



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

**MINUTES OF THE 49<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF BURSA MALAYSIA BERHAD (“BURSA MALAYSIA” OR “THE COMPANY”) HELD ON TUESDAY, 31 MARCH 2026 AT 10.00 A.M. AT THE GROUND FLOOR, ANNEXE BUILDING, BURSA MALAYSIA, EXCHANGE SQUARE, BUKIT KEWANGAN, 50200 KUALA LUMPUR (“MAIN VENUE”) AND VIRTUALLY BY WAY OF ELECTRONIC MEANS VIA THE VISTRA SRMY PORTAL AT <https://srmy.vistra.com> (“ONLINE PLATFORM”)**

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## PRESENT

### **Board of Directors**

Tan Sri Abdul Farid bin Alias	(Chairman of the Board)
Dato’ Fad’l bin Mohamed	(Chief Executive Officer (“CEO”)/Executive Director)
Dato’ Anad Krishnan a/l Muthusamy	
Datin Azlina binti Mahmad	(Risk Management Committee Chairperson)
YM Raja Datin Paduka Teh Maimunah binti Raja Abdul Aziz	
Datuk Bazlan bin Osman	(Nomination & Remuneration Committee Chairman)
Encik Syed Ari Azhar bin Syed Mohamed Adlan	(Audit Committee Chairman)
Encik Redza Goh Abdullah @ Goh Aik Meng	(Technology & Cybersecurity Committee Chairman)
Ms. Tan Ler Chin	
Puan Sharifatu Laila binti Syed Ali	(Sustainability & Development Committee Chairperson)
Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican	

### **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 49<sup>th</sup> AGM of Bursa Malaysia (“49<sup>th</sup> AGM” or “the Meeting”).]

### **Members, Corporate Representatives and Proxies**

The attendance of the Members, Corporate Representatives and Proxies at the Main Venue and via the 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 (Puan Suzana Abdul Rahim and Ms. Samantha Goh)  
Scrutineers : Coopers Professional Scrutineers Sdn Bhd (Mr. Chuah Pooi San)

## CHAIRMAN OF THE MEETING

Tan Sri Abdul Farid bin Alias (“Tan Sri Chairman”).

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QUORUM

There being a quorum, the 49<sup>th</sup> AGM was duly convened.

NOTICE OF MEETING

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

PRELIMINARY

- (1) As at 24 March 2026, the Company had 29,757 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, 851 members had registered and were attending the 49<sup>th</sup> AGM in person or by proxy, with 228 Members attending physically at the Main Venue and 623 Members attending virtually via Online Platform. They represented 546,862,537 ordinary shares which constituted 67.57% of the total issued shares of the Company.
- (2) The 49<sup>th</sup> AGM was conducted on a hybrid mode in line with Paragraph 8.27A of the MAIN Market Listing Requirement of Bursa Malaysia Securities Berhad. As such, the Members, Corporate Representatives and Proxies were present physically in person in the Main Venue or 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.
- (4) Tan Sri Chairman also introduced Ms. Goh Soo Leng and Puan Wan Zuraidah Abu from the Malaysian Federation of the Deaf, who were the appointed sign language interpreters for the 49<sup>th</sup> AGM.
- (5) 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 49<sup>th</sup> AGM dated 3 March 2026.
- (6) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) as Poll Administrator to conduct the poll for the 49<sup>th</sup> AGM, and Coopers Professional Scrutineers Sdn Bhd (“Coopers”) as Scrutineers to verify the poll results.
- (7) All Members, Corporate Representatives and Proxies attending the 49<sup>th</sup> AGM were required to vote via the VISTRA SRMY Portal Remote Participation and Voting (RPV) facilities, or at the polling station set up at the Main Venue. A short video by Tricor was played to demonstrate to the Members, Corporate Representatives and Proxies who were present at the 49<sup>th</sup> 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.
- (8) Tan Sri Chairman informed the Meeting that Puan Yong Hazadurah binti Md Hashim and Ms. Karen Ong Su Wern were two (2) shareholders of the Company who attended in person in the Main Venue. They had offered to be the proposer and seconder, respectively for the proposed Resolutions 1 to 6 in the Agenda of the Meeting.

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(9) Tan Sri Chairman informed the Meeting that in order to ensure the orderly proceeding of the hybrid 49<sup>th</sup> 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 address questions from the Minority Shareholders Watch Group (“MSWG”) via its letter dated 27 March 2026, followed by the questions submitted by the shareholders prior to the 49<sup>th</sup> AGM via the VISTRA SRMY Portal;
- Thereafter, the questions posed from shareholders, proxies and corporate representatives physically present in person at the Main Venue will be addressed, followed by the questions submitted in the online Query Box facility 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.

(10) Tan Sri Chairman further informed the Meeting that none of the Directors of Bursa Malaysia were shareholders of the Company.

