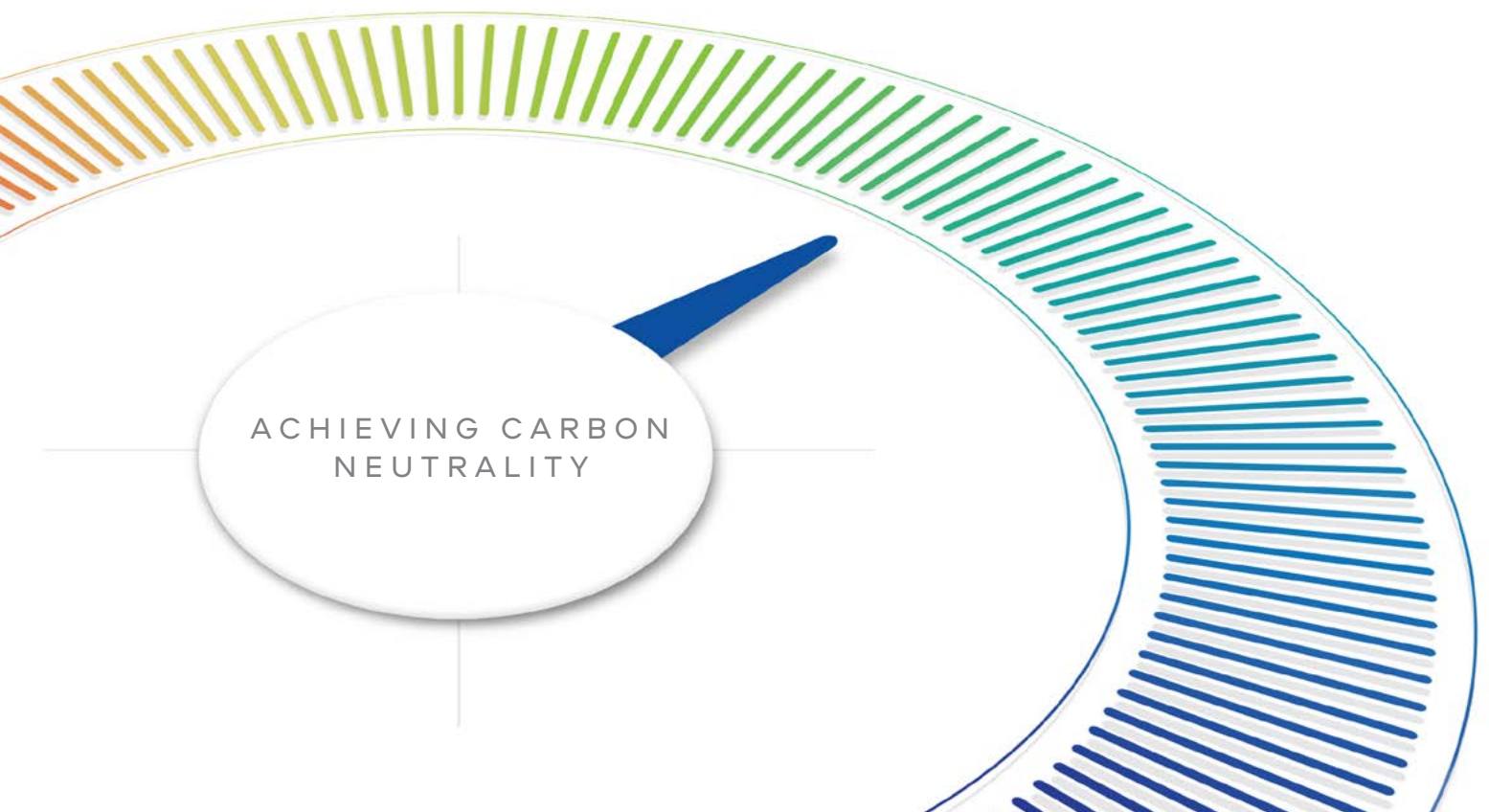




- NOTICE OF THE 45TH AGM
- PROXY FORM
- ADMINISTRATIVE GUIDE

CREATING OPPORTUNITIES, **GROWING VALUE**



Notice of 45th Annual General Meeting

BURSA MALAYSIA BERHAD

Registration No. 197601004668 (30632-P)

(Incorporated in Malaysia under the Companies Act 2016)



NOTICE IS HEREBY GIVEN THAT the 45th Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held virtually from Bursa Malaysia Berhad, Conference Room 1, Ground Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, Malaysia as the **Broadcast Venue** and via the TIIH Online website at <https://tjih.online> on Wednesday, 30 March 2022 at 10.00 a.m. for the transaction of the following Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and Auditors thereon.

