

BURSA MALAYSIA BERHAD
(Company No.: 30632 P)

Minutes of the 35th Annual General Meeting ("AGM") of Bursa Malaysia Berhad ("Bursa Malaysia" or "the Company") held at the Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 29 March 2012 at 10.00 a.m.

PRESENT

As per Attendance List on Annexure 1.

IN ATTENDANCE

As per Attendance List on Annexure 2.

CHAIRMAN OF THE MEETING

Tun Mohamed Dzaidin bin Haji Abdullah ("Tun Chairman")

QUORUM

There being a quorum, the 35th AGM ("Meeting") was duly convened.

NOTICE OF MEETING

The notice convening the Meeting was tabled and taken as read.

(It was duly proposed by Puan Ong Li Lee and seconded by Encik Lee Eng Haur.)

PRELIMINARY

As at 22 March 2012, being the cut-off date for determining who shall be entitled to attend the Company's 35th AGM, the Company had 26,202 depositors, and the total issued and paid-up capital stood at RM265,799,550 comprising 531,599,100 ordinary shares of RM0.50 each. There were approximately 566 members attending the Meeting, present in person or by proxy at the commencement of the Meeting.

Tun Chairman introduced each and every member of the Board of Directors ("Board") as well as the Company Secretaries who were in attendance. Tun Chairman extended his apology on behalf of Tan Sri Datuk Dr. Abdul Samad bin Haji Alias who was not present at the Meeting, as he was overseas.

In Tun Chairman's opening remarks, he shared on Bursa Malaysia's achievements during the year 2011. The Board and Management would remain focused on producing results for delivering greater value to shareholders of the Company.

1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

- 1.1 Tun Chairman tabled the Audited Financial Statements for the year ended 31 December 2011 and the Reports of the Directors and Auditors. Tun Chairman invited a proposer and seconder for Resolution 1.

(Resolution 1 was duly proposed by Encik Abdul Rahim Bidin and seconded by Cik Jolynn Kek Yen Ai.)

- 1.2 Dato' Tajuddin bin Atan, the Chief Executive Officer ("CEO") of Bursa Malaysia made a brief presentation on Bursa Group's financial performance for the financial year ended 31 December 2011 ("FY2011").

Cik Gloria Goh, the Engagement Quality Review Partner of Messrs. Ernst & Young presented the unqualified Report of the Auditors to the shareholders of the Company in respect of the Audited Financial Statements for the FY2011 as set out on pages 105 and 106 of the Annual Report 2011.

- 1.3 Tun Chairman informed the Meeting that Bursa Malaysia had responded to the issues raised in the letter dated 26 March 2012 from the Minority Shareholder Watchdog Group ("MSWG") for the 35th AGM. A copy of the said MSWG's letter together with Bursa Malaysia's written reply dated 28 March 2012 was attached as Annexure 3. For the benefit of the shareholders, the CEO gave a summary of the reply in response to the issues raised. Thereafter, it was opened to the floor for questions on the Audited Financial Statements for the FY2011.

- 1.4 The Meeting deliberated at length on this item. In summary, the issues raised by the shareholders/proxies were responded by the Management as follows:-

(1) Encik Ng Seet Kow enquired on the efforts undertaken by the Management to improve the vibrancy of the stock market, since the 34th AGM held on 14 April 2011. He further enquired whether Bursa Malaysia would allow short-selling, as some of the stock exchanges in the world, namely New York Stock Exchange, London Stock Exchange, Hong Kong Stock Exchange and Singapore Stock Exchange ("SGX") had permitted short-selling activities in their respective markets. The CEO explained that:-

(a) The Management had given continuous efforts in market development which was inevitably dependent on global market condition. For FY2011, market saw an increase in the average daily volume in both the securities and derivatives markets by 14% and 39%, respectively, over 2010 and this marked a positive direction towards achieving a vibrant stock market; and

(b) Bursa Malaysia was in discussion with the Securities Commission on short-selling in the market, and had in the interim introduced Proprietary Day Trading which allowed short-selling activities to be undertaken within its regulatory framework.

