

### **BURSA MALAYSIA BERHAD**

Registration No. 197601004668 (30632-P)

MINUTES OF THE  $46^{TH}$  ANNUAL GENERAL MEETING ("AGM") OF BURSA MALAYSIA BERHAD ("BURSA MALAYSIA" OR "THE COMPANY") HELD VIRTUALLY 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 THURSDAY, 30 MARCH 2023 AT 10.00 A.M.

#### **PRESENT**

#### Essential Individuals at the Broadcast Venue

**Board of Directors (10)** 

Tan Sri Abdul Wahid bin Omar (Chairman of the Board)

Datuk Muhamad Umar Swift (Chief Executive Officer ("CEO")/Executive Director)

Dato' Anad Krishnan a/I Muthusamy

Puan Sharifatu Laila binti Syed Ali

Datin Azlina binti Mahmad

Datuk Bazlan bin Osman

Mr. Pushpanathan a/I S.A. Kanagarayar

Ms. Chong Chye Neo

Encik Syed Ari Azhar bin Syed Mohamed Adlan

Tan Sri Abdul Farid bin Alias

### Others (13)

Puan Yong Hazadurah binti Md. Hashim (Company Secretary) Puan Izreen Fara binti Ismail (Joint Company Secretary) (Chief Financial Officer) Puan Rosidah binti Baharom Ms. Ng Sue Yan, Ernst & Young PLT (External Auditors) Encik Kamarul Baharin bin Tengku Zainal Abidin, Deloitte Business Advisory Sdn Bhd (Scrutineers) Ms. Alycia Chan Jia Shin, Above Creative Events (M) Sdn Bhd (Audio and Visual Support) Ms. Gi Gi Neoh Yong Qi, Above Creative Events (M) Sdn Bhd (Audio and Visual Support) Ms. Reynei Chan Yee Yan, Above Creative Events (M) Sdn Bhd (Audio and Visual Support) Mr. Bernard Gomez, Above Creative Events (M) Sdn Bhd (Audio and Visual Support) Mr. Justin Sebastian D'Souza, Above Creative Events (M) Sdn Bhd (Audio and Visual Support) Mr. Chong Yee Jiak, Above Creative Events (M) Sdn Bhd (Audio and Visual Support) Encik Mohd Hamirullah bin Jamal, Above Creative Events (M) Sdn Bhd (Audio and Visual Support) Mr. Tan Yu Han, Above Creative Events (M) Sdn Bhd (Audio and Visual Support)

## Attendance via video conferencing

Members of the Senior Management

Encik Julian Mahmud bin Hashim Encik Mohd Zulkifli bin Mustafa Puan Aina binti Zahari

Encik Mohd Saleem Kader bin Bakas

(Chief Regulatory Officer) (Director, Business Acceleration & Development) (Director, Corporate Strategy)

(Risk Management Committee Chairman)

(Audit Committee Chairman)

(Nomination & Remuneration Committee Chairman)

(Director, Derivatives Market)

Encik Azhar bin Mohd Zabidi (Director, Origination & Listing) Mr. Ashish Jaywant Rege (Director, Group Technology) (Director, Market Operations) Ms. Tay Yu Hui Encik Azman bin A. Khalid (Director, Group Human Resources) Ms. Emilia Tee Yoke Hoong (Director, Group Sustainability) Puan Mazliana binti Mohamed (Director, Risk & Compliance) Puan Fathilah binti Ishak (Acting Director/Senior VP, Information Technology Audit, Internal Audit) Mr. Wong Chiun Chiek (Senior EVP, Bursa Data Business) Encik Shamsul Akmal bin Ahmad (EVP, Bursa Sug Al-Sila') Puan Karwinda Nurini binti Kassim (EVP, Group Strategic Communications) (Executive Vice President ("EVP"), Investor Development) Ms. Stephanie Tan Kar Mun Ms. Dominica Chin (Vice President ("VP"), 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 46th AGM ("Meeting") was duly convened.

