

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you are in doubt as to your next course of action.

The Securities Commission (“SC”) has not perused this Statement prior to issuance. The SC is not responsible for the contents of this Statement, does not make any representation that it is accurate or complete and is not liable for any loss arising from or in reliance upon the whole or any part of this Statement.



BURSA MALAYSIA BERHAD
(Company No. 30632-P)
(Incorporated in Malaysia under the Companies Act, 1965)

APPENDIX A

STATEMENT TO SHAREHOLDERS

IN RELATION TO

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN
ORDINARY SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE
COMPANY**

(“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

Resolution 10 for the Proposed Renewal of Share Buy-Back Authority is set out in Agenda No. 7 of the Notice of 33rd AGM of Bursa Malaysia Berhad dated 5 March 2010

Last date and time to lodge the Form of Proxy	: Saturday, 27 March 2010 at 10.00 a.m.
Place to lodge the Form of Proxy	: Share Registrar Tricor Investor Services Sdn Bhd (118401-V) (formerly known as Tenaga Koperat Sdn Bhd) Level 17, The Gardens North Tower Mid Valley City, Lingkaran Syed Putra 59200 Kuala Lumpur
Date and time of the 33 rd AGM	: Monday, 29 March 2010 at 10.00 a.m.
Venue of the 33 rd AGM	: Ballroom 1, 1 st Floor, Sime Darby Convention Centre 1A, Jalan Bukit Kiara 1, Bukit Kiara 60000 Kuala Lumpur

This Statement is dated 5 March 2010

DEFINITIONS

The following definitions shall apply throughout this Statement unless the context requires otherwise:

“Act”	:	Companies Act, 1965 (as amended from time to time and any re-enactment thereof)
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of Bursa
“Bursa” or “the Company”	:	Bursa Malaysia Berhad
“Bursa Group” or “the Group”	:	Bursa and its subsidiary companies
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Bursa Share(s)” or “Share(s)”	:	Ordinary Shares of RM0.50 each in Bursa
“Code”	:	Malaysian Code on Takeovers and Mergers, 1998
“EPS”	:	Earnings per share
“ESOS”	:	Bursa’s employees’ share option scheme
“LPD”	:	22 February 2010, being the latest practicable date prior to the printing of this Statement
“MMLR”	:	Main Market Listing Requirements of Bursa Securities (as amended from time to time and any re-enactment thereof)
“NA”	:	Net Assets
“Purchased Bursa Shares”	:	Bursa Shares to be purchased pursuant to the Proposed Share Buy-Back Authority
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission
“Share Buy-Back Authority”	:	Authority conferred at the 32 nd AGM held on 2 April 2009 for the Company to purchase its own ordinary shares of up to 10% of the issued and paid-up share capital of the Company, which will expire at the conclusion of the 33 rd AGM
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting Shares in the Company and the nominal amount of that Share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting Shares in the Company

All references to “you” in this Statement is to the shareholders of the Company. All references to “we”, “us”, “our” and “our Company” in this Statement is to the Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Statement shall be a reference to Malaysian time, unless otherwise specified.

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BURSA MALAYSIA BERHAD
(Company No. 30632-P)
(Incorporated in Malaysia under the Act)

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY

1. INTRODUCTION

On 4 February 2010, the Company had announced that it will be seeking your approval to renew the Share Buy-Back Authority ("Proposed Renewal of Share Buy-Back Authority") at the forthcoming 33rd AGM.

The purpose of this Statement is to provide you with details of the Proposed Renewal of Share Buy-Back Authority, to set out the recommendation of the Board and to seek your approval for the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the 33rd AGM of the Company. The Notice of the 33rd AGM and the Form of Proxy are enclosed together with this Statement.

SHAREHOLDERS OF THE COMPANY ARE ADVISED TO READ THE CONTENTS AND APPENDIX OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

As at 22 February 2010, the issued and paid-up share capital of the Company stood at RM264,695,875 comprising 529,391,750 Bursa Shares. In addition, as at 22 February 2010, the Company has 3,249,550 unexercised ESOS options. Assuming all the ESOS are exercised, the issued and paid-up share capital of the Company will increase to RM266,320,650 comprising 532,641,300 Bursa Shares.

Assuming no further Bursa Shares are issued, a total of up to 52,939,175 Bursa Shares may be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority. However, assuming full exercise of ESOS options, a total up to 53,264,130 Bursa Shares may be purchased by the Company.

