



BURSA MALAYSIA BERHAD
Registration No. 197601004668 (30632-P)

MINUTES OF THE 47TH ANNUAL GENERAL MEETING (“AGM”) OF BURSA MALAYSIA BERHAD (“BURSA MALAYSIA” OR “THE COMPANY”) HELD ON TUESDAY, 26 MARCH 2024 AT 10.00 A.M. AT THE GROUND FLOOR, ANNEXE BUILDING, BURSA MALAYSIA BERHAD, EXCHANGE SQUARE, BUKIT KEWANGAN, 50200 KUALA LUMPUR (“MAIN VENUE”) AND VIRTUALLY BY WAY OF ELECTRONIC MEANS VIA THE TIIH ONLINE WEBSITE AT <https://tiih.online> (“ONLINE PLATFORM”)

PRESENT

Board of Directors

Tan Sri Abdul Wahid bin Omar	(Chairman of the Board)
Datuk Muhamad Umar Swift	(Chief Executive Officer (“CEO”)/Executive Director)
Dato’ Anad Krishnan a/l Muthusamy	
Datin Azlina binti Mahmad	
Tan Sri Abdul Farid bin Alias	(Nomination & Remuneration Committee Chairman)
Datuk Bazlan bin Osman	(Audit Committee Chairman)
Encik Syed Ari Azhar bin Syed Mohamed Adlan	(Risk Management Committee Chairman)
Ms. Chong Chye Neo	(Technology & Cybersecurity Committee Chairman)
Ms. Tan Ler Chin	

Company Secretaries

Puan Yong Hazadurah binti Md. Hashim	(Company Secretary)
Puan Izreen Fara binti Ismail	(Joint Company Secretary)

[The Attendance List of the Directors, Company Secretaries and members of Senior Management is as set out in **Annexure 1** of the Minutes of the 47th AGM of Bursa Malaysia (“47th AGM” or “the Meeting”).]

Members, Corporate Representatives and Proxies

The attendance of the Members, Corporate Representatives and Proxies at the Main Venue and via Online Platform is as per the Attendance List in **Annexure 2** of the Minutes of the Meeting.

IN ATTENDANCE

External Auditors : Messrs. Ernst & Young PLT (Mr. Chan Hooi Lam and Ms. Ng Sue Ean)
Poll Administrator: Tricor Investor & Issuing House Services Sdn Bhd (Ms. Wong Yoke Fun)
Scrutineers : Deloitte Business Advisory Sdn Bhd (Ms. Kasthuri Nathan)

CHAIRMAN OF THE MEETING

Tan Sri Abdul Wahid bin Omar (“Tan Sri Chairman”).

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QUORUM

There being a quorum, the 47th AGM was duly convened.

NOTICE OF MEETING

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

PRELIMINARY

- (1) As at 19 March 2023, the Company had 34,586 depositors and the total number of issued shares stood at 809,299,121 ordinary shares. Based on the registration data given by the Poll Administrator at the commencement of this meeting, 905 members had registered and were attending the 47th AGM in person or by proxy, with 79 Members attending physically at the Main Venue and 826 Members attending virtually via Online Platform. They represented 244,026,733 ordinary shares which constituted 30.15% of the total issued shares of the Company.
- (2) This AGM is the first hybrid AGM of the Company conducted after 4 years of virtual AGMs, in line with the ‘Guidance Note on the Conduct of General Meetings for Listed Issuers’ issued by the Securities Commission Malaysia (“SC”). As such, for this hybrid 47th AGM, Members, Corporate Representatives and Proxies were present physically in the Main Venue and present virtually via the Online Platform.
- (3) Tan Sri Chairman introduced each and every member of the Board of Directors (“Board”) as well as the Company Secretaries who were in attendance in the Main Venue. Members of the Senior Management were also in attendance in the Main Venue.
- (3) Tan Sri Chairman briefed the Members, Corporate Representatives and Proxies present both physically and virtually at the Meeting of their right to ask questions and vote on the resolutions set out in the Notice of the 47th AGM dated 27 February 2024.
- (4) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) as Poll Administrator to conduct the poll for the 47th AGM, and Deloitte Business Advisory Sdn Bhd (“Deloitte”) as Scrutineers to verify the poll results.
- (5) All Members, Corporate Representatives and Proxies attending the 47th AGM were required to vote via the TIIH Online Remote Participation and Voting (RPV) facilities. A short video by Tricor was played to demonstrate to the Members, Corporate Representatives and Proxies who were present at the 47th AGM on the process for online voting via RPV facilities. The voting session had commenced from the start of the Meeting at 10.00 a.m.
- (6) Tan Sri Chairman informed the Meeting that Puan Yong Hazadurah binti Md Hashim, the Company Secretary of Bursa Malaysia and Puan Rosidah binti Baharom, the Chief Financial Officer of Bursa Malaysia were also the shareholders of the Company. They had offered to be the proposer and seconder for the proposed Resolutions 1 to 5 in the Agenda of the Meeting.