- (2) Encik Tan Kong Huat enquired on the number of PLCs which were categorized as PN17 companies, were regularized or delisted. He also enquired on how fines monies were utilized by Bursa Malaysia, and whether individual director actually paid the penalty imposed by Bursa Malaysia Securities Berhad ("Bursa Securities") using his own money. The CEO responded that:-
- (a) As at 29 February 2012, there were 17 companies and 7 companies, which were categorized under PN17 and GN3 of Bursa Securities Main Market Listing Requirements and ACE Market Listing Requirements, respectively. 7 had been regularized and 23 were delisted; and
 - (b) Bursa Malaysia had in place rigorous and clear process on the utilization of fines monies. As a matter of policy, fines monies would be utilised only for education and training of market participants and investors as well as to defray legal expenses relating to enforcement actions taken by Bursa Securities against errant parties. Every director shall bear the cost of penalty imposed upon him personally.
- (3) Encik Tan Kong Huat further provided some suggestions for improvement as follows:-
- (a) To allow keying-in of stop orders for securities on the online trading platform which presently only enable market players to key in their buy and sell orders. This stop order function was already available in the trading platform for derivatives products;
 - (b) To designate a section in the annual report for setting out the notice of AGM of the PLCs for ease of reference by shareholders, as currently, notice of an AGM could appear anywhere in the annual report;
 - (c) To standardize the format and size of dividend vouchers to be issued by all PLCs for ease of reference by shareholders;
 - (d) To coordinate the dates for convening of AGMs of all PLCs in order to avoid clashes and enable shareholders to attend as many AGMs as possible with a view to increase shareholder participation at general meetings and promote engagement between shareholders and the Board; and
 - (e) To standardize the flow of Agenda of AGMs of all PLCs and mandate presentations to be made to shareholders during AGMs, with regard to performance of PLCs, market outlook, auditors' view as well as issues raised by and responses given to MSWG.

Encik Tan Kong Huat expressed his appreciation for Bursa Malaysia's efforts in giving shareholders a detailed presentation with regard to the performance of Bursa Malaysia and the market for FY2011 and commented that it would be good if other PLCs could emulate Bursa Malaysia's practice.

The CEO took note of Items (3)(a) to (d) above and informed that the Management would consider the practicality of the recommendations. On Item (3)(e), he informed that Bursa Malaysia, as a PLC and regulator would always want to maintain highest

level of corporate governance and transparency and promote investors' relations through continuous improvement in its communication with stakeholders. He would welcome other PLCs to emulate the practices for the benefit of shareholders at large. He then invited the Company Secretary, Puan Yong Hazadurah to provide an explanation as to the format and size of the dividend vouchers.

The Company Secretary shared that the format and size of the dividend vouchers were determined by the respective PLCs together with their share registrars and/or dividend service providers and issuing banks. She further informed that Bursa Malaysia has adopted the same format for the past few years.

- (4) Encik Dinesh A Sadhwani commented that the share price of Bursa Malaysia has since dwindled from its peak at RM16 per share. He then enquired whether the Management had any plans to pay special dividend or carry out capital repayment to shareholders, with reference to page 109 of the Annual Report 2011 on the Cash and Bank Balances of the Group and the Company as at 31 December 2011 amounting to approximately RM500 million and RM260 million, respectively after deducting the Group's liabilities.

The CEO explained that Bursa Malaysia needed to set aside sufficient cash reserves for, inter alia, securities and derivatives clearing guarantee funds, future capital expenditure requirements for technology improvement in the pipeline. Hence, Bursa Malaysia had no plan to pay out any special dividend to shareholders at this juncture.

- (5) With regard to Encik Dinesh A Sadhwani's enquiry on the status of the proposal to undertake the sale and leaseback of the Exchange Square which was previously brought up, the CEO replied that the Management had evaluated the cost and benefit of the proposal and found that the yield from such sale and leaseback would not benefit Bursa Malaysia. Nonetheless, such proposal could be reconsidered in future as and when appropriate.

- (6) Encik Edmund Lam enquired on:-

- (a) the estimated dividend payout ratio for FY2012 in the event Bursa Malaysia's performance did not match that of FY2011; and
- (b) the revenue sharing policy between participating exchanges in the ASEAN Exchanges; and
- (c) the steps taken to promote Malaysia as the listing destination as compared to SGX with the proposed listing of Manchester United and Formula 1 on SGX.

