94.8	98.5	91.5	92.9	<b>94.2</b>
Net Assets per Share (RM)	1.61	1.52	1.40	1.50	<b>1.62</b>
Share Price – High (RM)	7.72	8.47	8.32	9.00	<b>9.26</b>
Share Price – Low (RM)	5.91	6.22	7.40	7.48	<b>8.18</b>
Share Price as at 31 December (RM)	6.22	8.23	8.10	8.35	<b>8.85</b>
Price Earnings Ratio (times)	22	25	22	22	<b>24</b>
Company Market Capitalisation (RM billion)	3.3	4.4	4.3	4.5	<b>4.7</b>

1 Comparative figures and ratios have been restated to take into account the effects of:

- i. Fines receipts and related expenses no longer recognised in the statements of profit or loss following the setting up of Capital Market Education and Integrity Fund (CMEIF) on 1 January 2013.
- ii. Actuarial gains and losses recognised following the adoption of MFRS 119 Employee Benefits (Revised) on 1 January 2013.

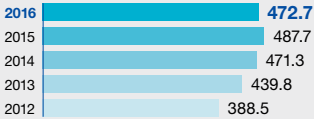


# Key Highlights

## OPERATING REVENUE

▼ 3.1%

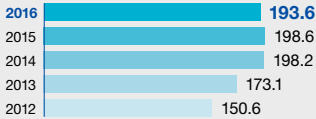
**RM472.7**  
million



## PATAMI

▼ 2.5%

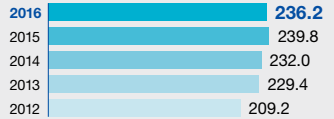
**RM193.6**  
million



## OPERATING EXPENSES

▼ 1.5%

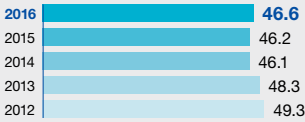
**RM236.2**  
million



## COST TO INCOME RATIO

▲ 0.4 percentage point

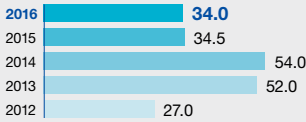
**46.6%**



## NET DIVIDEND PER SHARE

▼ 0.5 sen

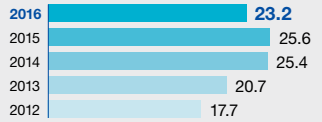
**34.0** sen



## ROE

▼ 2.4 percentage points

**23.2%**



## FINANCIAL CAPITAL

**RM472.7**  
million

Operating Revenue

**RM268.1**  
million

Share Capital

## HUMAN CAPITAL

**593**

Number of employees

## INTELLECTUAL CAPITAL

**740,000**

Visitors to BursaMKTPLC

## SOCIAL CAPITAL

**6,691**

Number of university students we engaged with

## MANUFACTURED CAPITAL

**100%**

Service availability and reliability

# Peer Comparison

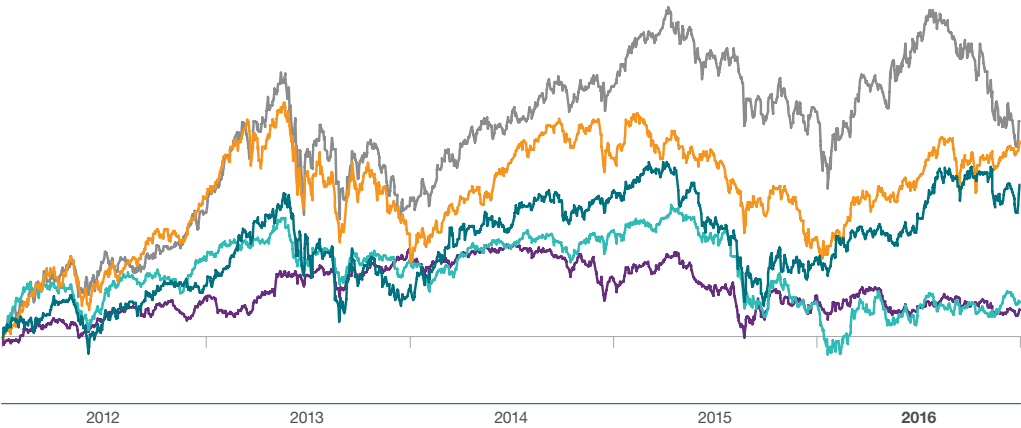
## BENCHMARK INDEX PERFORMANCE (AS AT 31 DECEMBER 2016)

FBMKLCI INDEX Bursa Malaysia	PCOMP INDEX The Philippine Stock Exchange	JCI INDEX Indonesia Stock Exchange	STI INDEX Singapore Exchange	SET INDEX The Stock Exchange of Thailand
<b>1,641.73</b>	<b>6,840.64</b>	<b>5,296.71</b>	<b>2,880.76</b>	<b>1,542.94</b>
▼ 3.0% from 2015	▼ 1.6% from 2015	▲ 15.3% from 2015	▼ 0.1% from 2015	▲ 19.8% from 2015

Source: Bloomberg

## ASEAN EXCHANGES FIVE-YEAR INDEX GROWTH FROM 2012-2016

FBMKLCI Index	PCOMP Index	JCI Index	STI Index	SET Index
<b>7.3%</b>	<b>56.5%</b>	<b>38.6%</b>	<b>8.9%</b>	<b>50.5%</b>



Source: Bloomberg

## DIVIDEND YIELD (%)

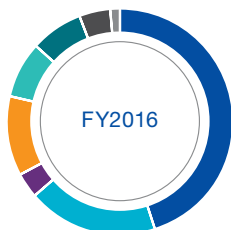


Source: Bloomberg

# Economic Value Created for Shareholders

## OPERATING REVENUE

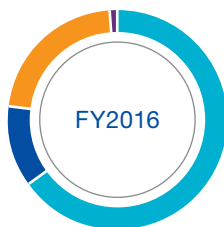
(RM million)



