

TELEKOM MALAYSIA BERHAD

198401016183 (128740-P)
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-SIXTH (36TH) ANNUAL GENERAL MEETING (AGM) OF TELEKOM MALAYSIA BERHAD (TM OR THE COMPANY) HELD FULLY VIRTUAL VIA MEETING PLATFORM <https://web.lumiagm.com> WITH THE BROADCAST VENUE AT KRISTAL HALL, TM CONVENTION CENTRE, MENARA TM, JALAN PANTAI BAHARU, 50672 KUALA LUMPUR, MALAYSIA ON TUESDAY, 25 MAY 2021 AT 10:00 A.M.

I. ATTENDEES

1.0 DIRECTORS AND MANAGEMENT AT THE BROADCAST VENUE

1. Tan Sri Dato' Seri Mohd Bakke Salleh [*Chairman*]
2. Encik Shazril Imri Mokhtar
[*Managing Director/Group Chief Executive Officer*]
3. YM Tunku Afwida Tunku Dato' A.Malek
4. Encik Hisham Zainal Mokhtar
5. Encik Razidan Ghazalli [*Group Chief Financial Officer*]
6. Puan Hamizah Abidin [*Group Company Secretary*]

2.0 DIRECTORS ATTENDING VIRTUALLY

1. Puan Anis Rizana Mohd Zainudin @ Mohd Zainuddin
2. YBhg Dato' Mohamed Nasri Sallehuddin
3. YBhg Dato' Mohd Naim Daruwish
4. Mr Balasingham A. Namasiwayam
5. Mr Suhendran Sockanathan
6. YBhg Dato' Ibrahim Marsidi
7. YBhg Datuk Siti Zauyah Md Desa

3.0 FULLY VIRTUAL 36th ANNUAL GENERAL MEETING PROCEEDINGS

The 36th Annual General Meeting (AGM) was convened in accordance with the provisions of Section 327 of the Companies Act 2016 (CA 2016) and Clause 84 of the Company's Constitution. The provisions allow for general meeting to be held at more than one location through any form of telecommunication technology that allow shareholders to participate and vote, provided that the Chairman of the meeting must be present at the main location.

The Company's 36th AGM proceeding was held in compliance with the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers updated on 6 May 2021 (SC Guidance Notes), which allows AGM of a listed issuer to be held fully virtual during the Movement Control Order (MCO) period. Fully virtual general meeting was defined to be a general meeting conducted online, without a physical meeting venue save for a broadcast venue where only the essential individuals are physically present to organise the fully virtual meeting.

4.0. SHAREHOLDERS AND PROXIES

As at 18 May 2021, being the cut-off date for attendance eligibility for the Company's AGM, TM has 40,872 depositors/members representing a total of 3,765,777,523 ordinary shares.

The online application to attend TM's 36th fully virtual AGM and appointment of proxy(ies) via LUMI AGM application were managed by TM's Share Registrar, Boardroom Share Registrars Sdn Bhd (Boardroom). The registration was opened from 23 April 2021 and closed at 12:00 noon on 24 May 2021. The application allowed shareholders to apply for credentials to join the virtual meeting and appoint proxy(ies).

As at 12:00 noon on 24 May 2021, a total of 1,029 members comprising shareholders, proxies and corporate representatives registered for the AGM via Remote Participation and Electronic Voting facilities (RPEV) managed by Boardroom. Meanwhile, as at 10:00 a.m. on 25 May 2021, a total of 302 members representing 2,200,740,247 ordinary shares or 53.6% of the total paid-up shares of TM, participated online in TM's 36th AGM as per the Attendance Record issued by Boardroom.

5.0 EXTERNAL AUDITOR: MESSRS ERNST & YOUNG PLT (EY)

Pursuant to Section 285 of the CA 2016, TM's external auditor was present at the AGM where the Company's Audited Financial Statements for the financial year ended 31 December 2020 were laid. EY was represented by Encik Ahmad Zahirudin Abdul Rahim as the Lead Audit Partner.

6.0 POLL ADMINISTRATORS AND INDEPENDENT SCRUTINEERS

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), Boardroom was appointed as Poll Administrator for the AGM. Whilst Cik Ruzeti Emar Mohd Rosli from Sky Corporate Services Sdn Bhd (SCS), the Independent Scrutineers, was appointed to validate the votes.