- (7) Tan Sri Chairman informed the Meeting that in order to ensure the orderly proceeding of the hybrid 47th AGM, the Question & Answer (“Q&A”) Session would be conducted in the following manner:-
- The Q&A Session would be conducted after the presentation of all the proposed Resolutions in the Agenda of the Meeting;
 - The Board and Management of the Company would take the questions in the Main Venue first, then followed by the questions submitted in the online Query Box facility prior to as well as during the Meeting;
 - Any questions received in the Query Box facility after the Q&A Session will still be attended to by the Management via e-mail;
 - As a safeguard, the Company’s Group Internal Auditors will conduct a review and audit, to ensure all questions submitted in the online Query Box facility are addressed and attended to, appropriately.
- (8) Tan Sri Chairman further informed the Meeting that none of the Directors of Bursa Malaysia were shareholders of the Company, except for himself. In this respect, he declared that he held 15,000 shares of Bursa Malaysia and as such, had abstained from voting on the proposed Resolutions 3 and 4 in the Agenda concerning the remuneration for Non-Executive Directors.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

- 1.1 Tan Sri Chairman tabled the Audited Financial Statements (“AFS”) for the financial year ended 31 December 2023 (“FY2023”) and the Reports of the Directors and Auditors as set out on pages 171 to 258 of the Integrated Annual Report (“IAR”) 2023.
- 1.2 Tan Sri Chairman declared that the AFS for the FY2023 together with the Reports of the Directors and Auditors were received and duly tabled at the 47th AGM in accordance with Section 340(1)(a) of the Companies Act (“CA”) 2016. Tan Sri Chairman explained that the AFS for the FY2023 were for discussion only under Agenda 1, as it did not require shareholders’ approval. Hence, it would not be put for voting.
- 1.3 Datuk Muhamad Umar Swift, the CEO of Bursa Malaysia (“Datuk CEO”) made a brief presentation which covered the following, as per **Annexure 3**:-
- (1) Bursa’s progress to being a Multi-Asset Exchange;
 - (2) 2023 Financial Performance and Market Highlights; and
 - (3) Our way forward and key initiatives for 2024.
- 1.4 Mr. Chan Hooi Lam, the Partner of Ernst & Young PLT (“EY”) presented the unqualified Report of the Independent Auditors to the shareholders of the Company in respect of the AFS for the FY2023 as set out on pages 176 to 179 of the IAR 2023.

Mr. Chan Hooi Lam informed that EY had conducted its audit in accordance with the approved standards on auditing in Malaysia and International Standards on Auditing. EY had also fulfilled the responsibilities described in the Auditors’ Responsibilities for the Audit of the Financial Statements, including the key audit matters disclosed in the Auditors’ Report.

2. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 18.4 OF THE COMPANY’S CONSTITUTION

2.1 Tan Sri Chairman informed that 2 Directors who retired by rotation in accordance with Article 18.4 of the Company’s Constitution were eligible for re-election, they are Datuk Muhamad Umar Swift and Ms. Chong Chye Neo. However, Ms. Chong Chye Neo who was eligible for re-election had expressed her intention not to seek for re-election at the 47th AGM. Hence, she would retain office until the close of the 47th AGM. The retiring Director who has offered himself for re-election under **Resolution 1** is Datuk Muhamad Umar Swift.

The profiles of the Director standing for re-election were provided to Members on pages 113 and 266 of the IAR 2023. The SC’s concurrence had been obtained pursuant to Section 10(1)(b) of the Capital Markets and Services Act (“CMSA”) 2007 via its letter dated 30 November 2023, for the re-election of Datuk Muhamad Umar Swift.

