

NOTICE OF 38TH ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held at Nexus Ballroom 2 & 3, Level 3A, Connexion@Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Tuesday, 31 March 2015 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 2014 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of final dividend of 18 sen per share under single-tier system in respect of the financial year ended 31 December 2014. **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) Encik Ghazali bin Haji Darman **Resolution 3**
 - (3) Datuk Karownakaran @ Karunakaran a/l Ramasamy **Resolution 4**
 - (4) Datuk Chay Wai Leong **Resolution 5**
4. To re-elect Encik Pushpanathan a/l S.A. Kanagarayar who retires in accordance with Article 76 of the Company's Articles of Association and who being eligible offers himself for re-election. **Resolution 6**
5. 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 2014. **Resolution 7**
6. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2015 and to authorise the Board of Directors to determine their remuneration. **Resolution 8**
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 38th 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 2015. Only a depositor whose name appears on the Record of Depositors as at 24 March 2015 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 single-tier system in respect of the financial year ended 31 December 2014 (Dividend) under Resolution 1 at the 38th AGM of the Company, the Dividend will be paid to the shareholders on 16 April 2015. The entitlement date for the Dividend shall be 3 April 2015.

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 2015 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.

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BY ORDER OF THE BOARD

Yong Hazadurah binti Md. Hashim, LS 006674
Hong Soo Yong, MAICSA 7026744
Company Secretaries

Kuala Lumpur
3 March 2015

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 2014

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 in accordance with Article 69 and Article 76 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 11, four (4) Directors are to retire in accordance with Article 69 of the AA. Article 76 of the AA provides amongst others, that the Board shall have the power to appoint any person to be a Director to fill a casual vacancy or as an addition to the existing Board, and that any Director so appointed shall hold office until the next following AGM and shall then be eligible for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election or re-appointment at the 38th 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) 2013/2014;
- (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.

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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 to effectively discharge their respective roles as Directors of the Company. As the Directors' SPA under the BEE 2013/2014 was not available for Encik Pushpanathan a/l S.A. Kanagarayar, who was appointed on 23 June 2014 and retires in accordance with Article 76 of the AA, the NRC had considered his contribution at the Board meetings which he attended and also referred to the BEE 2013/2014 result for Listing Committee (LC) which reflected his satisfactory performance as a LC member during the assessment period from 1 July 2013 to 30 June 2014. The Board approved the NRC's recommendation that the Directors who retire in accordance with Article 69 and Article 76 of the AA are eligible to stand for re-election. All 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.

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.

Retirement of Directors

9. Tan Sri Ong Leong Huat @ Wong Joo Hwa, an Independent Non-Executive Director has attained the age of 70 years in April 2014 after the last 37th AGM held on 27 March 2014. Tan Sri Ong Leong Huat via his letter dated 21 January 2015 informed the Board of Directors of the Company that he does not wish to seek re-appointment pursuant to Section 129(6) of the Companies Act 1965. Hence, he will retire at the conclusion of the 38th AGM in accordance with Section 129(2) of the Companies Act 1965.
10. Tun Mohamed Dzaidin Haji Abdullah has retired as Public Interest Director and Non-Executive Chairman of the Board of Bursa Malaysia upon expiry of his term of appointment on 28 February 2015, after serving on the Board of Bursa Malaysia for 11 years. Tan Sri Amirsham A Aziz is appointed the Public Interest Director and Non-Executive Chairman of the Board of Bursa Malaysia effective 1 March 2015, as announced via Bursa LINK on 9 January 2015.

Non-Executive Directors' (NEDs) Fees

11. In June 2014, the Board via the NRC engaged an external consultant, KPMG Management & Risk Consulting Sdn Bhd (KPMG) to review the Remuneration Policy for the members of the Board and Board Committees of Bursa Malaysia, with focus on the components of fixed fee(s) for the Board/Board Committees, meeting allowance, and other allowances for the members of the Board and Board Committees. KPMG had adopted comparators which comprised several stock exchanges (Comparator Exchanges) and public listed companies based on selected companies comparable to Bursa Malaysia in terms of market capitalisation, being in the finance industry and sole provider of goods/services in other industries (Comparator Companies).

The remunerations of the NEDs are segregated into two (2) parts i.e. Remuneration per Non-Executive Director (excluding Board Chairman) and Board Chairman's remuneration, for benchmarking against the average remuneration of those of the Comparator Exchanges and Comparator Companies. In this respect, the NRC also considered the positioning of the Board's remuneration over the past 10 years from 2004 to 2013. The Board at its meeting held on 18 September 2014 approved the NRC's recommendation for the proposed revision to the NEDs' fees as set out in the right column of the table below:

Directors' Fees (as approved at AGMs)	2004 to 2008 (5 consecutive years)	2009 to 2013 (5 consecutive years)	Financial Year (FY) 2014 (Approval sought at 38 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

The shareholders' approval is hereby sought on the payment of the NEDs' fees in respect of FY 2014, under **Resolution 7**.

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Appointment of Auditors

12. The Audit Committee (AC) at its meeting held on 26 January 2015 undertook an annual assessment of the suitability and independence of the external auditors in accordance with the Auditor Independence Policy of the Group which was adopted in 2006. In its assessment, the AC considered several factors which include the following:

- (1) Adequacy of experience and resources of the firm and the professional staff assigned to the audit; and
- (2) Independence of Messrs. Ernst & Young (EY) and the level of non-audit services to be rendered by EY to the Company for the FY 2015.

Being satisfied with EY's performance, technical competency and audit independence as well as fulfilment of criteria as set out in the Auditor Independence Policy, the AC recommended the appointment of EY as external auditors for the FY ending 31 December 2015, with the rotation of audit engagement partner. The Board at its meeting held on 29 January 2015 approved the AC's recommendation for the shareholders' approval to be sought on the appointment of EY as external auditors of the Company for the FY 2015, under **Resolution 8**.

Abstention from Voting

13. All the NEDs of the Company who are shareholders of the Company will abstain from voting on **Resolution 7** concerning remuneration to the NEDs at the 38th AGM.
14. Any Director referred to in **Resolutions 2, 3, 4, 5 and 6**, who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 38th AGM.

STATEMENT ACCOMPANYING NOTICE OF 38TH 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 38th AGM are stated on pages 24 to 26 of this Annual Report.
- B. The profile of the Director who is standing for re-election as per Agenda 4 of the Notice of 38th AGM is stated on page 26 of this Annual Report.
- C. The details of the Directors' interests in the securities of the Company as at 30 January 2015 are stated on pages 183 and 184 of this Annual Report.