II. MEETING PROCEEDINGS

1.0 CHAIRMAN OF MEETING

Tan Sri Dato' Seri Mohd Bakke Salleh, being the Chairman of TM (Tan Sri Chairman), took the chair and commenced the proceeding of the 36th AGM at 10:00 a.m.

2.0 WELCOMING ADDRESS BY CHAIRMAN

- 2.1 On behalf of the Board, Tan Sri Chairman welcomed the members and invitees to the 36th AGM and thanked for their continuous support to TM.
- 2.2 As per 2020, the Company's 36th AGM was conducted fully virtual and accessible online to the shareholders from the Broadcast Venue at Kristal Hall, TM Convention Centre, Kuala Lumpur.
- 2.3 TM has taken all measures required under the relevant Standard Operating Procedures (SOPs) to ensure the safety of those present at the Broadcast Venue. Only 7 persons were present at the Broadcast Venue and the total workforce was less than 15% of the capacity of Kristal Hall.
- 2.4 Before proceeding with the Meeting, Tan Sri Chairman invited shareholders to view the prayer recital video and urged non-muslim shareholders to also recite prayers in accordance with their beliefs for the Meeting to proceed smoothly.
- 2.6 Tan Sri Chairman then introduced the Essential Individuals i.e. Directors and Management who were present at the Broadcast Venue as follows:
- a) Encik Imri Mokhtar, Managing Director/Group Chief Executive Officer (MD/GCEO);
 - b) Encik Hisham Zainal Mokhtar, Chairman of the Board Audit Committee (BAC);
 - c) Encik Razidan Ghazalli, Group Chief Financial Officer;
 - d) Puan Hamizah Abidin, Group Company Secretary; and
 - e) YM Tunku Afwida Tunku Dato' A.Malek, Senior Independent Director (SID) and Chairperson of Nomination and Remuneration Committee (NRC), Board Investment Committee and Long Term Incentive Plan Committee.
- 2.7 Tan Sri Chairman proceeded to introduce the other seven Directors who attended the AGM virtually from their homes or offices.
- 2.8 Other Management team also attended the AGM from the AGMNet area and virtually from other locations.

3.0 QUORUM OF MEETING

- 3.1 The Group Company Secretary informed that based on the cut-off date of persons entitled to attend the AGM, the number of depositors registered for the AGM were 1,029 representing 1,972,540 shares of the Company.
- 3.2 Based on the attendance report provided by the Share Registrar, the total number of persons registered via the RPEV for the fully virtual AGM at the commencement of the meeting, at 10:00 a.m., was 302 representing 2,200,740,247 shares or 53.60% of the total issued shares of the Company.
- 3.3 The Group Company Secretary thereafter confirmed that there was sufficient quorum of a minimum two Members present in person or by proxy for this AGM, pursuant to Clause 85 of the Company's Constitution.

4.0 **NOTICE OF MEETING**

- 4.1 Tan Sri Chairman proposed the Notice of the 36th AGM issued on 23 April 2021 to be taken as read in compliance with Section 316(2) of the CA 2016 and Clause 80(1) of the Company's Constitution.
- 4.2 As the Notice has been duly served and posted on TM's website, the Notice was taken as read. With that, Tan Sri Chairman declared the 36th AGM of the Company to be duly convened.