2. To re-elect Mr. Pushpanathan a/l S.A. Kanagarayar who retires by rotation in accordance with Article 18.4 of the Company's Constitution and who being eligible offers himself for re-election.

Resolution 1

Datuk Karownikaran @ Karunakaran a/l Ramasamy who also retires by rotation in accordance with Article 18.4 of the Company's Constitution, will retire in accordance with the Board's 9-year policy. Hence, he will retain office until the close of the 45th AGM.

3. To approve the payment of Directors' fees amounting to RM300,000 per annum for the Non-Executive Chairman and RM200,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2021.

Resolution 2

4. To approve the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,000,000 from 31 March 2022 until the next AGM of the Company.

Resolution 3

5. To appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Board of Directors to determine their remuneration.

Resolution 4

6. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 45th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 23 March 2022. Only a depositor whose name appears on the Record of Depositors as at 23 March 2022 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 0006674) SSM PC No. 202008003707

Suzanne Hong Soo Yong

(MAICSA 7026744) SSM PC No. 201908003801

Company Secretaries

Kuala Lumpur

1 March 2022

Notice of 45th Annual General Meeting

BURSA MALAYSIA BERHAD

Registration No. 197601004668 (30632-P)

(Incorporated in Malaysia under the Companies Act 2016)

Notes:

1. Registration for Remote Participation and Voting (RPV) Facilities

- 1.1 The Company's virtual 45th AGM will be conducted online from the Broadcast Venue. Members can attend, participate and vote in the meeting remotely (online) via TIIH Online website at <https://tiih.online> by using the RPV facilities. At the Broadcast Venue, only the essential individuals are physically present to organise the virtual 45th AGM.
- 1.2 Registration for RPV is open from the date of the Notice of the 45th AGM on **Tuesday, 1 March 2022** until such time before the voting session ends at the 45th AGM on **Wednesday, 30 March 2022**.
- 1.3 Member(s), proxy(ies), corporate representative(s) or attorney(s) are required to register as a user with TIIH Online first and then pre-register their attendance for the 45th AGM for verification of their eligibility to attend the 45th AGM using the RPV based on the General Meeting Record of Depositors as at 23 March 2022.

2. Submission of questions before and during the meeting

- 2.1 Members may submit questions in relation to the agenda items for the 45th AGM prior to the meeting via TIIH Online at <https://tiih.online> by selecting 'e-Services' to login, pose questions and submit electronically not later than **10.00 a.m. on Tuesday, 29 March 2022**. The responses to these questions will be shared at the 45th AGM.
- 2.2 Members may use the **Query Box** facility to ask questions real time (in the form of typed text) during the meeting. The Board and senior management will be in attendance either at the Broadcast Venue or remotely to provide responses accordingly.

3. Proxy

- 3.1 Every Member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the AGM, and that such proxy need not be a Member.
- 3.2 Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- 3.3 The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing, or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or its attorney duly authorised in writing.
- 3.4 Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 45th AGM will be put to vote on a poll.
- 3.5 As approved by the Board with reference to Article 17.2 of the Company's Constitution, proxy forms and/or documents relating to the appointment of proxy for the 45th AGM shall be deposited or submitted in the following manner not later than **10.00 a.m. on Tuesday, 29 March 2022** in accordance with Article 17.3 of the Company's Constitution:
 - (a) In hard copy:
 - (i) By hand or post: to the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd (TIIH) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
 - (ii) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com
 - (b) In electronic form via TIIH Online.

The detailed requirements and procedures for the submission of proxy forms are set out in the Administrative Guide.

BURSA MALAYSIA BERHAD

Registration No. 197601004668 (30632-P)

(Incorporated in Malaysia under the Companies Act 2016)

4. Audited Financial Statements for financial year ended 31 December 2021

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act (CA) 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

5. Ordinary Resolution 1: Re-election of Director who retires in accordance with Article 18.4 of the Company's Constitution

5.1 Article 18.4 of the Constitution provides that one-third (1/3) of the Directors of the Company excluding the Public Interest Directors (PIDs) for the time being or if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election. Out of the current Board size of ten (10), four (4) are PIDs. Hence, two (2) out of six (6) Directors are to retire in accordance with Article 18.4 of the Company's Constitution.

(a) For the purpose of determining the eligibility of the Director to stand for re-election at the 45th AGM, the Board through its Nomination and Remuneration Committee (NRC) had assessed the retiring Director, and considered the following:

- (i) The Director's performance and contribution based on the Self and Peer Assessment (SPA) results of the Board Effectiveness Evaluation (BEE) 2020/2021;
- (ii) The Director's level of contribution to the Board deliberations through his skills, experience and strength in qualities; and
- (iii) The level of independence demonstrated by the Independent Director, and his ability to act in the best interests of the Company in decision-making.