Your approval for the Proposed Renewal of Share Buy-Back Authority will be effective immediately after the passing of the ordinary resolution to be tabled at the 33rd AGM of the Company relating to the Proposed Renewal of Share Buy-Back Authority and will continue to be in force until:

- (a) The conclusion of the next annual general meeting of the Company following the general meeting at which such resolution is passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
- (b) The expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (c) The authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of retained profits and/or share premium account of

the Company. The retained profits and the share premium account of our Company are as follows:

	Retained Profits	Share Premium
	(RM'000)	(RM'000)
As at 31 December 2009 as per audited accounts	432,524	78,813

The Proposed Renewal of Share Buy-Back Authority is subject to compliance with Section 67A of the Act and any prevailing laws, rules and regulations, orders, guidelines and requirements issued by the relevant authorities ("Prevailing Law") at the time of the purchase. The Proposed Renewal of Share Buy-Back Authority will be in accordance with the Prevailing Law at the time of the purchase including compliance with the twenty-five percent (25%) public shareholding spread as required by the MMLR. The public shareholding spread of our Company as at the LPD is approximately 61.73% held by 27,271 public shareholders. If the Proposed Renewal of Share Buy-Back Authority is approved for implementation, the Company will ensure that the minimum public shareholding spread of twenty-five percent (25%) is complied with.

The Proposed Renewal of Share Buy-Back Authority will be funded from internally generated funds and/or external borrowings. In the event that the Proposed Renewal of Share Buy-Back Authority is to be partly financed by external borrowings, our Board shall ensure that the Company will be capable of repaying such borrowings and that such funding is not expected to have any material effect on the cash flow of the Company.

Pursuant to Paragraph 12.17 of the MMLR, the Company shall purchase its own Shares on Bursa Securities at a price which is not more than fifteen percent (15%) above the weighted average market price of the Company's Shares for the five (5) market days immediately before the date of the purchase(s).

Pursuant to the provisions of Paragraph 12.18 of the MMLR, the Company may only resell the Purchased Bursa Shares held as treasury shares on Bursa Securities at:

- (a) a price which is not less than the weighted average market price for the shares for the five (5) market days immediately before the resale; or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price for the shares for the five (5) market days immediately before the resale provided that:
 - (i) the resale takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale price is not less than the cost of purchase of the shares being resold.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The implementation of the Proposed Renewal of Share Buy-Back Authority is envisaged to benefit the Company and its shareholders as follows:

- i) the Company is able to utilise its surplus financial resources more efficiently. If implemented, this may help to stabilise the supply and demand of the Bursa Shares traded on Bursa Securities and thereby support its fundamental value.
- ii) the EPS of Bursa Shares and the return on equity of the Company is expected to improve as a result of a reduced share capital base.
- iii) the dilution effect that is caused by the ESOS on EPS and NA per share will reduce.
- iv) the Purchased Bursa Shares retained as treasury shares provide the Board with an option to resell the treasury shares at a higher price and increase the financial resources of the Company.

- v) the Purchased Bursa Shares retained as treasury shares can be distributed as share dividends to our shareholders as a reward.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

4.1 Potential Advantages

The potential advantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority would enable the Company to utilise its financial resources more efficiently especially where there is no immediate use and it may strengthen the consolidated EPS of the Group.
- (b) The Proposed Renewal of Share Buy-Back Authority will also provide the Company with opportunities to increase its financial resources if the Purchased Bursa Shares which are retained as treasury shares are resold at prices higher than their cost of purchase.
- (c) In any event, the treasury shares may also be distributed as share dividends to the shareholders as a reward.
- (d) The Proposed Renewal of Share Buy-Back Authority may also stabilise the supply and demand of Bursa Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of Bursa Shares price is important to maintain investors' confidence and may also assist in facilitating future fund raising via the equity market.

4.2 Potential Disadvantages

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority if implemented is expected to temporarily reduce the immediate financial resources of Bursa Group.
- (b) The Proposed Renewal of Share Buy-Back Authority may also result in the Group foregoing better investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds such as deposit in interest bearing instruments.
- (c) The Proposed Renewal of Share Buy-Back Authority may also reduce the amount of resources available for distribution to the shareholders of the Company in the form of dividends as funds are utilised to purchase its own Shares.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and our shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact. The Board is mindful of the interest of the Company and our shareholders and will be prudent with respect to the above exercise.