5.0 **CHAIRMAN'S REMARKS**

- 5.1 The 2020 Integrated Annual Report (2020 IAR) is available on TM's website and issued to Bursa Securities together with the AGM Notice on 23 April 2021. The Chairman's Statement was incorporated in the 2021 IAR.
- 5.2 On behalf of the Board and Management, Tan Sri Chairman placed on record the Company's appreciation to all former Directors who have left the Company since the last AGM, as follows:
- a) Datuk Zalekha Hassan;
 - b) Dato' Asri Hamidin @ Hamidon; and
 - c) Dato' Noor Kamarul Anuar Nuruddin.
- 5.3 Tan Sri Chairman further welcomed the following Directors who were appointed on the Board since the last AGM:
- a) Encik Imri Mokhtar who has been appointed as MD/GCEO of TM since 1 August 2020;
 - b) Puan Anis Rizana who was appointed to replace Dato' Asri, representing the interests of the Special Shareholder; and
 - c) Datuk Siti Zauyah who was appointed as Independent Non-Executive Director (INED) in place of Datuk Zalekha.
- Tunku Afwida was appointed as the SID to fill the position left vacant by Datuk Zalekha.
- 5.4 TM's Board composition is in compliance with Paragraph 15.02 of the Main LR of Bursa Securities, Clause 104(a) of TM's Constitution and Practice 4.1 of the Malaysian Code of Corporate Governance (MCCG), where more than 1/3 of the directors are independent directors. Currently 6 Independent Directors form a majority on TM Board of 11 members.
- 5.5 Tan Sri Chairman, on behalf of the Board, extended the Board's gratitude to all Warga TM nationwide, for their dedication, hard work and resilience for the past year and especially during the ongoing Covid-19 pandemic.
- 5.6 As stated in the Administrative Details of the AGM in the 2020 IAR, no door gift would be provided for participants of the virtual AGM. Should there be any revision to the gift policy, in view of the comments raised by the shareholders, the Board and Management would explore the suggestions at the next AGM of the Company.

- 5.7 In line with Clause 89(1) of the Company's Constitution and pursuant to Paragraph 8.29A of the Main LR of Bursa Securities, the voting of each resolution set out in the AGM Notice would be conducted by way of poll.
- 5.8 The e-polling has been opened from the commencement of the meeting and participants are able to cast their votes for all the resolutions until the end of the e-polling session which would be announced after the Questions and Answers (Q&A) session.
- 5.9 Boardroom was appointed as Administrators to conduct the voting via e-polling and SCS as Independent Scrutineers to verify and validate the poll results. Participants were then invited to view a short video on the remote polling process.

6.0 **MCCG 2021: CONDUCT OF GENERAL MEETINGS**

- 6.1 The Board has noted the enhanced MCCG dated 28 April 2021 particularly on the new Practices on the Conduct of General Meetings, for a more meaningful relationship with stakeholders.
- 6.2 The Board hoped to be able to provide meaningful engagement with the shareholders on the resolutions to be tabled as well as the Company's financial and non-financial performance and long-term strategies. However, any product or customer service related queries should be submitted to the dedicated email as notified to the shareholders in the landing page upon login to this online AGM.
- 6.3 It was highlighted that questions received prior or during the AGM would be addressed after all the resolutions have been tabled. Questions which have been addressed via MSWG queries and pre-AGM platform would not be entertained again so as to provide opportunity for questions from other members.

7.0 **PRESENTATION BY GCEO**

- 7.1 Tan Sri Chairman thereafter invited Encik Imri, to present the highlights on the Company's performance as well moving forward plans.
- 7.2 GCEO thanked Tan Sri Chairman and proceeded to present on the following highlights:
- a) Company's updates;
 - b) Financial Year 2020: Financial and Operational Highlights; and
 - c) Moving Forward : Strategising for Growth in 2020 - Fixing the Basics and Embracing Customer Experience.

8.0 **ISSUES AND CONCERNS RAISED BY THE MINORITY SHAREHOLDERS' WATCH GROUP (MSWG)**

- 8.1 Encik Imri thereafter presented TM's replies to the points raised by MSWG in their letter dated 11 May 2021, on operational and financial matters. TM has replied to the said MSWG's letter on 24 May 2021.
- 8.2 Tan Sri Chairman thanked Encik Imri for his presentation and MSWG for their questions.

[Presentation by MD/GCEO commenced from 10.22 a.m. to 10.48 a.m. The presentation slides including the responses to MSWG's questions are available on the Company's website at <https://www.tm.com.my/investorrelations>]

9.0 **RECEIPT OF AUDITED FINANCIAL STATEMENTS (AFS) FOR THE FINANCIAL YEAR ENDED (FYE) 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

- 9.1 Tan Sri Chairman proceeded with the tabling of the AFS and Reports of the Directors and Auditors for FYE 31 December 2020, as contained in the Financial Book of the 2020 IAR.
- 9.2 In line with Section 340(1)(a) of CA 2016, the AFS and Reports of Directors and Auditors for FYE 31 December 2020, were tabled for shareholders' information and discussion as it did not require shareholders' approval. Hence, it would not be put for voting.
- 9.3 Encik Ahmad Zahirudin of EY confirmed that the AFS have been prepared in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the CA 2016 and presented a true and fair view of the financial position of the Company and Group as at 31 December 2020.

