
Notice of 37th Annual General Meeting

BURSA MALAYSIA BERHAD (30632-P)

(Incorporated in Malaysia under the Companies Act, 1965)

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 37th 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 37th 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 37th 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 37th 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 37th 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 37th 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 37th 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.