



TELEKOM MALAYSIA BERHAD  
[128740-P]  
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-SECOND (32<sup>ND</sup>) ANNUAL GENERAL MEETING (AGM) OF TELEKOM MALAYSIA BERHAD (“TM” OR “THE COMPANY”) HELD AT 10:00 A.M. ON WEDNESDAY, 26 APRIL 2017, AT KRISTAL HALL, TM CONVENTION CENTRE, MENARA TM, JALAN PANTAI BAHARU, 50672 KUALA LUMPUR.

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I. **ATTENDEES**

A. **DIRECTORS**

1. Tan Sri Dato’ Seri Dr Sulaiman Mahbob *[Chairman]*
2. Tan Sri Dato’ Sri Zamzamzairani Mohd Isa  
*[Managing Director/Group Chief Executive Officer (MD/GCEO)]*
3. Datuk Bazlan Osman  
*[Executive Director (ED)/Deputy GCEO]*
4. Dato’ Sri Dr Mohd Isa Hussain
5. Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin
6. Dato’ Ibrahim Marsidi
7. Datuk Zalekha Hassan
8. Mr Davide Giacomo Federico Benello @ David Benello
9. Datuk Seri Fateh Iskandar Tan Sri Dato’ Mohamed Mansor
10. Miss Gee Siew Yoong
11. Tunku Afwida Tunku Dato’ A. Malek
12. Mr Balasingham A Namasiwayam

**ALTERNATE DIRECTOR**

1. Encik Nik Rizal Kamil Tan Sri Nik Ibrahim Kamil  
*[Alternate Director to Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin]*

B. **IN ATTENDANCE**

1. Puan Hamizah Abidin
  2. Cik Zaiton Ahmad
- } Secretaries

C. **SHAREHOLDERS AND PROXIES**

A total of 3,354 members, comprising shareholders, proxies and corporate representatives, representing 2,470,463,704 ordinary shares or 65.74% of the total paid-up shares of TM, registered for TM’s 32<sup>nd</sup> AGM as per the Attendance Record issued by TM’s Share Registrar, Symphony Share Registrars Sdn Bhd (Symphony).

D. **INVITEES**

A total of 73 invitees, comprising TM Management, advisors and external invites, attended TM’s 32<sup>nd</sup> AGM as per the Attendance Record recorded by the Company Secretary.

**E. EXTERNAL AUDITORS: MESSRS PRICEWATERHOUSECOOPERS (PwC)**

1. Dato' Mohammad Faiz Bin Mohammad Azmi (Executive Chairman)
2. Nurul Ain Latif (Engagement Leader and Signing Partner)
3. Mr Allan Toh (Engagement Director)

**F. POLL ADMINISTRATORS**

Symphony Share Registrars Sdn Bhd

**G. INDEPENDENT SCRUTINEERS**

Symphony Corporatehouse Sdn Bhd led by Ms. Elaine Chen Bee Ling (Lead Independent Scrutineer)

**II. MEETING PROCEEDINGS**

**1.0 CHAIRMAN OF MEETING**

Tan Sri Dato' Seri Dr Sulaiman Mahbob, as the Chairman of TM Board (Tan Sri Chairman), took the chair and commenced the proceedings of the 32<sup>nd</sup> AGM of TM.

**2.0 WELCOMING ADDRESS BY CHAIRMAN**

- 2.1 Tan Sri Chairman, on behalf of the Board, welcomed the members and invitees to the 32<sup>nd</sup> AGM and thanked them for their continuous support to TM.
- 2.2 Before proceeding with the meeting, Tan Sri Chairman invited Tuan Haji Zainal Mokhtar Mat Lazim to recite the du'a.

*[Recitation of du'a by Tuan Haji Zainal]*

- 2.3 After thanking Tuan Haji Zainal, Tan Sri Chairman expressed his expectations that the registration process has been conducted smoothly. He then informed the meeting as follows:
  - 2.3.1 Members were welcomed to visit "TM Experience Centre" located at the Main Lobby Menara TM which showcases TM in Innovations, Convergence and Sports arena. It also housed a TM Point, TM's channel providing the Group's products and services that will help members' life and business easier.
  - 2.3.2 A Mini TM Point and Mini webe Hub were set up outside the meeting hall to attend to any queries on the products and services of TM Group.
  - 2.3.3 As per past year practices, Bursa Malaysia Depository Sdn Bhd (Bursa Depository) has also set up its counter at the Ground Floor to provide information on new products from Bursa Malaysia.
- 2.4 The Board has taken note relevant issues raised at the last AGM and Extraordinary General Meeting (EGM) and took necessary actions for improvement. The minutes of the 31<sup>st</sup> AGM and the EGM can be viewed at TM's website, [www.tm.com.my](http://www.tm.com.my)

- 2.5 Tan Sri Chairman further informed the Meeting that in conjunction with TM's appointment as the Platinum Sponsor of the 29<sup>th</sup> SEA Games and the 9<sup>th</sup> Para ASEAN Games, known as the 2017 Kuala Lumpur Games, members were provided with Team Malaysia jersey and invited to attend the Kuala Lumpur Games to be held on 19 August to 30 August 2017, to show our supports for the athletes competing for the said Games.

TM was pleased to announce that TM Team Malaysia has been recognised as a platform that unite Malaysians to support the national athletes. The Team Malaysia was acknowledged as the official National Athletes Cheering Team by the Minister of Youth and Sports in April 2016.

- 2.6 Tan Sri Chairman then introduced each and every member of the Board of Directors including an Alternate Director as well as the Company Secretaries who were in attendance at today's AGM. He also introduced Cik Nor Fadhilah Mohd Ali, the Financial Controller who is covering as Group Chief Financial Officer. TM's key Management team was also present at today's AGM.
- 2.7 Tan Sri Chairman recorded the Board's appreciation to Dato' Ir Abdul Rahim Abu Bakar and Dato' Dato' Danapalan T.P Vinggrasalam for all their services and contributions to TM and its Group of companies for over 8 years since their appointment in April 2008 after TM demerger and further wished them the best in their undertakings.
- 2.8 He confirmed that the existing TM Board composition complied with Paragraph 15.02 of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities) and the Malaysian Code on Corporate Governance 2012; as seven (7) of the Independent Directors form a majority on the TM Board of twelve (12) members.