● Securities Trading	212.9
● Derivatives Trading	88.7
● BSAS Trading	16.4
● Listing & Issuer Services	53.5
● Depository Services	39.0
● Market Data	35.3
● Member Services & Connectivity	21.0
● Others	5.9

Total operating revenue for 2016 was RM472.7 million

## SHAREHOLDER MIX

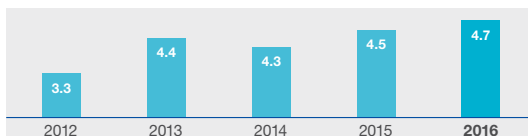


● Domestic Institution	65%
● Domestic Retail	12%
● Foreign Institution	22%
● Foreign Retail	1%

Our public shareholding of 61.4% represents a fair free float of Bursa Malaysia's shares and a healthy level of liquidity. As at the end of 2016, we had a total of 16,699 shareholders.

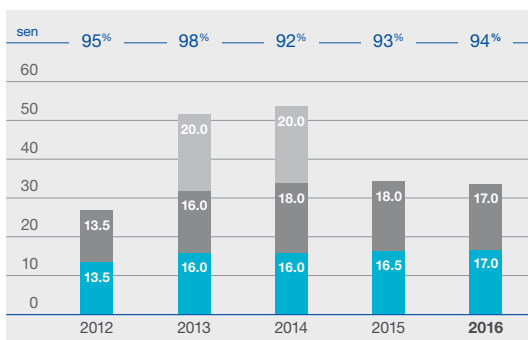
## MARKET CAPITALISATION\*

(RM billion)



\* As at 31 December

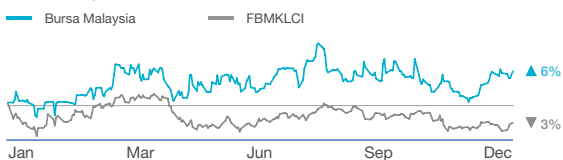
## FIVE-YEAR DIVIDEND PAYOUT TO SHAREHOLDERS



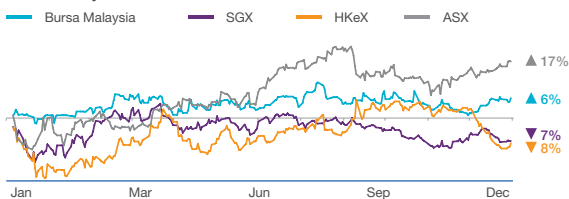
■ Interim Dividend (sen) ■ Final Dividend (sen) ■ Special Dividend (sen)  
— Dividend payout as a percentage of PATAMI, not including special dividend

## SHARE PRICE PERFORMANCE

Bursa Malaysia Share Price Performance vs. FBMKLCI



Bursa Malaysia Share Price Performance vs. Listed Asian Peers



Bursa Malaysia's share price increased 6.0% in 2016 reflecting its resilience within volatile market conditions. Starting the year strong at RM8.35, Bursa Malaysia's share price traded at its highest level since 2011 at RM9.26 on 12 August 2016. The share price closed at RM8.85 on 30 December 2016.

# Consolidated Statement of Profit or Loss

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	2016	2015
	RM'000	RM'000
Operating revenue	472,708	487,670
Other income	34,075	30,834
	<b>506,783</b>	518,504
Staff costs	(128,550)	(133,938)
Depreciation and amortisation	(24,227)	(23,739)
Other operating expenses	(83,416)	(82,051)
Profit before tax	270,590	278,776
Income tax expense	(67,929)	(72,321)
<b>Profit for the year</b>	<b>202,661</b>	206,455
<b>Profit attributable to:</b>		
Owners of the Company	193,621	198,613
Non-controlling interest	9,040	7,842
	<b>202,661</b>	206,455
<b>Earnings per share attributable to owners of the Company (sen per share):</b>		
Basic	36.2	37.2
Diluted	36.0	37.0

# Consolidated Statement of Financial Position

AS AT 31 DECEMBER 2016

	2016	2015
	RM'000	RM'000
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant and equipment	183,240	191,214
Computer software	47,107	52,873
Goodwill	42,957	42,957
Investment securities	237,188	203,401
Staff loans receivable	3,525	4,392
Deferred tax assets	4,087	2,307
	<b>518,104</b>	<b>497,144</b>
<b>Current assets</b>		
Trade receivables	43,541	48,674
Other receivables	23,999	23,042
Tax recoverable	2,871	3,327
Investment securities	34,939	30,048
Cash for equity margins, derivatives trading margins, security deposits, Securities Borrowing and Lending (SBL) collaterals and eDividend distributions	1,381,059	1,087,526
Cash and bank balances of Clearing Funds	126,213	125,568
Cash and bank balances of the Group	305,626	271,126
	<b>1,918,248</b>	<b>1,589,311</b>
<b>Total assets</b>	<b>2,436,352</b>	<b>2,086,455</b>

