

TELEKOM MALAYSIA BERHAD
198401016183 (128740-P)
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-EIGHTH (38TH) ANNUAL GENERAL MEETING (AGM) OF TELEKOM MALAYSIA BERHAD (“TM” OR “THE COMPANY”) HELD VIRTUALLY VIA MEETING PLATFORM AT <https://meeting.boardroomlimited.my> FROM THE BROADCAST VENUE AT LEFT WING, LEVEL 1, TM CYBERJAYA COMPLEX, LINGKARAN USAHAWAN 1 TIMUR, 63000 CYBERJAYA, SELANGOR, MALAYSIA ON THURSDAY, 25 MAY 2023 AT 10:00 A.M.

I. ATTENDEES

1.0 Directors and Management present at the Broadcast Venue

1. Tan Sri Mohammed Azlan Hashim [*Non-Independent Non-Executive Chairman*]
2. YBhg. Dato’ Shazril Imri Mokhtar
[*Managing Director/Group Chief Executive Officer*]
3. Y.M. Tunku Afwida Tunku Dato’ A.Malek [*Senior Independent Director and Chairperson of Board Nomination and Remuneration Committee (NRC)*]
4. Encik Hisham Zainal Mokhtar [*Independent Non-Executive Director (INED) and Chairman of Board Audit Committee (BAC)*]
5. Encik Razidan Ghazalli [*Group Chief Financial Officer*]
6. Puan Hamizah Abidin [*Group Company Secretary*]

2.0 Directors attending virtually

1. YBhg. Dato’ Anis Rizana Mohd Zainudin @ Mohd Zainuddin [*Non-Independent Non-Executive Director (NINED)*]
2. YBhg. Dato’ Mohamed Nasri Sallehuddin [*NINED*]
3. Encik Muhammad Afhzal Abdul Rahman [*NINED*]
4. Mr. Balasingham A. Namasiwayam [*INED*]
5. Mr. Suhendran Sockanathan [*INED*]
6. YBhg. Datuk Siti Zauyah Md Desa [*INED*]
7. Puan Rossana Annizah Ahmad Rashid [*INED*]

3.0 Virtual 38th AGM Proceedings

The 38th Annual General Meeting (AGM) was convened in accordance with the provision of Section 327 of the Companies Act 2016 (CA 2016) which provides for general meeting to be held at more than one venue using any form of technology or method that enables members to participate and exercise their rights to speak and vote at the meeting, provided that the Chairman of the meeting must be present at the main venue of the meeting in Malaysia.

The Company’s 38th AGM proceeding was held in compliance with the revised Guidance Notes and FAQs on the Conduct of General Meetings for Listed Issuers dated 7 April 2022 issued by Securities Commission (SC) which allows AGM of a listed issuer to be held fully virtual, virtual, hybrid or physically.

4.0. Shareholders and Proxies

- 4.1 The online application to attend TM's 38th virtually AGM and appointment of proxy(ies) via Boardroom Smart Investor Portal were managed by TM's Share Registrar, Boardroom Share Registrars Sdn. Bhd. (Boardroom). The registration was opened from 26 April 2023 and closed at 10:00 a.m. on 24 May 2023.
- 4.2 A total of 1,305 members comprising shareholders, proxies and corporate representatives registered for the AGM via Remote Participation and Electronic Voting facilities (RPEV) as at 10:00 a.m. on 24 May 2023.
- 4.3 A total of 1,228 members, shareholders and proxies, representing 2,349,969,131 ordinary shares or 61.49% of the Company's paid up capital, participated in the virtual AGM as at 1.01 p.m. per the Attendance Record issued by Boardroom.

5.0 External Auditor: Messrs Ernst & Young PLT (EY)

- 5.1 Pursuant to Section 285 of the CA 2016, TM's external auditor was present at the AGM where the Company's Audited Financial Statements (AFS) for the financial year ended 31 December 2022 were laid.
- 5.2 EY was represented by the Lead Audit Partner, Encik Ahmad Zahirudin Abdul Rahim.

6.0 Poll Administrators and Independent Scrutineers

- 6.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), Boardroom who was represented by Encik Noor Isaruddin Che Man acted as Poll Administrator for the AGM.
- 6.2 Whilst, Ms Queck Wai Fong, representative from Sky Corporate Services Sdn. Bhd. (SCS), was appointed as the Independent Scrutineer to validate the votes.

II. MEETING PROCEEDINGS

1.0 Chairman of Meeting

Tan Sri Muhammed Azlan Hashim, being the Chairman of TM (Tan Sri Chairman), took the chair and commenced the proceeding of the 38th AGM at 10:00 a.m.