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

1.1 The Audited Financial Statements (“AFS”) for the financial year ended 31 December 2025 (“FY2025”) and the Reports of the Directors and Auditors as set out on pages 188 to 271 of the Integrated Annual Report (“IAR”) 2025 was tabled.

1.2 Tan Sri Chairman declared that the AFS for the FY2025 together with the Reports of the Directors and Auditors duly tabled at the 49<sup>th</sup> AGM in accordance with Section 340(1)(a) of the Companies Act (“CA”) 2016 were duly received. Tan Sri Chairman explained that the AFS for FY2025 were for discussion only under Agenda 1, as it did not require shareholders’ approval. Hence, it would not be put for voting.

1.3 Dato’ Fad’l Mohamed, the CEO of Bursa Malaysia (“Dato’ CEO”) made a brief presentation as per **Annexure 3**, which covered the following:-

- (1) 2025 Financial Performance and Market Highlights;
- (2) 2025 Strategic Highlights; and
- (3) Our way forward and key initiatives for 2026.

1.4 Mr. Chan Hooi Lam, the Audit 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 FY2025 as set out on pages 195 to 198 of the IAR 2025.

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.

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**2. RE-ELECTION OF DIRECTORS WHO RETIRED BY ROTATION 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. The retiring Directors who offered themselves for re-election under **Resolutions 1 and 2** respectively were as follows:-

- (1) Encik Syed Ari Azhar bin Shed Mohamed Adlan (**Resolution 1**); and
- (2) Ms. Tan Ler Chin (**Resolution 2**).

The profiles of the Directors standing for re-election were provided to Members on pages 109 and 110 of the IAR 2025. In line with the best practice in corporate governance, the Board had conducted the necessary assessment on each of these Directors based on the relevant performance criteria as well as in accordance with the Directors’ Fit and Proper policy. In this respect, the Board had approved the recommendation of the Nomination and Remuneration Committee (“NRC”) that these Directors are eligible to stand for re-election. The concurrence of the Securities Commission Malaysia (“SC”) had also been obtained pursuant to Section 10(1)(b) of the Capital Markets and Services Act (“CMSA”) 2007 via its letter dated 2 January 2026 for these 2 Directors seeking re-election.

2.2 **Resolutions 1 and 2** were proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Ms. Karen Ong Su Wern, respectively.

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

3.1 Tan Sri Chairman informed that Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican who retired in accordance with Article 18.11 of the Company’s Constitution was eligible for re-election. Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican has offered himself for re-election under **Resolution 3**.

3.2 The profile of the Director standing for re-election were provided to Members on page 113 of the IAR 2025. In line with the best practice in corporate governance, the Board had conducted the necessary assessment on Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican based on the relevant performance criteria as well as in accordance with the Directors’ Fit and Proper policy. In this respect, the Board had approved the recommendation of the NRC that Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican is eligible to stand for re-election. The SC’s concurrence had also been obtained pursuant to Section 10(1)(b) of the CMSA 2007 via its letter dated 2 January 2026 for Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican seeking re-election.

3.3 **Resolution 3** was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Ms. Karen Ong Su Wern, respectively.

**4. PAYMENT OF DIRECTORS’ FEES FOR THE NON-EXECUTIVE CHAIRMAN AND NON-EXECUTIVE DIRECTORS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

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.

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In this respect, the shareholders’ approval was sought on the following **Resolution 4:-**

“To approve the payment of Directors’ fees amounting to RM300,000 per annum for the Non-Executive Chairman and RM200,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2025.”

4.2 **Resolution 4** on the payment of Directors’ fees was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Ms. Karen Ong Su Wern.

**5. PAYMENT OF BENEFITS PAYABLE TO THE NON-EXECUTIVE CHAIRMAN AND NON-EXECUTIVE DIRECTORS FROM 1 APRIL 2026 UNTIL THE NEXT AGM OF THE COMPANY**

5.1 The shareholders’ approval was sought on the following **Resolution 5:-**

“To approve the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,600,000 from 1 April 2026 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 49<sup>th</sup> AGM.

5.2 **Resolution 5** on the payment of Directors’ benefits was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Ms. Karen Ong Su Wern.

**6. APPOINTMENT OF AUDITORS**

6.1 Tan Sri Chairman further informed that having regard to the annual assessment of the Auditors, the Board had 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 2026 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 6:-**

“To appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Board of Directors to determine their remuneration.”

6.2 **Resolution 6** on the appointment of EY as Auditors and determination of their remuneration was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Ms. Karen Ong Su Wern.

**QUESTIONS AND ANSWERS (“Q&A”)**

(1) Tan Sri Chairman informed the Meeting that Bursa Malaysia had received questions prior to and during the 49<sup>th</sup> 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 6.

(2) Dato’ CEO briefed the shareholders by reading out the questions submitted by MSWG via its letter dated 27 March 2026 and the Management’s responses for the same.