(b) In line with Practice 6.1 of the Malaysian Code on Corporate Governance (MCCG), the Board had conducted an assessment of the Directors of the Company based on the relevant performance criteria which include the following:

- (i) Will and ability to critically challenge and ask the right questions;
- (ii) Character and integrity in dealing with potential conflict of interest situations;
- (iii) Commitment to serve the company, due diligence and integrity;
- (iv) Confidence to stand up for a point of view;
- (v) Fit and properness;
- (vi) Calibre and personality;
- (vii) Board dynamics and participation;
- (viii) Competency and capability;
- (ix) Independence and objectivity; and
- (x) Contribution and performance.

Based on the Directors' SPA results of the BEE 2020/2021, the individual Directors (including the retiring Director) met the performance criteria required of an effective and a high-performance Board. In addition, all the Non-Executive Directors (NEDs) have also provided annual declaration/confirmation of independence in December 2021 respectively.

(c) Based on the above, the Board approved the NRC's recommendation that Mr. Pushpanathan a/l S.A. Kanagarayar who retires in accordance with Article 18.4 of the Constitution is eligible to stand for re-election. He had abstained from deliberation and decision on his own eligibility to stand for re-election at the relevant Board meeting.

5.2 Section 10(1)(b) of the Capital Markets and Services Act 2007 (CMSA) provides that the appointment, re-appointment, election or re-election as a Director of the Company is subject to concurrence by the Securities Commission Malaysia (SC). In this respect, the SC's concurrence had been obtained via its letter dated 11 February 2022 on the proposed re-election of the Director under **Resolution 1** pursuant to Section 10(1)(b) of the CMSA.

BURSA MALAYSIA BERHAD

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6. Directors' remuneration - fees and benefits payable to the NEDs

6.1 Section 230(1) of the CA 2016 provides amongst others, that 'the fees' of the directors and 'any benefits' payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 45th AGM on the Directors' remuneration in two (2) separate resolutions as below:

- (a) **Resolution 2** on payment of Directors' fees in respect of the preceding financial year (FY) 2021; and
- (b) **Resolution 3** on payment of Directors' benefits from 31 March 2022 to the next AGM in 2023.

6.2 Ordinary Resolution 2: Directors' fees

The NRC is responsible to conduct an annual review of the Board remuneration policy with the view to ensure that the current remuneration for the members of the Board and Board Committees of Bursa Malaysia group remain competitive and appropriate to attract, retain and motivate individuals with strong credentials and high calibre to serve on the Board of the Company. In this respect, an external consultant is engaged for the Board remuneration review (BRR) once in every three (3) years, to provide the NRC with an objective and independent perspective. The last engagement of an independent consultant was in 2020.

In November 2021, the NRC conducted a BRR to ascertain the competitiveness of the same having regard to various factors including the Board remuneration of comparator companies in the financial services sector, dominant providers and those with similar market capitalisation in Malaysia as well as comparable stock exchanges. The Board subsequently approved the NRC's recommendation for the Directors' fees in respect of FY 2021 to remain unchanged, as they are still competitive and at par with the prevalent market rate as set out in the table below:

Directors' Fees (as approved at AGMs)	FY 2017	FY 2018	FY 2019	FY 2020	Approval sought for FY 2021
Non-Executive Chairman	RM300,000	RM300,000	RM300,000	RM300,000	RM300,000
Non-Executive Director	RM200,000	RM200,000	RM200,000	RM200,000	RM200,000

The exact amounts which are receivable by each individual NED are provided in Note 9 of the Audited Financial Statements for the FY 2021.

The payment of the NEDs' fees in respect of the preceding FY 2021 will only be made if the proposed **Resolution 2** has been passed at the 45th AGM pursuant to Article 19.1 of the Company's Constitution and Section 230(1)(b) of the CA 2016.

6.3 Ordinary Resolution 3: Benefits payable to the NEDs

The benefits payable to the NEDs comprise the allowances and other emoluments payable to the Chairman and members of the Board, Board of subsidiaries, Board Committees and such other committees as may be established by the Board.

- (a) At the 44th AGM of the Company held on 31 March 2021, the benefits payable to the NEDs of the Company from 1 April 2021 until the 45th AGM of the Company was approved for an amount of up to RM2,000,000. The utilisation of this approved amount as at 31 December 2021 is RM1,175,000. Based on the schedule of meetings in the first quarter of 2022, an amount of RM448,000 is expected to be utilised for payment of meeting allowance, fixed allowance and other benefits to the NEDs. Hence, the expected total utilised amount would be approximately 81% of the approved amount.