## NOTICE OF MEETING

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

### **PRELIMINARY**

- (1) As at 23 March 2023, the Company had 36,743 depositors and the total number of issued shares stood at 809,299,121 ordinary shares. Based on the registration data given by the Poll Administrator at the commencement of this meeting, 1813 members had registered and logged in the RPV facilities for attendance at the 46th AGM. They represented 233,244,322 ordinary shares which constituted 28.82% of the total issued shares of the Company.
- (2) As this AGM was conducted virtually for the fourth time, Tan Sri Chairman introduced the essential individuals (including himself) who were present at the Broadcast Venue. Members of the Senior Management were also in attendance via video conferencing.

- (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 46<sup>th</sup> AGM dated 1 March 2023.
- (4) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") as Poll Administrator to conduct the poll for the 46<sup>th</sup> AGM, and Deloitte Business 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 46th 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 Puan Yong Hazadurah binti Md Hashim, the Company Secretary of Bursa Malaysia and Puan Rosidah binti Baharom, the Chief Financial Officer of Bursa Malaysia were also the shareholders of the Company. They had offered to be the proposer and seconder for the proposed Resolutions 1 to 6 in the Agenda.
- (7) Tan Sri Chairman informed the Meeting that in order to ensure the orderliness of the proceeding of the 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 46th 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 4 and 5 in the Agenda concerning the remuneration for Non-Executive Directors.

# 1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 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 2022 ("FY2022") and the Reports of the Directors and Auditors as set out on pages 160 to 245 of the Integrated Annual Report ("IAR") 2022.
- 1.2 Tan Sri Chairman declared that the AFS for the FY2022 together with the Reports of the Directors and Auditors were received and duly tabled at the 46<sup>th</sup> AGM in accordance with Section 340(1)(a) of the CA 2016. Tan Sri Chairman explained that the AFS for the FY2022 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) 2022 Financial Performance: Financial Highlights for 2022 and Consistent Dividend Payout;
  - (2) 2022 Market Performance: Market Highlights (Securities Market, Derivatives Market, Islamic Markets); and 2022 Developments & Initiatives;
  - (3) Key Initiatives for 2023.

1.4 Ms. Ng Sue Ean, 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 FY2022 as set out on pages 165 to 168 of the IAR 2022.

Ms. Ng Sue Ean 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 Bazlan bin Osman (Resolution 1); and
  - (2) Encik Syed Ari Azhar bin Syed Mohamed Adlan (Resolution 2).

The profiles of the Directors standing for re-election were provided to Members on pages 107, 253 and 254 of the IAR 2022. The SC's concurrence had been obtained pursuant to Section 10(1)(b) of the Capital Markets and Services Act 2007 ("CMSA") via its letter dated 19 January 2023 for these 2 Directors seeking re-election.

- 2.2 **Resolution 1** was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.
- 2.3 **Resolution 2** was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

# 3. RE-ELECTION OF A DIRECTOR IN ACCORDANCE WITH ARTICLE 18.11 OF THE COMPANY'S CONSTITUTION

3.1 Tan Sri Chairman informed that Tan Sri Abdul Farid bin Alias retired by rotation in accordance with Article 18.11 of the Company's Constitution and who being eligible offered himself for re-election under **Resolution 3**.

Tan Sri Abdul Farid bin Alias's profile was provided to Members on pages 106 and 255 of the IAR 2022. The SC's concurrence had been obtained via its letter dated 19 January 2023 on his re-election pursuant to Section 10(1)(b) of the Capital Markets and Services Act 2007.

3.2 **Resolution 3** was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

#### 4. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4.1 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.

In this respect, the shareholders' approval was sought on the following Resolution 4:-

"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 2022."

4.2 **Resolution 4** on the payment of Directors' fees was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

# 5. DIRECTORS' PAYMENT OF BENEFITS FROM 31 MARCH 2023 UNTIL THE NEXT AGM OF THE COMPANY

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

"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 2023 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 46th AGM.