2.2 **Resolution 1** was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

3. RE-ELECTION OF A DIRECTOR IN ACCORDANCE WITH ARTICLE 18.11 OF THE COMPANY’S CONSTITUTION

3.1 Tan Sri Chairman informed that Ms. Tan Ler Chin retired by rotation in accordance with Article 18.11 of the Company’s Constitution and who being eligible offered herself for re-election under **Resolution 2**.

Ms. Tan Ler Chin’s profile was provided to Members on pages 120 and 267 of the IAR 2023. The SC’s concurrence had been obtained via its letter dated 30 November 2023 on her re-election pursuant to Section 10(1)(b) of the CMSA 2007.

3.2 **Resolution 2** was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

4. DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4.1 Tan Sri Chairman informed that pursuant to Section 230(1) of the CA 2016, “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 shareholders’ approval was sought on the following **Resolution 3**:-

“To approve the payment of Directors’ fees amounting to RM300,000 per annum for the Non-Executive Chairman and RM200,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2023.”

4.2 **Resolution 3** on the payment of Directors’ fees was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

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5. DIRECTORS’ PAYMENT OF BENEFITS FROM 27 MARCH 2024 UNTIL THE NEXT AGM OF THE COMPANY

5.1 The shareholders’ approval was sought on the following **Resolution 4**:-

“To approve the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,000,000 from 27 March 2024 until the next AGM of the Company.”

The details of the benefits were as set out in the Board Remuneration Policy, under Note 7.3 of the Notice of the 47th AGM.

5.2 **Resolution 4** on the payment of Directors’ benefits was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

6. APPOINTMENT OF AUDITORS

6.1 Tan Sri Chairman further informed that having regard to the annual assessment of the Auditors, the Board at its meeting held on 31 January 2023 approved the Audit Committee’s recommendation on the appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2023 in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016. The shareholders’ approval was sought on the following **Resolution 5**:-

“To appoint Ernst and Young PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration.”

6.2 **Resolution 5** on the appointment of EY as Auditors and determination of their remuneration was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

QUESTIONS AND ANSWERS (“Q&A”)

(1) Tan Sri Chairman informed the Meeting that Bursa Malaysia had received questions prior to and during the 47th AGM. The Board Members and the Senior Management of Bursa Malaysia were in attendance to answer any question from the shareholders on the Audited Financial Statements and the management of the Company as tabled under Agenda 1 as well as the proposed Resolutions 1 to 5.

(2) Tan Sri Chairman invited Datuk CEO to take through the questions submitted by the shareholders including those from Minority Shareholders Watch Group (“MSWG”) prior to the Meeting and the Management’s responses for the same.

The complete list of questions received from MSWG prior to the 47th AGM together with the answers for the same was attached as **Annexure 4**.

(3) Tan Sri Chairman then opened to the floor for questions from the Members, Proxies and Corporate Representatives physically present in the Main Venue on the Audited Financial Statement for the FY2023 as well as the proposed Resolutions 1 to 5. The Board and Management of the Company provided the answers/ responses to the questions, accordingly.

The complete list of questions received from the Members, Proxies and Corporate Representatives at the Main Venue together with the answers/ responses for the same was attached as **Annexure 5**.

- (4) As there were no more questions from the floor in the Main Venue, Tan Sri Chairman and Datuk CEO proceeded to read out the questions received prior to the 47th AGM via the Query Box facility from the Members, Corporate Representatives and Proxies, and provided the answers/ responses for the same, accordingly.

The complete list of questions received from the Members, Proxies and Corporate Representatives prior to the 47th AGM, together with answers/ responses for the same was attached as **Annexure 6**.

- (5) Thereafter, Tan Sri Chairman and Datuk CEO read out the questions received via the Query Box facility from the Members, Corporate Representatives and Proxies during the Meeting, and provided the answers/ responses for the same, accordingly. The relevant members of the Senior Management were also invited to provide the answers/ responses to certain questions submitted via the Query Box facility.

The complete list of questions received during the 47th AGM from the online Query Box facility, together with the answers/ responses for the same was attached as **Annexure 7**.

- (6) Tan Sri Chairman concluded the Q&A session at 12.45 p.m. and proceeded to the last item in the Agenda.