In response to the above, the CEO shared the following:-

- (i) Bursa Malaysia would continue its strategic efforts to improve the vibrancy of the stock market with increase in diversity of products and profiling activities which in turn might generate better returns on equity alongside with improvement in other ratios, namely compound annual growth rate of return on equity and profit after tax. Concurrently, Bursa Malaysia would need to chart its business development strategy as well as its technology requirement to facilitate the achievement of

targets. Hence, at present the surplus cash in hand would be earmarked to fund the technology improvement in priority to cash returns to shareholders;

- (ii) There would not be any sharing of revenue amongst the participating exchanges as the ASEAN Exchanges would merely serve as a link to connect the participating exchanges into a single trading platform to provide greater accessibility to trade in the securities of different countries; and
- (iii) In conjunction with its efforts to improve the vibrancy of the stock market, Bursa Malaysia would also continue its efforts to promote Malaysia as the destination listing, trading and investment, and hope to see some high profile listings on Bursa Malaysia in the near future.

With regard to Encik Edmund Lam's enquiry on the Management's action plans to increase High Frequency Traders ("HFTs") for the derivatives market, the CEO of Bursa Malaysia Derivatives Berhad ("Bursa Derivatives"), Encik Chong Kim Seng responded that Bursa Derivatives had engaged in attracting HFTs as one of its business initiatives. For FY2011, HFTs contributed approximately 6% of Bursa Derivatives' trading volume since its migration to the Globex trading platform in 2010.

As to whether Bursa Malaysia was considering the removal of lunch break to facilitate full trading day and the shift to Kuala Lumpur International Financial District, the CEO informed in the negative to both enquiries at this juncture based on feedback received from the industry.

- (7) With regard to Jolynn Kek's enquiry on how Bursa Malaysia could retain its competitiveness in attracting foreign listings, particularly with the increase in competition through ASEAN Exchanges, the CEO replied that to achieve this, Bursa Malaysia would need to inculcate a culture of strong corporate governance and high integrity amongst its PLCs and investors' confidence in Bursa Malaysia was reinforced with the listing of China Stationery Limited on 24 February 2012.
- (8) With regard to Encik Bhupinder Singh's enquiry on whether it was a trend for the 4th quarter to record the poorest performance as compared to the other 3 quarters in the year with reference to page 39 of the Annual Report 2011, the CEO replied in the negative and explained that the 4th quarter performance was affected by the deepening of the Eurozone debt crisis, and consistent with the poorer performance of the other economies during the same period. He added that the performance of the first 2 months of 2012 had actually exceeded analysts' expectations with the unexpected increase in trading volume. Bursa Malaysia had the tenacity and resilience to withstand uncertainties in the global economy, supported by the Malaysian Government's initiatives through various economic development programs.

With regard to providing more incentive for trading on Bursa Malaysia as indicated by Encik Bhupinder Singh, the CEO took note of his comment.

- (9) Further to Encik Bhupinder Singh's enquiry on the historical share price performance of Bursa Malaysia, the CEO informed that the information with regard to performance of Bursa Malaysia in comparison with 3 other selected exchanges for 2011 was provided

on page 62 of the Annual Report 2011. Nevertheless, he took note of the request to include the share price of Bursa Malaysia for the reporting period.

- (10) With regard to Encik Bhupinder Singh's comments on Bursa Malaysia's website in respect of its uptime, slow response and delayed share price information, the CEO informed that:-

- (a) Bursa Malaysia had launched the Beta version of its new website on 26 March 2012 which would run for approximately 1 month, to obtain feedback from the industry for improvement;
- (b) Bursa Malaysia's website recorded an uptime of approximately 99% in 2011; and
- (c) Share price information on Bursa Malaysia website was delayed by 15 minutes in accordance with its policy, whilst real-time share price could be obtained from the brokers.

- (11) Encik Bhupinder Singh further expressed that he was not in favour of the proposal to sell and lease back the Exchange Square with reference to the comment under Item (5) above.

- 1.5 At the end of the question and answer session, Tun Chairman put the motion to vote by show of hands.