### 3.0 **ADMINISTRATIVE DETAILS**

- 3.1 Tan Sri Chairman informed the Meeting that the Company's 2016 Corporate and Financial Summary, the Integrated Annual Report (IAR) and Sustainability Report in CD-ROM, and Circular to Shareholders were despatched to shareholders on 4 April 2017. Hard copies of the IAR, in English and Bahasa Malaysia versions, were available upon request.

The Company has enhanced the processes and seen improvement in the chain management and distribution of this years' shareholders' documents. Shareholders who wish to receive the hardcopy of the IAR next year can place a standing order to the Share Registrar.

In the on-going pursuit for innovation towards digitalization, TM has also produced highly interactive version of the 2016 IAR available for download from both the Apple App Store and Android Play Store. Members could also download the digital or e-book versions from the website. The IAR enhanced with TM AURA, an augmented reality application developed by Telekom Research & Development Sdn Bhd, a wholly-owned subsidiary of TM.

- 3.2 Upon invitation from Tan Sri Chairman, the Secretary briefed the members on the administrative details of the Meeting and addressed the following key matters:
- 3.2.1 The Administrative Details for the 32<sup>nd</sup> AGM were included in the 2016 Corporate and Financial Summary dispatched to shareholders.

- 3.2.2 For ease of administration and purpose of identification, Members and Proxies were provided with coloured wristbands upon registrations, blue coloured wristbands were allocated to Members, red coloured wristbands for proxies, yellow coloured wristbands to members and proxies and lastly, orange coloured wristbands to invitees and guests who are not entitled to vote.
- 3.2.3 Members and Proxies were invited to raise questions or seek clarifications relevant to the proposed resolutions and to vote on the resolutions tabled at the Meeting.
- 3.2.4 Members and proxies to wear the wristbands throughout the meeting to ease the e-polling process since they were equipped with bar codes to detect the wearers' identity and eligibility for voting.
- 3.2.5 In compliance with Paragraph 8.29A of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities) regulatory requirements, all resolutions at general meetings would be voted by way of electronic voting (e-polling or e-voting) upon completion of the deliberation of all items to be transacted at the AGM. The vote casts would be based on the number of shares held by each member.
- 3.2.6 The Company has appointed Symphony Share Registrars Sdn Bhd (Symphony) as Poll Administrator to conduct the polling process. Symphony Corporatehouse Sdn Bhd (SCH), led by Puan Elaine Chen Bee Ling, was appointed as an independent Scrutineers for the 32<sup>nd</sup> AGM. The Scrutineers would be observing the proceedings of e-polling and validating the voting results.

#### 4.0 **QUORUM**

- 4.1 Tan Sri Chairman further clarified certain procedure arrangement with regards to proxy submission. The Company's Articles of Association provided the 48-hour submission requirement before the time for holding the meeting in regards for lodgement of valid proxy forms for attendance of meeting.

In addition to that, Section 334 (3) of the Companies Act 2016 (CA 2016), effective on 31 January 2017, allowed the acceptance of proxies not less than 24 hours from the time appointed for the taking of the poll.

The abovematter has been clarified by the Companies Commission of Malaysia on 18 April 2017 that the 48-hour rule is valid for the deposit of proxy forms for attendance of the meeting whilst the 24-hour rule allows members to deposit proxy forms for poll.

- 4.2 The Secretary thereafter confirmed the presence of the minimum quorum of two (2) members present in person or by proxy for the Meeting pursuant to Article 79 of the Company's Constitution.
- 4.3 The Secretary reported that based on the Attendance Record issued by the Share Registrar at 10.00 a.m., a total of 3,354 members representing 65.74% have registered for the Meeting.

The number of proxies as at the deadline of 48-hour was 2,528 with 1,950 valid proxy forms representing 70.29% paid up capital of TM. And the proxies at the deadline of 24-hour of 10.00 a.m. was 2,532 with 1,947 valid proxy forms representing 70.29% paid-up capital of TM.

5.0 **NOTICE OF MEETING**

5.1 Tan Sri Chairman thanked the Secretary and proposed that the Notice of the 32<sup>nd</sup> AGM be taken as read.

5.2 Mr Mootha Kumaran, a shareholder, seconded the proposal.

6.0 **OPENING REMARKS BY CHAIRMAN**

6.1 Tan Sri Chairman then declared the Meeting duly convened. He thereafter summarised the key points of the Chairman's Statement in the 2016 IAR as follows:

6.1.1 In 2016, TM has introduced IAR where TM's *Life and Business Made Easier* brand was refreshed. This was achieved by way of making TM's performance, business model and strategies easier to understand with greater transparency and clarity through an integrated reporting style.

6.1.2 TM has promised that 2016 would be a year of convergence, delivering TM's Convergence Champion aspiration while growing in tandem broadband access to all.

6.1.3 In January 2017, TM has started to offer higher speed fixed broadband at the same price, in line with the Government's objective to improve broadband accessibility and affordability.

6.1.4 TM has fulfilled its dividend commitment in 2016. TM has done away with final dividend and instead declared two (2) interim dividends. The 2<sup>nd</sup> interim dividend was paid on 24 March 2016. The total dividend payout for the financial year ended 31 December 2016 was RM808.0 million or 21.5 sen per share.

6.1.5 TM is committed towards Convergence and Go Digital aspiration for unparalleled connectivity and seamless experience, anywhere on any device for everyone. TM is investing on digitalizing its internal systems and services for greater operational and functional efficiencies towards seamless digital lifestyle by making life and business easier, hence; a better Malaysia.

