

Notice of 32nd Annual General Meeting

BURSA MALAYSIA BERHAD 30632-P
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT the 32nd Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur on Thursday, 2 April 2009 at 10.00 a.m. for the transaction of the following business:

Ordinary Business

- 1 To receive and adopt the Audited Financial Statements for the year ended 31 December 2008 and Reports of the Directors and Auditors thereon. **Resolution 1**
- 2 To re-elect the following Directors who retire by rotation in accordance with Article 69 of the Company's Articles of Association and who being eligible offer themselves for re-election:
 - (1) Dato' Dr. Thillainathan a/l Ramasamy **Resolution 2**
 - (2) Encik Cheah Tek Kuang **Resolution 3**
 - (3) Datin Paduka Siti Sa'diah binti Sheikh Bakir **Resolution 4**
 - (4) Encik Izham bin Yusoff **Resolution 5**
- 3 To re-elect the following Directors who retire in accordance with Article 76 of the Company's Articles of Association and who being eligible offer themselves for re-election:
 - (1) Dato' Saiful Bahri bin Zainuddin **Resolution 6**
 - (2) Encik Ong Leong Huat @ Wong Joo Hwa **Resolution 7**
- 4 To approve payment of final dividend of 7.8 sen per share less 25% income tax in respect of the financial year ended 31 December 2008. **Resolution 8**
- 5 To approve the payment of Directors' fees amounting to RM60,000 per annum for the Non-Executive Chairman and RM40,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2008. **Resolution 9**
- 6 To appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. **Resolution 10**

Special Business

- 7 To consider and if thought fit, to pass the following Ordinary Resolution:

"**THAT** pursuant to Section 132D of the Companies Act 1965, the Articles of Association of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares of the Company, from time to time, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being in any one financial year and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

Resolution 11

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8 To consider and if thought fit, to pass the following Ordinary Resolution:

“THAT subject to Section 67A of the Companies Act 1965 (“the Act”) and Part IIIA of the Companies Regulations 1966, provisions of the Company’s Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia Securities”) and any other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised to make purchase(s) of ordinary shares of RM0.50 each in the Company’s issued and paid-up share capital on Bursa Malaysia Securities subject to the following:

- (1) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company (“Shares”) for the time being;
- (2) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and share premium account of the Company. As of 31 December 2008, the audited retained profits and share premium account of the Company were RM302,615,000 and RM70,736,000 respectively;
- (3) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and, unless renewed by an ordinary resolution passed by the shareholders of the Company in general meeting, will expire:
 - (a) at the conclusion of the next Annual General Meeting (“AGM”) of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting; or
 - (b) upon the expiration of the period within which the next AGM after that date is required by the law to be held,
whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements of Bursa Malaysia Securities or any other relevant authority; and
- (4) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Shares in the following manner:
 - (a) cancel the Shares so purchased; or
 - (b) retain the Shares so purchased as treasury shares; or
 - (c) retain part of the Shares so purchased as treasury shares and cancel the remainder; or
 - (d) distribute the treasury shares as share dividends to shareholders and/or resell on Bursa Malaysia Securities and/or cancel all or part of them; orin any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

Resolution 12

9 To consider and if thought fit, to pass the following Special Resolution in accordance with Section 129(6) of the Companies Act 1965:

“THAT Tun Mohamed Dzaiddin bin Haji Abdullah, a Public Interest Director who retires pursuant to Section 129(2) of the Companies Act 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company.”

Resolution 13

10 To transact any other business of which due notice shall have been given in accordance with the Companies Act 1965 and the Company’s Articles of Association.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 32nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 49A(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 26 March 2009. Only a depositor whose name appears on the Record of Depositors as at 26 March 2009 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

Yong Hazadurah binti Md. Hashim, LS 006674
Hong Soo Yong, MAICSA 7026744
Company Secretaries

Kuala Lumpur
11 March 2009

Notes

Proxy

- 1 A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 2 In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- 3 A member shall not, subject to Paragraph (4) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- 4 Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- 5 Any alteration to the instrument appointing a proxy must be initialised. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tenaga Koperat Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting.

Abstention from Voting

- 6 All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on **Resolution 9** concerning remuneration to Non-Executive Directors at the 32nd AGM.

Special Business

- 7 Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965

The proposed **Resolution 11**, if passed, will give the Directors of the Company, the authority to allot and issue ordinary shares from unissued capital of the Company up to an amount not exceeding 10% of the Company's total issued share capital for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

- 8 Ordinary Resolution pursuant to Section 67A of the Companies Act, 1965

The proposed **Resolution 12**, if passed, will give the Company the authority to purchase its own ordinary shares of up to 10% of the issued and paid-up share capital of the Company for the time being. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM after that date is required by the law to be held, whichever occurs first.

The details and rationale on the proposed authority for the Company to purchase its own shares are provided in the Circular to Shareholders as per Appendix I, which is circulated together with the Notice of 32nd AGM dated 11 March 2009.

- 9 Special Resolution pursuant to Section 129(6) of the Companies Act, 1965

The re-appointment of Tun Mohamed Dzaiddin bin Haji Abdullah, a person over the age of seventy (70) years as Public Interest Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed **Resolution 13** has been passed by a majority of not less than three-fourth (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been duly given.