7. ANY OTHER BUSINESS

- 7.1 Tan Sri Chairman sought confirmation from the Company Secretary whether the Company had received any notice for transaction of other business which had been given in accordance with the CA 2016 and the Company’s Constitution. The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

8. POLLING PROCESS

- 8.1 At 12.50 p.m., Tan Sri Chairman reminded all Members, Corporate Representatives and Proxies to vote via TIIH Online website at <https://tiih.online> with RPV facilities as the voting session would continue for another 10 minutes.

At 1.00 p.m., Tan Sri Chairman announced that the voting session for the 47th AGM of Bursa Malaysia had ended.

- 8.2 The poll results were then handed over to the Scrutineers for validation.

9. ANNOUNCEMENT OF POLL RESULTS

- 9.1 At 1.20 p.m., Tan Sri Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from Tricor and Deloitte, a copy of the same was attached as **Annexure 8**. Tan Sri Chairman invited Ms. Kasthuri Nanthan (“Ms. Kasthuri”) of Deloitte as the Scrutineers, to read out the poll results to the Members, Corporate Representatives and Proxies present.

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9.2 Re-election of Datuk Muhamad Umar Swift as Director in accordance with Article 18.4 of the Company's Constitution (Resolution 1)

Ms. Kasthuri announced the poll result in respect of **Resolution 1** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	497,407,572	98.11	9,569,012	1.89

Tan Sri Chairman declared that **Resolution 1** was duly carried as follows:-

“THAT Datuk Muhamad Umar Swift who retired by rotation in accordance with Article 18.4 of the Company's Constitution, be re-elected as Director of Bursa Malaysia.”

9.3 Re-election of Ms. Tan Ler Chin as Director in accordance with Article 18.11 of the Company's Constitution (Resolution 2)

Ms. Kasthuri announced the poll result in respect of **Resolution 2** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	504,699,600	99.54	2,308,831	0.46

Tan Sri Chairman declared that **Resolution 2** was duly carried as follows:-

“THAT Ms. Tan Ler Chin who retired in accordance with Article 18.11 of the Company's Constitution, be re-elected as Director of Bursa Malaysia.”

9.4 Directors' fees for the financial year ended 31 December 2023 (Resolution 3)

Ms. Kasthuri announced the poll result in respect of **Resolution 3** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 3	506,479,459	99.91	472,079	0.09

Tan Sri Chairman declared that **Resolution 3** was duly carried as follows:-

“THAT the payment of Directors' fees amounting to RM300,000 per annum for the Non-Executive Chairman and RM200,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2023, be approved.”

9.5 Directors' payment of benefits from 27 March 2024 until the next AGM of the Company (Resolution 4)

Ms. Kasthuri announced the poll result in respect of **Resolution 4** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	506,090,295	99.87	637,695	0.13

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Tan Sri Chairman declared that **Resolution 4** was duly carried as follows:-

“THAT the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,000,000 from 27 March 2024 until the next AGM of the Company, be approved.”

9.6 Appointment of Auditors (Resolution 5)

Ms. Kasthuri announced the poll result in respect of **Resolution 5** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 5	502,766,932	99.16	4,281,705	0.84

Tan Sri Chairman declared that **Resolution 5** was duly carried as follows:-

“THAT the appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2024 and authorisation to the Board of Directors to determine their remuneration, be approved.”

10. CLOSE OF MEETING

10.1 Retirement of Ms. Chong Chye Neo as Independent Non-Executive Director of Bursa Malaysia

With reference to Item 2.1 above, Tan Sri Chairman highlighted that in accordance with Article 18.4 of the Company’s Constitution, Ms. Chong Chye Neo shall retire as a Director of Bursa Malaysia at the close of the 47th AGM on 26 March 2024.

On behalf of the Board and Management of the Company, Tan Sri Chairman recorded his appreciation to Ms. Chong Chye Neo for her immense contribution to Bursa Malaysia Group particularly, as Chairman of the Technology and Cybersecurity Committee during her tenure of service.

10.2 There being no other business to be transacted, Tan Sri Chairman declared that the 47th AGM of Bursa Malaysia as concluded, at 2.25 p.m.

Confirmed as correct

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Chairman

Date: 30 April 2024