# Consolidated Statement of Financial Position

AS AT 31 DECEMBER 2016

	2016	2015
	RM'000	RM'000
<b>Equity and liabilities</b>		
<b>Equity</b>		
Share capital	268,136	267,307
Share premium	119,052	107,443
Other reserves	157,843	109,875
Retained earnings	323,909	318,825
<b>Equity attributable to owners of the Company</b>	<b>868,940</b>	<b>803,450</b>
<b>Non-controlling interest</b>	<b>18,300</b>	<b>16,018</b>
<b>Total equity</b>	<b>887,240</b>	<b>819,468</b>
<b>Non-current liabilities</b>		
Retirement benefit obligations	25,079	26,112
Deferred grants	3,092	4,087
Deferred tax liabilities	2,123	3,333
	<b>30,294</b>	<b>33,532</b>
<b>Current liabilities</b>		
Trade payables	1,378,595	1,083,886
Participants' contribution to Clearing Funds	36,213	35,568
Other payables	100,509	107,297
Tax payable	3,501	6,704
	<b>1,518,818</b>	<b>1,233,455</b>
<b>Total liabilities</b>	<b>1,549,112</b>	<b>1,266,987</b>
<b>Total equity and liabilities</b>	<b>2,436,352</b>	<b>2,086,455</b>



## COPYRIGHT 2016

Bursa Malaysia Berhad (30632-P)

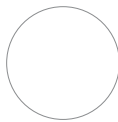
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This is an Auto-Play CD-ROM. Simply put the CD-ROM into your PC's CD-ROM drive and follow the instructions on the screen.

Remarks: Kindly click on "Acrobat Reader" icon to download the installer for PDF viewing.



## Minimum System Requirements

### Windows

- Core 2 Duo or higher
- Windows XP or later
- 512MB RAM or more
- Sound card and speakers
- High colour (16-bit)
- Adobe Acrobat Reader 6

### Macintosh

- Power Macintosh
- Mac OS 10.1 or higher
- 256MB RAM or higher
- Minimum 24-bit colour display
- 1024 X 768 screen resolution
- 32x speed CD-ROM drive or higher
- Acrobat Reader 6 and above



### FEEDBACK

We welcome your feedback to make sure we are addressing what matters to you. Go to [www.bursamalaysia.com](http://www.bursamalaysia.com) or email [ir@bursamalaysia.com](mailto:ir@bursamalaysia.com) for the feedback form, or scan the QR Code with your smartphone.

## SCAN THE QR CODE BY FOLLOWING THESE SIMPLE STEPS



### 1. Get it

Download the "QR Code Reader" app from the Google Play (android Market), BlackBerry AppWorld, App Store (iOS/iPhone) or Windows Phone Store



### 2. Run it

Run the QR Code Reader app and point your camera at the QR Code



### 3. Access it

Get access to the feedback form



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[www.bursamalaysia.com](http://www.bursamalaysia.com)

# NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING



**BURSA MALAYSIA BERHAD** (30632-P)  
(INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT, 2016)

**NOTICE IS HEREBY GIVEN THAT** the 40<sup>th</sup> Annual General Meeting (“AGM”) of Bursa Malaysia Berhad (“the Company”) will be held at Ballroom 2, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 29 March 2017 at 10.00 a.m. for the transaction of the following business:

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of final dividend of 17 sen per share under the single-tier system in respect of the financial year ended 31 December 2016. **Resolution 1**
3. To re-elect the following Directors who retire by rotation in accordance with Article 69 of the Company’s Articles of Association and who being eligible offer themselves for re-election:
  - (1) Datuk Chay Wai Leong **Resolution 2**
  - (2) Encik Ghazali bin Haji Darman **Resolution 3**
  - (3) Datuk Seri Tajuddin bin Atan **Resolution 4**

Dato’ Saiful Bahri bin Zainuddin retires by rotation as a Director in accordance with Article 69 of the Company’s Articles of Association at the conclusion of this 40<sup>th</sup> AGM. [Refer Note 10]
4. To re-elect Datin Grace Yeoh Cheng Geok who retires in accordance with Article 76 of the Company’s Articles of Association and who being eligible offers herself for re-election. **Resolution 5**
5. To approve the payment of Directors’ fees amounting to RM150,000 per annum for the Non-Executive Chairman and RM100,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2016. **Resolution 6**
6. To approve the payment of Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,343,750, from 1 January 2017 until the next AGM of the Company. **Resolution 7**
7. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors to determine their remuneration. **Resolution 8**
8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Articles of Association.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 40<sup>th</sup> AGM, 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 22 March 2017. Only a depositor whose name appears on the Record of Depositors as at 22 March 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the shareholders’ approval for the payment of final dividend of 17 sen per share under the single-tier system in respect of the financial year ended 31 December 2016 (“Dividend”) under **Resolution 1** at the 40<sup>th</sup> AGM of the Company, the Dividend will be paid to the shareholders on 18 April 2017. The entitlement date for the Dividend shall be 5 April 2017.

Shareholders of the Company will only be entitled to the Dividend in respect of:

- (a) securities transferred into their securities account before 4.00 p.m. on 5 April 2017 for transfers; and
- (b) securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

## BY ORDER OF THE BOARD

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

Kuala Lumpur  
1 March 2017

# NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

**BURSA MALAYSIA BERHAD** (30632-P)

(INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT, 2016)

## NOTES:

### Proxy

1. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies.
2. In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
3. A member shall not, subject to Paragraphs (4) and (5) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
4. Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
5. Where a member is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
6. Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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, not less than 48 hours before the time appointed for holding the meeting.

### Audited Financial Statements for financial year ended 31 December 2016

7. 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.

### Final dividend

8. With reference to Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 3 February 2017, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 18 April 2017 in accordance with the requirements under Section 132(2) and (3) of the CA 2016.