2.0 Welcoming Address by Chairman

- 2.1 On behalf of the Board of Directors, Tan Sri Chairman welcomed the members and invitees to the 38th AGM.
- 2.2 The Company's 38th AGM was conducted virtually, via life streaming, and for the first time broadcasted from Level 1, TM Cyberjaya Complex, Lingkaran Usahawan 1 Timur, Cyberjaya, Selangor.
- 2.3 The Board's main consideration in deciding to convene the AGM virtually was to ensure TM's shareholders have easier and efficient access to attend the AGM remotely from any location, and allow shareholders to actively engage and submit questions/comments during the meeting. The Board believed that the

advancement of technology has enabled a marked shift in shareholders' engagement to the digital platform. Such mode of meeting was also adopted by many public listed companies (PLCs).

- 2.4 The meeting began with a short prayer.
- 2.5 Tan Sri Chairman then introduced the essential individuals, Directors and Key Management, who were present at the Broadcast Venue as follows:
- a) Dato' Imri Mokhtar, Managing Director/Group Chief Executive Officer (MD/GCEO);
 - b) Encik Hisham Zainal Mokhtar, Chairman of BAC;
 - c) Tunku Afwida Tunku Dato' A.Malek, Senior Independent Director (SID) and Chairperson of NRC;
 - d) Encik Razidan Ghazalli, Group Chief Financial Officer; and
 - e) Puan Hamizah Abidin, Group Company Secretary.
- 2.6 Tan Sri Chairman proceeded to introduce the other 7 Directors who attended the proceeding virtually, as follows:
- a) Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin (nominee director representing the Minister of Finance (Incorporated) (MoF Inc.), TM's Special Shareholder ;
 - b) Dato' Mohamed Nasri Sallehuddin, nominee director representing Khazanah Nasional Berhad (Khazanah);
 - c) Encik Muhammad Afhzal Abdul Rahman, nominee director representing Employees Provident Fund (EPF);
 - d) Mr. Balasingham A. Namasiwayam, Chairman of the Board Risk Committee (BRC);
 - e) Mr. Suhendran Sockanathan;
 - f) Datuk Siti Zauyah Md Desa, Chairperson of Board Tender Committee (BTC); and
 - g) Puan Rossana Annizah Ahmad Rashid (RAAR).
- 2.7 Tan Sri Chairman further confirmed that the board composition is in compliance with Paragraph 15.02 of the Main LR, where more than 1/3 of our Directors are Independent. Currently, 6 Independent Directors form a majority on TM Board of 11 members and TM has 4 women Directors or 36% women representation on the Board.
- 2.8 Shareholders were also introduced to the representatives of the External Auditors, Share Registrar/Poll Administrator and the Independent Scrutineer.

3.0 Quorum of Meeting

- 3.1 The Group Company Secretary thereafter informed that pursuant to Clause 85 of the Company's Constitution, the quorum necessary for the transaction of business at a general meeting is 2 members present in person or by Corporate Representative/proxy.
- 3.2 As at 18 May 2023, being the cut-off date for persons entitled to attend the AGM, the Company has 39,303 depositors and the total number of issued shares stood at 3,821,977,180 ordinary shares.
- 3.3 Based on the attendance report provided by the Share Registrar, the total number of members registered via the RPEV for the virtual AGM at the

commencement of the meeting, at 10:00 a.m., was 343 representing 1,434,477,650 shares or 37.53% of the total issued shares of the Company.

- 3.4 Based on the aforesaid, Tan Sri Chairman confirmed the presence of quorum of the requisite quorum at the commencement of the Meeting and called the Meeting to order.

4.0 Notice of Meeting

- 4.1 Tan Sri Chairman informed that the Notice of the 38th AGM was issued to shareholders on 26 April 2023, 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, the Notice was taken as read.
- 4.3 AGM Notice and its accompanying Explanatory Notes are provided in pages 241 to 247 of the Corporate Overview Book of the Integrated Annual Report (IAR).

5.0 Chairman's Statement

- 5.1 The 2022 IAR is available on TM's website and issued to Bursa Securities together with the AGM Notice on 26 April 2023. The Chairman's Statement was incorporated in the 2022 IAR.
- 5.2 Tan Sri Chairman reiterated that TM continued to fulfil its dual objectives in terms of maximising shareholders' value as a PLC, while fostering the development of Malaysia's economy and nation-building initiatives as a Government-Linked Company (GLC).
- 5.3 Tan Sri Chairman recorded the Board's appreciation to all stakeholders for their unwavering support, and continued trust and confidence in TM. As TM progress with the nation building agenda, it will stay true to its promise of delivering sustainable returns for the oncoming years.

He also extended the Board's gratitude to all Warga TM, total of 19,392 employees for which 10,019 are executives and 9,373 non-executives throughout the nation, for their dedication, hard work and resilience in facing unprecedented challenges. Warga TM's continuous support is appreciated in the journey to transform TM into a human-centred TechCo.