Notice of 45th Annual General Meeting

BURSA MALAYSIA BERHAD

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- (b) Based on the BRR conducted in 2021, the Directors' benefits payable to the NEDs are proposed to be the same for the period from 31 March 2022 to the next AGM in 2023 (Current Period), except for a proposed variation to the monthly fixed allowance with regards to the Regulatory and Conflicts Committee (RACC) as set out in the table below:

Description	Chairman	NEDs / Member
Meeting Allowance (per meeting)		
• Board of Bursa Malaysia	RM3,000	RM3,000
• Board of Subsidiary	RM3,000	RM3,000
• Bursa Malaysia Group Committees	RM3,000	RM3,000
Fixed Allowance		
• Bursa Malaysia Group Committees (except for RACC)	RM20,000 per annum	RM12,000 per annum (RM1,000 per month)
• RACC members (who are Directors of Bursa Malaysia) [as explained in paragraph (c) below]	Not Applicable	RM60,000 per annum (RM5,000 per month)
Monthly Fixed Allowance – Chairman of Bursa Malaysia [Note 1]	RM52,000	Not Applicable
Other Benefits for NEDs of Bursa Malaysia only	Club membership, medical coverage, travel and other claimable benefits	Medical coverage, travel and other claimable benefits

Notes:

- Monthly fixed allowance to the Chairman of Bursa Malaysia being an Exchange Holding Company and listed entity is made, in recognition of the significant roles in leadership and oversight, and the wide-ranging scope of responsibilities expected of him, as well as the fact that he does not serve on the boards of any other listed companies or market participants regulated by Bursa Malaysia.
 - The Chief Executive Officer/Executive Director does not receive any Directors' remuneration.
- (c) Under the enhanced Governance Model of Bursa Malaysia group, the NRC at its meeting held in November 2021, considered the proposed remuneration for the new RACC members based on their roles and responsibilities coupled with the duties, obligations and restrictions imposed on the RACC members. Since 1 October 2021, the RACC comprised four (4) new members who are external independent individuals apart from the existing three (3) RACC members who are PIDs of the Company. The Board at its meeting held in November 2021 approved the proposed revision to the benefits in the form of monthly fixed allowance subject to the shareholders' approval on the payment of Directors' benefits at the 45th AGM.
- (d) The total amount of benefits payable to the NEDs is estimated to be up to RM2,000,000 for the Current Period, based on the above Board Remuneration Policy and taking into account various factors including the number of scheduled meetings for the Board/Board Committees as well as the number of NEDs involved in these meetings. This amount is the same as the approved amount at the 44th AGM which was up to RM2,000,000.

BURSA MALAYSIA BERHAD

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- (e) The approved amount and the current proposal in respect of the payment of benefits to the NEDs at the following AGMs are as below:

Directors' Benefits (as approved at AGMs)	41st AGM on 28 March 2018	42nd AGM on 28 March 2019	43rd AGM on 29 April 2020	44th AGM on 31 March 2021	Approval sought at 45th AGM
Up to an amount of	RM2,400,000 (from 29 March 2018 to 28 March 2019)	RM2,200,000 (from 29 March 2019 to 29 April 2020)	RM2,200,000 (from 30 April 2020 to 31 March 2021)	RM2,000,000 (from 1 April 2021 to 30 March 2022)	RM2,000,000 (from 31 March 2022 to 46th AGM in 2023)

Payment of benefits to the NEDs will be made by the Company on a monthly basis and/or as and when incurred, if the proposed **Resolution 3** has been passed at the 45th AGM. The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' remuneration (excluding Directors' fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Current Period.

- 6.4 Any NEDs who are shareholders of the Company will abstain from voting on **Resolutions 2 and 3** concerning remuneration to the NEDs at the 45th AGM.

7. Ordinary Resolution 4: Appointment of Auditors

- 7.1 The Audit Committee (AC) at its meeting held on 26 January 2022 undertook an annual assessment of the suitability and independence of the external auditors, Ernst & Young PLT (EY) in accordance with the revised Auditor Independence Policy of the Group which was approved by the Board in November 2019. In its assessment, the AC considered several factors which include the following as well as the information in EY's 2021 Transparency Report with reference to Guidance 9.3 of the MCCG:

- (a) Quality of EY's performance and their communications with the AC and Bursa Malaysia group, based on feedback obtained via assessment questionnaires from Bursa Malaysia personnel who had substantial contact with the external audit team and EY throughout the year;
- (b) Adequacy of experience and resources provided to the Group by EY, in terms of the firm and the professional staff assigned to the audit; and
- (c) Independence of EY and the level of non-audit services to be rendered by EY to the Company for the FY 2022.

