

NOTICE OF 38TH ANNUAL GENERAL MEETING

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

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.