

## **BURSA MALAYSIA BERHAD**

Registration No. 197601004668 (30632-P)

MINUTES OF THE  $44^{TH}$  ANNUAL GENERAL MEETING ("AGM") OF BURSA MALAYSIA BERHAD ("BURSA MALAYSIA" OR "THE COMPANY") HELD FULLY VIRTUAL AT BURSA MALAYSIA, CONFERENCE ROOM 1, GROUND FLOOR, EXCHANGE SQUARE, BUKIT KEWANGAN, 50200 KUALA LUMPUR AS THE BROADCAST VENUE AND VIA THE TIIH ONLINE WEBSITE AT <a href="https://tiih.online">https://tiih.online</a> ON WEDNESDAY, 31 MARCH 2021 AT 10.00 A.M.

## **PRESENT**

### 23 Essential Individuals at the Broadcast Venue

## **Board of Directors (12)**

Tan Sri Abdul Wahid bin Omar (Chairman of the Board)
Datuk Muhamad Umar Swift (Chief Executive Officer ("CEO")/Executive Director)

Dato' Anad Krishnan a/l Muthusamy Puan Sharifatu Laila binti Syed Ali

Datin Azlina binti Mahmad

Datuk Karownakaran @ Karunakaran a/l Ramasamy

Mr. Pushpanathan a/I  $\hat{S}.A.$  Kanagarayar

Datin Grace Yeoh Cheng Geok

Ms. Chong Chye Neo

Puan Uji Sherina binti Abdullah

Datuk Bazlan bin Osman

Encik Syed Ari Azhar bin Syed Mohamed Adlan

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(Nomination & Remuneration Committee Chairman)
(Audit Committee Chairman)

(Risk Management Committee Chairman)

(Technology & Cybersecurity Committee Chairman)

#### <u>Others (11</u>

Puan Yong Hazadurah binti Md. Hashim ("Puan Yong Hazadurah") (Company Secretary)
Ms. Suzanne Hong Soo Yong ("Ms. Suzanne Hong") (Joint Company Secretary)
Puan Rosidah binti Baharom (Chief Financial Officer)
Dato' Megat Iskandar Shah Mohamad Nor, Ernst & Young PLT (External Auditors)

Mr. Anthony Tai Yu Kun, Deloitte Risk Advisory Sdn Bhd Ms. Yap Ann Chee, Above Creative Events (M) Sdn Bhd

Ms. Christy Goh Chy Shang, Above Creative Events (M) Sdn Bhd

Ms. Lee Ann Kee, Above Creative Events (M) Sdn Bhd

Encik Noor Hizam Mohd Shariff, Above Creative Events (M) Sdn Bhd

Mr. Cheng Kok Wai, Above Creative Events (M) Sdn Bhd

Mr. Eddie Chang Ngee Chuang

(Chief Financial Officer)
(External Auditors)
(Scrutineers)
(Audio and Visual Support)

## Attendance via video conferencing

## Members of the Senior Management

Encik Azhar bin Mohd Zabidi (Director, Securities Market)
Mr. Samuel Ho Hock Guan (Director, Derivatives Market)
Ms. Tay Yu Hui (Director, Market Operations)

Mr. Ashish Jaywant Rege (Director, Group Technology)

Mr. Inderjit Singh Sohan Singh

(Acting Chief Regulatory Officer)

Encik Mohd Zulkifli bin Mustafa
Encik Azman bin A. Khalid
Encik Shamsul Akmal bin Ahmad
Mr. Wong Chiun Chiek
Encik Julian Mahmud bin Hashim
Ms. Emilia Tee Yoke Hoong
Puan Mazliana binti Mohamad
Ms. Siew Sze Yih
Puan Karwinda Nurini binti Kassim

(Director, Corporate Strategy)
(Director, Group Human Resources)
(Executive Vice President ("EVP"), Bursa Suq Al-Sila')
(Senior EVP, Business Analytics & Information Services)
(CEO, Bursa Malaysia Regulation Sdn Bhd)
(Director, Group Sustainability)
(Director, Internal Audit)
(Acting Director, Risk & Compliance)
(EVP, Group Strategic Communications)

The above attendees were as per Attendance List in **Annexure 1**.

The attendance of Members, Corporate Representatives and Proxies via TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> with Remote Participation and Voting ("RPV") facilities was as per Attendance List in **Annexure 2**.

## **CHAIRMAN OF THE MEETING**

Tan Sri Abdul Wahid bin Omar ("Tan Sri Chairman").

## **QUORUM**

There being a quorum, the 44th AGM ("Meeting") was duly convened.