The AC also took into account the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at the private meetings, which demonstrated their independence, objectivity and professionalism.

- 7.2 The AC was satisfied with the suitability of EY based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC was also satisfied in its review that the provisions of non-audit services by EY to the Company for the FY 2021 did not in any way impair their objectivity and independence as external auditors of Bursa Malaysia.
- 7.3 The Board at its meeting held on 28 January 2022 approved the AC's recommendation for the shareholders' approval to be sought at the 45th AGM on the appointment of EY as external auditors of the Company for the FY 2022 under **Resolution 4** in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.

Statement Accompanying Notice of 45th Annual General Meeting

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

The profile of the Director who is standing for re-election as per Agenda 2 of the Notice of 45th AGM is as follows:

Resolution 1	
	Pushpanathan a/l S.A. Kanagarayar Independent Non-Executive Director
Nationality/ Age/ Gender:	Malaysian/ 70/ Male
Date of Appointment:	23 June 2014
Length of Service (as at 31 January 2022):	7 years 7 months
Date of Last Re-election:	29 April 2020
Academic/ Professional Qualification/ Membership(s):	<ul style="list-style-type: none"> • Institute of Chartered Accountants of Scotland (Member) • Malaysian Institute of Certified Public Accountants (MICPA) (Member) • Malaysian Institute of Accountants (MIA) (Member)
Present Directorship(s):	<p>Listed entity:</p> <ul style="list-style-type: none"> • IJM Corporation Berhad <p>Other public company:</p> <ul style="list-style-type: none"> • Sun Life Malaysia Assurance Berhad
Present Appointment(s):	<ul style="list-style-type: none"> • Council Member, MICPA • Director, Malaysian Community Education Foundation • Chairman, Malaysian Financial Reporting Standards (MFRS) Application & Implementation Committee of the Malaysian Accounting Standards Board (MASB) • Project Chairman, Insurance Standards Working Group of the MASB on MFRS 17
Past Directorship(s) and/or Appointment(s):	<ul style="list-style-type: none"> • Director, IJM Plantations Berhad (2012 - 2021) • Director, Asian Institute of Finance Berhad (27 February 2014 until its dissolution via Members' Voluntary Winding-up on 7 January 2022) • Trustee, World Wide Fund for Nature, Malaysia (2013 - 2021) • Director, Sun Life Malaysia Takaful Berhad (2010 - 2019) • Board Member, MASB (2009 - 2015) • Honorary Secretary, Financial Reporting Foundation (2010 - 2015) • President, MICPA (2012 - 2014) • Council Member, MIA (2012 - 2014) • Partner, Messrs Ernst & Young (1983 - 2009) • Chairman, Adjudication and/or Organising Committees, National Annual Corporate Report Awards (2003 - 2009) • Chairman, MICPA's Financial Statements Review Committee and Project Chairman, the Insurance Standards Working Group of MASB on Financial Reporting Standard 4 (2003 - 2007) • Member, International Federation of Accountants' Developing Nations Permanent Taskforce (2004 - 2005)

Mr. Pushpanathan a/l S.A. Kanagarayar does not hold any shares in Bursa Malaysia, has no family relationship with any Director and/or major shareholder of Bursa Malaysia, has no conflict of interest with Bursa Malaysia and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the FY 2021.

Mr. Pushpanathan a/l S.A. Kanagarayar satisfies the criteria of an independent director as defined under Bursa Malaysia Securities Berhad Main Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.



BURSA MALAYSIA BERHAD
 Registration No: 197601004668 (30632-P)
 (Incorporated in Malaysia under the Companies Act 2016)

PROXY FORM

CDS account no. of authorised nominee (Note 1)

I/We, _____
(Full Name as per NRIC/Passport/Certificate of Incorporation in capital letters)

NRIC (new & old)/Passport/Registration No. _____ Tel No. _____

of _____
(Full address)

being a member of **BURSA MALAYSIA BERHAD** hereby appoint:

Full name of proxy in capital letters	NRIC (new & old)/Passport No. of proxy	Proportion of shareholdings to be represented	
		No. of shares	%

and (if more than one (1) proxy)

Full name of proxy in capital letters	NRIC (new & old)/Passport No. of proxy	Proportion of shareholdings to be represented	
		No. of shares	%