5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on share capital, NA, working capital, earnings and shareholdings of Directors and Substantial Shareholders of the Company are set out below:

5.1 Share Capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the issued and paid-up share capital of the Company will depend on whether the Purchased Bursa Shares are cancelled or retained as treasury shares. The Proposed Renewal of Share Buy-Back Authority will result in a reduction of the issued and paid-up share capital of the Company if the Purchased Bursa Shares are cancelled.

Based on the Company's issued and paid-up share capital as at 22 February 2010, the effect of the Proposed Renewal of Share Buy-Back Authority, assuming that the Purchased Bursa Shares will be cancelled, are as follows:

	Minimum Scenario No. of Shares	Maximum Scenario No. of Shares
Issued and paid-up share capital as at 22 February 2010	529,391,750	529,391,750
Upon full exercise of all outstanding ESOS options		3,249,550
	529,391,750	532,641,300
Less:-		
Shares purchased amounting to ten percent (10%) of the Company's issued and paid-up capital pursuant to the Proposed Renewal of Share Buy-Back Authority (assuming all Purchased Bursa Shares are fully cancelled)	52,939,175	53,264,130
Resultant share capital	476,452,575	479,377,170

However, the Proposed Renewal of Share Buy-Back Authority will have no effect on the issued and paid-up share capital of the Company if all the Purchased Bursa Shares are to be retained as treasury shares, resold or distributed to the shareholders.

5.2 Net Assets

When the Company purchases its own shares, regardless of whether they are retained as treasury shares or subsequently cancelled, the NA per Share of Bursa Group will decrease if the cost per Share purchased exceeds the NA per Share of Bursa Group at the relevant point in time. However, if the cost per Share purchased is below the NA per Share of Bursa Group at the relevant point in time, the NA per Share of Bursa Group will increase.

In the case where the Purchased Bursa Shares are treated as treasury shares and subsequently resold on Bursa Securities, the NA per Share of Bursa Group upon the resale will increase if the Company resell the treasury shares at higher price than the cost of purchase and vice-versa. If the treasury shares are distributed as share dividends, the NA of Bursa Group will decrease by the cost of the treasury shares at the point of purchase.

5.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of Bursa Group, the quantum of which depends on, amongst others, the number of Shares purchased and the purchase price(s) of the Shares.

For Shares so purchased which are kept as treasury shares, upon their resale, the working capital and the cash flow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

5.4 Earnings

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings of Bursa Group are dependent on the number Bursa Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income to Bursa Group if internally generated funds are utilised. Further, the purchase of the Bursa Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

5.5 Dividends

Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Renewal of Share Buy-Back Authority will have an effect of increasing the dividend rate per ordinary share of the Company as a result of the reduction in the issued and paid-up share capital of the Company but if the Purchased Bursa Shares are held as treasury shares, there will not be a reduction in the issued and paid-up capital.

5.6 Directors' and Substantial Shareholders' Shareholdings

5.6.1 Directors

As at 22 February 2010, based on the Register of Directors' shareholdings, the only Directors as defined in Chapter 10 of the MMLR with shareholdings, direct or indirect, in the Company are Tun Mohamed Dzaidin bin Haji Abdullah, Dato' Yusli bin Mohamed Yusoff, Dato' Abdul Latif bin Abdullah, Datuk Haji Faisyal bin Datuk Yusof Hamdain Diego, Datin Paduka Siti Sa'diah binti Sheikh Bakir, Dato' Dr. Thillainathan a/l Ramasamy, Dato' Sri Abdul Wahid bin Omar, Izham bin Yusoff and Cheah Tek Kuang ("Directors' Shareholdings").