### NOTICE OF MEETING

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

### **PRELIMINARY**

- (1) As at 24 March 2021, the Company has 23,871 depositors and the total number of issued shares stood at 809,026,821 ordinary shares. Based on the registration data given by the Share Registrar as at 10.00 a.m. on 30 March 2021, 963 members have registered through the RPV facilities for attendance at the 44th AGM. They represented 274,642,023 ordinary shares which constituted 33.95% of the total issued shares of the Company.
- (2) As this AGM was conducted fully virtual for the second time during the Conditional Movement Control Order (MCO) period, Tan Sri Chairman introduced the 23 essential individuals (including himself) who were present at the Broadcast Venue. Members of the Senior Management were also in attendance via video conferencing.

In accordance with the Standard Operating Procedures (SOPs) issued by the Malaysian National Security Council, the above number of essential individuals present at the Broadcast Venue was less than 50% of the capacity of the Conference Room 1.

- (3) Tan Sri Chairman briefed the members, corporate representatives and proxies present virtually at the Meeting of their right to ask questions and vote on the resolutions set out in the Notice of the 44<sup>th</sup> AGM dated 2 March 2021.
- (4) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") as Poll Administrator to conduct the poll for the 44<sup>th</sup> AGM, and Deloitte Risk Advisory Sdn Bhd ("Deloitte") as Scrutineers to verify the poll results.
- (5) A short video by Tricor was played to demonstrate to the members, corporate representatives and proxies who were present at the 44th AGM on the process for online voting via TIIH Online. The voting session had commenced from the start of the Meeting at 10.00 a.m.
- (6) Tan Sri Chairman informed the Meeting that the Company Secretaries of Bursa Malaysia, Puan Yong Hazadurah and Ms. Suzanne Hong were also the shareholders of the Company. They had offered to be the proposer and seconder for the proposed Resolutions 1 to 7 in the Agenda.
- (7) Tan Sri Chairman informed the Meeting that in order to ensure the orderliness of the proceeding of the fully virtual meeting, the CEO and the Management team would be invited to assist the Board in taking through the questions received prior to as well as during the 44th AGM, after the presentation of all the proposed Resolutions in the Agenda.
- (8) Tan Sri Chairman further informed the Meeting that none of the Directors of Bursa Malaysia were shareholders of the Company, except for himself. In this respect, he declared that he held 15,000 shares of Bursa Malaysia and as such, had abstained from voting on the proposed Resolutions 5 and 6 in the Agenda concerning the remuneration for Non-Executive Directors.

# 1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

- 1.1 Tan Sri Chairman tabled the Audited Financial Statements ("AFS") for the financial year ended 31 December 2020 ("FY2020") and the Reports of the Directors and Auditors as set out on pages 145 to 243 of the Integrated Annual Report ("IAR") 2020.
- 1.2 Tan Sri Chairman declared that the AFS for the FY2020 together with the Reports of the Directors and Auditors were received and duly tabled at the 44<sup>th</sup> AGM in accordance with Section 340(1)(a) of the CA 2016. Tan Sri Chairman explained that the AFS for the FY2020 were for discussion only under Agenda 1, as it did not require shareholders' approval. Hence, it would not be put for voting.
- 1.3 Datuk Muhamad Umar Swift, the CEO of Bursa Malaysia ("Datuk CEO") made a brief presentation which covered the following as per **Annexure 3**:-
  - (1) 2020 Financial Performance: Financial Trends and Growing Shareholders' Value;
  - (2) 2020 Market Performance: Securities Market, Islamic Capital Market and Bursa Malaysia Derivatives;
  - (3) 2020 Key Developments & Initiatives; and
  - (4) Moving Forward.

1.4 Dato' Megat Iskandar Shah bin Mohamad Nor, the Partner of Ernst & Young PLT ("**EY**") presented the unqualified Report of the Auditors to the shareholders of the Company in respect of the AFS for the FY2020 as set out on pages 151 to 154 of the IAR 2020.

Dato' Megat Iskandar Shah informed that EY had conducted its audit in accordance with the approved standards on auditing in Malaysia and International Standards on Auditing. EY had also fulfilled the responsibilities described in the Auditors' Responsibilities for the Audit of the Financial Statements, including the key audit matters disclosed in the Auditors' Report.

# 2. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 18.4 OF THE COMPANY'S CONSTITUTION

- 2.1 Tan Sri Chairman informed that 2 Directors who retired by rotation in accordance with Article 18.4 of the Company's Constitution were eligible for re-election. The retiring Directors who offered themselves for re-election under **Resolutions 1 and 2** respectively were as follows:-
  - (1) Datuk Muhamad Umar Swift (Resolution 1); and
  - (2) Ms. Chong Chye Neo (Resolution 2).