### Re-election of Directors who retire in accordance with Article 69 of the Company's Articles of Association ("AA")

9. Article 69 of the AA provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. With the current Board size of eleven (11), four (4) Directors are to retire in accordance with Article 69 of the AA.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 40<sup>th</sup> AGM, the Nomination and Remuneration Committee ("NRC") has considered the following:

- (1) The performance and contribution of each of the Directors based on their Self and Peer Assessment ("SPA") results of the Board Effectiveness Evaluation 2015/2016;
- (2) The assessment of the individual Director's level of contribution to the Board through each of their skills, experience and strength in qualities; and
- (3) The level of independence demonstrated by each of the Non-Executive Directors ("NEDs"), and their ability to act in the best interests of the Company in decision-making, to ensure that they are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests of the Company.

In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance ("MCCG") 2012, the Board has conducted an assessment of independence of the NEDs, and also other criteria i.e. character, integrity, competence, experience and time commitment in effectively discharging their respective roles as Directors of the Company. The individual Directors were assessed based on performance criteria set in the areas of Board dynamics and participation, competency and capability, independence and objectivity, probity and personal integrity, contribution and performance together with their ability to make analytical inquiries and offer advice and guidance. Each of the NEDs has also provided his/her annual declaration/confirmation of independence in the fourth quarter of 2016.

The Board approved the NRC's recommendation that the Directors who retire in accordance with Article 69 of the AA are eligible to stand for re-election. All these retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

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 ("SC"). In this respect, the SC has provided its concurrence in respect of the proposed re-election of the Directors of the Company pursuant to Section 10(1)(b) of the CMSA.

### Retirement of Director

10. Dato' Saiful Bahri bin Zainuddin who was appointed as Director of the Company on 27 June 2008 will retire in accordance with Article 69 of the AA. He will not seek re-election pursuant to the implementation of the Board's 9-year policy and in line with Recommendation 3.2 of the MCCG 2012. Hence, he will retain office until the close of the 40<sup>th</sup> AGM.

### Re-election of Director pursuant to Article 76 of the Company's AA

11. Article 76 of the AA provides amongst others, that the Board shall have the power to appoint any person to be a Director to fill a casual vacancy or as an addition to the existing Board, and that any Director so appointed shall hold office until the next following AGM and shall then be eligible for re-election.

Accordingly, Datin Grace Yeoh Cheng Geok who was appointed as an Independent Non-Executive Director of Bursa Malaysia on 24 February 2017, shall hold office until the 40<sup>th</sup> AGM and shall then be eligible for re-election pursuant to Article 76 of the AA.

With this appointment, the Board of Bursa Malaysia has achieved its target of three (3) women Directors, in line with the country's aspirational target of 30% representation of women on boards.

### Directors' remuneration

12. 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 40<sup>th</sup> AGM on the Directors' remuneration in two (2) separate resolutions as below:

- **Resolution 6** on payment of Directors' fees in respect of the preceding year 2016; and
- **Resolution 7** on payment of Directors' remuneration (excluding Directors' fees) in respect of the current year 2017 and until the next AGM ("Relevant Period").

# NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

**BURSA MALAYSIA BERHAD** (30632-P)

(INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT, 2016)

## Directors' fees

13. The fees for the NEDs had been increased for the financial year ("FY") 2014 following an independent Board remuneration review conducted by an external consultant in 2014. In 2015, the Board decided that the Directors' fees for FY 2015 be maintained as the previous FY given the recent review by the external consultant.

In 2016, a review of the Board remuneration policy was conducted internally by the NRC, to ascertain the competitiveness of the Board remuneration having regard to various factors including the Board remuneration framework of comparable public listed companies ("PLCs") in Malaysia as well as other comparable exchanges. The Board subsequently approved the NRC's recommendation for the Directors' fees to remain unchanged in respect of the FY 2016 as the same are still competitive and at par with the prevalent market rate, as set out in the table below:

Directors' Fees (as approved at AGMs)	2004 to 2008 (5 consecutive years)	2009 to 2013 (5 consecutive years)	2014, 2015 & Proposed for 2016 (Approval sought at 40 <sup>th</sup> AGM)
Non-Executive Chairman	RM60,000 per annum	RM90,000 per annum	RM150,000 per annum
Non-Executive Director	RM40,000 per annum	RM60,000 per annum	RM100,000 per annum

The payment of the NEDs' fees in respect of the FY 2016 will only be made if the proposed **Resolution 6** has been passed at the 40<sup>th</sup> AGM pursuant to Article 78 of the AA and Section 230(1)(b) of the CA 2016.

## Directors' remuneration (excluding Directors' fees)

14. The Directors' remuneration (excluding Directors' fees) comprises the allowances and other emoluments payable to the Chairman and members of the Board, Board of subsidiaries and Board Committees. The NEDs' current remuneration policy is as set out below:

Description	Chairman	NEDs
Monthly Fixed Allowance	RM52,000 per month	Not Applicable
Other Benefits	Club membership, medical coverage, travel & communication and other claimable benefits	Medical coverage, travel & communication and other claimable benefits
Meeting Allowance (per meeting)	<b>Chairman</b>	<b>Member</b>
• Board of Bursa Malaysia	RM4,000	RM2,000
• Board of Functional Subsidiary	RM4,000	RM2,000
• Board Committees	RM2,500	RM1,500
Retainer Fee for membership on the Board of Functional Subsidiary (per month)	RM1,000	RM1,000

Note: The Chief Executive Officer/Executive Director does not receive any Directors' remuneration.

The monthly fixed allowance is given to the Chairman of Bursa Malaysia as an Exchange Holding Company, 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 PLCs or market participants regulated by Bursa Malaysia.

In determining the estimated total amount of remuneration (excluding Directors' fees) for the NEDs including the Non-Executive Chairman of the Board of Bursa Malaysia, the Board considered various factors including the number of scheduled meetings for the Board, Board of subsidiaries and Board Committees as well as the number of NEDs involved in these meetings. The estimated amount of RM2,343,750 for the Relevant Period is derived from a total of RM1,875,000 for the FY 2017 and one-fourth (1/4) of the said amount equivalent to RM468,750 for the period from 1 January 2018 until the next AGM in 2018.

