

Notice of 35th Annual General Meeting

Bursa Malaysia Berhad (30632-P)

(Incorporated in Malaysia under the Companies Act, 1965)



NOTICE IS HEREBY GIVEN THAT the 35th Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held at 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. for the transaction of the following business:



Ordinary Business

- | | |
|---|---|
| 1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2011 and Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. To approve the payment of final dividend of 13 sen per share under single-tier system in respect of the financial year ended 31 December 2011. | Resolution 2 |
| 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' Tajuddin bin Atan
(2) Dato' Saiful Bahri bin Zainuddin
(3) Encik Ong Leong Huat @ Wong Joo Hwa | Resolution 3
Resolution 4
Resolution 5 |
| Datin Paduka Siti Sa'diah binti Sheikh Bakir who retires in accordance with Article 69 of the Company's Articles of Association, has expressed her intention not to seek re-election. Hence, she will retain office until the close of the 35th AGM. | |
| 4. To re-elect Tan Sri Datuk Dr. Abdul Samad bin Haji Alias 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 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. | Resolution 7 |
| 6. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2012 and to authorise the Board of Directors to determine their remuneration. | Resolution 8 |

Special Business

7. To consider, and if thought fit, 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

8. 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 35th 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 22 March 2012. Only a depositor whose name appears on the Record of Depositors as at 22 March 2012 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 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 will be paid to the shareholders on 17 April 2012. The entitlement date for the Dividend shall be 4 April 2012.

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 4 April 2012 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.

BY ORDER OF THE BOARD

Yong Hazadurah binti Md. Hashim, LS 006674

Hong Soo Yong, MAICSA 7026744

Company Secretaries

Kuala Lumpur

1 March 2012

Notice of 35th Annual General Meeting

Bursa Malaysia Berhad (30632-P)

(Incorporated in Malaysia under the Companies Act, 1965)

Notes:

Proxy

1. A proxy may but need not be a member of the Company 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 Paragraph (4) 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 of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. 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.

Abstention from Voting

6. All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on **Resolution 7** concerning remuneration to Non-Executive Directors at the 35th AGM.

Special Business

7. **Ordinary Resolution: Re-appointment of Director pursuant to Section 129(6) of the Companies Act 1965**

The re-appointment of Tun Mohamed Dzaiddin bin Haji Abdullah, a person over the age of 70 years, as Public Interest Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed **Resolution 9** has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at the 35th AGM.

Statement Accompanying Notice of 35th Annual General Meeting

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements
of Bursa Malaysia Securities Berhad)

A. Further details of Directors who are standing for re-election or re-appointment as per Agenda 3, 4 and 7 of the Notice of 35th AGM respectively:

Resolution 3

Dato' Tajuddin bin Atan

CEO, Non-Independent Executive Director

Malaysian aged 52

Date of Appointment

Length of Service 11 months
(as at 29 February 2012)

Duration of Previous Appointment as 14 July 2008 - 31 March 2011
Non-Executive Director and
Public Interest Director

Date of Last Re-election 14 April 2011

Academic/
Professional
Qualification(s)

- Bachelor of Science (Agribusiness), Universiti Putra Malaysia
- Master of Business Administration, University of Ohio

Present
Directorship(s)

- Bursa Malaysia subsidiary companies
- Board of Governors of Yayasan Bursa Malaysia (*Chairman*)
- Board Member, Capital Market Development Fund
- Board Member, Securities Industry Development Corporation

Other PLC(s): Nil

Present Appointment(s)

- Member, Executive Committee of Malaysia International Islamic Financial Centre
- Member, Financial Reporting Foundation
- Member, SME Corp Malaysia
- Adjunct Professor, Faculty of Economics and Management of Universiti Putra Malaysia

Past Directorship(s)
and/or Appointment(s)

- Managing Director, RHB Bank Berhad and Group Managing Director, RHB Capital Berhad (2009-2011)
- President/Group Managing Director, Bank Pembangunan Malaysia Berhad (2007-2009)
- CEO, Bank Simpanan Nasional (2004-2007)
- Managing Director, Chase Perdana Berhad (2001-2004)

Statement Accompanying Notice of 35th Annual General Meeting

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Resolution 4	Resolution 5
Dato' Saiful Bahri bin Zainuddin <i>Independent Non-Executive Director</i>	Ong Leong Huat @ Wong Joo Hwa <i>Independent Non-Executive Director</i>
Malaysian aged 50	Malaysian aged 67
Date of Appointment 27 June 2008	Date of Appointment 27 June 2008
Length of Service (as at 29 February 2012) 3 years 8 months	Length of Service (as at 29 February 2012) 3 years 8 months
Date of Last Re-election 29 March 2010	Date of Last Re-election 29 March 2010
Academic/ Professional Qualification(s) <ul style="list-style-type: none"> • Bachelor of Science (Economics & Finance), Western Michigan University, USA 	Academic/ Professional Qualification(s) <ul style="list-style-type: none"> • Capital Markets Services Representative's Licence
Present Directorship(s) Other PLC(s): Nil	Present Directorship(s) <ul style="list-style-type: none"> • OSK Investment Bank Berhad • OSK Securities (Thailand) Public Company Limited (<i>Chairman</i>) • OSK Holdings Hong Kong Limited (<i>Chairman</i>) • DMG & Partners Securities Pte. Ltd. (<i>Chairman</i>) • KE-ZAN Holdings Berhad
Present Appointment(s) <ul style="list-style-type: none"> • Head, Stockbroking Division, Affin Investment Bank Berhad • Director, Securities Industry Dispute Resolution Centre • Financial Adviser to the State Government of Negeri Sembilan • Member, SC's Securities Law Consultative Committee • Member, Board of Trustees for Bumiputera Dealer Representatives Education Fund and Bumiputera Training Fund 	Other PLC(s): <ul style="list-style-type: none"> • OSK Holdings Berhad • OSK Property Holdings Berhad (<i>Executive Director</i>)
Past Directorship(s) and/or Appointment(s) <ul style="list-style-type: none"> • Chairman, Association of Stockbroking Companies Malaysia (2006, 2008-2010) • Executive Director, Affin Holdings Berhad (2009-2010) • Executive Director and Executive Director Dealing, Rashid Hussain Securities (1992-1999, 2002) • CEO/Executive Director Dealing, Fima Securities Sdn Bhd (2000-2001) 	Past Appointment(s) and/or Directorship(s) <ul style="list-style-type: none"> • Group Managing Director/CEO, OSK Investment Bank Berhad (2007-2011) • Managing Director/CEO, OSK Securities Berhad (1985-2007) • Member, SC's Capital Market Advisory Council (2004) • Director, MESDAQ (1999-2002)