5.2 **Resolution 5** on the payment of Directors' benefits was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

### 6. APPOINTMENT OF AUDITORS

6.1 Tan Sri Chairman further informed that having regard to the annual assessment of the Auditors, the Board at its meeting held on 31 January 2023 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 2023 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 6**:-

"To appoint Ernst and Young PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Board of Directors to determine their remuneration."

Resolution 6 on the appointment of EY as Auditors and determination of their remuneration was proposed by Puan Yong Hazadurah binti Md Hashim and seconded by Puan Rosidah binti Baharom.

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

- (1) Tan Sri Chairman informed the Meeting that Bursa Malaysia had received questions prior to and during the 46<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 6.
  - 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 46<sup>th</sup> AGM were responded, accordingly.
- (2) Datuk CEO briefed the shareholders by reading out the questions submitted by the shareholders including those from Minority Shareholders Watch Group (MSWG) prior to the Meeting and the Management's responses for the same.
  - The complete list of questions received prior to the 46<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 Nomination and Remuneration Committee Chairman, Datuk Bazlan bin Osman was also invited to provide the responses to certain questions submitted via the query box.
  - The complete list of questions received during the 46<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 at 12.50 p.m. and proceeded to the last item in the Agenda.

### 6. ANY OTHER BUSINESS

6.1 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.

### 7. POLLING PROCESS

- 7.1 At 1.10 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 1.20 p.m., Tan Sri Chairman then announced that the voting session for the 46th AGM of Bursa Malaysia had ended.
- 7.2 The poll results were then handed over to the Scrutineers for validation.

#### 8. ANNOUNCEMENT OF POLL RESULTS

- At 1.40 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 Encik Kamarul Baharin bin Tengku Zainal Abidin ("Encik Kamarul Baharin") of Deloitte as the Scrutineers, to read out the poll results to the members, corporate representatives and proxies present.
- 8.2 Re-election of Datuk Bazlan bin Osman as Director in accordance with Article 18.4 of the Company's Constitution (Resolution 1)

Encik Kamarul Baharin 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	459,493,185	94.3598	27,465,673	5.6402

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

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

8.3 Re-election of Encik Syed Ari Azhar bin Syed Mohamed Adlan as Director in accordance with Article 18.4 of the Company's Constitution (Resolution 2)

Encik Kamarul Baharin 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 1	484,412,460	99.4762	2,550,846	0.5238

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

"THAT Encik Syed Ari Azhar bin Syed Mohamed Adlan who retired by rotation in accordance with Article 18.4 of the Company's Constitution, be re-elected as Director of Bursa Malaysia."

8.4 Re-election of Tan Sri Abdul Farid bin Alias as Director in accordance with Article 18.11 of the Company's Constitution (Resolution 3)

Encik Kamarul Baharin 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 1	486,743,753	99.9633	178,704	0.0367

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

"THAT Tan Sri Abdul Farid bin Alias who retired by rotation in accordance with Article 18.4 of the Company's Constitution, be re-elected as Director of Bursa Malaysia."

## 8.5 <u>Directors' fees for the financial year ended 31 December 2022</u> (Resolution 4)

Encik Kamarul Baharin 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 2	486,282,465	99.8902	534,435	0.1098

Tan Sri Chairman declared that Resolution 4 was duly carried 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 2022 be approved."

### 8.6 Directors' payment of benefits from 31 March 2023 until the next AGM of the Company (Resolution 5)

Encik Kamarul Baharin 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 3	486,164,662	99.8519	721,293	0.1481

Tan Sri Chairman declared that Resolution 5 was duly carried 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 31 March 2023 until the next AGM of the Company be approved."

### 8.67 Appointment of Auditors (Resolution 6)

Encik Kamarul Baharin 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 4	483,737,938	94.5879	3,247,518	5.4121

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

"THAT the appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2023 and authorisation to the Board of Directors to determine their remuneration be approved."

### 9. CLOSE OF MEETING

9.1 There being no other business to be transacted, Tan Sri Chairman declared that the 46<sup>th</sup> AGM of Bursa Malaysia as concluded, at 1.50 p.m.

### **Confirmed as correct**

Chairman

Date: 30 March 2023