Payment of the NEDs' remuneration (excluding Directors' fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed **Resolution 7** has been passed at the 40<sup>th</sup> 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 and its subsidiaries throughout the Relevant Period.

## Appointment of Auditors

15. The Audit Committee ("AC") at its meeting held on 23 January 2017 undertook an annual assessment of the suitability and independence of the external auditors, Ernst & Young ("EY") in accordance with the revised Auditor Independence Policy of the Group which was approved by the Board in April 2016. In its assessment, the AC considered several factors which include the following:

- (1) 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;
- (2) 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
- (3) Independence of EY and the level of non-audit services to be rendered by EY to the Company for the FY 2017.

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.

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 2016 did not in any way impair their objectivity and independence as external auditors of Bursa Malaysia.

The Board at its meeting held on 3 February 2017 approved the AC's recommendation for the shareholders' approval to be sought at the 40<sup>th</sup> AGM on the appointment of EY as external auditors of the Company for the FY 2017, under **Resolution 8**.

## Abstention from Voting

16. Any Director referred to in **Resolutions 2, 3, 4 and 5**, who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 40<sup>th</sup> AGM. In this respect, only the Executive Director, Datuk Seri Tajuddin bin Atan is a shareholder of Bursa Malaysia. He shall abstain from voting on **Resolution 4**.

17. Any NEDs of the Company who are shareholders of the Company will abstain from voting on **Resolutions 6 and 7** concerning remuneration to the NEDs at the 40<sup>th</sup> AGM.

# STATEMENT ACCOMPANYING NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

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

## A. The profiles of the Directors who are standing for re-election as per Agenda 3 of the Notice of 40<sup>th</sup> AGM are as follows:

### (Resolution 2)

**Datuk Chay Wai Leong** (Independent Non-Executive Director)

<b>Nationality/Age/ Gender:</b> Singaporean/53/Male Permanent Resident of Malaysia	<b>Academic/Professional Qualification(s):</b> <ul style="list-style-type: none"> <li>Bachelor of Business Administration, National University of Singapore</li> </ul>	<b>Present Directorship(s):</b> <b>Listed entity:</b> Nil  <b>Other public companies:</b> <ul style="list-style-type: none"> <li>Bursa Malaysia Derivatives Berhad</li> <li>Bursa Malaysia Derivatives Clearing Berhad</li> <li>K &amp; N Kenanga Holdings Berhad</li> <li>Kenanga Vietnam Securities Joint Stock Corporation</li> <li>Securities Industry Development Corporation</li> </ul>	<b>Past Directorship(s) and/or Appointment(s):</b> <ul style="list-style-type: none"> <li>Executive Director, Kenanga Investment Bank Berhad (May 2011- January 2017)</li> <li>Managing Director, RHB Investment Bank Berhad and Director of Corporate &amp; Investment Banking, RHB Banking Group (2006-2011)</li> <li>Country Head, Malaysia and Head of Regional Origination for Southeast Asia, Standard Bank Group (2002- 2006)</li> <li>Director, Head of Investment Banking Malaysia, JP Morgan Chase Bank (2000-2002)</li> <li>Director of Investment Banking, Jardine Fleming in Hong Kong (1990-2000)</li> <li>Senior Investment Analyst, Bankers Trust in Singapore (1987-1990)</li> </ul>
<b>Date of Appointment:</b> 28 March 2013		<b>Present Appointment(s):</b> <ul style="list-style-type: none"> <li>Group Managing Director, Kenanga Investment Bank Berhad</li> </ul>	
<b>Length of Service (as at 31 January 2017):</b> 3 years 10 months			
<b>Date of Last Re-election:</b> 31 March 2015			

### (Resolution 3)

**Ghazali Haji Darman** (Independent Non-Executive Director)

<b>Nationality/Age/ Gender:</b> Malaysian/52/Male	<b>Academic/Professional Qualification(s):</b> <ul style="list-style-type: none"> <li>Bachelor of Accounting, University of Canberra</li> </ul>	<b>Present Directorship(s):</b> <b>Listed entity:</b> Nil  <b>Other public companies:</b> <ul style="list-style-type: none"> <li>Bank Muamalat Malaysia Berhad</li> </ul>	<b>Past Directorship(s) and/or Appointment(s):</b> <ul style="list-style-type: none"> <li>Commissioner for PT Praisindo Teknologi, Jakarta (2012-2015)</li> <li>Adviser to Outsourcing Malaysia (2014-2015)</li> <li>Head of Domain, DHL IT Services Sdn Bhd (2006-2010)</li> <li>Partner, Accenture (1986-2006)</li> <li>Director, Accenture Solutions Sdn Bhd (until 2006)</li> <li>Director, Accenture Sdn Bhd (until 2006)</li> </ul>
<b>Date of Appointment:</b> 28 March 2013			
<b>Length of Service (as at 31 January 2017):</b> 3 years 10 months			
<b>Date of Last Re-election:</b> 31 March 2015			

The above Directors have no family relationship with any Director and/or major shareholder of Bursa Malaysia, have no conflict of interest with Bursa Malaysia, have not been convicted of any offence within the past five years, and have not been imposed any penalty by the relevant regulatory bodies during the financial year 2016.

They satisfy the criteria of an independent director as defined under Bursa Malaysia Securities Berhad Main Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.



# STATEMENT ACCOMPANYING NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

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

## A. The profiles of the Directors who are standing for re-election as per Agenda 3 of the Notice of 40<sup>th</sup> AGM are as follows: (cont'd.)

