

NOTICE OF 39TH ANNUAL GENERAL MEETING



BURSA MALAYSIA BERHAD (30632-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT the 39th Annual General Meeting (“AGM”) of Bursa Malaysia Berhad (“the Company”) will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 31 March 2016 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 2015 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of final dividend of 18 sen per share under the single-tier system in respect of the financial year ended 31 December 2015. **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 Karownikaran @ Karunakaran a/l Ramasamy **Resolution 2**
 - (2) Encik Pushpanathan a/l S.A. Kanagarayar **Resolution 3**
 - (3) Datuk Seri Tajuddin bin Atan **Resolution 4**
4. 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 2015. **Resolution 5**
5. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2016 and to authorise the Board of Directors to determine their remuneration. **Resolution 6**
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act 1965 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 39th 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 24 March 2016. Only a depositor whose name appears on the Record of Depositors as at 24 March 2016 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 18 sen per share under the single-tier system in respect of the financial year ended 31 December 2015 (“Dividend”) under **Resolution 1** at the 39th AGM of the Company, the Dividend will be paid to the shareholders on 18 April 2016. The entitlement date for the Dividend shall be 5 April 2016.

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 2016 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
3 March 2016

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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, and the provisions of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company.
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 not less than 48 hours before the time appointed for holding the meeting.

Audited Financial Statements for financial year ended 31 December 2015

7. The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders’ approval under the provisions of Section 169(1) and (3) of the Companies Act 1965. Hence, they will not be put for voting.

Re-election of Directors who retire in accordance with Article 69 of the Company’s Articles of Association (“AA”)

8. 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 10, three (3) 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 39th 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 (“BEE”) 2014/2015;
- (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 2012, the Board has conducted an assessment of independence of the NEDs, and also other criteria, i.e. character, integrity, competence, experience and time 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 annual declaration/confirmation of independence in the fourth quarter of 2015.

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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 NRC and Board meetings, where applicable.

Section 10(1)(b) of the Capital Markets and Services Act 2007 ("CMSA") provides that the appointment, re-appointment, election or re-election of a Director of the Company is subject to concurrence by the Securities Commission ("SC"). In this respect, the SC has provided its concurrence on 3 February 2016 in respect of the proposed re-election of the Directors of the Company pursuant to Section 10(1)(b) of the CMSA.

Non-Executive Directors' ("NEDs") fees

9. As the fees for the NEDs had just been increased for the financial year ("FY") 2014, the Board approved the NRC's recommendation for the Directors' fees to remain unchanged in respect of the FY 2015, 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 & Proposed for 2015 (Approval sought at 39 th 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

Appointment of Auditors

10. The Audit Committee ("AC") had in January 2016 deliberated the outcome of the Request for Proposal evaluations, which included an assessment of the engagement teams' qualifications, credentials and experience, particularly in the financial services sector, the firms' competitive advantage with global network resources, their audit work approach, and their ability to provide value added advice and services, as well as to perform the work within Bursa Malaysia's timeline. The AC then decided to recommend for the Board's approval the appointment of Messrs. Ernst & Young ("EY") as external auditors of Bursa Malaysia for the FY ending 31 December 2016.

At the same time, the AC further undertook an annual assessment of the quality of audit, which encompassed the performance of the external auditors, EY, and the quality of 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. The AC also took into account the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at private meetings, which demonstrated their independence, objectivity and professionalism.

The AC was satisfied with the suitability of EY based on the quality of services and sufficiency of resources they provided to the Group, in terms of the firm and the professional staff assigned to the audit. The AC was also satisfied in its review that the provision of non-audit services by EY to the Company for the FY 2015 did not in any way impair their objectivity and independence as external auditors of Bursa Malaysia.

Having regard to the outcome of the evaluations and the annual assessment of external auditors which supported the AC's recommendation on the suitability and independence of the external auditors, the Board approved the AC's recommendation for the shareholders' approval to be sought at the 39th AGM on the appointment of EY as external auditors of the Company for the FY 2016, under **Resolution 6**.

Abstention from Voting

11. Any Director referred to in **Resolutions 2, 3 and 4**, who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 39th AGM. In this respect, only the Executive Director, Datuk Seri Tajuddin bin Atan, is a shareholder of Bursa Malaysia Berhad. He shall abstain from voting on **Resolution 4**.
12. Any NEDs of the Company who are shareholders of the Company will abstain from voting on **Resolution 5** concerning remuneration to the NEDs at the 39th AGM.