6.2 On behalf of the Board, Tan Sri Chairman expressed his sincere appreciation and gratitude to all valued stakeholders; customers, shareholders, industry collaborators, media, regulators, Government as well as TM's employees nationwide who have continued to believe in and support TM.

7.0 **PRESENTATION BY THE GROUP CEO AND DEPUTY GROUP CEO**

7.1 Tan Sri Chairman informed the Meeting that TM has received several questions from the Minority Shareholders' Watchdog Group (MSWG) on 20 April 2017 and has accordingly replied to MSWG on 25 April 2017.

- 7.2 For the benefit of the members and invitees, Tan Sri Chairman invited Datuk Bazlan Osman, TM's ED/Deputy GCEO to present TM's responses to MSWG's questions.
- 7.3 Datuk ED/Deputy GCEO thereafter presented TM's replies to the questions raised by MSWG. The questions particularly pertained to three (3) issues on webe and impact of the Broadband Improvement Plan (BIP) announced by the Government during Budget Announcement.
- 7.4 The presentation then continued with Tan Sri Dato' Sri Zamzamzairani Mohd Isa (Tan Sri Zam Isa), TM's GCEO, highlighting the Company's updates and Financial and Operational Highlights followed with Datuk ED/Deputy GCEO's briefing on the 2017 & Mid-Term Headlines, latest updates and Moving Forward Action. Salient matters presented were summarised as follows:
- 7.4.1 2016 was a year of convergence for TM with the launch of webe on 30 September 2016 which marked its entry into mobility. The entry into mobility that liberalized data plan showed TM's commitment towards innovation, productivity enhancement and digitalization, while continuing to expand its broadband access. In line with the Government's aspiration for higher speed fixed broadband at the same price, TM has aligned its offering by increasing speed under different UniFi packages which reduced fee per Mbps and continuing to improve accessibility and affordability of broadband services to everyone.
- 7.4.2 Some of TM's initiatives in year 2016 were as follows:
- a) Launched the webe, Long Term Evolution (LTE) broadband offering on 30 September 2016, with 2,100 LTE sites and 61% population holding; and
- b) Rolled out of High Speed Broadband 2 (HSBB2) and Sub-urban Broadband (SUBB) projects.
- 7.4.3 The 2016 Group revenue was RM12.06 billion, beyond the RM11.0 million milestone hurdle while the Group Operating Profit (Earnings Before Interest and Tax (EBIT)) was RM1.20 billion, against RM1.23 billion in 2015.
- 7.4.4 TM's 2016 Headline Key Performance Indicators (KPIs) comprised revenue growth, EBIT growth and a customer satisfaction measure based on the TRI\*M index of 72, exceeding the global average of 68 for the sixth consecutive year. Hence, TM has achieved all three (3) Headline KPIs, with Group revenue growth up 2.9% against Financial Year 2015, normalised EBIT growth of RM1.185 billion and a TRI\*M index of more than 72, above the global average of 68.
- 7.4.5 Based on the good performance, TM would again fulfilled its annual dividend commitment, to pay either RM700 million or up to 90.0% of normalised PATAMI to shareholders, whichever is higher.
- 7.4.6 TM had more than 2.37 billion UniFi customers to date, despite an increasingly competitive broadband market. 79% of the subscribers are subscribing to broadband speed of beyond 10Mbps. In terms of market segment, TM is focusing on Managed Accounts and Global clusters where more emphasis is given to enterprises, government

and global market customers. Information Communication & Technology (ICT)/Business Process Outsourcing (BPO) will still be vital with introduction of smart services especially in real estate industry and launch of Marketplace, smart services, global connectivity and data centres in Iskandar Puteri and KLCC.

- 7.4.7 Moving forward, TM is focusing on convergence through broadband with Smarter Living, Smarter Businesses, Smarter Cities, Smarter Community and Smarter Nation as the themes for TM Convergence 2.0.
- 7.5 Tan Sri GCEO lastly informed the Meeting that he would be retiring as TM's GCEO on 30 April 2017 and introduced the new leadership of TM; Dato' Sri Mohammed Shazalli Ramly, the new MD/GCEO effective 1 May 2017 and Datuk Bazlan as the new ED/Deputy GCEO effective 1 April 2017.

In concluding his presentation, Tan Sri GCEO thanked all present and relevant stakeholders for their support and guidance during his tenure as TM's GCEO.

*[Presentation by Tan Sri GCEO and Datuk ED/Deputy GCEO commenced from 10.28 a.m. to 10.53 a.m. [The presentation slides were available in the Company's website @ <https://www.tm.com.my/investorrelations>]*

- 7.6 Tan Sri Chairman thanked both Tan Sri GCEO and Datuk ED/Deputy GCEO for their presentations.

#### 8.0 **REMARKS BY CORPORATE REPRESENTATIVE OF MSWG**

- 8.1 Tan Sri Chairman further invited MSWG's corporate representative, Puan Lya Rahman to say a few words.

- 8.2 Puan Lya thanked the Board for presenting MSWG's questions and TM's replies at the AGM and made the following comments and/or observations:

- 8.2.1 She commended the Board and the Management on the following:

- a) TM's good performance in 2016 and continuous improvement in corporate governance practises in 2016. TM has been an exemplary company in good corporate governance practices not only in Malaysia but also in ASEAN. TM has been ranked 2<sup>nd</sup> for the ASEAN Corporate Governance Scorecard for the Malaysian Chapter in 2015 and was ranked within the top 10 within the 50 ASEAN public listed companies; and
- b) Exemplary adoption of IAR format which proffers confidence in the Company's performance and best practices, increasing the confidence of stakeholders in the Company.

- 8.2.2 She expressed hope for TM to continuously maintaining the high standard of corporate governance and hoped to see TM to be in the Top 5 ASEAN public listed companies, of which the result would be published and announced in February 2018.