Minimum Scenario

	As at 22 February 2010				After Proposed Renewal of Share Buy-Back Authority			
	Direct Shareholding		Indirect Shareholding		Direct Shareholding		Indirect Shareholding	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tun Mohamed Dzaidin bin Haji Abdullah	100,000	0.019	6,000	0.001	100,000	0.021	6,000	0.001
Dato' Yusli bin Mohamed Yusoff ¹	1,000,000	0.189	105,000	0.020	1,000,000	0.210	105,000	0.022
Dato' Abdul Latif bin Abdullah	40,000	0.008	-	-	40,000	0.008	-	-
Datuk Haji Faisyal bin Datuk Yusof Hamdain Diego	25,000	0.005	50,000	0.009	25,000	0.005	50,000	0.010
Dato' Tajuddin bin Atan	-	-	-	-	-	-	-	-
Datin Paduka Siti Sa'diah binti Sheikh Bakir	52,000	0.010	-	-	52,000	0.011	-	-
Dato' Dr. Thillainathan a/l Ramasamy	50,000	0.009	50,000	0.009	50,000	0.010	50,000	0.010
Dato' Sri Abdul Wahid bin Omar	10,000	0.002	-	-	10,000	0.002	-	-
Izham bin Yusoff	10,000	0.002	-	-	10,000	0.002	-	-
Dato' Wong Puan Wah @ Wong Sulong	-	-	-	-	-	-	-	-
Cheah Tek Kuang	50,000	0.009	14,000	0.003	50,000	0.010	14,000	0.003
Dato' Saiful Bahri bin Zainuddin	-	-	-	-	-	-	-	-
Ong Leong Huat @ Wong Joo Hwa	-	-	-	-	-	-	-	-

Note: ¹ Dato' Yusli had subscribed for 2,139,500 ordinary shares of RM0.50 each in 2005, 2006, 2007, 2008 and 2009 by virtue of the options granted pursuant to the ESOS which had vested based on performance.

Maximum Scenario

	Before Proposed Renewal of Share Buy-Back Authority				After full exercise of ESOS options (I)				After (I) and Proposed Renewal of Share Buy-Back Authority			
	Direct Shareholding		Indirect Shareholding		Direct Shareholding		Indirect Shareholding		Direct Shareholding		Indirect Shareholding	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tun Mohamed Dzaidin bin Haji Abdullah	100,000	0.019	6,000	0.001	100,000	0.019	6,000	0.001	100,000	0.021	6,000	0.001
Dato' Yusli bin Mohamed Yusoff ¹	1,000,000	0.189	105,000	0.020	1,000,000	0.188	105,000	0.020	1,000,000	0.209	105,000	0.022
Dato' Abdul Latif bin Abdullah	40,000	0.008	-	-	40,000	0.008	-	-	40,000	0.008	-	-
Datuk Haji Faisyal bin Datuk Yusof Hamdain Diego	25,000	0.005	50,000	0.009	25,000	0.005	50,000	0.009	25,000	0.005	50,000	0.010
Dato' Tajuddin bin Atan	-	-	-	-	-	-	-	-	-	-	-	-
Datin Paduka Siti Sa'diah binti Sheikh Bakir	52,000	0.010	-	-	52,000	0.010	-	-	52,000	0.011	-	-
Dato' Dr. Thillainathan a/l Ramasamy	50,000	0.009	50,000	0.009	50,000	0.009	50,000	0.009	50,000	0.010	50,000	0.010
Dato' Sri Abdul Wahid bin Omar	10,000	0.002	-	-	10,000	0.002	-	-	10,000	0.002	-	-
Izham bin Yusoff	10,000	0.002	-	-	10,000	0.002	-	-	10,000	0.002	-	-
Dato' Wong Puan Wah @ Wong Sulong	-	-	-	-	-	-	-	-	-	-	-	-
Cheah Tek Kuang	50,000	0.009	14,000	0.003	50,000	0.009	14,000	0.003	50,000	0.010	14,000	0.003
Dato' Saiful Bahri bin Zainuddin	-	-	-	-	-	-	-	-	-	-	-	-
Ong Leong Huat @ Wong Joo Hwa	-	-	-	-	-	-	-	-	-	-	-	-

Note: ¹ Dato' Yusli had subscribed for 2,139,500 ordinary shares of RM0.50 each in 2005, 2006, 2007, 2008 and 2009 by virtue of the options granted pursuant to the ESOS which had vested based on performance.