6.0 VOTING BY POLL

- 6.1 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.
- 6.2 Tan Sri Chairman declared that the e-polling has been opened and participants are able to cast their votes for any or all the resolutions at any time from the commencement of meeting until the end of the e-polling session which would be announced after the Questions and Answers (Q&A) session.
- 6.3 Tan Sri Chairman informed that as Chairman of the meeting, he also represented the shareholders who have appointed him as their proxy for this AGM and he would vote in accordance with the instructions given.

- 6.4 Boardroom was appointed as Poll Administrator to conduct the voting via e-polling and SCS as Independent Scrutineer would verify and validate the poll results. Participants were then invited to view a short video on the remote polling process at 10.13 a.m. to 10.16 a.m.

7.0 **CONDUCT OF GENERAL MEETINGS**

- 7.1 Tan Sri Chairman further informed the meeting that the Board hoped to have a meaningful engagement with participants on the resolutions to be tabled as well as the Company's financial and non-financial performances and long-term strategies, focusing on creating shared value that benefit all stakeholders, whilst aligning with our sustainability journey.
- 7.2 Tan Sri Chairman further advised on the following Q&A guidelines to facilitate a smooth running of the online AGM proceeding:
- a) Questions received prior or during the AGM would be addressed after the tabling of all resolutions;
 - b) Questions of similar nature would be collated and addressed together;
 - c) Live questions which have been addressed via the replies to the Minority Shareholders' Watch Group (MSWG) and received before the AGM would not be addressed again to provide opportunities for the Company to address different questions; and
 - d) Product or customer service related queries would not be addressed during the meeting proceedings, and should be sent separately to a dedicated email, help@tm.com.my as notified to participants upon log in to the virtual AGM.

8.0 **Presentation by MD/GCEO**

- 8.1 Tan Sri Chairman thereafter invited Dato' Imri, the GCEO, to present the Company's performance and long-term strategies to be followed with the responses to the points raised by the MSWG via its letter dated 17 May 2023. Tan Sri Chairman also thanked MSWG for the questions posed to TM.
- 8.2 GCEO then presented on the following:
- a) 2022 Review; and
 - b) 2023 – 2025 Moving Forward.
- 8.3 Salient points of GCEO's presentation were as follows:
- a) TM is powering a Digital Malaysia through technology for community, business and Government.
 - b) TM is evolving towards a human-centred TechCo centres to provide technology solutions that make customers' lives and workplace better, and drive a more digital way of working internally.
 - c) TM has a balanced role for all stakeholders. As both a PLC and GLC, TM is in a unique position of creating commercial value that contributes to the Government's nation building agenda, to create a better tomorrow for all Malaysians.
 - d) TM is focused on building sustainable growth via its sustainable practice for all stakeholders.

- e) TM achieved several milestones in 2022, the 2nd year of its transformation which include higher revenue of RM12.11 billion, EBIT of RM2.09 billion and Fixed Broadband customers of 3.04 million. TM is committed to deliver profits with purpose, continue its investment for growth and maintain the dividend payouts. TM is also committed to create value and differentiated experience for customers whilst future proofing our workforce.
- f) Moving forward, our business priorities are:
- (i) Strengthening our core; and
 - (ii) Investment for growth.
- 8.4 GCEO further provided clarification on the issues raised in regards to the disposal of Menara Kuala Lumpur Sdn Bhd (MKLSB) and Menara KL, and expiry of the lease agreement on Menara TM:
- a) MKLSB:
- TM via MKLSB has held the concession for the management and operation of Menara KL for the past 26 years (1996-2022).
 - Over the years, MKLSB's business mix has significantly evolved from telco to tourism/hospitality which shifted from its original business objectives, and no longer a core business for TM.
 - Upon reaching the end of the concession in 2021 and upon assessing future feasibility, TM decided not to renew the concession and had provided the required 6-months end-of-concession notice to the Government.
 - TM was asked by the Government to continue operations of Menara KL until a new concessionaire could be identified by the Government.
 - In July 2022, the Government had notified TM that Hydroshoppe Sdn Bhd (HSB) is the selected company and to take over 100% equity in MKLSB.
 - On 31 October 2022, TM and HSB concluded the 100% sale of equity in MKLSB.
- b) Menara TM:
- TM does not own Menara TM as it was sold to Menara ABS pursuant to a sales and 15-year leaseback agreement in 2008, and TM has honoured all commitments over the 15-years period.
 - Upon the decision to move into TM own office facilities instead of continue to lease Menara TM, TM had indicated the intention to move out from Menara TM as early as January 2020.
 - Upon expiry of the lease arrangement, proper make good of the building was completed before the handover on 15 January 2023.
 - TM currently owns TM campus in Cyberjaya and other 2 buildings (Annexe 1 & 2) in Bangsar.

9.0 **Responses to Questions from MSWG**

- 9.1 TM has received MSWG's letter dated 17 May 2023, with 6 questions on operational and financial matters as well as 3 questions on corporate governance matters. TM has replied to the said letter on 24 May 2023.