- 8.2.3 Puan Lya bid farewell to Tan Sri GCEO and wished him well in his retirement years. She also welcomed the new leadership with anticipation and hope that TM would continue to excel in its performance, bringing innovation and new perspectives to the TM Group.

- 8.3 Puan Lya then proceeded to seek further clarifications on the following issues:

**Pertinent Questions and Answers during Meeting Proceedings**

*(The Board's answers are in italic.)*

- 8.3.1 TM to clarify webe's expected population coverage in 2018, performance and outlook in 2017.

*Datuk ED/Deputy GCEO responded as follows:*

- a) *webe's pop coverage as at 31 December 2016 was 61%. We expected the pop coverage to further increase with the introduction of prepaid packages and business packages in 2017.*
  - b) *The 1Q 2017 performance report would be announced by end of May 2017 and TM would provide the insights on webe.*
  - c) *webe is part of Mass Market cluster in terms of customer segment, and hence its performance would be included as part of Mass Market's financial highlights.*
- 8.3.2 TM to segregate Datuk Zalekha Hassan's appointment as Non-Independent Non-Executive Director (NINED) and re-designation as Independent Non-Executive Director (INED) in the Directors' profiles in the IAR 2016 as per the previous years' Annual Report.

*Tan Sri Chairman informed that the tenure of all the Directors, including Datuk Zalekha, was stated on page 123 in the Statement on Corporate Governance of the IAR 2016. Datuk Zalekha was appointed as NINED on 9 January 2008 and was re-designated as INED on 1 June 2011.*

*TM noted the observation by MSWG and would also include such information in the directors' profiles moving forward.*

- 8.3.3 TM to elucidate the decision to make the Board Charter and Constitution on TM's website password protected. The documents should be made available and accessible to all for reference.

*Datuk ED/Deputy GCEO responded that the documents are accessible to public. TM has removed any password protection for both documents.*

- 8.3.4 MSWG sought for insights on the key challenges in implementing IAR and how TM overcomes those challenges.

*Tan Sri GCEO informed that the main challenge was to attune the reporting format for stakeholders' perspectives. The process was time consuming with supports required from relevant parties in order to ensure that the requirements are met. Tan Sri GCEO took this opportunity to congratulate and thank the Management and staff that had made this happened.*

- 8.4 Tan Sri Chairman then thanked Puan Lya for her kind words, questions and comments.



**9.0 QUESTIONS/COMMENTS FROM MEMBERS AND RESPONSES FROM THE BOARD**

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9.1 Tan Sri Chairman invited the members to raise any questions and seek clarifications on the proposals tabled at the 32<sup>nd</sup> AGM.

*[The list of questions/comments and Board's responses were in "Attachment 1".]*

9.2 After attending to the questions and suggestions posed by the members, Tan Sri Chairman continued with the meeting proceedings.

**10.0 RECEIPT OF AUDITED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DECEMBER 2016**

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10.1 Tan Sri Chairman proceeded with the tabling of the Audited Financial Statements and Reports of Directors and Auditors for the financial year ended 31<sup>st</sup> December 2016.

10.2 Tan Sri Chairman explained that in line with the provision of Section 340 (1) of the CA 2016, the Financial Statement and Reports were tabled for shareholders' information and not approval, and hence would not be put to vote.

10.3 The Audited Financial Statements had been prepared in accordance with the Malaysian Financial Reporting Standards (MFRS), International Financial Reporting Standards (IFRS) and other regulatory requirements.

10.4 The Meeting was informed that the auditors, PwC, who were present today, were of the opinion that the Audited Financial Statements had been properly drawn up and present a true and fair view of the financial position of the Company and Group as at 31 December 2016.

10.5 The questions and answers were listed in Attachment 1.

**11.0 ORDINARY RESOLUTION 1  
RE-ELECTION OF TUNKU AFWIDA TUNKU DATO' A. MALEK PURSUANT TO ARTICLE 98 (2)**

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11.1 Tan Sri Chairman thereafter proceeded to the next Agenda. Ordinary Resolutions 1 to 5 were in respect of the re-elections of Tunku Afwida Tunku Dato' A. Malek and Mr Balasingham A. Namasiwayam under Article 98(2) of the Company's Articles of Association (AA), and re-elections of Datuk Seri Fateh Iskandar Tan Sri Dato' Mohamed Mansor, Ms Gee Siew Yoong and himself pursuant to Article 103 of the AA.

All of the retiring directors were present at the meeting and had given their consents and offered themselves for re-election as directors.

11.2 The meeting was informed that as part of the board effectiveness process, all directors had undergone the annual Board Effectiveness Evaluation (BEE). The Board Nomination and Remuneration Committee (NRC) had also conducted an assessment of the Directors' respective attributes, competencies, commitment and personality. Their independence was also assessed.

NRC concluded that the Independent Directors have continued to be independent and are able to provide objective judgement to the Board. There were also no relationships or circumstances which could affect, appear to affect, the INEDs' judgement.

- 11.3 The recommendations on the re-election of the Directors were made by the NRC and endorsed by the Board, after considering the Board's expectations and the Directors' performances, contributions and experiences. All four (4) directors have requested to be excused from the meeting room while the resolutions on their re-elections were being discussed.

*[Datuk Seri Fateh Iskandar, Ms Gee Siew Yoong, Tunku Afwida and Mr Balasingham left the meeting at 12.15 p.m.]*

- 11.4 Tan Sri Chairman proceeded with the Ordinary Resolution 1 on the re-election of Tunku Afwida Tunku Dato' A. Malek. She was an INED, appointed on the Board on 28 April 2016.

Tunku Afwida is an accountant with banking and investment experience. She is a member of Board Audit Committee (BAC), NRC, Board Investment Committee (BIC) and the Long Term Investment Plan (LTIP) Committee.