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the 45th Annual General Meeting (“AGM”) of Bursa Malaysia Berhad (“the Company”) to be held virtually from **Bursa Malaysia Berhad**, Conference Room 1, Ground Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, Malaysia as the **Broadcast Venue** and via the TIIH Online website at <https://tiih.online> on Wednesday, 30 March 2022 at 10.00 a.m. and at any adjournment thereof, on the following resolutions referred to in the Notice of the 45th AGM. My/our proxy is to vote as indicated below:

No.	Resolution		For	Against
1.	To re-elect Mr. Pushpanathan a/l S.A. Kanagarayar as Director of the Company	Ordinary Resolution 1		
2.	To approve the payment of Directors’ fees amounting to RM300,000 per annum for the Non-Executive Chairman and RM200,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2021	Ordinary Resolution 2		
3.	To approve the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,000,000 from 31 March 2022 until the next AGM of the Company	Ordinary Resolution 3		
4.	To appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Board of Directors to determine their remuneration	Ordinary Resolution 4		

Please indicate with an “X” in the appropriate space how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstain from voting.

Dated this _____ day of _____ 2022

 Signature/Common Seal of Member

Notes:

1. Applicable to shares held through a nominee account.
2. Every Member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the AGM, and that such proxy need not be a Member.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing, or if the Member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or its attorney duly authorised in writing.
5. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of the 45th AGM will be put to vote on a poll.
6. As approved by the Board with reference to Article 17.2 of the Company's Constitution, proxy forms and/or documents relating to the appointment of proxy for the 45th AGM shall be deposited or submitted in the following manner not later than **10.00 a.m. on Tuesday, 29 March 2022** in accordance with Article 17.3 of the Company's Constitution:
 - (a) In hard copy:
 - (i) By hand or post: to the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd (TIIH) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
 - (ii) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com
 - (b) In electronic form via TIIH Online.The detailed requirements and procedures for the submission of proxy forms are set out in the Administrative Guide.
7. For the purpose of determining a member who shall be entitled to attend this 45th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 23 March 2022. Only a depositor whose name appears on the Record of Depositors as at 23 March 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

2. Fold this flap to seal

STAMP

The Share Registrar

Tricor Investor & Issuing House Services Sdn. Bhd.

Registration No. 197101000970 (11324-H)

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

1. Fold here



45TH ANNUAL GENERAL MEETING OF BURSA MALAYSIA BERHAD
REGISTRATION NO. 197601004668 (30632-P)

ADMINISTRATIVE GUIDE

1. Virtual 45th Annual General Meeting (“AGM”)

DATE:	TIME:	VENUE
Wednesday, 30 March 2022	10.00 a.m.	<p>(a) Broadcast Venue Bursa Malaysia Berhad Conference Room 1, Ground Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, Malaysia</p> <p>(b) Online Platform TIIH Online website at https://tiih.online with Remote Participation and Voting (“RPV”) facilities</p>

With reference to the revised ‘Guidance and FAQs on the Conduct of General Meetings for Listed Issuers’ issued by the Securities Commission Malaysia (“SC’s Guidance”) on 16 July 2021, listed issuers are encouraged to continue leveraging technology in conducting general meetings beyond Movement Control Order.

A virtual 45th AGM will be conducted online from the Broadcast Venue, and shareholders will participate via the RPV facilities with audio and/or video capabilities. The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act (“CA”) 2016 together with essential individuals in accordance with Note 1.2 of the SC’s Guidance. Shareholder(s), proxy(ies), authorised representative(s) or attorney(s) WILL NOT BE ALLOWED to be physically present at the Broadcast Venue.

2. General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend the 45th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors (“**General Meeting ROD**”) as at 23 March 2022. Only a depositor whose name appears on the Record of Depositors as at 23 March 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

3. Registration for RPV at the 45th AGM

With reference to our letter to shareholders dated 1 March 2022, you are invited to attend the 45th AGM to exercise your right to attend, participate and vote at the meeting remotely by using the RPV facilities at <https://tiih.online> from the comfort of your home. To do so, you must take the following steps (a) and (b) before step (c) by TIIH Online:

- (a) Register as a user with TIIH Online
- Access the TIIH Online website at <https://tiih.online>.
 - Under “e-Services”, select the **Sign Up** button followed by “Create Account by **Individual Holder**. Refer to the tutorial guide posted on the homepage for assistance.
 - Registration as a user will be approved within one (1) working day and you will be notified via e-mail.
 - If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
- (b) Register your attendance for the 45th AGM
- Registration is open from the date of the Notice of 45th AGM on **Tuesday, 1 March 2022** until such time before the voting session ends at the 45th AGM on **Wednesday, 30 March 2022**.
 - Shareholder(s), proxy(ies), corporate representative(s) or attorney(s) are required to **pre-register** their attendance for the 45th AGM for verification of their eligibility to attend the 45th AGM using the RPV based on the General Meeting ROD as at 23 March 2022.
 - Login in with your user ID (e-mail address) and password and select the corporate event: “**(REGISTRATION) BURSA 45TH AGM**”.
 - Read and agree to the Terms & Conditions and confirm the Declaration.
 - Select “Register for Remote Participation and Voting”.
 - Review your registration information and proceed to register.
 - TIIH system will send an e-mail to notify that your registration for remote participation is received and will be verified.
- (c) Verification and notification by TIIH system of your registration
- After verification of your registration against the General Meeting ROD as at 23 March 2022, TIIH system will send an e-mail on or after 29 March 2022 to confirm the approval of your registration for RPV. The procedures to use the RPV are detailed in the e-mail and as set out in **Note 9** below.
 - In the event your registration is not approved, you will be notified via e-mail.

4. Proxy

(a) Appointment of Chairman of the meeting as proxy

If a shareholder is not able to attend the 45th AGM via RPV facilities, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form. The same must be deposited or submitted in accordance with **Note 5** below.

(b) Appointment of proxy, corporate representative or attorney

- (i) A shareholder who has appointed a proxy(ies), corporate representative(s) or attorney(s) to participate at this 45th AGM via RPV must ensure that the proxy form is completed with required information, signed and dated accordingly. The same must be deposited in accordance with **Note 5** below.
- (ii) The shareholder must also request his/her proxy(ies), authorised representative or attorney to register himself/herself as a user with TIH Online website at <https://tiah.online>.
- (iii) The representative of a corporation or institutional shareholder must register as a user first in accordance with **Note 5(b)(ii)** below, before he/she can subscribe to this corporate holder electronic submission.

(c) Documents relating to appointment as corporate representative

For a corporate member who has appointed a representative to participate via RPV at the 45th AGM, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **10.00 a.m. on Tuesday, 29 March 2022**. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(d) Documents relating to appointment of proxy by power of attorney

- (i) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **10.00 a.m. on Tuesday, 29 March 2022**.
- (ii) A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

5. Cut-off date and time for lodgement of proxy form

As approved by the Board with reference to Article 17.2 of the Company's Constitution, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 45th AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **10.00 a.m. on Tuesday, 29 March 2022** in accordance with Article 17.3 of the Company's Constitution:

(a) In hard copy:

- (i) By hand or post: to the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
- (ii) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com

(b) In electronic form via TIH Online:

- | |
|---|
| (i) The steps to be taken by individual shareholders are as follows: |
| <ul style="list-style-type: none">• You should have completed the steps in accordance with Note 3(a) above.• As a registered user of TIH Online, go to https://tiah.online and login with your user ID (i.e. e-mail address) and password.• Select the Corporate Exercise / Event: "BURSA 45TH AGM - Submission of Proxy Form".• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print proxy form for your record. |

(ii) The steps to be taken by **authorised/nominated representatives of corporate/institutional shareholders** are as follows:

A. Register as a user with TIIH Online

- Access the TIIH Online website at <https://tiih.online>.
- Under “e-Services”, select the **Sign Up** button followed by “**Create Account by Representative of Corporate Holder**”.
- Complete the registration form and upload the required documents.
- Registration will be verified, and you will be notified by e-mail within one (1) to two (2) working days.
- Proceed to activate your account with the temporary password given in the e-mail and re-set your own password.

B. Prepare proxy appointment

- As a registered user of TIIH Online, go to <https://tiih.online> and login with your user ID (i.e. e-mail address) and password.
- Select the Corporate Exercise / Event: “**BURSA 45TH AGM - Submission of Proxy Form**”.
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note given therein.
- Prepare the file for the appointment of proxies by inserting the required data.

C. Submit the proxy appointment file

- Select the Corporate Exercise / Event: “**BURSA 45TH AGM - Submission of Proxy Form**”.
- Proceed to upload the duly completed proxy appointment file.
- Select “Submit” to complete your submission.
- Print the confirmation report of your submission for your record.

6. Integrated Annual Report 2021

The following documents are available at https://bursa.listedcompany.com/iar_2021.html

- Integrated Annual Report 2021
- Sustainability Report 2021
- Corporate Governance Report 2021
- Notice of 45th AGM, Proxy Form and Administrative Guide

You may request for printed copy of the Integrated Annual Report 2021 at <https://tiih.online> by selecting “Request for Annual Report/Circular” under the “Investor Services”. However, we urge you to consider the environment before making such request.