### (Resolution 4)

**Datuk Seri Tajuddin Atan** (CEO, Non-Independent Executive Director)

<b>Nationality/Age/Gender:</b> Malaysian/57/Male	<b>Academic/Professional Qualification(s):</b> <ul style="list-style-type: none"> <li>Bachelor of Science (Agribusiness), Universiti Putra Malaysia</li> <li>Master of Business Administration, University of Ohio</li> <li>Fellow Chartered Banker, Asian Institute of Chartered Bankers</li> </ul>	<b>Present Directorship(s):</b> <b>Listed entity:</b> Nil	<b>Past Directorship(s) and/or Appointment(s):</b> <ul style="list-style-type: none"> <li>Group Managing Director, RHB Capital Berhad and Managing Director, RHB Bank Berhad (2009-2011)</li> <li>Adjunct Professor, Faculty of Economics and Management of Universiti Putra Malaysia (2008-2014)</li> <li>Member, SME Corp Malaysia (2008-2013)</li> <li>President/Group Managing Director, Bank Pembangunan Malaysia Berhad (2007-2009)</li> <li>CEO, Bank Simpanan Nasional (2004-2007)</li> <li>Managing Director, Chase Perdana Berhad (2001-2004)</li> </ul>
<b>Date of Appointment:</b> 1 April 2011		<b>Other public companies:</b> <ul style="list-style-type: none"> <li>Bursa Malaysia Berhad Group</li> <li>Chairman, Yayasan Bursa Malaysia</li> <li>Capital Market Development Fund</li> <li>Securities Industry Development Corporation</li> </ul>	
<b>Length of Service (as at 31 January 2017):</b> 5 years 10 months		<b>Present Appointment(s):</b> <ul style="list-style-type: none"> <li>Member, Executive Committee of Malaysia International Islamic Financial Centre</li> <li>Member, Financial Reporting Foundation</li> </ul>	
<b>Duration of Previous Appointment as Non-Executive Director and Public Interest Director:</b> 14 July 2008-31 March 2011			
<b>Date of Last Re-election:</b> 31 March 2016			

The above Director has no family relationship with any Director and/or major shareholder of Bursa Malaysia, has no conflict of interest with Bursa Malaysia, has not been convicted of any offence within the past five years, and has not been imposed any penalty by the relevant regulatory bodies during the financial year 2016.

## B. The profile of the Director who is standing for re-election as per Agenda 4 of the Notice of 40<sup>th</sup> AGM is as follows:

### (Resolution 5)

**Datin Grace Yeoh Cheng Geok** (Independent Non-Executive Director)

<b>Nationality/Age/Gender:</b> Malaysian/55/Female	<b>Academic/Professional Qualification(s):</b> <ul style="list-style-type: none"> <li>Bachelor of Laws (Hons), London School of Economics and Political Science</li> <li>Master of Laws (LLM), University of London</li> <li>Barrister-at-Law, Middle Temple</li> <li>Advocate and Solicitor of the High Court of Malaya</li> </ul>	<b>Present Directorship(s):</b> <b>Listed entity:</b> Nil	
<b>Date of Appointment:</b> 24 February 2017		<b>Other public companies:</b> <ul style="list-style-type: none"> <li>CIMB Bank Berhad</li> </ul>	
		<b>Present Appointment(s):</b> <ul style="list-style-type: none"> <li>Member, Management Committee and Managing Partner, Shearn Delamore &amp; Co.</li> <li>Head, Corporate and Commercial Law Practice Group, Shearn Delamore &amp; Co.</li> <li>Head, Energy, Natural Resources &amp; Green Technology Practice Group, Shearn Delamore &amp; Co.</li> <li>Member, Corporate and Commercial Law Committee of the Malaysian Bar Council</li> <li>Member, Trade in Legal Services Committee of the Malaysian Bar Council</li> <li>Board Member, ICC Malaysia</li> </ul>	

Datin Grace Yeoh does not hold any shares in Bursa Malaysia. She has no family relationship with any Director and/or major shareholder of Bursa Malaysia, has no conflict of interest with Bursa Malaysia, has not been convicted of any offence within the past five years, and has not been imposed any penalty by the relevant regulatory bodies as at the date of her appointment as an Independent Non-Executive Director.

Datin Grace Yeoh has satisfied the criteria of an independent director as defined under Bursa Malaysia Securities Berhad Main Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.

# STATEMENT ACCOMPANYING NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

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

**C. The details of the Directors' interests in the securities of the Company as at 31 January 2017 are as follows:**

Name of Directors	Direct Interest		Deemed Interest		
	No. of Issued Shares	% of Issued Shares	Spouse	Child	% of Issued Shares
			No. of Issued Shares	No. of Issued Shares	
Tan Sri Amirsham bin A Aziz	0	0.00	-	-	-
Dato' Zuraidah binti Atan	0	0.00	-	-	-
Dato' Eshah binti Meor Suleiman	0	0.00	-	-	-
Johari bin Abdul Muid	0	0.00	-	-	-
Dato' Saiful Bahri bin Zainuddin	0	0.00	-	-	-
Datuk Karownikaran @ Karunikaran a/l Ramasamy	0	0.00	-	-	-
Datuk Chay Wai Leong	0	0.00	-	-	-
Ghazali bin Haji Darman	0	0.00	-	-	-
Pushpanathan a/l S.A. Kanagarayar	0	0.00	-	-	-
Datuk Seri Tajuddin bin Atan	636,900	0.12	-	-	Refer Note*
<b>Total</b>	<b>636,900</b>	<b>0.12</b>			