10.0 **ORDINARY RESOLUTION 1
RE-ELECTION OF DATUK SITI ZAUYAH MD DESA WHO RETIRES PURSUANT TO CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, OFFER HERSELF FOR RE-ELECTION**

- 10.1 Tan Sri Chairman informed that he represented the Shareholders who have appointed him as their proxy for this AGM and he would vote in accordance with the instructions given by the said Shareholders. The Company Secretaries who were also the Shareholders of the Company would be the Proposer and Seconder for all the resolutions tabled at this AGM.
- 10.2 Ordinary Resolutions 1 to 3 were in respect of the re-elections of Directors pursuant to Clause 106(2) of the Company's Constitution. All newly appointed directors since the last AGM were to hold office until the following AGM where they were required to retire. All the directors have provided their consents for re-elections. Each resolution would be conducted in a separate motion.
- 10.3 Ordinary Resolution 1 was in respect of the re-election of Datuk Siti Zauyah Md Desa who was appointed as an INED on 10 June 2020 and is currently the Chairman of Board Tender Committee.
- 10.4 The Board opined that she adds value to the Board's mix with her extensive experience, and recommended Datuk Siti Zauyah's re-election as Director of the Company.

**11.0 ORDINARY RESOLUTION 2:
RE-ELECTION OF PUAN ANIS RIZANA MOHD ZAINUDIN @ MOHD ZAINUDDIN
WHO RETIRES PURSUANT TO CLAUSE 106(2) OF THE COMPANY'S
CONSTITUTION AND BEING ELIGIBLE, OFFER HERSELF FOR RE-ELECTION**

11.1 Ordinary Resolution 2 was on the re-election of Puan Anis Rizana Mohd Zainudin @ Mohd Zainuddin, appointed as a Non-Independent Non-Executive Director (NINED) on 1 July 2020.

11.2 The Board was of the opinion that she adds diversity to the Board with her strong background on governance and integrity matters and recommended her re-election.

**12.0 ORDINARY RESOLUTION 3:
RE-ELECTION OF ENCIK SHAZRIL IMRI MOKHTAR PURSUANT WHO RETIRES
PURSUANT TO CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION AND BEING
ELIGIBLE, OFFER HIMSELF FOR RE-ELECTION**

12.1 Ordinary Resolution 3 was on the re-election of Encik Shazril Imri Mokhtar, MD/GCEO appointed to the Board on 1 August 2020.

12.2 His 19 years' of experience in TM has enabled him to fit into his role as MD/GCEO seamlessly. He has demonstrated strong understanding of the business and understands the fundamental issues affecting TM and had established strong rapport with the Senior Management and the Board. Based on the Board Effectiveness Evaluation, the Board recommended his re-election.

**13.0 ORDINARY RESOLUTION 4:
RE-ELECTION OF DATO' MOHD NAIM DARUWISH WHO RETIRES PURSUANT TO
CLAUSE 112 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, OFFER
HIMSELF FOR RE-ELECTION**

13.1 The next three Resolutions were on the re-election of Directors pursuant to Clause 112 of the Company's Constitution. Three directors out of eight directors were to retire by rotation pursuant to this Clause, and each resolution would be conducted in separate motions.

13.2 Ordinary Resolution 4 was in respect of the re-election of Dato' Mohd Naim Daruwish, a NINED, appointed to the Board on 3 October 2018.

13.3 In view of his operational governance and execution capabilities, the Board recommended Dato' Naim to be re-elected as Director of the Company.

**14.0 ORDINARY RESOLUTION 5:
RE-ELECTION OF ENCIK HISHAM ZAINAL MOKHTAR WHO RETIRES PURSUANT
TO CLAUSE 112 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE,
OFFER HIMSELF FOR RE-ELECTION**

14.1 Ordinary Resolution 5 was in regards to the re-election of Encik Hisham Zainal Mokhtar, an INED, and currently the BAC Chairman.

14.2 The Board was of the opinion that he has provided valuable input for the Board's deliberation and is essential to the Board's mix, and hence recommended him to be re-elected as Director of the Company.

