

Notice Of 31st Annual General Meeting

Notice is hereby given that the 31st 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, Bukit Kiara, 60000 Kuala Lumpur on Thursday, 3 April 2008 at 10.00 a.m. for the transaction of the following business:

Ordinary Business

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| 1 | To receive and adopt the Audited Financial Statements for the year ended 31 December 2007 and Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2 | 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' Sri Abdul Wahid bin Omar
2 Datin Paduka Siti Sa'diah binti Sheikh Bakir
3 Dato' Wong Puan Wah @ Wong Sulong
4 Dato' Yusli bin Mohamed Yusoff | Resolution 2
Resolution 3
Resolution 4
Resolution 5 |
| 3 | To approve payment of final dividend of 25.0 sen per share less 26% income tax in respect of the financial year ended 31 December 2007. | Resolution 6 |
| 4 | To approve the payment of Directors' fees amounting to RM60,000 per annum for the Non-Executive Chairman and RM40,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2007. | Resolution 7 |
| 5 | To appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. | Resolution 8 |

Special Business

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| 6 | To consider and if thought fit, to pass the following Ordinary Resolution:
"That pursuant to Section 132D of the Companies Act 1965, the Articles of Association of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares of the Company, from time to time, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being in any one financial year and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company." | Resolution 9 |
| 7 | To consider and if thought fit, to pass the following Special Resolutions in accordance with Section 129(6) of the Companies Act 1965:
1 "That Tun Mohamed Dzaidin 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."
2 "That Dato' Seri Hwang Sing Lue, a 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 10
Resolution 11 |
| 8 | To consider and if thought fit, to pass the following Special Resolution:
Proposed Amendments to the Memorandum and Articles of Association of the Company
"That, the proposed amendments to the Memorandum and Articles of Association of the Company contained in the document marked as "Appendix I" ("Proposed Amendments") which have been circulated to the members of the Company be approved and adopted;
And that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities." | Resolution 12 |
| 9 | 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. | |
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Further notice is hereby given that for the purpose of determining a member who shall be entitled to attend this 31st 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 27 March 2008. Only a depositor whose name appears on the Record of Depositors as at 27 March 2008 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Yong Hazadurah binti Md. Hashim (LS 006674)

Hong Soo Yong (MAICSA 7026744)

Company Secretaries

Kuala Lumpur, 12 March 2008

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, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. Each proxy appointed shall represent a minimum of 100 shares.
- 4 Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- 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, Tenaga Koperat Sdn. Bhd. at G-01, Ground Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 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 31st AGM.

Special Business

- 7 **Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965**
The proposed **Resolution 9**, if passed, will give the Directors of the Company, the authority to allot and issue ordinary shares from unissued capital of the Company up to an amount not exceeding 10% of the Company's total issued share capital for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.
- 8 **Special Resolutions pursuant to Section 129(6) of the Companies Act, 1965**
The re-appointment of Tun Mohamed Dzaiddin bin Haji Abdullah, a person who has attained the age of seventy (70) years as Public Interest Director of the Company to hold office until the conclusion of the next annual general meeting of the Company shall take effect if the proposed **Resolution 10** 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 a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been duly given.

The re-appointment of Dato' Seri Hwang Sing Lue, a person over the age of seventy (70) years as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company shall take effect if the proposed **Resolution 11** 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 a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been duly given.
- 9 **Special Resolution pursuant to Sections 21 and 31 of the Companies Act, 1965**
The Proposed Amendments to the Memorandum and Articles of Association ("Memorandum and Articles") of the Company are made for the following purpose:
 - a to ensure that the Memorandum and Articles of the Company comply with the amended Listing Requirements;
 - b to incorporate the necessary amendments that arise from the enforcement of the Capital Markets and Services Act 2007;
 - c to incorporate the appropriate amendments that arise from the Companies (Amendment) Act 2007;
 - d to introduce provisions to enable the Company to purchase its own shares, to pay dividends by electronic payment and remittance, to enable accounts to be issued in CD-ROM and other approved format and to facilitate the approval of circular resolutions by Directors via electronic means; and
 - e to update the Memorandum and Articles of the Company so as to ensure clarity and consistency with the relevant regulatory provisions.

The rationale for the Proposed Amendments are provided in Appendix I, which is circulated together with the Notice of 31st AGM dated 12 March 2008.

The Proposed Amendments shall take effect if the proposed Resolution 12 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 31st AGM.