5.6.2 Substantial Shareholders

The proforma effects of the Proposed Renewal of Share Buy-Back Authority on the Substantial Shareholders' shareholdings as at 22 February 2010 are set out below:

Minimum Scenario

	Before Proposed Renewal of Share Buy-Back Authority				After Proposed Renewal of Share Buy-Back Authority			
	Direct Shareholding		Indirect Shareholding		Direct Shareholding		Indirect Shareholding	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Capital Market Development Fund ("CMDf") ¹	99,860,001	18.86	-	-	99,860,001	20.96	-	-
Minister of Finance Incorporated ("MOF Inc") ²	100,130,500	18.91	-	-	100,130,500	21.02	-	-

Note:

¹ Total shares held by CMDf should be 100,200,001 Bursa Shares. 340,000 Bursa Shares representing 0.07% of CMDf's shareholdings in the Company were utilised for onward lending by Central Lending Agency to borrowers under Securities Borrowing and Lending.

² Total shares held by MOF Inc should be 100,200,000 Bursa Shares which includes 25,000,000 Bursa Shares held under its nominee account i.e. CIMSEC Nominees (Tempatan) Sdn Bhd MOF Inc (ESOS Pool Account). As at 22 February 2010, a total of 69,500 Bursa Shares had been transferred between 5 February 2010 and 18 February 2010 (both dates inclusive) from MOF Inc (ESOS Pool Account) to facilitate the immediate selling by the Company employees who had exercised their options under the Company's ESOS. The same number of shares were pending issuance and crediting into the relevant employees' securities accounts and immediate transfer thereof to MOF Inc (ESOS Pool Account).

Maximum Scenario

	Before Proposed Renewal of Share Buy-Back Authority				After full exercise of ESOS options (I)				After (I) and Proposed Renewal of Share Buy-Back Authority			
	Direct Shareholding		Indirect Shareholding		Direct Shareholding		Indirect Shareholding		Direct Shareholding		Indirect Shareholding	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
CMDF ¹	99,860,001	18.86	-	-	99,860,001	18.75	-	-	99,860,001	20.83	-	-
MOF Inc ²	100,130,500	18.91	-	-	100,130,500	18.80	-	-	100,130,500	20.89	-	-

¹ Total shares held by CMDF should be 100,200,001 Bursa Shares. 340,000 Bursa Shares representing 0.07% of CMDF's shareholdings in the Company were utilised for onward lending by Central Lending Agency to borrowers under Securities Borrowing and Lending.

² Total shares held by MOF Inc should be 100,200,000 Bursa Shares which includes 25,000,000 Bursa Shares held under its nominee account i.e. CIMSEC Nominees (Tempatan) Sdn Bhd MOF Inc (ESOS Pool Account). As at 22 February 2010, a total of 69,500 Bursa Shares had been transferred between 5 February 2010 and 18 February 2010 (both dates inclusive) from MOF Inc (ESOS Pool Account) to facilitate the immediate selling by the Company employees who had exercised their options under the Company's ESOS. The same number of shares were pending issuance and crediting into the relevant employees' securities accounts and immediate transfer thereof to MOF Inc (ESOS Pool Account).

6 IMPLICATIONS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY IN RELATION TO THE CODE

There is no implication relating to the Code by the Company if the Proposed Renewal of Share Buy-Back Authority of up to ten percent (10%) of the issued and paid-up capital of the Company is carried out in full.

7 APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is conditional upon your approval at the forthcoming 33rd AGM.

8 PURCHASE, RESALE AND CANCELLATION OF BURSA SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

The Company has not made any purchase of its Shares or resale of its treasury shares in the previous twelve (12) months preceding the date of this Statement and therefore, no resale of the Purchased Bursa Shares or cancellation thereof has occurred during the same period.

9 DIRECTORS' AND/OR SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of our Company as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and Substantial Shareholders of our Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of shares or resale of treasury shares, if any in the future.

10 DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Renewal of Share Buy-Back Authority is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in the best interests of the Company and accordingly recommend that you vote in favour of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority to be tabled at the 33rd AGM.

11 33RD AGM

The 33rd AGM will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur on Monday, 29 March 2010, at 10.00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution in relation to the Proposed Renewal of Share Buy-Back Authority under Special Business, Agenda No. 7 of the Notice of the 33rd AGM dated 5 March 2010 which is circulated together with this Statement.

If you are unable to attend and vote in person at the 33rd AGM, you should complete, sign and return the Form of Proxy, which is circulated together with this Statement in accordance with the instructions printed therein as soon as possible and in any event, it must be deposited at the office of the Share Registrar at Tricor Investor Services Sdn Bhd (118401-V) (formerly known as Tenaga Koperat Sdn Bhd), Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so (as explained in Note 16 of the Administrative Detail for the 33rd AGM).

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