The profiles of the Directors standing for re-election were provided to Members on pages 82 and 88 of the IAR 2020. The SC's concurrence had been obtained pursuant to Section 10(1)(b) of the Capital Markets and Services Act 2007 ("CMSA") for these 2 Directors seeking re-election.

- 2.2 **Resolutions 1 and 2** were proposed by Puan Yong Hazadurah and seconded by Ms. Suzanne Hong.
- 3. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 18.11 OF THE COMPANY'S CONSTITUTION
- 3.1 Tan Sri Chairman further informed that the following 2 Directors who retired in accordance with Article 18.11 of the Company's Constitution were eligible for re-election:-
  - (1) Datuk Bazlan bin Osman (Resolution 3); and
  - (2) Encik Syed Ari Azhar bin Syed Mohamed Adlan (Resolution 4).

Their profiles were provided to Members on pages 90 and 91 of the IAR 2020. The SC's concurrence had been obtained pursuant to Section 10(1)(b) of the CMSA for these 2 Directors seeking re-election.

3.2 **Resolutions 3 and 4** were proposed by Puan Yong Hazadurah and seconded by Ms. Suzanne Hong.

## 4. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

4.1 The shareholders' approval was sought on the following **Resolution 5**:-

"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 2020."

4.2 **Resolution 5** on the payment of Directors' fees was proposed by Puan Yong Hazadurah and seconded by Ms. Suzanne Hong.

## 5. DIRECTORS' PAYMENT OF BENEFITS FROM 1 APRIL 2021 UNTIL THE NEXT AGM OF THE COMPANY

Tan Sri Chairman informed that pursuant to Section 230(1) of the CA 2016, "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. The shareholders' approval was sought on the following **Resolution 6**:-

"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 1 April 2021 until the next AGM of the Company."

The details of the benefits were as set out in the Board Remuneration Policy, under Note 7.3 of the Notice of the 44th AGM.

5.2 **Resolution 6** on the payment of Directors' benefits was proposed by Puan Yong Hazadurah and seconded by Ms. Suzanne Hong.

### 6. APPOINTMENT OF AUDITORS

Tan Sri Chairman further informed that having regard to the annual assessment of the Auditors, the Board at its meeting held on 2 February 2021 approved the Audit Committee's recommendation on the appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2021 in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016. The shareholders' approval was sought on the following **Resolution 7**:-

"To appoint Ernst and Young PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Board of Directors to determine their remuneration."

6.2 **Resolution 7** on the appointment of EY as Auditors and determination of their remuneration was proposed by Puan Yong Hazadurah and seconded by Ms. Suzanne Hong.

## QUESTIONS AND ANSWERS ("Q&A")

(1) Tan Sri Chairman informed the Meeting that Bursa Malaysia had received questions prior to and during the 44<sup>th</sup> AGM. The Board Members and the Senior Management of Bursa Malaysia were in attendance to answer any question from the shareholders on the Audited Financial Statements and the management of the Company as tabled under Agenda 1 as well as the proposed Resolutions 1 to 7.

For the benefit of the shareholders of the Company, Tan Sri Chairman informed that the Board of Bursa Malaysia had instructed the Group Internal Audit to conduct an audit to ensure all the questions submitted by the shareholders for the 44<sup>th</sup> AGM were responded, accordingly.

(2) Datuk CEO briefed the shareholders by reading out the questions submitted by the shareholders prior to the Meeting and the Management's responses for the same.

The complete list of questions received prior to the 44<sup>th</sup> AGM together with the answers for the same was attached as **Annexure 4**.

(3) Thereafter, Tan Sri Chairman and Datuk CEO read out the questions received via query box from the members, corporate representatives and proxies during the Meeting, and provided the responses for the same, accordingly. The Partner of EY, Dato' Megat Iskandar Shah and the Audit Committee Chairman, Mr. Pushpanathan a/I S.A. Kanagarayar were also invited to provide the responses to certain questions submitted via the query box.

The complete list of questions received during the 44<sup>th</sup> AGM together with the answers for the same was attached as **Annexure 5**.

(4) Tan Sri Chairman concluded the Q&A session and proceeded to the last item in the Agenda.

### 7. ANY OTHER BUSINESS

7.1 Tan Sri 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 CA 2016 and the Company's Constitution. The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

## 8. POLLING PROCESS

8.1 At 12.10 p.m., Tan Sri Chairman reminded Members to vote via TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> with RPV facilities as the voting session would continue for another 10 minutes.