- 11.5 The motion on the re-election of Tunku Afwida was proposed by Mr Mootha Kumaran, a shareholder, and seconded by Mr Choo Moon Tuck @ Cho Mun Tuck, a shareholder.

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

12.0 **ORDINARY RESOLUTION 2:  
RE-ELECTION OF BALASINGHAM A. NAMASIWAYAM PURSUANT TO ARTICLE  
98 (2)**

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- 12.1 The Meeting was informed that Ordinary Resolution 2 was in respect of the re-election of an INED, Mr Balasingham A. Namasiwayam pursuant to Article 98 (2) of the Company's AA.

- 12.2 Mr Balasingham has in-depth knowledge of telecommunication industry with over 30 years' experience as former employee of TM Group and was appointed on Board on 28 April 2016. He was a member of BAC, NRC, Board Risk Committee (BRC) and LTIP Committee.

- 12.3 The motion on the re-election of Mr Bala was proposed by Mr Mootha Kumaran, a shareholder, and seconded by Mr Vaithi Lingam Pillai, a shareholder.

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

13.0 **ORDINARY RESOLUTION 3:  
RE-ELECTION OF DATUK SERI FATEH ISKANDAR TAN SRI DATO' MOHAMED  
MANSOR PURSUANT TO ARTICLE 103**

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- 13.1 The Meeting was informed that Ordinary Resolution 3 was in respect of the re-election of Datuk Seri Fateh Iskandar Tan Sri Dato' Mohamed Mansor.

13.2 Datuk Seri Fateh Iskandar is an INED and was appointed on Board on 7 October 2013. He provides the Board with independent perspective from different business discipline based on his experience as a businessman. His profile was stated on page 99 of the IAR.

Datuk Seri Fateh is the Chairman of BIC and a member of BRC.

13.3 The motion on the re-election of Datuk Seri Fateh was proposed by Mr Mootha Kumaran, a shareholder, and seconded by Mr Mervin Selvaragah, a shareholder.

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

14.0 **ORDINARY RESOLUTION 4:  
RE-ELECTION OF MISS GEE SIEW YOONG PURSUANT TO ARTICLE 103**

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14.1 Tan Sri Chairman continued the meeting and informed that in accordance with Article 103 of the Company's AA, Gee Siew Yoong being one of the directors longest in the office for the last 3 years would retire at this Meeting and being eligible, has offered herself for re-election.

She is a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants and the BAC Chairman, member of BRC and BIC.

14.2 The motion on the re-election of Miss Gee Siew Yoong was proposed by Mr Mootha Kumaran, a shareholder, and was seconded by Mr Vaithi Lingam Pillai, a shareholder.

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

14.4 Tan Sri Chairman further invited all four (4) Directors to re-join the meeting.

*[Tunku Afwida, Mr Balasingham, Datuk Seri Fateh Iskandar and Ms Gee Siew Yoong re-joined at 12.25 p.m.]*

15.0 **ORDINARY RESOLUTION 5:  
RE-ELECTION OF TAN SRI DATO' SERI DR SULAIMAN MAHBOB PURSUANT  
TO ARTICLE 103**

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15.1 The Meeting was informed that Ordinary Resolution 5 was in respect of the re-election of Tan Sri Dato' Seri Dr Sulaiman Mahbob, pursuant to Article 103 of the Company's AA.

Since he was an interested party for the said resolution, Tan Sri Chairman excused himself from the Meeting during the deliberation of this resolution. He proposed that Dato' Ibrahim Marsidi, the Senior Independent Non-Executive Director, to take over the chair for Resolution 5.

15.2 Mr. Mootha Kumaran, a shareholder, seconded the motion.

*[At this juncture @ 12.26 p.m., Tan Sri Chairman left the Meeting in order for the said resolution to be discussed in his absence.]*

15.3 Dato' Ibrahim thanked the Chairman and chaired the Meeting for Ordinary Resolution 5.

15.4 Dato' Ibrahim informed that Tan Sri Dato' Seri Dr Sulaiman was to retire pursuant to Article 103 and being eligible, has offered himself for re-election.

Based on his qualification and extensive experience in the Government and as the Chairman of MSWG, Tan Sri Dato' Seri Dr Sulaiman is able to provide sound leadership and valuable inputs to TM and its subsidiaries. The NRC and the Board were of the opinion that Tan Sri Chairman is imperative to the board dynamics and have recommended for his re-election.

15.5 The motion was proposed by Mr Vaithi Lingam Pillai, a shareholder, and seconded by Mr Mervin Selvarajah, a shareholder.

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

15.7 Dato' Ibrahim then re-invited Tan Sri Chairman to the meeting and handed over the chair to him.

*[Tan Sri Chairman re-joined the meeting at 12.30 p.m.]*

16.0 **ORDINARY RESOLUTION 6:**

**APPROVAL FOR PAYMENT OF DIRECTORS' FEES:**

- (i) **DIRECTORS' FEES TO NON-EXECUTIVE CHAIRMAN (NEC), NON-EXECUTIVE DIRECTORS' (NED) AND SENIOR INDEPENDENT DIRECTOR (SID) OF TM FROM 32<sup>ND</sup> AGM UNTIL NEXT AGM**
  - (ii) **DIRECTOR'S FEES TO NEC AND NEDs OF TIER 1 SUBSIDIARIES FROM 31<sup>ST</sup> JANUARY 2017 UNTIL NEXT AGM**
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16.1 Tan Sri Chairman proceeded with Ordinary Resolutions 6 and 7 on the "directors' fees" and "benefits payable" to NEDs. Section 230 (1) of CA Act 2016 requires that both "fees" and "benefits payable" to the directors of a listed company and its subsidiaries to be approved at general meeting.

16.2 The NRC and Board recommended the following payment from today's AGM until the next AGM:

- a) RM 23,000.00 per month in Directors' Fee to NEC;
- b) RM15,000.00 per month for each NEDs; and
- c) RM 2,250.00 per month for SID.

