

# Notice of 37<sup>th</sup> Annual General Meeting

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

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

**NOTICE IS HEREBY GIVEN THAT** the 37<sup>th</sup> Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held at Ballroom 1, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 27 March 2014 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 2013 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of final dividend of 16 sen per share under single-tier system in respect of the financial year ended 31 December 2013. **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) Dato' Saiful Bahri bin Zainuddin **Resolution 2**
  - (2) Tan Sri Ong Leong Huat @ Wong Joo Hwa **Resolution 3**
  - (3) Dato' Tajuddin bin Atan **Resolution 4**
  - (4) Encik Ghazali bin Haji Darman **Resolution 5**
4. To approve the payment of Directors' fees amounting to RM90,000 per annum for the Non-Executive Chairman and RM60,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2013. **Resolution 6**
5. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2014 and to authorise the Board of Directors to determine their remuneration. **Resolution 7**

## Special Business

6. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with Section 129(6) of the Companies Act 1965:
  - (1) "THAT Tun Mohamed Dzaidin bin Haji Abdullah, a Public Interest Director who retires pursuant to Section 129(2) of the Companies Act 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company." **Resolution 8**
  - (2) "THAT Tan Sri Datuk Dr. Abdul Samad bin Haji Alias, an Independent Non-Executive Director who retires pursuant to Section 129(2) of the Companies Act 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company." **Resolution 9**
7. 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 37<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 20 March 2014. Only a depositor whose name appears on the Record of Depositors as at 20 March 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

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### **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the shareholders' approval for the payment of final dividend of 16 sen per share under single-tier system in respect of the financial year ended 31 December 2013 (Dividend) under **Resolution 1** at the 37<sup>th</sup> AGM of the Company, the Dividend will be paid to the shareholders on 16 April 2014. The entitlement date for the Dividend shall be 3 April 2014.

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 3 April 2014 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

27 February 2014

### **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 initialised. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 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 2013**

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

#### Re-election of Directors who retire by rotation in accordance with Article 69

8. Article 69 of the Company's Articles of Association 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. In view of the recent appointment of a new Public Interest Director (PID), Dato' Zuraidah binti Atan by the Minister of Finance on 19 February 2014, the Board size has increased from 10 to 11 and hence, four (4) Directors are to retire in accordance with Article 69 of the Company's Articles of Association.

For the purpose of determining the eligibility of the Directors to stand for re-election or re-appointment at the 37<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 results of the Board Effectiveness Evaluation (BEE) 2012/2013;
- (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 his ability to act in the best interest of the Company in decision-making, to ensure that the NEDs were 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 to effectively discharge their respective roles as Directors of the Company. The Board approved the NRC's recommendation that the Directors who retire by rotation in accordance with Article 69 are eligible to stand for re-election. These retiring Directors had abstained from deliberation and decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings, where applicable. Their profiles are referred to in Section A of the Statement Accompanying Notice of 37<sup>th</sup> AGM.

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's concurrence has been sought in respect of the proposed re-election of the Directors of the Company pursuant to Section 10(1)(b) of the CMSA.

#### Appointment of Auditors

9. The Board at its meeting held on 29 January 2014 approved the recommendation by the Audit Committee on the re-appointment of Messrs. Ernst & Young as Auditors of the Company having considered several factors including the adequacy of experience and resources of the firm and the professional staff assigned to the audit.

#### Abstention from Voting

10. All the NEDs of the Company who are shareholders of the Company will abstain from voting on **Resolution 6** concerning remuneration to the NEDs at the 37<sup>th</sup> AGM.
11. Any Director referred to in **Resolutions 2, 3, 4, 5, 8 and 9**, who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election or re-appointment at the 37<sup>th</sup> AGM.

#### Special Business

12. Ordinary Resolutions: Re-appointment of Directors pursuant to Section 129(6) of the Companies Act 1965

The Board decided that the NEDs who retire pursuant to Section 129(2) of the Companies Act 1965 at the 37<sup>th</sup> AGM are eligible to stand for re-appointment based on the annual assessment process as mentioned in Note 8 above. Their profiles are referred to in Section B of the Statement Accompanying Notice of 37<sup>th</sup> AGM.

Tun Mohamed Dzaidin bin Haji Abdullah had abstained from deliberation and decision of the NRC in respect of his eligibility to stand for re-appointment. Further, both Tun Mohamed Dzaidin bin Haji Abdullah and Tan Sri Datuk Dr. Abdul Samad bin Haji Alias had abstained from deliberations and decisions of the Board on their respective re-appointment.

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### Special Business (cont'd.)

#### 12. Ordinary Resolutions: Re-appointment of Directors pursuant to Section 129(6) of the Companies Act 1965 (cont'd.)

The Board through the annual BEE exercise is satisfied with the skills, contribution and independent judgment that Tun Mohamed Dzaiddin bin Haji Abdullah and Tan Sri Datuk Dr. Abdul Samad bin Haji Alias bring to the Board. They have satisfactorily demonstrated that they are independent of management and 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. In view thereof, the Board also approved the NRC's recommendation to support their re-appointment, as they have offered themselves for re-appointment as Directors of the Company, to be approved by shareholders at the 37<sup>th</sup> AGM of the Company as follows:

- (1) The re-appointment of Tun Mohamed Dzaiddin bin Haji Abdullah, a person over the age of 70 years as a Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed **Resolution 8** has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at the 37<sup>th</sup> AGM.

Tun Mohamed Dzaiddin bin Haji Abdullah was appointed on 1 March 2004 as PID and Chairman of the Board of the Company by the Minister of Finance in consultation with the SC pursuant to Section 10(1)(a) and (3) of the CMSA. His current term of appointment as PID and Chairman of the Board of the Company shall expire on 28 February 2015.

In the light of Recommendation 3.2 of the MCGG 2012, Tun Chairman may be regarded as non-independent NED, as he has continued to hold office as a Director of the Company exceeding nine (9) years from 1 March 2004. In view of the statutory nature of his appointment as a PID and Chairman of the Board of the exchange holding company in accordance with Section 10(1)(a) and (3) of the CMSA, the shareholders' approval shall not be sought at this 37<sup>th</sup> AGM to justify and retain him as an independent NED pursuant to Recommendation 3.3 of the MCGG 2012.

- (2) The re-appointment of Tan Sri Datuk Dr. Abdul Samad bin Haji Alias, a person over the age of 70 years as a Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed **Resolution 9** has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at the 37<sup>th</sup> AGM.

The SC had concurred with the proposed re-appointment of Tan Sri Datuk Dr. Abdul Samad bin Haji Alias as Independent NED of the Company pursuant to Section 10(1)(b) of the CMSA.

# Statement Accompanying Notice of 37<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 37<sup>th</sup> AGM are stated on pages 21, 23 and 25 of this Annual Report.
- B. The profiles of the Directors who are standing for re-appointment as per Agenda 6 of the Notice of 37<sup>th</sup> AGM are stated on pages 21 and 24 of this Annual Report.
- C. The details of the Directors' interests in the securities of the Company as at 30 January 2014 are stated on page 184 of this Annual Report.