Resolution 6	Resolution 9
Tan Sri Datuk Dr. Abdul Samad bin Haji Alias <i>Independent Non-Executive Director</i>	Tun Mohamed Dzaiddin bin Haji Abdullah <i>Chairman, Non-Executive Director and Public Interest Director*</i>
Malaysian aged 69	Malaysian aged 74
Date of Appointment 7 July 2011	Date of Appointment 1 March 2004
Length of Service (as at 29 February 2012) 8 months	Length of Service (as at 29 February 2012) 8 years
Date of Last Re-election Nil	Academic/ Professional Qualification(s) <ul style="list-style-type: none"> • Barrister of the Middle Temple, England • Advocate & Solicitor of the High Court of Malaya • Singapore Institute of Arbitrators (<i>Fellow</i>)
Academic/ Professional Qualification(s) <ul style="list-style-type: none"> • Bachelor of Commerce, University of Western Australia • Honorary Doctorate of Philosophy (Accounting), Universiti Utara Malaysia • Institute of Chartered Accountants, Australia (<i>Fellow Member</i>) • Malaysian Institute of Accountants (MIA) (<i>Member</i>) • Malaysian Institute of Certified Public Accountants (MICPA) (<i>Member</i>) 	Present Directorship(s) <ul style="list-style-type: none"> • Deutsche Bank (Malaysia) Berhad (<i>Chairman</i>) Other PLC(s): Nil
Present Directorship(s) <ul style="list-style-type: none"> • Malaysia Venture Capital Management Berhad (<i>Chairman</i>) • Malaysia Debt Venture Berhad (<i>Chairman</i>) • Malaysia Deposit Insurance Corporation (<i>Chairman</i>) Other PLC(s): <ul style="list-style-type: none"> • TH Plantations Berhad 	Present Appointment(s) <ul style="list-style-type: none"> • Legal Consultant, Skrine • Tun Mohamed Suffian Foundation of Malaysia (<i>Chairman</i>)
Past Appointment(s) and/or Directorship(s) <ul style="list-style-type: none"> • Chairman, Bank Pembangunan Malaysia Berhad (2008-2011) • Non-Executive Chairman, Ernst & Young Malaysia (2005-2008) • Board Member, International Federation of Accountants (2004-2007) • President (1999-2001) and Council Member (2002-2007) MICPA • President, MIA (2000-2005) 	Past Directorship(s) and/or Appointment(s) <ul style="list-style-type: none"> • Chairman, Royal Commission to enhance Operation and Management of the Royal Malaysia Police (2004-2005) • 9th Chief Justice of Malaysia (2000-2003) • President, ASEAN Law Association (1995-2003) • Judge in the High Court, Supreme Court and Federal Court (1982-2000) • Vice President, Malaysian Bar (1982-1983)

* appointed by the Minister of Finance pursuant to Section 10 of the Capital Markets and Services Act 2007

Note

Save as disclosed, the above Directors have no family relationship with any Director and/or major shareholder of Bursa Malaysia, have no conflict of interest with Bursa Malaysia and have not been convicted of any offence within the past 10 years.

Statement Accompanying Notice of 35th Annual General Meeting

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

B. The Directors' direct and deemed interests in the securities of the Company as at 31 January 2012:

Name of Directors	Direct Interest		Deemed Interest		
	No. of Issued Shares	% of Issued Shares	Spouse No. of Issued Shares	Child No. of Issued Shares	% of Issued Shares
Tun Mohamed Dzaiddin bin Haji Abdullah	100,000	0.02	—	5,800	0.001
Datuk Dr. Md Tap bin Salleh	0	0.00	—	—	—
Datuk Dr. Syed Muhamad bin Syed Abdul Kadir	0	0.00	—	—	—
Datuk Puteh Rukiah binti Abd Majid	0	0.00	—	—	—
Datin Paduka Siti Sa'diah binti Sheikh Bakir	52,000	0.01	—	—	—
Dato' Dr. Thillainathan a/l Ramasamy	50,000	0.01	50,000	—	0.01
Izham bin Yusoff	0	0.00	—	—	—
Dato' Wong Puan Wah @ Wong Sulong	0	0.00	—	—	—
Cheah Tek Kuang	50,000	0.01	—	14,000	0.003
Dato' Saiful Bahri bin Zainuddin	0	0.00	—	—	—
Ong Leong Huat @ Wong Joo Hwa	0	0.00	—	—	—
Tan Sri Datuk Dr. Abdul Samad bin Haji Alias	0	0.00	—	—	—
Dato' Tajuddin bin Atan	0	0.00	—	—	—
Total	252,000	0.05			