9.2 GCEO presented TM's replies to the 6 questions on operational and financial matters as well as 2 questions on corporate governance matters. He thereafter invited Tunku Afwida Tunku Dato' A.Malek, NRC Chairperson to reply the 9th question on board matters.

9.3 Tunku Afwida further added that the Board is well aware of RAAR's position as a NINED of EPF, common shareholder of TM and Astro Malaysia Holdings Berhad (AMHB). The Board has assessed and deliberated on this potential conflict.

Upon weighing between the risk of conflict and value that she brings to the Board, the Board has taken the position that it is sufficient and practical to address by assessing the subject matters in all Board deliberations. If any conflict arises pertaining to her position, she will accordingly recuse herself from deliberating the subject matter.

[Presentation by MD/GCEO commenced from 10.20 a.m. to 10.55 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>]

III. RESOLUTIONS AS PER AGM NOTICE DATED 26 APRIL 2023

1.0 Receipt of Audited Financial Statements (AFS) for the Financial Year Ended (FYE) 31 December 2022 together with the Reports of the Directors and Auditors thereon

1.1 Tan Sri Chairman proceeded with the first agenda i.e. the receipt of the AFS for FYE 31 December 2022 and Reports of the Directors and Auditors, as contained in the Financial Book of the 2022 IAR.

1.2 In line with Section 340(1)(a) of CA 2016, the AFS and Reports of Directors and Auditors for FYE 31 December 2022, were tabled for discussion only as it did not require shareholders' approval. Hence, it would not be put forward for voting.

1.3 Tan Sri Chairman then invited Encik Ahmad Zahirudin of EY to provide the report on the audit of the Financial Statements (FS) of the Company and Group for financial year 2022.

1.4 Encik Ahmad Zahirudin confirmed that EY has audited the FS of the Company and Group, and concluded that the FS give a true and fair view of the financial position of the Company and Group as at 31 December 2022; and of the financial performance and cash flows for the year then ended, in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the CA 2016.

2.0 Ordinary Resolution 1: Re-election of Dato' Shazril Imri Mokhtar who retires pursuant to Clause 112 of the Company's Constitution and being eligible, offers himself for re-election

2.1 Tan Sri Chairman informed that the Company Secretaries who were also shareholders of the Company would be the Proposer and Secunder for all the resolutions tabled at this AGM.

- 2.2 Ordinary Resolutions 1 to 4 were in respect of the re-elections of Directors who retire by rotation pursuant to Clause 112 of the Company's Constitution which provided that all Directors shall retire from office once at least every 3 years and are eligible for re-election. The 4 directors have provided their consents for re-elections and as Interested Directors, they did not participate in the discussion and decision on their respective re-elections at the NRC and/or Board meetings.
- 2.3 The Board through the NRC had assessed the retiring Directors' performance and has taken into consideration the Self and Peer assessment via the Board Effectiveness Evaluation (BEE), Directors' performance and contribution to the Board deliberations, level of independence and ability to act in the best interest of the Company. Directors' fitness and propriety which include their character and integrity, experience and competence, time and commitment and diversity was also considered.
- 2.4 Each resolution to be voted on separately.
- 2.5 Ordinary Resolution 1 was in respect of the re-election of Dato' Imri who was appointed as a Non-Independent Executive Director (NIED) or MD/GCEO of TM on 1 August 2020. Tan Sri Chairman provided a brief background on Dato' Imri:
- Over 26 years' experience in telecommunications and strategy.
 - A TM home-grown talent with strong understanding of TM's business and culture and recognises the fundamental issues affecting our Company.
 - Under his leadership, TM embarked on the 3-year Strategic Transformation Programme and achieved significant revenue growths in 2021 and 2022.
 - Demonstrated strong technical and industry knowledge, leadership acumen and ability to lead the Management team.
- 2.6 Based on the 2022 BEE, Dato' Imri was rated favourably by the Board and hence, the Board recommended his re-election as Director of the Company for shareholders' approval.
- 2.7 Dato Imri being a shareholder of TM would abstain and he has abstained from voting on the resolution related to his re-appointment.

**3.0 Ordinary Resolution 2:
Re-election of Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin who retires pursuant to Clause 112 of the Company's Constitution and being eligible, offers herself for re-election**

- 3.1 Ordinary Resolution 2 pertaining to the re-election of Dato' Anis Rizana Mohd Zainuddin @ Mohd Zainuddin who was appointed as a NINED of TM on 1 July 2020, representing the interest of our Special Shareholder, MoF Inc.
- 3.2 Brief background of Dato' Anis Rizana:
- Has 30 years' experience and expertise from the public sector.
 - Has strong principles on governance and integrity, and demonstrated professional conduct and independence of judgement.
 - Actively participated in the Board's deliberations.
 - Member of BRC and BTC.
- 3.3 The NRC and Board were of the opinion that Dato' Anis is an essential member of the Board and recommended her for re-election as Director of the Company.