15.0 **ORDINARY RESOLUTION 6:
RE-ELECTION OF ENCIK SUHENDRAN SOCKANATHAN WHO RETIRES
PURSUANT TO CLAUSE 112 OF THE COMPANY'S CONSTITUTION AND BEING
ELIGIBLE, OFFER HIMSELF FOR RE-ELECTION**

15.1 Ordinary Resolution 6 was on the re-election of Encik Suhendran Sockanathan, an INED, appointed on 3 October 2018.

15.2 The Board recognised that Encik Suhendran has continuously demonstrated professionalism and independence of judgment, and recommended him for re-election.

16.0 **ORDINARY RESOLUTION 7:
APPROVAL FOR THE PAYMENT OF THE FOLLOWING DIRECTORS' FEES WITH
EFFECT FROM THE 36TH AGM UNTIL THE NEXT AGM OF THE COMPANY:
(I) RM30,000 PER MONTH FOR THE NON-EXECUTIVE CHAIRMAN (NEC),
RM22,250 PER MONTH FOR SID AND RM20,000 PER MONTH FOR NON-
EXECUTIVE DIRECTOR (NED); AND
(II) RM15,000 PER MONTH AND RM10,000 PER MONTH FOR NEC AND NEDS
RESPECTIVELY, OF TIER 1 SUBSIDIARIES**

16.1 The Chairman proceeded with Ordinary Resolutions 7 and 8 in respect of "directors' fees" and "benefits payable" to NEDs. Section 230 (1) of CA Act 2016 required that both "fees" and "benefits payable" to the directors of a listed company and its subsidiaries were to be approved at general meeting. The NEDs who were also shareholders of the Company would abstained from voting on both Ordinary Resolutions 7 and 8.

16.2 Ordinary Resolution 7 was on the approval for the payment of Directors' fees of RM30,000.00 per month for NEC; RM22,250.00 per month for SID; and RM20,000.00 per month each for NEDs.

16.3 In addition, Members' approval was also sought on the payment of Directors' fees of RM15,000 per month to NEC and RM10,000 per month to NEDs of Tier 1 Subsidiaries.

16.4 These payments would be effective from the conclusion of today's AGM until the next AGM of the Company in 2022.

16.5 Tan Sri Chairman highlighted that the amount proposed for the Directors' Fees have remain unchanged since 2018. The Board was of the view that the proposed payments are just and equitable taking into account their roles and responsibilities towards the Group and the services that they have rendered to the Company and its subsidiaries.

**17.0 ORDINARY RESOLUTION 8:
APPROVAL FOR THE PAYMENT OF BENEFITS PAYABLE TO NEC AND NEDs OF
THE COMPANY UP TO AN AMOUNT OF RM2,350,000 FROM THE 36TH AGM UNTIL
THE NEXT AGM OF THE COMPANY**

- 17.1 Tan Sri Chairman proceeded with Ordinary Resolution 8, on the approval of benefits payable to NEC and NEDs for an amount of up to RM2,350,000 to be effective from the conclusion of today's AGM until the next AGM of the Company in 2022.
- 17.2 The Board was of the view that the estimated amount of benefits payable is reasonable after taking into consideration all pertinent factors and the number of NEDs on the Board. The amount proposed is similar to the amount approved at the last AGM.

**18.0 ORDINARY RESOLUTION 9:
RE-APPOINTMENT OF ERNST & YOUNG PLT (EY) AS AUDITORS OF THE
COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021 AND TO
AUTHORISE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION**

- 18.1 Ordinary Resolution 9, was in respect of the re-appointment of EY as External Auditors for the FYE 31 December 2021 and for authority to be given to the Directors to determine their remuneration.
- 18.2 EY has consented to act as auditors of the Company for the FYE 31 December 2021.
- 18.3 Based on the recommendation by the BAC, and upon considering the evaluation on the performance of EY conducted by the BAC and Management, as coordinated by the Group Internal Audit, the Board agreed that EY has met the relevant criteria as prescribed under Paragraph 15.21 of the Main LR.
- 18.4 The Board thus, recommended EY to be re-appointed as the auditors of the Company, and if approved, 2021 would be the 2nd year of audit by EY.