The Meeting after due deliberation, resolved that the Audited Financial Statements for the year ended 31 December 2011 and the Reports of the Directors and Auditors thereon, be received and adopted. (Resolution 1)

2. PAYMENT OF FINAL DIVIDEND OF 13 SEN PER SHARE UNDER SINGLE-TIER SYSTEM IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2011

- 2.1 With reference to the Notice of Dividend Entitlement and Payment dated 1 March 2012, the shareholders' approval was sought for the payment of final dividend of 13 sen per share under single-tier system in respect of the financial year ended 31 December 2011 ("Dividend") under **Resolution 2** at the 35th AGM of the Company. The Dividend would be paid to the shareholders on 17 April 2012 based on entitlement date for the Dividend on 4 April 2012.

(Resolution 2 was duly proposed by Encik Liew Yih Khai and seconded by Puan Ong Li Lee.)

- 2.2 The motion was put to vote by show of hands.

The Meeting resolved that the payment of final dividend of 13 sen per share under single-tier system in respect of the financial year ended 31 December 2011 be approved. (Resolution 2)

3. RE-ELECTION OF DIRECTORS RETIRING BY ROTATION IN ACCORDANCE WITH ARTICLE 69 OF THE COMPANY'S ARTICLES OF ASSOCIATION

- 3.1 Tun Chairman informed that four (4) Directors shall retire by rotation in accordance with Article 69 of the Company's Articles of Association and be eligible for re-election. The retiring

Directors who being eligible, offered themselves for re-election under Resolution 3, 4 and 5 respectively as follows:-

- (1) Dato' Tajuddin bin Atan (Resolution 3)
- (2) Dato' Saiful Bahri bin Zainuddin (Resolution 4)
- (3) Encik Ong Leong Huat @ Wong Joo Hwa (Resolution 5)

The profiles of the Directors standing for re-election were set out on pages 21, 25 and 26 of the Annual Report 2011.

- 3.2 The appointment of each director was voted on individually, in a separate motion, in accordance with Section 126 of the Companies Act 1965 (or Article 73 of the Articles of Association of the Company).

- (1) The motion was put to vote by show of hands (*after Resolution 3 was duly proposed by Encik Lau Chak Min and seconded by Cik Teo Chock Hwat*).

The Meeting resolved that Dato' Tajuddin bin Atan who retired by rotation in accordance with Article 69 of the Company's Articles of Association, be re-elected as Director of Bursa Malaysia. (Resolution 3)

Dato' Tajuddin bin Atan thanked the members in attendance for the confidence and support in his re-election.

- (2) The motion was put to vote by show of hands (*after Resolution 4 was duly proposed by Encik C. Annamalai A/L S.A. Chockalingam and seconded by Encik Wong See Kai*).

The Meeting resolved that Dato' Saiful Bahri bin Zainuddin who retired by rotation in accordance with Article 69 of the Company's Articles of Association, be re-elected as Director of Bursa Malaysia. (Resolution 4)

Dato' Saiful Bahri bin Zainuddin thanked the members in attendance for the confidence and support in his re-election.

- (3) The motion was put to vote by show of hands (*after Resolution 5 was duly proposed by Encik Tan Ken Tiong and seconded by Cik Teo Chock Hwat*).

The Meeting resolved that Encik Ong Leong Huat @ Wong Joo Hwa who retired by rotation in accordance with Article 69 of the Company's Articles of Association, be re-elected as Director of Bursa Malaysia. (Resolution 5)

Encik Ong Leong Huat @ Wong Joo Hwa thanked the members in attendance for the confidence and support in his re-election.

3.3 Retirement of Director at the 35th AGM

As indicated in Agenda 3 of the Notice of the 35th AGM dated 1 March 2012, a retiring Director, Datin Paduka Siti Sa'diah binti Sheikh Bakir did not seek for re-election. Hence, Datin Paduka Siti Sa'diah retired from office as Director of the Company in accordance with Article 69 of the Company's Articles of Association at the close of the 35th AGM held on 29 March 2012.

- (1) At the invitation of Tun Chairman, Datin Paduka Siti Sa'diah delivered her farewell note to the shareholders of the Company and thanked the Board, Management and shareholders of Bursa Malaysia for their support extended to her during her tenure as an Independent Non-Executive Director of the Company since her appointment on 10 April 2004.
- (2) Tun Chairman expressed appreciation on behalf of the Board, for Datin Paduka Siti Sa'diah's contribution towards the stewardship of Bursa Malaysia. He further wished her the best of health and future undertakings.