16.3 Apart from the directors' fees for NEDs of TM, the NRC and Board also recommended the directors' fees of the Tier 1 Subsidiaries from 31 January 2017 until the next AGM, as follows:

- a) RM11,500.00 per month in Directors' Fee for NEC of Tier 1 Subsidiaries; and
- b) RM7,500.00 per month to NEDs of Tier 1 Subsidiaries

16.4 Tan Sri Chairman informed that the quantum of directors' fees for TM is in line with the quantum approved by shareholders at the 28<sup>th</sup> AGM of 7 May 2013 without any revision.

- 16.5 On directors' fees of Tier 1 Subsidiaries, the quantum was in accordance with the Subsidiaries' Remuneration Framework established since 2010 in which subsidiaries are categorised into tiers based on their (i) complexity of operations in terms of strategic importance, reputational risk, expected Board involvement and nature of business; and (ii) size of operations in terms of contribution to Group Revenue.

Tier 1 Subsidiaries are Webe Digital Sdn Bhd, VADS Berhad, GITN Sdn Bhd, Fiberail Sdn Bhd, Fibrecomm Network (M) Sdn Bhd, Universiti Telekom Sdn Bhd and Menara Kuala Lumpur Sdn Bhd.

- 16.6 The details of the directors' remuneration were provided on pages 130 and 131 of the 2016 IAR.
- 16.7 The Board noted the views by a Major Shareholder, the Employee Provident Fund Board that the directors' fees should only be paid after the financial year end.
- 16.8 The motion was proposed by Encik Mohd Yasin Hamzah, a shareholder, and seconded by Mr Mootha Kumaran, a shareholder.
- 16.9 The motion was put to vote by e-polling, upon conclusion of the tabling of all resolutions.

**17.0 ORDINARY RESOLUTION 7:  
APPROVAL FOR THE PAYMENT OF BENEFITS PAYABLE TO NEC AND NEDs'  
FEES UP TO AN AMOUNT OF RM2,350,000 FROM 31<sup>ST</sup> JANUARY 2017 UNTIL  
NEXT AGM**

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- 17.1 Tan Sri Chairman proceeded with Ordinary Resolution 7 on the approval of benefits payable from 31 January 2017, the effective date of the CA 2016, until the next AGM, to the NEC and NEDs amounting up to RM2,350,000.00.
- 17.2 The details of the benefit payments for both TM and Tier 1 Subsidiaries were stated in the Explanatory Notes on pages 29 and 30 of the Corporate and Financial Summary booklet or page 351 of the IAR. The payment would be paid on a monthly basis and/or as and when incurred.
- The Directors believed that it is just and equitable for the NEC and NED to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company and subsidiaries.
- 17.3 The motion was proposed by Mr Mootha Kumaran, a shareholder, and seconded by Mr Hari Krishnen Annamalai, a shareholder.
- 17.4 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**18.0 ORDINARY RESOLUTION 8:  
RE-APPOINTMENT OF PwC AS AUDITORS OF THE COMPANY**

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- 18.1 Ordinary Resolution 8 was in respect of the re-appointment of PwC as Auditors of the Company for the financial year ending 31 December 2017 and the empowerment to the Directors to fix their remuneration.

- 18.2 The Meeting was informed that the Company has carried out a Request for Proposal on the engagement of external auditors in order to establish benchmarking on audit methodology and the offers in the market. This is upon taking into consideration that the existing auditors have been TM's auditors since 1999.

Based on the evaluation result, the Board recommended the engagement of PwC as the Company's auditors for the ensuing year.

- 18.3 The BAC and the Board have agreed that PwC has met the suitability criteria stipulated in Paragraph 15.21 of the Main LR, amongst others, adequacy of the experience and resources, number of persons and experience of supervisory and professional staff assigned in view of the size and complexity of TM Group.
- 18.4 The BAC and Board have also assessed the independence of the auditors and recommended the re-appointment of PwC as the Company's Auditors after taking into considerations all these facts.
- 18.5 The Meeting was informed that PwC has expressed its willingness to continue to act as Auditors of the Company for the financial year ending 31 December 2017.
- 18.6 The motion was proposed by Mr Mootha Kumaran, a shareholder, and seconded by Mr Hari Krishnen Annamalai, a shareholder.
- 18.7 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

19.0 **ORDINARY RESOLUTION 9:**  
**SPECIAL BUSINESS - SECTION 75 OF THE COMPANIES ACT, 2016 (CA 2016)**

- 19.1 Tan Sri Chairman moved to the first special business of the 32<sup>nd</sup> AGM i.e. Ordinary Resolution 9 on the authorisation to Directors to allot and issue new shares in the Company pursuant to Section 75 of the CA 2016. The approval, once given, would continue to be in full force until the conclusion of the next AGM, unless revoked or varied in an earlier general meeting.
- 19.2 The Meeting was informed that the resolution is to renew the approval granted at the Company's 31<sup>st</sup> AGM held on 28 April 2016. The Company has not issued any new shares granted under this general mandate, which would lapse upon conclusion of today's AGM.
- The resolution, if approved, would give the Company and its Directors mandate and flexibility to issue and allot new shares of up to 10% of the issued and paid up capital of the Company, for any possible fund raising activities without the need to seek shareholders' approval later which may delay Company's capital fund raising initiatives and the need to organize a general meeting.
- 19.3 The motion was proposed by Mr Choo Moon Tuck @ Cho Mun Tuck, a shareholder, and was seconded by Mr Mervin Selvaragah, a shareholder.
- 19.4 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**20.0 ORDINARY RESOLUTION 10:  
SPECIAL BUSINESS - 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)**