**19.0 ORDINARY RESOLUTION 10:
PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ALLOT AND
ISSUE NEW ORDINARY SHARES IN THE COMPANY (TM SHARES) IN RELATION
TO THE DIVIDEND REINVESTMENT SCHEME (DRS)**

- 19.1 Under Ordinary Resolution 10, members' approval was sought to renew the authority given to Directors to allot and issue new ordinary shares in the Company in respect of dividends to be declared, if any, under the DRS, until the conclusion of the next AGM.
- 19.2 Under this mandate, the issue price of the new TM Shares would be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five day volume weighted average market price (VWAMP) of TM Shares immediately prior to the price-fixing date.
- 19.3 The resolution was proposed to renew the mandate approved at the previous AGM which would lapse upon the conclusion of this AGM. There has been no issuance of new shares under this general mandate since the last AGM.

- 19.4 With this approval, shareholders would have an option, if the opportunity arises, to reinvest any dividends declared by the Company in new TM shares in lieu of receiving cash.

20.0 **ORDINARY RESOLUTION 11:
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS (RRPT) OF A REVENUE OR TRADING NATURE
WITH AXIATA GROUP BERHAD AND ITS SUBSIDIARIES (AXIATA GROUP)**

- 20.1 Tan Chairman then proceeded with Ordinary Resolutions 11 and 12 on the Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature.
- 20.2 The explanation and rationale for the resolutions have been stated in the Circular to Shareholders dated 23 April 2021.
- 20.3 The Proposed Renewal of Shareholders' Mandate would enable TM and its subsidiaries to enter into RRPTs with Axiata Group and TNB Group as well as their subsidiaries. Those Mandates would lapse at the conclusion of the subsequent AGM unless authority for their renewals were obtained from Shareholders at a general meeting. Details of the proposed transactions were described in Appendix I of the Circular.
- 20.4 The Chairman further informed that:
- a) Minister of Finance (Incorporated), a corporate body established under the Minister of Finance (Incorporation) Act 1957 and Khazanah Nasional Berhad, by virtue of their direct and indirect shareholdings in TM, are deemed interested in these proposals. Thus, they would abstain from voting in respect of these resolutions.
 - b) Minister of Finance (Incorporated) and Khazanah, through their representatives on the Board, have confirmed that persons connected to them would also abstain from voting on these resolutions.
- 20.5 The Board, other than the Interested Directors, was of the opinion that Ordinary Resolution 11 on the Proposed Renewal of Shareholders' Mandate for RRPT with Axiata Group is in the Company's best interest, and recommended that the shareholders vote in favour of this resolution.

21.0 **ORDINARY RESOLUTION 12:
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT OF A
REVENUE OR TRADING NATURE WITH TENAGA NASIONAL BERHAD AND ITS
SUBSIDIARIES (TNB GROUP)**

- 21.1 The last resolution, Ordinary Resolution 12, was in respect of the Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature with TNB Group.
- 21.2 The Board, other than the Interested Directors, was of the opinion that the resolution is in the Company's best interests and recommended the members to vote in favour of this resolution.

- 21.3 The motion for all resolutions was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

22.0 **QUESTION & ANSWER SESSION**

- 22.1 The Chairman then sought confirmation from the Group Company Secretary as to whether there was any other business for which due notice has been given.
- 22.2 The Group Company Secretary confirmed that the Company had not received any notice for any other business at the Meeting.
- 22.3 As all the resolutions have been tabled and there is no other business, Tan Sri Chairman proceeded with the Q&A session. In view of the number of questions received prior and during the AGM, the Board and Management would endeavour to respond to as many questions as possible.
- 22.4 The Chief Internal Auditor was assigned to oversee that all pertinent questions based on various categories, have been responded accordingly for an interactive and meaningful engagement. Key Management team namely the Chief Operating Officer, Chief Strategy Officer and VP Corporate Finance and Investor Relations assisted the Board in addressing the questions.
- 22.5 Tan Sri Chairman then invited the MD/GCEO to address the questions accordingly.
- 22.6 Encik Imri proceeded with the overview for the Question and Answer session, as follows:
- a) Firstly, to present the answer for the 36 questions received pre-AGM i.e. as at 12.00 p.m. on 24 May 2021, prior to the questions asked during the meeting;
 - b) Any products or customer service related queries would be forwarded to the dedicated email i.e. tmagamsupport@tm.com.my, to be attended to directly; and
 - c) Recurring questions would be collated and considered as answered if they re-appear to allow for more questions to be answered.