At 12.20 p.m., Tan Sri Chairman then announced that the voting session for the 44th AGM of Bursa Malaysia had ended.

[The poll results were handed over to the Scrutineers for validation].

## 9. ANNOUNCEMENT OF POLL RESULTS

- 9.1 At 12.40 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, a copy of the same was attached as **Annexure 6**. Tan Sri Chairman invited Mr. Anthony Tai of Deloitte, to read out the poll results to the members, corporate representatives and proxies present.
- 9.2 Re-election of Datuk Muhamad Umar Swift as Director in accordance with Article 18.4 of the Company's Constitution (Resolution 1)

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

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	452,183,990	99.915	387,021	0.086

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

"THAT Datuk Muhamad Umar Swift who retired by rotation in accordance with Article 18.4 of the Company's Constitution, be re-elected as Director of Bursa Malaysia."

# 9.3 Re-election of Ms. Chong Chye Neo as Director in accordance with Article 18.4 of the Company's Constitution (Resolution 2)

Mr. Anthony Tai announced the poll result in respect of **Resolution 2** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	452,492,320	99.987	57,241	0.013

Tan Sri Chairman declared that Resolution 2 was duly passed as follows:-

"THAT Ms. Chong Chye Neo who retired by rotation in accordance with Article 18.4 of the Company's Constitution, be re-elected as Director of Bursa Malaysia."

# 9.4 Re-election of Datuk Bazlan bin Osman as Director in accordance with Article 18.11 of the Company's Constitution (Resolution 3)

Mr. Anthony Tai announced the poll result in respect of **Resolution 3** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 3	449,997,665	99.432	2,568,894	0.568

Tan Sri Chairman declared that **Resolution 3** was duly passed as follows:-

"THAT Datuk Bazlan bin Osman who retired in accordance with Article 18.11 of the Company's Constitution, be re-elected as Director of Bursa Malaysia."

# 9.5 Re-election of Encik Syed Ari Azhar bin Syed Mohamed Adlan as Director in accordance with Article 18.11 of the Company's Constitution (Resolution 4)

Mr. Anthony Tai announced the poll result in respect of **Resolution 4** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	452,511,638	99.988	53,873	0.012

Tan Sri Chairman declared that Resolution 4 was duly passed as follows:-

"THAT Encik Syed Ari Azhar bin Syed Mohamed Adlan who retired in accordance with Article 18.11 of the Company's Constitution, be re-elected as Director of Bursa Malaysia."

9.6 <u>Directors' fees for the financial year ended 31 December 2020</u> (Resolution 5)

Mr. Anthony Tai announced the poll result in respect of Resolution 5 which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 5	452,283,769	99.972	125,642	0.028

Tan Sri Chairman declared that **Resolution 5** was duly passed as follows:-

"THAT 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 2020 be approved."

9.7 Directors' payment of benefits from 1 April 2021 until the next AGM of the Company (Resolution 6)

Mr. Anthony Tai announced the poll result in respect of **Resolution 6** which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 6	451,706,349	99.848	686,012	0.152

Tan Sri Chairman declared that **Resolution 6** was duly passed as follows:-

"THAT the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors up to an amount of RM2,000,000 from 1 April 2021 until the next AGM of the Company be approved."

## 9.8 Appointment of Auditors (Resolution 7)

Mr. Anthony Tai announced the poll result in respect of Resolution 7 which was carried as follows:-

Resolution	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 7	446,642,195	98.695	5,907,614	1.305

Tan Sri Chairman declared that **Resolution 7** was duly passed as follows:-

"THAT the appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2021 and authorisation to the Board of Directors to determine their remuneration be approved."

### 10. CLOSE OF MEETING

# 10.1 Retirement of Datin Grace Yeoh Cheng Geok as Independent Non-Executive Director of Bursa Malaysia

Tan Sri Chairman informed that Datin Grace Yeoh Cheng Geok who retired by rotation in accordance with Article 18.4 of the Company's Constitution did not offer herself for re-election. As such, Datin Grace Yeoh Cheng Geok retired as Director of Bursa Malaysia at the close of the 44th AGM on 31 March 2021.

- 10.2 On behalf of the Board and Management, Tan Sri Chairman recorded his appreciation to Datin Grace Yeoh Cheng Geok for her immense contribution to Bursa Malaysia Group during her tenure of service as Director of the Company.
- 10.3 There being no other business to be transacted, Tan Sri Chairman declared that the 44<sup>th</sup> AGM of Bursa Malaysia as concluded, at 12.50 p.m.

## Confirmed as correct

Chairman

Date: 31 March 2021