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- 20.1 Tan Sri Chairman informed that the second special business was the renewal of the authority 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.
- 20.2 The DRS would accord the shareholders with the flexibility and opportunity to reinvest dividends in new TM shares in lieu of receiving cash.
- 20.3 Tan Sri Chairman then explained that the shareholders would benefit from their participation in the DRS as the New TM Shares could be issued at a discount free from brokerage fees and other transaction costs, unless otherwise provided by any statute, law and regulation. Shareholders could still elect to receive dividends in cash. Further, the DRS had capital management benefits where the reinvestment of dividends by shareholders for New TM Shares is expected to enlarge TM's share capital base as well as strengthen TM's capital position. It would also improve the liquidity of the TM Shares on the Main Market of Bursa Securities.
- 20.4 The motion was proposed by Madam Chow Siew Yong, a shareholder, and seconded by Mr Mootha Kumaran, a shareholder.
- 20.5 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**21.0 ORDINARY RESOLUTION 11:  
SPECIAL BUSINESS - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE  
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR  
TRADING NATURE (PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE)**

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- 21.1 Tan Sri Chairman proceeded with the last special business which was the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading nature or RRPT.
- 21.2 The explanation and rationale for the resolution was stated in the Circular to Shareholders dated 4 April 2017. The BAC has been tasked to review the RRPTs to ensure that they are undertaken on arm's length basis, on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders.

The RRPTs to be entered by TM Group were intended to meet the business needs at the best possible terms. TM Group should be able to have access to all available markets and products and services provided by all vendors including the Related Parties. This would enhance TM Group's ability to explore beneficial opportunities as well as to promote cross-selling within the Group.

- 21.3 Tan Sri Chairman further explained that:
- 21.3.1 Minister of Finance, a body incorporate established under the Minister of Finance (incorporation) Act 1957 and Khazanah Nasional Berhad (Khazanah), our Major Shareholders, by virtue of their direct and indirect shareholdings in TM, were deemed interested in the Proposal. They will abstain from voting in respect of this resolution. MoF Inc. and

Khazanah, through their representatives on the Board, have also undertaken to ensure that persons connected to them would abstain from voting on this resolution too.

21.3.2 Dato' Sri Dr. Mohd Isa Hussain and his alternate, Encik Asri Hamidin @ Hamidon as representative, of MoF, and Tunku Dato' Mahmood Fawzy Tunku Muhiyiddin together with his alternate, Encik Nik Rizal Kamil Tan Sri Nik Ibrahim Kamil as Khazanah's representatives, would abstain and had also undertaken to ensure that any persons connected with them would abstain from voting on this resolution.

21.3.3 The Board, other than the Interested Directors, was of the opinion that the Proposed Renewal of Shareholders' Mandate is in the Company's best interests and recommended the members to vote in favour of the resolution.

21.4 The motion was proposed by Mr Choo Moon Tuck @ Cho Mun Tuck, a shareholder, and was seconded by Mr Mervin Selvaragah, a shareholder.

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

## 22.0 **ANY OTHER BUSINESS**

22.1 Tan Sri Chairman then sought confirmation from the Company Secretary as to whether the Company had received any notice for transaction of other business which had been given in accordance with the CA 2016 and the Company's AA.

22.2 The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

## 23.0 **POLLING PROCESS**

23.1 Tan Sri Chairman then briefed the meeting on the administrative matters relating to the polling and e-voting procedures and processes for shareholders and proxies. 20 e-voting counters had been set up for the purpose of conducting the poll by way of e-voting. Members were advised that no alterations or deletions could be made to the votes once they have pressed the "confirmed" button.

23.2 The scrutineers, SCH, would provide the poll results to Tan Sri Chairman as soon as the compilation and counting process was completed.

23.3 The e-voting process and verification of the votes were expected to take about 20-30 minutes to complete. He advised members and proxies to cast their votes carefully for all the eleven (11) ordinary resolutions which require simple majority for them to be passes.

23.4 Tan Sri Chairman also informed that he has been appointed as proxy for a number of shareholders and would cast his votes last. He then adjourned the meeting at 12.45 p.m. for the polling process to commence and proposed for the meeting to be reconvened after 30 minutes for the announcement of the polling results.



*[The meeting adjourned at 12.45 p.m. for the polling process to commence and the Master of Ceremonies (MC) provided the instruction for the arrangement for shareholders and proxies to the polling stations. The meeting re-convened at 1.05 p.m. for the announcement of the polling result which was displayed on the white screen for the meeting's information.]*

#### 24.0 **ANNOUNCEMENT OF POLL RESULTS**

- 24.1 Tan Sri Chairman reconvened the meeting at 1.05 p.m. and called the Meeting to order for the declaration of results. He informed that he had received the poll results from SCH, attached as Attachment 2.
- 24.2 Tan Sri Chairman advised that the results have been verified by the lead scrutineers, Puan Chen. He then invited Puan Chen to affirm the poll results of the AGM as shown on the screen.
- 24.3 Puan Chen informed that SCH Team has verified the poll results and confirmed that the voting results for the AGM were in order.
- 24.4 Tan Sri Chairman thanked Puan Chen and declared that all Ordinary Resolutions 1 to 11 carried and duly passed.
- 24.5 The poll results and resolutions passed were as follows:

24.5.1 **Ordinary Resolution 1**  
**Re-election of Tunku Afwida Tunku Dato' A. Malek pursuant to Article 98 (2) of the Company's Articles of Association**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 1	2,236,468,933	99.999982	400	0.000018	2,236,469,333	100	323,037,101

It was **RESOLVED:**

**THAT** Tunku Afwida Tunku Dato' A. Malek, who retired pursuant to Article 98(2) of the Company's Articles of Association and who being eligible offered herself for re-election, be and is hereby re-elected as Director of the Company.

