

NOTICE OF 36TH ANNUAL GENERAL MEETING

BURSA MALAYSIA BERHAD (30632-P)

(INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT, 1965)

NOTICE IS HEREBY GIVEN THAT the 36th Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held at Tun Dr. Ismail Hall, Level 2, Putra World Trade Centre, 41, Jalan Tun Ismail, 50480 Kuala Lumpur on Thursday, 28 March 2013 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 2012 and Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of final dividend of 13.5 sen per share under single-tier system in respect of the financial year ended 31 December 2012. **Resolution 2**
3. To approve the appointment of the following person(s) as Independent Non-Executive Director(s) in accordance with Article 69 of the Company's Articles of Association in place of the retiring Director(s):
 - (1) Datuk Karownikaran @ Karunakaran a/l Ramasamy **Resolution 3**
 - (2) Encik Chay Wai Leong **Resolution 4**
 - (3) Encik Ghazali bin Darman **Resolution 5**

Dato' Dr. Thillainathan a/l Ramasamy, Encik Cheah Tek Kuang and Encik Izham bin Yusoff who were appointed as Directors of the Company on 10 April 2004 will retire in accordance with Article 69 of the Company's Articles of Association and will not seek re-election in view of the implementation of the Board's 9-year policy and in line with the recommendations in the Malaysian Code on Corporate Governance (MCCG) 2012. Hence, they will retain office until the close of the 36th AGM.

Dato' Wong Puan Wah @ Wong Sulong who retires in accordance with Article 69 of the Company's Articles of Association, has expressed his intention not to seek re-election. Hence, he will also retain office until the close of the 36th AGM.

4. To approve the payment of Directors' fees amounting to RM90,000 per annum for the Non-Executive Chairman and RM60,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2012. **Resolution 6**
5. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2013 and to authorise the Board of Directors to determine their remuneration. **Resolution 7**

Special Business

6. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with Section 129(6) of the Companies Act 1965:
 - (1) "THAT Tun Mohamed Dzaidin 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 8**
 - (2) "THAT Tan Sri Datuk Dr. Abdul Samad bin Haji Alias, an Independent Non-Executive 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 9**

7. To consider and if thought fit, to pass the following Special Resolution:

Proposed Amendments to the Articles of Association of the Company

“THAT the proposed amendments to the Articles of Association of the Company contained in the document marked as “Appendix I” (Proposed Amendments) which have been circulated to the members of the Company be approved and adopted;

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

Resolution 10

8. 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 36th 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 21 March 2013. Only a depositor whose name appears on the Record of Depositors as at 21 March 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the shareholders’ approval for the payment of final dividend of 13.5 sen per share under single-tier system in respect of the financial year ended 31 December 2012 (Dividend) under **Resolution 2** at the 36th AGM of the Company, the Dividend will be paid to the shareholders on 16 April 2013. The entitlement date for the Dividend shall be 3 April 2013.

Shareholders of the Company will only be entitled to the Dividend in respect of:

- (a) securities transferred into their securities account before 4.00 p.m. on 3 April 2013 for transfers; and
- (b) securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

Yong Hazadurah binti Md. Hashim, LS 006674

Hong Soo Yong, MAICSA 7026744

Company Secretaries

Kuala Lumpur

28 February 2013

NOTICE OF 36TH ANNUAL GENERAL MEETING

BURSA MALAYSIA BERHAD (30632-P)

(INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT, 1965)

Notes:

Proxy

1. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies, 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 Paragraphs (4) and (5) 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 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. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
5. Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
6. 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, Tricor Investor Services 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.

Appointment of new Independent Non-Executive Directors

7. In conjunction with the implementation of the Board 9-year policy for Independent Non-Executive Directors (INED), the Nomination and Remuneration Committee (NRC) had conducted a review of the candidates in the pool of potential Directors for progressive refreshing of the Board. The Board at its meeting held on 28 November 2012 approved the NRC's recommendation for the appointment of these candidates as INED of Bursa Malaysia in place of the retiring Directors. Their profiles are as set out in Section A of the Statement Accompanying Notice of 36th AGM.