**4.0 Ordinary Resolution 3:
Re-election of Datuk Siti Zauyah Md Desa who retires pursuant to Clause 112 of the Company's Constitution and being eligible, offers herself for re-election**

4.1 Ordinary Resolution 3 was on the re-election of Datuk Siti Zauyah Md Desa who was appointed as an INED on 10 June 2020.

4.2 Brief background of Datuk Siti Zauyah:

- Extensive experience in finance, budgetary, banking and investment having served in various senior positions in the Government sector.
- Participates and provides valuable inputs to the Board's deliberations, and works constructively with her peers and Management team.
- Chairperson of BTC and member of NRC.
- Serves as Chairperson of GITN Sdn Bhd, a wholly owned subsidiary of TM.

4.3 The NRC and Board acknowledged that Datuk Siti Zauyah has added value and diversity to the Board, and hence recommended her for re-election as Director of the Company.

**5.0 Ordinary Resolution 4:
Re-election of Hisham Zainal Mokhtar who retires pursuant to Clause 112 of the Company's Constitution and being eligible, offers himself for re-election**

5.1 Ordinary Resolution 4 was in respect of the re-election of Encik Hisham Zainal Mokhtar, an INED, appointed to the Board on 3 October 2018.

5.2 Brief background of Encik Hisham:

- Chairman of BAC.
- Chartered Financial Analyst and consultant, providing added financial perspective to the Board's deliberations.
- Objective and inquisitive in his assessment of any subject matter put forth for discussion, probes to address red flags and meticulous in putting forth his views.
- Actively participates in board meetings and provides valuable input to the Board and Management.

5.3 NRC and Board are of the opinion that Encik Hisham Zainal is essential to the Board mix and recommended him for re-election.

**6.0 Ordinary Resolution 5:
Approval for the payment of the following Directors' Fees with effect from the 38th AGM until the next AGM of the Company:**

- (I) **RM30,000 per month for the Non-Executive Chairman (NEC), RM22,250 per month for Senior Independent Director (SID) and RM20,000 per month for Non-Executive Director (NED); and**
 - (II) **Up to RM15,000 per month and RM10,000 per month for NEC and Non-Executive Directors (NEDs) respectively, of TM Subsidiaries**
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6.1 Tan Sri Chairman proceeded with the tabling of Ordinary Resolutions 5 and 6 in respect of "directors' fees" and "benefits payable" to NEC and NEDs. Section 230 (1) of CA 2016 requires that both "fees" and "benefits payable" to directors of a listed company and its subsidiaries to be approved at general meeting.

- 6.2 NEDs who are also shareholders of the Company had abstained from voting on both Ordinary Resolutions 5 and 6.
- 6.3 Ordinary Resolution 5 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; and payment of Directors' fees of up to RM15,000 per month to NEC and RM10,000 per month to NEDs of TM Subsidiaries.
- 6.4 Tan Sri Chairman informed that the aforesaid amount proposed for the Directors' Fees have remain unchanged since 2018. The Board deems that they are still competitive, appropriate and in line with the prevalent market rate. There was no revision to the amount proposed since then.
- 6.5 The Board was of the view that the proposed payments are just and reasonable taking into account the NED's roles and responsibilities towards the Group and the services that they had rendered to the Company and its subsidiaries.
- 6.6 Details of the directors' remuneration were provided on pages 158 to 159 in the Corporate Overview Book. If approved, these payments would be effective from the conclusion of this AGM until the next AGM of the Company in 2024.
- 7.0 **Ordinary Resolution 6:
Approval for the payment of Benefits Payable to NEC and NEDs of the Company up to an amount of RM2,350,000 from the 38th AGM until the next AGM of the Company**
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- 7.1 Tan Sri Chairman proceeded with the tabling of Ordinary Resolution 6, 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 this AGM until the next AGM of the Company in 2024.
- 7.2 The proposed amount of benefits payable was similar to the amount approved at the last AGM, taking into consideration the prevailing Directors' Remuneration and Benefits policy which include meeting allowances for TM Board Meetings and Board Committee meetings, meeting allowances or attendance fees for identified subsidiaries and other claimable benefits, such as the annual leave passage, business equipment, telecommunication bills, insurance and medical coverage.
- 7.3 Since there was no change to the prevalent benefits payable component for the ensuing year, the Board was of the view that the estimated proposed amount of benefits payable amounting of RM2,350,000 was reasonable.
- 8.0 **Ordinary Resolution 7:
Re-appointment of Ernst & Young PLT (EY) as Auditors of the Company for the Financial Year Ending (FYE) 31 December 2023 and to authorise the Board of Directors to determine their remuneration**
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- 8.1 Ordinary Resolution 7, was in respect of the re-appointment of EY as External Auditors for FYE 31 December 2023 and for authority to be given to the Directors to determine their remuneration.
- 8.2 EY has consented to act as Auditors of the Company for FYE 31 December 2023.