7. Submission of questions for the 45th AGM

(a) Prior to meeting

Shareholders may submit questions in relation to the agenda items for the 45th AGM prior to the 45th AGM via TIIH Online at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically not later than **10.00 a.m.** on **Tuesday, 29 March 2022**. The responses to these questions will be shared at the 45th AGM.

(b) During the meeting

Shareholders may use the **Query Box** facility to ask questions real time (in the form of typed text) during the meeting. The Board and senior management will provide the responses to the questions accordingly.

8. Poll Voting

The voting at the 45th AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

(a) The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of **online voting**. During the meeting, the Chairman will invite the Poll Administrator to brief you on the online voting process using RPV facilities. The online voting session will commence from the start of the meeting at **10.00 a.m.** on **30 March 2022** until such time when the Chairman announces the end of the voting session. This is in line with the SC’s Guidance which provides that Members shall be allowed to cast their votes remotely and contemporaneously (live) during the proceeding of the general meeting.

(b) The Company has appointed Deloitte Risk Advisory Sdn Bhd as Scrutineers to verify the poll results. Upon completion of the “in time” voting session for the 45th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

9. Remote Participation and Voting (“RPV”) on the date of the 45th AGM

With the approved registration for RPV, you have the right to join the live stream meeting and vote remotely. Your login to TIIH Online indicates your attendance at the virtual 45th AGM. The **procedures for the RPV** facilities are as summarised below:

(a) Participate through Live Streaming

Login to TIIH Online with your user ID (e-mail address) and password for remote participation at the 45th AGM at any time from **9.00 a.m.** i.e. one (1) hour before the commencement of 45th AGM at 10.00 a.m. on Wednesday, 30 March 2022.

(i) Select the corporate event: “**(LIVE STREAM MEETING) BURSA 45TH AGM**” to engage in the proceedings of the 45th AGM remotely.

(ii) If you have any question for the Chairman/ Board, you may use the **Query Box** to transmit your question. The Chairman/ Board will try to respond to questions submitted by you during the 45th AGM. If the questions are received late after the Questions & Answers session, the responses will be e-mailed to you after the meeting.

(iii) Please note that the quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

(b) Remote Online Voting

The Online Voting session commences from **10.00 a.m.** on **Wednesday, 30 March 2022** until a time when the Chairman announces the end of the said voting session.

- (i) Select the corporate event: “**(REMOTE VOTING) BURSA 45TH AGM**” or if you are on the Live Stream meeting page, you can select “**GO TO REMOTE VOTING PAGE**” button **below the Query Box**.
- (ii) Read and agree to the Terms & Conditions and confirm the Declaration.
- (iii) Select the CDS account that represents your shareholdings.
- (iv) Indicate your votes for the resolutions that are tabled for voting.
- (v) Confirm and submit your votes.

(c) Helpline Contact

In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

(d) End of Live Streaming for remote participation

The Live Streaming will end upon the announcement by the Chairman on the conclusion of the 45th AGM after the outcome of the resolutions has been declared.

(e) Meeting Refreshments

The Company will provide an e-voucher for refreshment to all shareholders/proxies/corporate representatives who participated at the 45th AGM. This will be sent via e-mail based on the attendance record of the virtual 45th AGM.

10. Enquiry

If you have any enquiry prior to the 45th AGM, please contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

(a) Bursa Malaysia Berhad Registration No. 197601004668 (30632-P) 15 th Floor, Exchange Square Bukit Kewangan 50200 Kuala Lumpur, Malaysia	Telephone Number	
	General Line	603-2034 7000
	<ul style="list-style-type: none">• Puan Salmi Dali• Puan Salbiah Che Mat	603-2034 7055 salmi@bursamalaysia.com 603-2034 7235 salbiah@bursamalaysia.com
	Fax Number	603-2732 6437
(b) Tricor Investor & Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia	Telephone Number	
	General Line	603-2783 9299
	<ul style="list-style-type: none">• Encik Amier Arief Hamdan• Mr Eric Low	603-2783 9250 Amier.Arief@my.tricorglobal.com 603-2783 9267 Eric.Low@my.tricorglobal.com
	Fax Number	603-2783 9222
	E-mail	is.enquiry@my.tricorglobal.com

In view of the uncertainties and the surge in COVID-19 infections, the Company will have to observe the guidelines or new procedures as may be issued by the Government from time to time, which may affect the administration of the 45th AGM as set out in this Administrative Guide. If there is any material change required to the proceeding of the meeting, the Company will issue announcement on the same accordingly. Hence, please contact the above officers or check the Company's website for announcements on the latest update (if any) in relation to the 45th AGM.