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The complete list of questions received from MSWG prior to the 49<sup>th</sup> AGM together with the answers for the same was attached as **Annexure 4**.

- (3) Dato’ CEO proceeded to read out the questions received prior to the 49<sup>th</sup> AGM via the Query Box facility and email 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 49<sup>th</sup> AGM, together with answers/ responses for the same was attached as **Annexure 5**.

- (4) 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 FY2025 and the management of the Company as well as the proposed Resolutions 1 to 6. 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 present physically in person at the Main Venue together with the answers/ responses for the same was attached as **Annexure 6**.

- (5) Dato’ 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 49<sup>th</sup> 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 1.15 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.

- 7.2 Dato’ CEO informed the Meeting that a shareholder, Mr. Cheong Chee Mun (“Mr. Cheong”), had submitted 2 questions via emails to [assist@bursamalaysia.com](mailto:assist@bursamalaysia.com). In this regard, Dato’ CEO informed that the Management would respond to Mr. Cheong’s questions via e-mail after the 49<sup>th</sup> AGM. With respect to Mr. Cheong’s question which was emailed prior to the 49<sup>th</sup> AGM, the same had been responded by the Management during the Q&A session, under item (3) above.

## **8. POLLING PROCESS**

- 8.1 At 1.20 p.m., Tan Sri Chairman reminded all Members, Corporate Representatives and Proxies to vote via the VISTRA SRMY Portal at <https://srmy.vistra.com> with RPV facilities as the voting session would continue for another 10 minutes.

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At 1:30 p.m., Tan Sri Chairman announced that the voting session for the 49<sup>th</sup> 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 1:55 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 Coopers, a copy of the same was attached as **Annexure 8**. Tan Sri Chairman invited Mr. Chuah Pooi San (“Mr. Chuah”) of Coopers as the Scrutineers, to read out the poll results to the Members, corporate representatives and proxies present.

9.2 Re-election of Encik Syed Ari Azhar bin Syed Mohamed Adlan as Director in accordance with Article 18.4 of the Company’s Constitution (Resolution 1)

Mr. Chuah announced the poll result in respect of **Resolution 1** as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	545,154,496	99.84	852,050	0.16

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

“THAT Encik Syed Ari Azhar bin Syed Mohamed Adlan 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 18.4 of the Company’s Constitution (Resolution 2)

Mr. Chuah announced the poll result in respect of **Resolution 2** as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	545,442,301	99.90	523,596	0.10

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

“THAT Ms. Tan Ler Chin who retired by rotation in accordance with Article 18.4 of the Company’s Constitution, be re-elected as Director of Bursa Malaysia.”

9.4 Re-election of Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican as Director in accordance with Article 18.11 of the Company’s Constitution (Resolution 3)

Mr. Chuah announced the poll result in respect of **Resolution 3** as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 3	545,619,500	99.93	386,845	0.07

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

“THAT Dato’ Mohamed Rafique Merican bin Mohd Wahiduddin Merican who retired in accordance with Article 18.11 of the Company’s Constitution, be re-elected as Director of Bursa Malaysia.”

**9.5** Payment of Directors’ fees for the Non-Executive Chairman and Non-Executive Directors for the financial year ended 31 December 2025 (Resolution 4)

Mr. Chuah announced the poll result in respect of **Resolution 4** as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	545,449,082	99.93	363,350	0.67

Tan Sri Chairman declared that **Resolution 4** 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 2025, be approved.”

**9.6** Payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors from 1 April 2026 until the next AGM of the Company (Resolution 5)

Mr. Chuah announced the poll result in respect of **Resolution 5** as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 7	544,897,116	99.86	778,575	0.14

Tan Sri Chairman declared that **Resolution 5** 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 RM2,600,000 from 1 April 2026 until the next AGM of the Company, be approved.”

**9.7** Appointment of Auditors (Resolution 6)

Mr. Chuah announced the poll result in respect of **Resolution 6** as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 6	544,706,811	99.76	1,294,042	0.24

Tan Sri Chairman declared that **Resolution 6** was duly carried as follows:-

“THAT the appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2026 and authorisation to the Board of Directors to determine their remuneration, be approved.”

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**10. CLOSE OF MEETING**

- 10.1 On behalf of the Board and Management of Bursa Malaysia, Tan Sri Chairman placed on record a note of appreciation to YM Raja Datin Paduka Teh Maimunah Raja Abdul Aziz, who will be stepping down from the Board effective 1 April 2026 and thanked her for her immense contribution to Bursa Malaysia Group during her tenure as a Public Interest Director of the Company.
- 10.2 There being no other business to be transacted, Tan Sri Chairman declared that the 49<sup>th</sup> AGM of Bursa Malaysia as concluded, at 2.00 p.m.

**Confirmed as correct**

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**Chairman**

Date: 30 April 2026