4. RE-ELECTION OF DIRECTOR RETIRING IN ACCORDANCE WITH TO ARTICLE 76 OF THE COMPANYS' ARTICLES OF ASSOCIATION

- 4.1 Tun Chairman informed that Tan Sri Datuk Dr. Abdul Samad bin Haji Alias shall retire in accordance with Article 76 of the Company's Articles of Association, and being eligible, offered himself for re-election under Resolution 6. Tan Sri Datuk Dr. Abdul Samad bin Haji Alias was appointed as an Independent Non-Executive Director of Bursa Malaysia on 7 July 2011. His profile was set out on page 26 of the Annual Report 2011.
- 4.2 Puan Lya Rahman, the representative of MSWG enquired on the reason for Tan Sri Datuk Dr. Abdul Samad's absence from the 35th AGM, to which the Company Secretary, Puan Yong Hazadurah explained that Tan Sri Datuk Dr. Abdul Samad conveyed his sincere apology for his absence due to his earlier commitment overseas which was scheduled prior to his appointment as an Independent Non-Executive Director of Bursa Malaysia on 7 July 2011.
- 4.3 The motion was put to vote by show of hands (*after Resolution 6 was duly proposed by Puan Rasanubari Asmaramah binti Baharum and seconded by Encik Choo Choon Kee*).

The Meeting resolved that Tan Sri Datuk Dr. Abdul Samad bin Haji Alias who retired in accordance with Article 76 of the Company's Articles of Association, be re-elected as Director of the Company. (Resolution 6)

5. DIRECTORS' FEES

- 5.1 Tun Chairman handed the Chairmanship of the Meeting to the CEO, Dato' Tajuddin bin Atan in view that the motion involved the remuneration of the Non-Executive Directors including himself.
- 5.2 The motion was put to vote by show of hands (*after Resolution 7 was duly proposed by Encik Lau Chak Min and seconded by Encik Tan Kung Kuing*).

The Meeting resolved that the payment of Director's 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 2011 be approved. (Resolution 7)

The chairmanship was handed back to Tun Chairman who thanked the shareholders for the approval.

6. APPOINTMENT OF AUDITORS

- 6.1 Tun Chairman continued to chair the meeting on Resolution 8.
- 6.2 The motion was put to vote by show of hands (*after Resolution 8 was duly proposed by Encik Lee Eng Haur and seconded by Encik Lim Yew Looi*).

The Meeting resolved that Messrs. Ernst & Young be appointed as Auditors of the Company for the financial year ending 31 December 2012 and to hold office until the conclusion of the next annual general meeting, and the Board of Directors be authorised to determine their remuneration. (Resolution 8)

7. RE-APPOINTMENT OF DIRECTOR OVER 70 YEARS OF AGE PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT 1965

- 7.1 Tun Chairman handed the Chairmanship of the Meeting to the CEO, Dato' Tajuddin bin Atan once again as Resolution 9 involved the reappointment of the Chairman of Bursa Malaysia, Tun Mohamed Dzaiddin bin Haji Abdullah, a Director over the age of 70 pursuant to Section 129(6) of the Companies Act 1965.
- 7.2 The motion was put to vote by show of hands (*Resolution 9 was duly proposed by Encik Tan Kung Kuing and seconded by Puan Rasanubari Asmaramah binti Baharum*).

The Meeting resolved to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act 1965:

"THAT Tun Mohamed Dzaiddin 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 9)

Dato' Tajuddin congratulated Tun Chairman on his re-appointment as Director and handed over the Chairmanship back to Tun Chairman. Tun Chairman thanked the members in attendance for the confidence and support in his re-appointment.

8. CLOSE OF MEETING

Tun Chairman sought confirmation from the Company Secretary whether the Company had received any notice for transaction of other business which had been given in accordance with the Companies Act 1965 and the Company's Articles of Association. The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at this Meeting.

There being no other business to be transacted, the Meeting ended at 12.00 noon with a vote of thanks to the Chair.

Confirmed as correct

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Chairman

Date: 29 March 2012