8.3 Based on the recommendation by the BAC, and upon considering the annual assessment on the performance of EY conducted by 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.

8.4 The Board recommended for EY to be re-appointed as the Auditors of the Company for FYE 31 December 2023 and if approved, 2023 would be the 4th year of audit by EY.

9.0 **Ordinary Resolution 8:
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)**

9.1 For Ordinary Resolution 8, 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.

9.2 Under this mandate, the issue price of the new TM Shares would be fixed by the Directors at not more than 10% discount to the adjusted 5 day volume weighted average market price (VWAMP) of TM Shares immediately prior to the price-fixing date.

9.3 The resolution was to renew the mandate approved at the previous AGM which would lapse upon the conclusion of this AGM. The Company has increased its issued and fully paid up share capital from the issuance of new TM Shares on 25 October 2022 relating to an Electable Portion of the interim single tier dividend of 9.0 sen per TM Share, translating to 52.93% rate of acceptance from shareholders.

9.4 The approval of the resolution would allow shareholders an option, if the opportunity arises, to continue to reinvest any dividend declared by the Company in new TM shares in lieu of receiving cash.

10.0 **Ordinary Resolution 9:
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a revenue or trading nature with Axiata Group Berhad (Axiata) and/or its subsidiaries (Axiata Group)**

10.1 Tan Sri Chairman then informed that the next 6 resolutions are in relation to the RRPT with related parties of TM and its subsidiaries. Being an Interested Director representing MoF Inc., Tan Sri Chairman passed the chair to Tunku Afwida to proceed with the proceedings for these resolutions.

10.2 Tunku Afwida took the chair and informed that Ordinary Resolutions 9, 10 and 11 were in regards to the Proposed Renewal of Shareholders' Mandate for RRPT, whilst Ordinary Resolutions 12,13 and 14 were on Proposed Additional Shareholders' Mandate for RRPT with related parties,

- a) in the ordinary course of business, which are necessary for the Group's day to day operations;
- b) made on an arms' length basis, on terms not more favourable to the related parties than those generally available to the public; and
- c) not to the detriment of our minority shareholders

- 10.3 The explanation and rationale for these resolutions were provided in the Circular to Shareholders dated 26 April 2023.
- 10.4 Ordinary Resolutions 9, 10 and 11 were in regards to the Proposed Renewal of Shareholders' Mandate for RRPT with Axiata Group, Tenaga Nasional Berhad and/or its subsidiaries (TNB Group) and Petroliam Nasional Berhad and/or its subsidiaries (Petronas Group).

The Mandates which were renewed at the 2022 AGM would lapse at the conclusion of this 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 to Shareholders.

- 10.5 Whilst for Ordinary Resolutions 12, 13 and 14 on the Proposed Additional of Shareholders' Mandate would enable TM and its subsidiaries to enter into RRPTs with AMHB Group, CelcomDigi Berhad (CelcomDigi Group) and Digital Nasional Berhad (DNB). The details of the proposed transactions were described in Appendix II of the Circular to Shareholders.

- 10.6 Tunku Afwida further informed that:

- a) Interested Major Shareholder, Interested Directors and Interested Person Connected, as highlighted in Appendix I and II of the Circular shall abstain from voting in respect of the aforesaid resolutions. The Interested Directors have also abstained during the deliberation and voting of the proposal at the BAC and Board meetings.
- b) MOF Inc. and Khazanah, together with their representatives on the Board, have ensured that persons connected to them would also abstain from voting on these resolutions.

- 10.7 The Board, other than the Interested Directors, was of the opinion that Ordinary Resolution 9 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.

11.0 **Ordinary Resolution 10:**
Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature with Tenaga Nasional Berhad (TNB) and/or its subsidiaries (TNB Group)

- 11.1 Ordinary Resolution 10, was in respect of the Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature with TNB Group.

- 11.2 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.

12.0 **Ordinary Resolution 11:**
Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature with Petroliam Nasional Berhad (Petronas) and/or its subsidiaries (Petronas Group)

- 12.1 Ordinary Resolution 11 was in respect of the Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature with Petronas Group.

12.2 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.

13.0 **Ordinary Resolution 12:
Proposed Additional Shareholders' Mandate for RRPT of a revenue or trading nature with Astro Malaysia Holdings Berhad (AMHB) and/or its Subsidiaries (AMHB Group)**

13.1 The next was Ordinary Resolution 12 in respect of Proposed Additional Shareholders' Mandate for RRPT with AMHB.

13.2 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.

14.0 **Ordinary Resolution 13:
Proposed Additional Shareholders' Mandate for RRPT of a revenue or trading nature with CelcomDigi Berhad (CelcomDigi) and/or its Subsidiaries (CelcomDigi Group)**

14.1 The next was Ordinary Resolution 13 in respect of Proposed Additional Shareholders' Mandate for RRPT with CelcomDigi Group.