In line with Recommendation 3.1 of the MCGG 2012, the Board had conducted an assessment of independence under the nomination and election process of INED, whereby the NRC reviewed whether each of the nominated candidates had satisfied the criteria for an independent director as prescribed in Bursa Malaysia Securities Berhad (Bursa Securities) Main Market Listing Requirements (Main LR) and its Practice Note 13 prior to seeking shareholders' approval at the 36th AGM on their appointment as INEDs.

The Securities Commission (SC)'s concurrence has been sought pursuant to Section 10(1)(b) of the Capital Markets and Services Act 2007 (CMSA) for the proposed appointment of the said three (3) candidates to be approved by the shareholders as INED of the Company in accordance with Article 69 of the Company's Articles of Association.

Abstention from Voting

8. All the Non-Executive Directors (NED) of the Company who are shareholders of the Company will abstain from voting on **Resolution 6** concerning remuneration to the NED at the 36th AGM.
9. Any proposed Director or Director referred to in Resolutions 3, 4, 5, 8 and 9, who is a shareholder of the Company will abstain from voting on the resolution in respect of his election or re-appointment at the 36th AGM.

Special Business

10. Ordinary Resolutions: Re-appointment of Directors pursuant to Section 129(6) of the Companies Act 1965

The NRC is satisfied with the skills, contribution and independent judgment that Tun Mohamed Dzaiddin bin Haji Abdullah and Tan Sri Datuk Dr. Abdul Samad bin Haji Alias bring to the Board. They have satisfactorily demonstrated that they are independent of management and 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. In view thereof, the Board recommends and supports their re-appointment, as they have offered themselves for re-appointment as Directors of the Company, to be approved by shareholders at the 36th AGM of the Company as follows:-

- (1) The re-appointment of Tun Mohamed Dzaiddin bin Haji Abdullah, a person over the age of 70 years as Public Interest Director (PID) of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed **Resolution 8** has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at the 36th AGM.

Tun Mohamed Dzaiddin bin Haji Abdullah, aged 75, was appointed on 1 March 2004 as PID and Chairman of Bursa Malaysia by the Minister of Finance (MOF) in consultation with the SC pursuant to Section 10(1)(a) and (3) of the CMSA. His profile is as set out in Section B of the Statement Accompanying Notice of 36th AGM.

Tun Chairman has completed his tenure of nine (9) years on 28 February 2013. He will continue to serve on the Board, as his term of appointment has been extended by the MOF for a term of one (1) year from 1 March 2013. In the light of Recommendation 3.2 of the MCCG 2012, he may be regarded as Non-Independent NED, for continuing to hold office as PID of the Company exceeding nine (9) years from 1 March 2013.

Although the Board through the annual Board Effectiveness Evaluation exercise has satisfied itself with the level of independence of Tun Mohamed Dzaiddin bin Haji Abdullah who is a PID, the Board does not propose to present any such justification for seeking shareholders' approval to retain him as an Independent NED in accordance with Recommendation 3.3 of the MCCG 2012.

- (2) The re-appointment of Tan Sri Datuk Dr. Abdul Samad bin Haji Alias, a person over the age of 70 years as INED of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed **Resolution 9** has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at the 36th AGM.

Tan Sri Datuk Dr. Abdul Samad bin Haji Alias who was appointed as INED on 7 July 2011, will attain 70 years of age on 26 March 2013. His profile is as set out in Section B of the Statement Accompanying Notice of 36th AGM.

11. Special Resolution pursuant to Section 31 of the Companies Act 1965

The Proposed Amendments to the Articles of Association (AA) of the Company are made for the following purpose:

- (1) To ensure that the AA of the Company comply with the amended Bursa Securities Main LR since it took effect from 3 January 2012;
- (2) To incorporate the necessary amendments that arise from the Capital Markets and Services (Amendment) Act 2011 dated 3 October 2011;
- (3) To reflect the provisions to cater for the use of technology in various forms of electronic communications or devices with regard to the issuance of notice of Directors' meeting and poll voting;
- (4) To update the AA of the Company so as to ensure clarity and consistency with the relevant regulatory provisions and the MCCG 2012; and
- (5) To correct certain typographical errors in the AA of the Company.

The rationale for the Proposed Amendments are provided in Appendix I, which is circulated together with the Notice of 36th AGM dated 28 February 2013.

The Proposed Amendments shall take effect if the proposed **Resolution 10** has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy at the 36th AGM.