[The pre-AGM questions/comments and the Company's responses were enumerated in Attachment 1 (a), whilst the live questions/comments and their corresponding responses were provided in Attachment 1(b).]

- 22.7 Tan Sri Chairman thanked Encik Imri after he concluded answering the questions from shareholders. Majority if not all the questions received have been addressed and with that Tan Sri Chairman ended the Q&A session. The Q&As would be published on TM website, based on various categories for shareholders' reference.

23.0 **E-POLLING PROCESS**

- 23.1 As the e-polling has been opened since the commencement of the Meeting, Tan Sri Chairman notified that the e-polling would be closed in 10 minutes and reminded those who have not casted their votes, to do so. After the poll has ended, approximately 20 minutes would be required for the vote counting and verification.

23.2 Tan Sri Chairman then adjourned the Meeting, to be re-convened upon completion of the polling process.

[The Meeting was adjourned at 11.42 a.m. and re-convened at 12.15 p.m. for the announcement of the polling result which was projected online for the shareholders' information.]

24.0 **ANNOUNCEMENT OF POLL RESULTS AND RESOLUTIONS PASSED**

24.1 Tan Sri Chairman reconvened the Meeting at 12.15 p.m. and called the Meeting to order for the announcement of poll results.

24.2 The poll results for the AGM have been verified by the lead scrutineers, Cik Ruzeti Emar of SCS, who confirmed that the voting results were in order. The voting results were read out by Puan Rozleen from Boardroom.

24.3 Tan Sri Chairman thanked Puan Rozleen and declared that all Resolutions set out in the Notice of 36th AGM were carried and duly passed.

24.4 The poll results and resolutions passed were as follows:

24.4.1 **Ordinary Resolution 1: Re-election of Datuk Siti Zauyah Md Desa pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 1	2,969,026,724	96.3650	111,993,638	3.6350	3,081,020,362	100

It was **RESOLVED THAT** Datuk Siti Zauyah Md Desa, who retired pursuant to Clause 106(2) of the Company's Constitution and who being eligible and having offered herself for re-election, be and is hereby re-elected as Director of the Company.

24.4.2 **Ordinary Resolution 2: Re-election of Puan Anis Rizana Mohd Zainudin @ Mohd Zainuddin pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 2	3,052,634,675	97.3798	82,137,153	2.6202	3,134,771,828	100

It was **RESOLVED THAT** Puan Anis Rizana Mohd Zainudin @ Mohd Zainuddin, who retired pursuant to Clause 106(2) of the Company's Constitution and who being eligible and having offered herself for re-election, be and is hereby re-elected as Director of the Company.

24.4.3 **Ordinary Resolution 3: Re-election of Encik Shazril Imri Mokhtar pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 3	3,114,823,698	99.3626	19,980,620	0.6374	3,134,804,318	100

It was **RESOLVED THAT** Encik Shazril Imri Mokhtar, who retired pursuant to Clause 106(2) of the Company's Constitution and who being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

24.4.4 **Ordinary Resolution 4: Re-election of Dato' Mohd Naim Daruwish pursuant to Clause 112**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 4	3,052,225,728	97.3671	82,535,227	2.6329	3,134,760,955	100

It was **RESOLVED THAT** Dato' Mohd Naim Daruwish who retired pursuant to Clause 112 of the Company's Constitution and who being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

24.4.5 **Ordinary Resolution 5: Re-election of Encik Hisham Zainal Mokhtar pursuant to Clause 112**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 5	2,966,807,259	96.1144	119,937,616	3.8856	3,086,744,875	100

It was **RESOLVED THAT** Encik Hisham Zainal Mokhtar, who retired pursuant to Clause 112 of the Company's Constitution and who being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

24.4.6 **Ordinary Resolution 6: Re-election of Encik Suhendran Sockanathan pursuant to Clause 112**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 6	3,132,823,214	99.9379	1,947,016	0.0621	3,134,770,230	100