14.2 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.

15.0 **Ordinary Resolution 14:
Proposed Additional Shareholders' Mandate for RRPT of a revenue or trading nature with Digital Nasional Berhad (DNB)**

15.1 The next was Ordinary Resolution 14 in respect of Proposed Additional Shareholders' Mandate for RRPT with DNB, which currently is a wholly owned subsidiary of MoF Inc.

15.2 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.

16.0 **Any Other Business**

16.1 Upon tabling all 6 resolutions on the Proposed Shareholders' Mandate, Tunku Afwida handed the Chair back to Tan Sri Chairman at 11.20 a.m.

16.2 Tan Sri Chairman then sought confirmation from the Group Company Secretary as to whether there was any other business for which due notice has been given in accordance to Section 340 (1) of CA 2016 and the Company's Constitution.

16.3 The Group Company Secretary confirmed that the Company had not received any notice for any other business for the AGM.

IV. ENGAGEMENT WITH MEMBERS OF THE COMPANY

1.0 Question & Answer (Q&A) Session

1.1 Tan Sri Chairman proceeded with the Q&A session. The Board and Management would endeavour to respond to as many questions as possible.

1.2 Tan Sri Chairman informed that the Chief Risk Officer was assigned to oversee that all pertinent questions based on various categories, have been responded to accordingly for an interactive and meaningful engagement.

Key Management team namely the Chief Corporate and Regulatory Officer, Chief Technology and Information Officer and Vice President of Corporate Finance and Investor Relations would assist the Board in addressing the questions.

1.3 Tan Sri Chairman then invited the GCEO to address the pre-AGM questions to be followed with the “live” questions posted during the meeting proceeding.

*[The list of MSWG, pre-AGM and live AGM questions and the Company’s responses were enumerated in **Attachment 1**. The session continued until 12.25 p.m.]*

1.4 Tan Sri Chairman thanked the GCEO 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. Questions that were not answered during the meeting would be addressed and published on TM website, based on various categories for shareholders’ reference.

V. POLLING PROCESS AND RESULT

1.0 E-polling Process

1.1 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 i.e. at 12.35 p.m. and reminded those who have not cast their votes, to do so. After the poll has ended, approximately 30 minutes would be required for the vote counting and verification.

1.2 Tan Sri Chairman then adjourned the Meeting at 12.25 p.m., to be re-convened upon completion of the polling process.

2.0 Announcement of Poll Results and Resolutions Passed

2.1 Tan Sri Chairman reconvened the Meeting at 12.55 p.m. and called the Meeting to order for the announcement of poll results. The polling result was projected online for the shareholders’ information.

2.2 The poll results, enumerated in **Attachment 2**, for the AGM was verified by the lead scrutineers, Ms Queck Wai Fong of SCS, who confirmed that the voting results were in order. The voting results were read out by Encik Noor Isaruddin from Boardroom.

2.3 Tan Sri Chairman thanked Encik Noor Isaruddin and declared that all 14 Ordinary Resolutions as set out in the Notice of 38th AGM were carried and duly passed.

2.4 The poll results and resolutions passed were as follows:

2.4.1 **Ordinary Resolution 1: Re-election of Dato' Shazril Imri Mokhtar pursuant to Clause 112 of the Company's Constitution**

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|---------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 1 | 3,012,141,661 | 99.97 | 953,957 | 0.03 | 3,013,095,618 | 100 |

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

2.4.2 **Ordinary Resolution 2: Re-election of Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin pursuant to Clause 112 of the Company's Constitution**

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|-----------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 2 | 3,011,496,350 | 99.95 | 1,601,899 | 0.05 | 3,013,098,249 | 100 |

It was **RESOLVED THAT** Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin, who retired by rotation pursuant to Clause 112 of the Company's Constitution and being eligible and having offered herself for re-election, be and is hereby re-elected as Director of the Company.

2.4.3 **Ordinary Resolution 3: Re-election of Datuk Siti Zauyah Md Desa pursuant to Clause 112 of the Company's Constitution**

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|-----------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 3 | 3,012,062,858 | 99.97 | 1,038,656 | 0.03 | 3,013,101,514 | 100 |

It was **RESOLVED THAT** Datuk Siti Zauyah Md Desa, who retired by rotation pursuant to Clause 112 of the Company's Constitution and being eligible and having offered herself for re-election, be and is hereby re-elected as Director of the Company.

