



BURSA MALAYSIA BERHAD
(Company No. 30632-P)

Minutes of the Extraordinary General Meeting ("EGM") of Bursa Malaysia Berhad ("Bursa Malaysia" or "the Company") held at Ballroom 2, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur Wednesday, 28 March 2018 at 12.35 p.m.

PRESENT

Board of Directors:

Tan Sri Amirsham bin A Aziz

(Chairman)

Datuk Seri Tajuddin bin Atan

(Chief Executive Officer)

Encik Johari bin Abdul Muid

Datin Mariam Prudence binti Yusof

Datuk Karownakaran @ Karunakaran a/l Ramasamy

Datuk Chay Wai Leong

Encik Ghazali bin Haji Darman

Encik Pushpanathan a/l S.A. Kanagarayar

Datin Grace Yeoh Cheng Geok

Company Secretaries:

Puan Yong Hazadurah binti Md. Hashim

Ms. Suzanne Hong Soo Yong

The attendance of the Directors, Company Secretaries and members of senior management is as set out in **Annexure 1**.

IN ATTENDANCE

External Auditors : Messrs. Ernst & Young (Dato' Megat Iskandar Shah bin Mohamad Nor, Partner)

Poll Administrator : Tricor Investor & Issuing House Services Sdn Bhd

Scrutineers : Deloitte Enterprise Risk Services Sdn Bhd

The attendance of Members/Corporate Representatives/Proxies is as per Summary of Attendance List in **Annexure 2**.

CHAIRMAN OF THE MEETING

Tan Sri Amirsham bin A Aziz ("Tan Sri Chairman").

QUORUM

There being a quorum, the EGM ("Meeting") was duly convened.

NOTICE OF MEETING

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

PRELIMINARY

As at 21 March 2018, being the cut-off date for determining who shall be entitled to attend the Company's EGM, the Company had Fifteen Thousand Six Hundred and Seventy Two (15,672) depositors, and the total number of issued shares stood at 537,500,900 ordinary shares. There were approximately 1,198 members present in person or by proxy at the commencement of the Meeting.

Tan Sri Chairman briefed the Members, corporate representatives and proxies present of their right to speak and vote on the resolutions set out in the Notice of EGM dated 13 March 2018. Tan Sri Chairman informed that:-

- (1) The voting at the EGM would be conducted on a poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirements ("**MMLR**") by way of electronic voting ("**e-voting**"). For this purpose, Tan Sri Chairman exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Article 54 of the Company's Constitution in respect of the resolution which would be put to vote at the Meeting.
- (2) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") as Poll Administrator to conduct the polling process, and Deloitte Enterprise Risk Services Sdn Bhd ("**Deloitte**") as Scrutineers to verify the poll results.

1. PROPOSED BONUS ISSUE OF UP TO 269,799,000 NEW ORDINARY SHARES IN BURSA MALAYSIA BERHAD ("BMB") ("BMB SHARES") ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING BMB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

- 1.1 Tan Sri Chairman informed that the information in relation to the proposed bonus issue of up to 269,799,000 new ordinary shares in BMB on the basis of one (1) bonus share for every two (2) existing BMB Shares held on an entitlement date to be determined later ("**Proposed Bonus Issue**"), was provided in the Circular to Shareholders dated 13 March 2018.

Tan Sri Chairman indicated that the Board intended to undertake this exercise to reward the shareholders for their loyalty and continuing support in the form of Bonus Shares. Essentially, the Proposed Bonus Issue served to:-

- (1) Increase the number of BMB Shares held by shareholders while maintaining their percentage of equity shareholding in the Company;
- (2) Increase the liquidity of BMB Shares in the market and provide opportunity for greater participation by investors; and

- (3) Allow the Company to fully utilise the credit amount which had been transferred from the share premium account to the share capital account within the timeframe allowed under the Companies Act 2016, i.e. within 24 months from 31 January 2017, being the commencement date of the Companies Act 2016.

- 1.2 An **Ordinary Resolution** on the Proposed Bonus Issue, was duly proposed by Mr. Lim Jit Thin and seconded by Puan Surina binti Jaafar.
- 1.3 Tan Sri Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 54 of the Company's Constitution.

2. POLLING PROCESS

- 2.1 Ms. Wong Yoke Fun of Tricor, the Poll Administrator informed that the procedures for the conduct of poll at the EGM was the same as for the 41st Annual General Meeting ("AGM") earlier. The e-voting process commenced at 12.40 p.m.
- 2.2 At 12.50 p.m., the Poll Administrator announced that the voting session for the EGM of Bursa Malaysia had ended. The poll results were handed over to the Scrutineers for validation.
- 2.3 The Chairman then declared that the EGM was adjourned to 1.00 p.m. for the declaration of poll results in respect of the Ordinary Resolution (after the conclusion of the 41st AGM).

3. ANNOUNCEMENT OF POLL RESULT

- 3.1 At 1.00 p.m., Tan Sri Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from Tricor and Deloitte, attached as **Annexure 3**. Tan Sri Chairman invited Mr. Anthony Tai of Deloitte, to read out the poll results to the members and proxies present.

3.2 Proposed Bonus Issue (Ordinary Resolution 1)

Mr. Anthony Tai announced the poll result in respect of the **Ordinary Resolution 1** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	357,686,507	99.999	4,400	0.001

Tan Sri Chairman declared that **Ordinary Resolution 1** was duly passed as follows:-

"THAT subject to the approval of all relevant authorities or parties, approval be and is hereby given to the Board of Directors of BMB ("**Board**") to capitalise up to RM134,899,500

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from the Company's share premium and retained earnings accounts for the purpose of the Proposed Bonus Issue;

THAT approval be and is hereby given to the Board to apply such capitalised sum to pay in full for up to 269,799,000 Bonus Shares to be allotted and issued to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of one (1) Bonus Share for every two (2) existing BMB Shares held;

THAT fractional of the Bonus Shares arising from the Proposed Bonus Issue, if any, shall be dealt with by the Board in such manner as it may in its absolute discretion deems fit and expedient, and in the best interest of the Company;

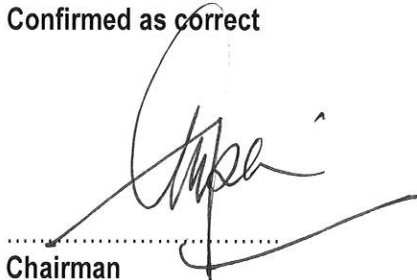
THAT such Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing BMB Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which precedes the date of allotment of the Bonus Shares;

AND THAT approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and complete the Proposed Bonus Issue, with full powers to amend and/or assent to any conditions, modifications, variations and/or amendments in any manner as required by the relevant authorities or as the Board may deem fit in connection with the Proposed Bonus Issue and in the best interest of the Company."

4. CLOSE OF MEETING

There being no other business to be transacted, the Meeting ended at 1.05 p.m. with a vote of thanks to the Chair.

Confirmed as correct



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Chairman

Date: 28 March 2018