



BURSA MALAYSIA BERHAD

(Company No. 30632-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of BURSA MALAYSIA BERHAD (“Bursa Malaysia” or 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 11:30 a.m., or immediately following the conclusion or adjournment (as the case may be) of the Thirty-Fourth (34th) Annual General Meeting of the Company, which is scheduled to be held at the same venue and on the same day at 10:00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (“PROPOSED AMENDMENT”)

“**THAT** approval be and is hereby given for the Company to amend Clause 5(b)(xii) of the Memorandum of Association of the Company by the inclusion of the words as underlined and set out herein below:

“To provide or subscribe to superannuation funds or such other pension or other funds and to make or establish such arrangements or schemes for the benefit of employees of the Company and its subsidiaries, as the Company deems fit or otherwise, to assist any such employees, their widows, children and dependants”

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to take such steps that are necessary to make and give full effect to the Proposed Amendment.”

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME (“PROPOSED SGP”)

“**THAT** subject to all approvals of the relevant authorities for the Proposed SGP being obtained and to the extent permitted by law and the Memorandum and Articles of Association of the Company, the Company be and is hereby authorised:

- (i) to establish, implement and administer a share grant plan for the benefit of the Eligible Employees, and Eligible Executives of Bursa Malaysia and its subsidiaries (excluding subsidiaries which are dormant) (“**Bursa Malaysia Group**”) who fulfill the conditions of eligibility for participation in the Proposed SGP in accordance with the By-Laws of the Proposed SGP (“**By-Laws**”), a draft of which is set out in Appendix I of the Circular to Shareholders dated 23 March 2011;
- (ii) to appoint a trustee to facilitate the implementation of the Proposed SGP and authorise the trustee to subscribe for new ordinary shares of RM0.50 each in Bursa Malaysia (“**Bursa Malaysia Shares**”) for the purpose of the Proposed SGP;
- (iii) to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the trustee to subscribe for new Bursa Malaysia Shares provided that the Company or any subsidiaries of the Bursa Malaysia Group shall not provide such money or assistance (financial or otherwise) if it would be in breach of any laws of Malaysia and where the lending subsidiary is a foreign corporation, the relevant laws of the place of incorporation of the lending subsidiary;
- (iv) to allot and issue to the Trustee and/or procure the transfer of such number of new Bursa Malaysia Shares pursuant to the Proposed SGP (“**Plan Shares**”) from time to time as may be required for the purpose of the Proposed SGP, provided that the total number of Plan Shares to be allotted and issued and/or transferred shall not exceed ten percent (10%) in aggregate of the total issued and paid-up ordinary share capital of Bursa Malaysia (excluding treasury shares) at any point in time throughout the duration of the Proposed SGP;
- (v) to modify and/or amend the Proposed SGP and/or By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board of Directors of Bursa Malaysia or any Committee established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments;
- (vi) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed SGP and terms of the By-Laws;

THAT the proposed By-Laws of the Proposed SGP, as set out in Appendix I of the Circular to Shareholders dated 23 March 2011, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved;

AND THAT the Board of Directors of the Company be and is hereby authorised to give effect to the Proposed SGP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix I of the Circular to Shareholders dated 23 March 2011) as it may deem fit and/or as may be required by the relevant regulatory authorities.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF PLAN SHARES TO DATO' TAJUDDIN BIN ATAN

"**THAT** subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities for the proposed establishment of a share grant plan of up to ten percent (10%) of the issued and paid-up ordinary share capital of the Company (excluding treasury shares) at any point in time ("**Proposed SGP**"), the Board of Directors of the Company be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to Dato' Tajuddin bin Atan, the Chief Executive Officer of the Company, of up to two million and eight hundred thousand (2,800,000) new ordinary shares of RM0.50 each in the Company ("**Plan Shares**") which will be vested in him at a future date and to allot and issue and/or procure the transfer of such number of Plan Shares to him, all in accordance with the By-Laws of the Proposed SGP, a draft of which is set out in Appendix I of the Circular to Shareholders dated 23 March 2011."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this EGM, 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.

BY ORDER OF THE BOARD

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

Kuala Lumpur
23 March 2011

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 *Although the Proposed SGP and the Proposed Amendment are not inter-conditional with each other, Dato' Tajuddin bin Atan, who is deemed interested in the Proposed SGP by virtue of his eligibility under the Proposed SGP in his capacity as the Chief Executive Officer of the Company, will abstain from voting on the **Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 2** pertaining to the Proposed Amendment, Proposed SGP and proposed allocations to him under the Proposed SGP respectively. Further, Dato' Tajuddin bin Atan has also undertaken that he shall ensure that persons connected with him will abstain from voting in respect of their direct and/or indirect shareholdings in Bursa Malaysia on **Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 2**.*