2.4.4 **Ordinary Resolution 4: Re-election of Encik Hisham Zainal Mokhtar pursuant to Clause 112 of the Company's Constitution**

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|-----------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 4 | 3,009,693,917 | 99.89 | 3,408,375 | 0.11 | 3,013,102,292 | 100 |

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

2.4.5 Ordinary Resolution 5: Approval for the Directors' Fees

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|---------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 5 | 3,012,704,203 | 99.99 | 376,942 | 0.01 | 3,013,081,145 | 100 |

It was **RESOLVED THAT** the payment of the following Directors' fees be and are hereby approved with effect from the 38th Annual General Meeting (AGM) until the next AGM of the Company:

- 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) Up to RM15,000 per month and RM10,000 per month for NEC and NEDs respectively, of TM Subsidiaries.

2.4.6 Ordinary Resolution 6: 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 6 | 3,012,746,017 | 99.99 | 385,586 | 0.01 | 3,013,131,603 | 100 |

It was **RESOLVED THAT** the payment of benefits payable of an amount of up to RM2,350,000 to NEC and NEDs of the Company from the 38th AGM until the next AGM be and is hereby approved.

2.4.7 Ordinary Resolution 7: 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 7 | 3,011,969,869 | 99.97 | 1,196,013 | 0.03 | 3,013,165,882 | 100 |

It was **RESOLVED THAT** Ernst & Young PLT, who has consented to act as Auditors of the Company, be and is hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2023; **AND THAT** the Board of Directors be and is hereby authorised to determine their remuneration.

2.4.8 **Ordinary Resolution 8: 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 8 | 2,241,576,884 | 74.39 | 771,587,910 | 25.61 | 3,013,164,794 | 100 |

It was **RESOLVED**:

THAT pursuant to the 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.

2.4.9 **Ordinary Resolution 9: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Axiata Group Berhad and/or its Subsidiaries (Axiata Group)**

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|-------------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 9 | 1,428,208,488 | 92.35 | 118,292,492 | 7.65 | 1,546,500,980 | 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 26 April 2023;

PROVIDED THAT such transactions are necessary for the day-to-day operations and 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.

2.4.10 **Ordinary Resolution 10: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Tenaga Nasional Berhad and/or its Subsidiaries (TNB Group)**

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|-------------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 10 | 1,428,211,832 | 92.35 | 118,287,791 | 7.65 | 1,546,499,623 | 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 26 April 2023;

PROVIDED THAT such transactions are necessary for the day-to-day operations and 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.

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

| Ordinary Resolution | For | | Against | | Total | |
|---------------------|---------------|-------|---------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 11 | 2,201,563,663 | 99.99 | 183,330 | 0.01 | 2,201,746,993 | 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 Petronas Group as set out in Appendix I of the Company's Circular to Shareholders dated 26 April 2023;

PROVIDED THAT such transactions are necessary for the day-to-day operations and 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.

2.4.12 **Ordinary Resolution 12: Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Astro Malaysia Holdings Berhad and/or its subsidiaries (AMHB Group)**

| Special Resolution | For | | Against | | Total | |
|--------------------|---------------|-------|---------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 12 | 2,201,561,511 | 99.99 | 186,482 | 0.01 | 2,201,747,993 | 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 AMHB Group as set out in Appendix II of the Company's Circular to Shareholders dated 26 April 2023;

PROVIDED THAT such transactions are necessary for the day-to-day operations and 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 Additional Shareholders' Mandate.

2.4.13 Ordinary Resolution 13: Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with CelcomDigi Berhad and/or its subsidiaries (CelcomDigi Group)

| Special Resolution | For | | Against | | Total | |
|--------------------|---------------|-------|---------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 13 | 2,201,565,210 | 99.99 | 180,577 | 0.01 | 2,201,745,787 | 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 CelcomDigi Group as set out in Appendix II of the Company's Circular to Shareholders dated 26 April 2023;

PROVIDED THAT such transactions are necessary for the day-to-day operations and 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 Additional Shareholders' Mandate.

2.4.14 **Ordinary Resolution 14: Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Digital Nasional Berhad (DNB).**

| Special Resolution | For | | Against | | Total | |
|--------------------|---------------|-------|---------|------|---------------|-----|
| | No. of | | No. of | | No. of | |
| | Shares | % | Shares | % | Shares | % |
| Resolution 14 | 2,201,553,613 | 99.99 | 195,421 | 0.01 | 2,201,749,034 | 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 DNB as set out in Appendix II of the Company's Circular to Shareholders dated 26 April 2023;

PROVIDED THAT such transactions are necessary for the day-to-day operations and 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 Additional Shareholders' Mandate.

VI **CLOSURE OF MEETING**

1.0 **Chairman's Closing Remark**

- 1.1 On behalf of the Board and Management, Tan Sri Chairman thanked all members, proxies and corporate representatives for attending the 38th AGM held virtually and their continued support towards the Company.

CLOSURE

The proceedings of the 38th AGM ended at 1.00 p.m. with a vote of thanks to Tan Sri Chairman.

CONFIRMED AS CORRECT,



**TAN SRI MOHAMMED AZLAN HASHIM
CHAIRMAN**