Note: \* Datuk Seri Tajuddin bin Atan has indirect interest in the securities of the Company by virtue of his acceptance of ordinary shares granted under the Share Grant Plan ("SGP") of Bursa Malaysia ("Plan Shares") as follows:

- (1) The vesting of Plan Shares granted under the Restricted Share Plan ("RSP") of the SGP is subject to fulfilment of vesting conditions as at the vesting dates:

RSP Grant	Number of Plan Shares	Vesting Dates
2014 RSP Grant	9,600	17 July 2017
2015 RSP Grant	12,800	17 July 2017, 16 July 2018
2016 RSP Grant	19,200	17 July 2017, 16 July 2018, 15 July 2019

- (2) The vesting of Plan Shares granted under the Performance Share Plan ("PSP") of the SGP is contingent on achievements against various performance targets for Bursa Malaysia group, and is subject to fulfilment of vesting conditions as at the vesting dates:

RSP Grant	Number of Plan Shares	Vesting Dates
2014 RSP Grant	Up to 63,600	3 May 2017
2015 RSP Grant	Up to 42,400	16 July 2018
2016 RSP Grant	Up to 42,400	15 July 2019

# Form of Proxy

CDS account no. of authorised nominee (i)

I/We \_\_\_\_\_  
(Full Name as per NRIC/Certificate of Incorporation 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 and on my/our behalf at the 40<sup>th</sup> Annual General Meeting ("AGM") of Bursa Malaysia Berhad ("the Company") to be held at Ballroom 2, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 29 March 2017 at 10.00 a.m. and at any adjournment thereof, on the following resolutions referred to in the Notice of 40<sup>th</sup> AGM. My/our proxy is to vote as indicated below:

No.	Resolutions		For	Against
1.	To approve the payment of final dividend of 17 sen per share under the single-tier system in respect of the financial year ended 31 December 2016	<b>Resolution 1</b>		
2.	To re-elect Datuk Chay Wai Leong as Director of the Company	<b>Resolution 2</b>		
3.	To re-elect Encik Ghazali bin Haji Darman as Director of the Company	<b>Resolution 3</b>		
4.	To re-elect Datuk Seri Tajuddin bin Atan as Director of the Company	<b>Resolution 4</b>		
5.	To re-elect Datin Grace Yeoh Cheng Geok as Director of the Company	<b>Resolution 5</b>		
6.	To approve the payment of Directors' fees amounting to RM150,000 per annum for the Non-Executive Chairman and RM100,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2016	<b>Resolution 6</b>		
7.	To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,343,750, from 1 January 2017 until the next AGM of the Company	<b>Resolution 7</b>		
8.	To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors to determine their remuneration	<b>Resolution 8</b>		

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/she thinks fit, or at his/her discretion, abstain from voting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

<b>Number of shares held</b>

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

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

**Notes:**

- i. Applicable to shares held through a nominee account.
- ii. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- iii. In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- iv. A member shall not, subject to Paragraph (v) and (vi) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- v. Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- vi. Where a member is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- vii. Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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, not less than 48 hours before the time appointed for holding the meeting.
- viii. For the purpose of determining a member who shall be entitled to attend this 40<sup>th</sup> AGM, 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 22 March 2017. Only a depositor whose name appears on the Record of Depositors as at 22 March 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

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The Share Registrar

**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD** (11324-H)

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

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# Request Form

Dear Shareholders of Bursa Malaysia Berhad (30632-P),

We are pleased to provide our Annual Report 2016 in CD-ROM, which will enable you to download, print any relevant page or e-mail the file as an attachment to your intended recipient. The same is also available on Bursa Malaysia's website, [www.bursamalaysia.com](http://www.bursamalaysia.com) under Corporate Section-Investor Relations-Financial Information-Annual Reports.

Copies of the following documents are enclosed together with the Annual Report 2016 Abridged Version for your kind attention:

1. Notice of 40<sup>th</sup> Annual General Meeting ("AGM");
2. Statement Accompanying Notice of 40<sup>th</sup> AGM;
3. Form of Proxy for the 40<sup>th</sup> AGM; and
4. Administrative Guide for the 40<sup>th</sup> AGM.

Should you require a printed copy of the Annual Report 2016, please forward your request by completing the Request Form provided below. Alternatively, you may submit your request online via the Share Registrar's website by following the simple steps below:

**Step 1** – Go to <http://myetricor.com/>

**Step 2** – Select "**Request for Annual Report**" under E-Services on the right

**Step 3** – Key in "**BURSA MALAYSIA BERHAD**" and complete the online request form

**Step 4** – Click "**Submit**" button to submit your request

The printed copy of the Annual Report will be forwarded to you by ordinary post within four market days from the date of receipt of your verbal or written request.

We would like to thank you for your support of Bursa Malaysia Berhad. Should you have any queries, please do not hesitate to contact us at the numbers given below.

Best Regards

**Tan Sri Amirsham A Aziz**

Chairman

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## REQUEST FORM FOR PRINTED COPY OF ANNUAL REPORT 2016 OF BURSA MALAYSIA BERHAD

**Bursa Malaysia Berhad** (30632-P)

15<sup>th</sup> Floor, Exchange Square

Bukit Kewangan

50200 Kuala Lumpur, Malaysia

Tel : 603-2034 7000

603-2034 7055 : Puan Salmi Dali

603-2034 7235 : Puan Salbiah Che Mat

Fax : 603-2732 6437

E-mail : [enquiries@bursamalaysia.com](mailto:enquiries@bursamalaysia.com)

**Tricor Investor & Issuing House Services Sdn Bhd** (11324-H)

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur, Malaysia

Tel : 603-2783 9299

603-2783 9236 : Ms Samantha Goh

603-2783 9280 : Encik Sazali Husin

Fax : 603-2783 9222

E-mail : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

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Please send to me/us a printed copy of Annual Report 2016 in English.

