



# Notice of 34<sup>th</sup> Annual General Meeting

**Bursa Malaysia Berhad** (30632-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE IS HEREBY GIVEN THAT** the 34<sup>th</sup> Annual General Meeting (AGM) of Bursa Malaysia Berhad (the Company) will be held at Nirwana Ballroom 1, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 14 April 2011 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 2010 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 Izham bin Yusoff **Resolution 3**
  - (3) Dato' Wong Puan Wah @ Wong Sulong **Resolution 4**
  - (4) Encik Cheah Tek Kuang **Resolution 5**
3. To re-elect Dato' Tajuddin bin Atan who retires in accordance with Article 76 of the Company's Articles of Association and who being eligible offers himself for re-election. **Resolution 6**
4. To approve the payment of final dividend of 10.5 sen per share under single-tier system in respect of the financial year ended 31 December 2010. **Resolution 7**
5. 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 2010. **Resolution 8**
6. To appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2011 and to authorise the Board of Directors to determine their remuneration. **Resolution 9**

## 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 10**
8. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act 1965:

"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 reappointed as Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."

**Resolution 11**
9. 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 34<sup>th</sup> 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 7 April 2011. Only a depositor whose name appears on the Record of Depositors as at 7 April 2011 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 10.5 sen per share under single-tier system in respect of the financial year ended 31 December 2010 (Dividend) under **Resolution 7** at the 34<sup>th</sup> AGM of the Company, the Dividend will be paid to the shareholders on 4 May 2011. The entitlement date for the Dividend shall be 20 April 2011.

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 20 April 2011 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

23 March 2011

## Notice of 34<sup>th</sup> Annual General Meeting

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, 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.

### Abstention from Voting

- 6 All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on **Resolution 8** concerning remuneration to Non-Executive Directors at the 34<sup>th</sup> AGM.

### Special Business

#### 7 **Ordinary Resolution: Renewal of Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act 1965**

The Company has not issued any new shares pursuant to Section 132D of the Companies Act 1965 under the general authority which was approved at the 33<sup>rd</sup> AGM held on 29 March 2010 and which will lapse at the conclusion of the 34<sup>th</sup> AGM to be held on 14 April 2011. A renewal of this authority is being sought at the 34<sup>th</sup> AGM under proposed **Resolution 10**.

In case of any strategic opportunities involving equity deals, which may require Bursa to allot and issue new shares speedily, Bursa may capitalise on its advantageous position if the Board considers it to be in the best interest of the Company. Any delay arising from and cost involved in convening a general meeting to approve such issuance of shares should be eliminated.

The proposed **Resolution 10** 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 the time being. There will be no adverse effect on the share price in such cases, as the new issuance would not be priced at a discount of more than 10% of the weighted average market price for five (5) market days before the price-fixing date. 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: Reappointment of Director pursuant to Section 129(6) of the Companies Act 1965**

The reappointment of Tun Mohamed Dzaiddin bin Haji Abdullah, a person over the age of 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 11** 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 34<sup>th</sup> AGM of which not less than 21 days' notice has been duly given.