

# Notice of 45<sup>th</sup> 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 45<sup>th</sup> 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 TIH Online website at <https://tiah.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 45<sup>th</sup> 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.
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 2

### 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 45<sup>th</sup> 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 45<sup>th</sup> Annual General Meeting

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#### **Notes:**

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

- 1.1 The Company's virtual 45<sup>th</sup> 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 45<sup>th</sup> AGM.
- 1.2 Registration for RPV is open from the date of the Notice of the 45<sup>th</sup> AGM on **Tuesday, 1 March 2022** until such time before the voting session ends at the 45<sup>th</sup> 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 45<sup>th</sup> AGM for verification of their eligibility to attend the 45<sup>th</sup> 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 45<sup>th</sup> 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 45<sup>th</sup> 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 45<sup>th</sup> 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 45<sup>th</sup> 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](mailto: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.

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**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 45<sup>th</sup> 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.

## 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 45<sup>th</sup> 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:

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

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 45<sup>th</sup> 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 44<sup>th</sup> AGM of the Company held on 31 March 2021, the benefits payable to the NEDs of the Company from 1 April 2021 until the 45<sup>th</sup> 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.

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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:

<b>Description</b>	<b>Chairman</b>	<b>NEDs / Member</b>
<b>Meeting Allowance</b> (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
<b>Fixed Allowance</b>		
• 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)
<b>Monthly Fixed Allowance</b> – Chairman of Bursa Malaysia [Note 1]	RM52,000	Not Applicable
<b>Other Benefits for NEDs of Bursa Malaysia only</b>	Club membership, medical coverage, travel and other claimable benefits	Medical coverage, travel and other claimable benefits

Notes:

1. 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.
  2. 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 45<sup>th</sup> 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 44<sup>th</sup> AGM which was up to RM2,000,000.

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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:

<b>Directors' Benefits (as approved at AGMs)</b>	<b>41<sup>st</sup> AGM on 28 March 2018</b>	<b>42<sup>nd</sup> AGM on 28 March 2019</b>	<b>43<sup>rd</sup> AGM on 29 April 2020</b>	<b>44<sup>th</sup> AGM on 31 March 2021</b>	<b>Approval sought at 45<sup>th</sup> AGM</b>
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)	<b>RM2,000,000 (from 31 March 2022 to 46<sup>th</sup> AGM in 2023)</b>

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 45<sup>th</sup> 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 45<sup>th</sup> 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 45<sup>th</sup> 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 45<sup>th</sup> 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 45<sup>th</sup> AGM is as follows:

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

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.