It was **RESOLVED THAT** Encik Suhendran Sockanathan, who retired pursuant to Clause 112 of the Company's Constitution and who being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

24.4.7 Ordinary Resolution 7: Approval for the Directors' Fees

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 7	2,961,382,676	99.9909	269,073	0.0091	2,961,651,749	100

It was **RESOLVED THAT** the payment of the following Directors' fees be and are hereby approved with effect from the 36th Annual General Meeting (AGM) until the next AGM:

- a) RM30,000 per month for the Non-Executive Chairman (NEC), RM22,250 per month for the Senior Independent Director (SID) and RM20,000 per month for the Non-Executive Directors (NEDs) of the Company; and
- b) RM15,000 per month and RM10,000 per month for NEC and NEDs respectively, of Tier 1 Subsidiaries.

24.4.8 Ordinary Resolution 8: Approval for the Payment of Benefits Payable to NEC and NEDS

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 8	2,960,580,467	99.9452	1,623,772	0.0548	2,962,204,239	100

It was **RESOLVED THAT** the payment of benefits payable of an amount of up to RM2,350,000 to the Non-Executive Chairman and Non-Executive Directors of the Company from the 36th AGM until the next AGM be and is hereby approved.

24.4.9 Ordinary Resolution 9: Re-appointment of Ernst & Young PLT as Auditors of the Company

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 9	3,134,634,216	99.9938	192,898	0.0062	3,134,827,114	100

It was **RESOLVED THAT** Ernst & Young PLT be and is hereby re-appointed as Auditors of the Company for the ensuing year and to hold office until the conclusion of the next Annual General Meeting; **AND THAT** the Directors be and are hereby authorised to determine their remuneration.

24.4.10 Ordinary Resolution 10: Proposed Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares in the Company (TM Shares) in relation to the Dividend Reinvestment Scheme (DRS)

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 10	3,134,673,404	99.9955	141,689	0.0045	3,134,815,093	100

THAT pursuant to the Dividend Reinvestment Scheme (DRS) approved at the Extraordinary General Meeting held on 8 May 2014, approval be and is hereby given to the Company to allot and issue such number of new TM Shares for the DRS until the conclusion of the next annual general meeting, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new TM Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price (VWAMP) of TM Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and not less than the par value of TM Shares at the material time;

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deemed fit and in the best interest of the Company.

24.4.11 **Ordinary Resolution 11: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Axiata Group Berhad and its Subsidiaries (Axiata Group)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 11	1,720,618,312	99.9933	115,601	0.0067	1,720,733,913	100

It was **RESOLVED:**

THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Axiata Group as set out in Appendix I of the Company's Circular to Shareholders dated 23 April 2021 which are necessary for the day-to-day operations **PROVIDED THAT** such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

THAT such approval shall continue to be in full force and effect until:

- (i) the conclusion of the next annual general meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under Section 340(1) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of CA 2016); or
- (iii) revoke or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier;

AND THAT the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all acts, deeds and things (including executing such documents under the common seal in accordance with the provisions of the Constitution of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate with Axiata Group.

24.4.12 **Ordinary Resolution 12: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Tenaga Nasional Berhad and its Subsidiaries (TNB Group)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 12	1,720,622,334	99.9930	119,658	0.0070	1,720,741,992	100

It was **RESOLVED**:

THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with TNB Group as set out in Appendix I of the Company's Circular to Shareholders dated 23 April 2021 which are necessary for the day-to-day operations **PROVIDED THAT** such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

THAT such approval shall continue to be in full force and effect until:

- (i) the conclusion of the next annual general meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;

- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under Section 340(1) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of CA 2016); or
- (iii) revoke or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier;

AND THAT the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all acts, deeds and things (including executing such documents under the common seal in accordance with the provisions of the Constitution of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate with TNB Group.

25.0 **CHAIRMAN'S CLOSING REMARK**

- 25.1 On behalf of the Board and Management, Tan Sri Chairman thanked all members, proxies and corporate representatives for attending the 36th AGM held virtually and their continued support towards the Company.

CLOSURE

The proceedings of the 36th AGM ended at 12.20 p.m. with a vote of thanks to the Chairman.

CONFIRMED AS CORRECT,

**TAN SRI DATO' SERI MOHD BAKKE SALLEH
CHAIRMAN**