### PARTICULARS OF SHAREHOLDER

Name : \_\_\_\_\_

Identity Card No./Passport No./Company No. : \_\_\_\_\_

CDS Account No. : \_\_\_\_\_

Mailing Address : \_\_\_\_\_

Tel : \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of Shareholder

2. FOLD THIS FLAP TO SEAL

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RM0.80  
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The Share Registrar

**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD** (11324-H)

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

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# Administrative Guide

**Date** : Wednesday, 29 March 2017  
**Time** : 10.00 a.m.  
**Venue** : Ballroom 2, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur

## Parking

- Parking is free and you are advised to park your vehicle at the Sime Darby Convention Centre ("SDCC") car park.

## Registration

- Registration will start at 8.00 a.m. in Ballroom 3 on the 1<sup>st</sup> Floor of SDCC, and will end at a time as directed by the Chairman of the meeting. As you enter the SDCC building, the escalator on the right hand side will lead you to Ballroom 3.
- Please read the signage to ascertain where you should register yourself for the meeting and join the queue accordingly.
- Please produce your original Identity Card ("IC") to the registration clerk for verification. Please make sure you collect your IC thereafter.
- After the verification, you are required to write your name and sign on the Attendance List placed on the registration table.
- You will also be given (1) an identification tag, (2) a refreshment coupon, (3) a lunch voucher and (4) a personalised passcode slip. No person will be allowed to enter the meeting room (Ballroom 2) without the identification tag. Please retain the personalised passcode slip for voting. There will be no replacement in the event that you lose or misplace any one of the aforesaid items (1) to (3).
- No person will be allowed to register on behalf of another person even with the original IC of that other person.
- The registration counter will handle only verification of identity and registration. If you have any enquiry, please proceed to the **Help Desk**. The Help Desk will be located next to the registration counters in Ballroom 3.

## Food and Beverage

- With the refreshment coupon, please proceed to collect your refreshment pack at Ballroom 1 or at the foyer of the Ballroom on the 1<sup>st</sup> Floor of SDCC. You may be seated at Ballroom 1 to have your refreshment.
- In addition to the refreshment pack, beverage will be served before the commencement of the 40<sup>th</sup> Annual General Meeting ("AGM"), at Ballroom 1 and at the foyer on the 1<sup>st</sup> Floor of SDCC.

## General Meeting Record of Depositors

- For the purpose of determining a member who shall be entitled to attend the 40<sup>th</sup> AGM, 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 22 March 2017. Only a depositor whose name appears on the Record of Depositors as at 22 March 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

## Proxy

- A member entitled to attend and vote is entitled to appoint proxy/proxies, to attend and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions printed therein.
- If you wish to submit your Form of Proxy by fax, please fax to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Fax No. 03-2783 9222. Please also ensure that the original Form of Proxy is deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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, not less than 48 hours before the time appointed for holding the meeting.

- If you wish to attend the meeting yourself, please do not submit any Form of Proxy for the meeting that you wish to attend. You will not be allowed to attend the meeting together with a proxy appointed by you.

- If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting yourself, please proceed to the **Help Desk** to revoke the appointment of your proxy.

## Voting Procedure

- The voting at the 40<sup>th</sup> AGM will be conducted on a poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting ("e-voting") and Deloitte Enterprise Risk Services Sdn Bhd as scrutineers to verify the poll results.
- E-voting for each of the resolutions as set out in the Notice of 40<sup>th</sup> AGM will take place only upon the conclusion of the deliberations of all the businesses transacted at the 40<sup>th</sup> AGM. The registration for attendance will be closed, to facilitate commencement of the poll.
- E-voting counters will be set up for the purpose of conducting the poll using Tricor e-voting system in Ballroom 3. Each e-voting counter will be equipped with an iPad and a barcode reader. Each shareholder/proxy will be directed to the e-voting counter with his/her personalised passcode slip which is issued during registration for the 40<sup>th</sup> AGM.
- Each shareholder/proxy is invited to cast his/her vote, and the whole polling process for the 40<sup>th</sup> AGM is expected to be concluded in 30 minutes. Thereafter, the 40<sup>th</sup> AGM will resume for the declaration of the poll results by the Chairman.

## Annual Report 2016

- The Annual Report 2016 is available on Bursa Malaysia's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company Announcements. If you wish to request for printed copy of the Annual Report 2016, please forward your request by completing the Request Form provided by us. We will send to you by ordinary post within four market days from the date of receipt of verbal or written request. Printed copies are also available for collection on a first come first serve basis, from the Customer Service Desk at the foyer of Ballroom 1 on the date of the 40<sup>th</sup> AGM, latest by 12.00 noon.

## Enquiry

- If you have any enquiry prior to the meeting, please contact the following persons during office hours:

(1) Bursa Malaysia Berhad (30632-P) 15 <sup>th</sup> Floor, Exchange Square Bukit Kewangan 50200 Kuala Lumpur, Malaysia	(2) Tricor Investor & Issuing House Services Sdn Bhd (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia
Telephone Number 603-2034 7000	Telephone Number 603-2783 9299
(1) Puan Salmi Dali 603-2034 7055	(1) Ms Samantha Goh 603-2783 9236
(2) Puan Salbiah Che Mat 603-2034 7235	(2) Encik Sazali Husin 603-2783 9280
Fax Number 603-2732 6437	Fax Number 603-2783 9222

- You may also drop your enquiries, on any matters relating to Bursa Malaysia, in the **Enquiry Box** which will be placed at the **Customer Service Desk**. We will respond to your enquiries via e-mail or post.