24.5.2 **Ordinary Resolution 2:**  
**Re-election of Balasingham A. Namasiwayam pursuant to Article 98 (2) of the Company's Articles of Association**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 2	2,236,468,933	99.999982	400	0.000018	2,236,469,333	100	323,037,101

It was **RESOLVED**:

**THAT** Mr Balasingham A. Namasiwayam, who retired pursuant to Article 98(2) of the Company's Articles of Association and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

24.5.3 **Ordinary Resolution 3:**  
**Re-election of Datuk Seri Fateh Iskandar Tan Sri Dato' Mohamed Mansor pursuant to Article 103 of the Company's Articles of Association**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 3	2,234,579,253	99.915488	1,890,080	0.084512	2,236,469,333	100	323,037,101

It was **RESOLVED**:

**THAT** Datuk Seri Fateh Iskandar Tan Sri Dato' Mohamed Mansor, who retired by rotation pursuant to Article 103 of the Company's Articles of Association and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

24.5.4 **Ordinary Resolution 4:**  
**Re-election of Miss Gee Siew Yoong pursuant to Article 103 of the Company's Articles of Association**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 4	2,236,469,233	99.999996	100	0.000004	2,236,469,333	100	323,037,101

It was **RESOLVED**:

**THAT** Miss Gee Siew Yoong, who retired by rotation pursuant to Article 103 of the Company's Articles of Association and who being eligible offered herself for re-election, be and is hereby re-elected as Director of the Company.

24.5.5 **Ordinary Resolution 5:**  
**Re-election of Tan Sri Dato' Seri Dr Sulaiman Mahbob pursuant to Article 103 of the Company's Articles of Association**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 5	2,235,140,738	99.951151	1,092,375	0.048849	2,236,233,113	100	323,273,321

It was **RESOLVED:**

**THAT** Tan Sri Dato' Seri Dr Sulaiman Mahbob, who retired by rotation pursuant to Article 103 of the Company's Articles of Association and who being eligible offered himself for re-election, is hereby re-elected as Director of the Company.

24.5.6 **Ordinary Resolution 6:**  
**Approval for Payment of Directors' Fees**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 6	1,975,120,783	77.171624	584,266,583	22.8288376	2,559,387,366	100	119.068

It was **RESOLVED:**

**THAT** the payment of the following directors' fees be and are hereby approved:

- a) RM23,000 per month for the Non-Executive Chairman (NEC), RM15,000 per month for the Non-Executive Directors (NEDs) and RM2,250 per month for the Senior Independent Director (SID) of the Company with effect from the 32<sup>nd</sup> Annual General Meeting (AGM) until the next AGM; and
- b) RM11,500 per month and RM7,500 per month for the NEC and NEDs respectively, of Tier 1 Subsidiaries from 31 January 2017 until the next AGM.

24.5.7 **Ordinary Resolution 7:**  
**Approval for the Payment of Benefits Payable**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 7	2,559,384,832	99.999784	5,534	0.000216	2,559,390,366	100	116.068

It was **RESOLVED:**

**THAT** the payment of benefits payable to the Non-Executive Chairman and Non-Executive Directors of the Company up to an amount of RM2,350,000 from 31 January 2017 until the next AGM be and is hereby approved.

24.5.8 **Ordinary Resolution 8:**  
**Re-appointment of Messrs. PriceWaterhouseCoopers (PwC) as Auditors of the Company**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 8	2,556,452,791	99.885345	2,934,475	0.114655	2,559,387,266	100	119,168

It was **RESOLVED:**

**THAT** Messrs. PricewaterhouseCoopers who has consented to act as Auditors of the Company for the financial year ending 31 December 2017 be and is hereby re-appointed Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting **AND THAT** the Directors be and are hereby authorised to fix their remuneration.

24.5.9 **Ordinary Resolution 9:**  
**Special Business – Authority to Issue and Allot Shares pursuant to Section 75 of the Companies Act, 2016 (CA 2016)**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 9	2,150,142,839	84.010059	409,244,527	15.989941	2,559,387,366	100	119,068

It was **RESOLVED:**

**THAT** subject always to the CA 2016, the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, where such approval is necessary, authority be and is hereby given to the Directors to issue and allot shares in the capital of the Company pursuant to Section 75 of the CA 2016, to any person other than a Director or major shareholder of the Company or person connected with any Director or major shareholder of the Company, at any time until the conclusion of the next annual general meeting, in such number and to such person and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued and paid up share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued, **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next annual general meeting of the Company.

24.5.10 **Ordinary Resolution 10:**  
**Special Business - 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		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 10	2,556,193,566	99.875212	3,193,800	0.124788	2,559,387,366	100	119,068

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 Directors and the Secretary of the Company be and are 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.

24.5.11 **Ordinary Resolution 11:**  
**Special Business - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate)**

Ordinary Resolution	For		Against		Total		Abstains
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 11	1,541,244,559	99.994122	90,594	0.005878	1,541,335,153	100	1,018,171,281

It was **RESOLVED:**

**THAT** in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 as set out in Appendix 1 of the Company's Circular to Shareholders dated 4 April 2017, dispatched together with the Company's Integrated Annual Report 2016, 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 Articles of Association of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate.

## 25.0 NOTICE OF APPRECIATION TO MD/GCEO

- 25.1 On behalf of the Board and Management, Tan Sri Chairman thanked the members for their attendance and continued support to the Company.
- 25.2 Further, on behalf of the Board and members of the Company, he recorded the appreciation to Tan Sri Zam Isa for his invaluable contributions and dedicated services to TM Group throughout his tenure as Group CEO. He further wished Tan Sri Zam Isa all the best for his future undertakings.

26.0 **CLOSURE**

Since there was no other business for which due notice has been given, the proceedings of the 32<sup>nd</sup> AGM ended at 1.10 p.m. with a vote of thanks to the Chair.

**CONFIRMED AS CORRECT,**



**TAN SRI DATO' SERI DR SULAIMAN MAHBOB  
CHAIRMAN**

Attachment 1



AGENDA  
4.2-tmbod417-Attac

List of Questions and Answers  
at the AGM.

Attachment 2



Poll results-32nd  
AGM.pdf

Polling results