

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

MINUTES OF THE THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING (AGM) OF TELEKOM MALAYSIA BERHAD (TM OR THE COMPANY) HELD AT 10:00 A.M. ON WEDNESDAY, 29 MAY 2019 AT KRISTAL HALL, TM CONVENTION CENTRE, MENARA TM, JALAN PANTAI BAHARU, 50672 KUALA LUMPUR

I. ATTENDEES

A. DIRECTORS

1. Encik Rosli Man [*Chairman*]
2. Dato' Asri Hamidin @ Hamidon
3. Dr Farid Mohamed Sani
4. Dato' Mohd Naim Daruwish
5. Datuk Zalekha Hassan
6. Miss Gee Siew Yoong
7. Tunku Afwida Tunku Dato' A.Malek
8. Mr Balasingham A. Namasiwayam
9. Encik Hisham Zainal Mokhtar
10. Mr Saheran Suhendran (or Suhendran Sockanathan)

B. COMPANY SECRETARIES

1. Puan Hamizah Abidin [*Group Company Secretary*]
2. Cik Zaiton Ahmad [*Joint Secretary*]

C. MANAGEMENT TEAM

1. Encik Shazril Imri Mokhtar [Acting Group Chief Executive Officer (ACEO)]
2. Cik Nor Fadhilah Mohd Ali [Group Chief Financial Officer (GCFO)]

D. SHAREHOLDERS AND PROXIES

The registration counters manned by TM's Share Registrar, Boardroom Share Registrars Sdn Bhd (previously known as Symphony Share Registrars Sdn Bhd) (Boardroom) were opened at 6.45 a.m.

A total of 4,341 members, comprising shareholders, proxies and corporate representatives, representing 2,962,713 ordinary shares or 78.84% of the total paid-up shares of TM, registered for TM's 34th AGM as per the Attendance Record issued by TM's Share Registrar.

E. INVITEES

A total of 55 invitees, comprising TM Management members, advisors and external invitees, attended the 34th AGM as per the Attendance Record recorded by the Company's Group Company Secretarial Division.

F. EXTERNAL AUDITORS: MESSRS PRICEWATERHOUSECOOPERS PLT (PwC)

Pursuant to Section 285 of the Companies Act 2016 (CA 2016), TM's external auditors were present at the AGM where the Company's Audited Financial Statements for the financial year ended 31 December 2018 were laid. PwC were represented by Mr Tiang Woon Meng as the Lead Audit Partner.

G. LEGAL ADVISORS

TM's legal advisor, Messrs Skrine and Co, represented by Encik Fariz Abdul Aziz was also present at the Meeting.

H. POLL ADMINISTRATORS AND INDEPENDENT SCRUTINEERS

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), TM has appointed Boardroom to act as Poll Administrator for the AGM.

Whilst Boardroom Corporate Services Sdn Bhd (BCS), led by Ms Stephanie See, the Independent Scrutineers, was appointed to validate the votes cast in the AGM.

The polling process was conducted upon completion of the deliberation of all businesses transacted at the 34th AGM.

II. MEETING PROCEEDINGS

1.0 CHAIRMAN OF MEETING

Encik Rosli Man, being the Chairman of TM Board (Chairman), took the chair and commenced the proceedings of the 34th AGM of TM.

2.0 WELCOMING ADDRESS BY CHAIRMAN

2.1 On behalf of the Board, the Chairman, welcomed the members and invitees to the 34th AGM and thanked them for their continuous support to TM.

2.2 As TM's AGM was held for the first time during fasting month, the Chairman, on behalf of the Board and Management, wished *Ramadhan Kareem* and *Selamat Berpuasa* to the Muslim members and invitees.

2.3 Before proceeding with the meeting, the Chairman invited Encik Muhammad Hazim Zulkepli to recite the du'a.

[Encik Muhammad Hazim recited the Du'a.]

2.4 After thanking Encik Muhammad Hazim, the Chairman hoped that the registration process which had been conducted since 6.45 a.m. run smoothly. Members were invited to visit the counters for TM Group's products and services located inside the Multipurpose Hall (MPH) whilst redeeming the gifts and collecting the packed food.

2.5 He added that the Board has taken note of the relevant issues raised at the last AGM and had taken necessary actions for improvement. The minutes of the 2018 AGM have been posted on TM's website, www.tm.com.my.

- 2.6 He informed the members that a customer service counter was opened outside the Kristal Hall to attend to any queries by the members on TM Group's products and services. TM's staff and representatives were also present inside and outside the MPH and Kristal Hall to assist members on any issues raised by the members.
- 2.7 The Chairman sought the meeting's consent to continue the proceedings in English. Since there was no objection from the members present, he continued the proceedings in English.
- 2.8 The Chairman introduced each and every member of the Board of Directors present as well as the Company Secretaries who were in attendance at today's AGM. He also introduced Encik Shazril Imri Mokhtar (thereafter referred as Encik Imri), the Company's Acting Group Chief Executive Officer (AGCEO) and Chief Operating Officer (COO) who joined this AGM for the first time in his new capacity as AGCEO. The Chairman further introduced TM's GCFO, Cik Nor Fadhilah Mohd Ali to the meeting. Similar to the Company's past AGMs, the Chairman informed that other TM's key Management team was also present at today's AGM and seated at the front rows of the meeting hall.
- 2.9 On behalf of the Board and Management, the Chairman placed on record the Company's appreciation to the following past Directors of TM, who have resigned since the last AGM in 2018:
- a) Tan Sri Dr. Sulaiman Mahbob, former TM Chairman;
 - b) Dato' Sri Mohammed Shazalli Ramly, former GCEO;
 - c) Datuk Bazlan Osman, former Executive Director (ED)/Deputy GCEO;
 - d) Dato' Sri Dr Mohmad Isa Hussain;
 - e) Encik Nik Rizal Kamil Tan Sri Dato' Nik Ibrahim Kamil;
 - f) Tunku Dato' Mahmood Fawzy Tunku Muhiyiddin;
 - g) Mr David Benello; and
 - h) Datuk Seri Fateh Iskandar Tan Sri Mohamed Mansor
- for their services and contributions to TM Group.
- 2.10 The Chairman further stated that the present TM Board composition complied with Paragraph 15.02 of the Main LR of Bursa Securities, Clause 104(a) of TM's Constitution and Practice 4.1 of the Malaysian Code of Corporate Governance (MCCG), where more than 1/3 of the directors are independent directors. 6 Independent Directors formed a majority on TM Board of 10 members excluding one (1) alternate director. The board composition assured the effective check and balances in the functioning of TM Board.

3.0 **ADMINISTRATIVE DETAILS**

- 3.1 The Chairman informed the Meeting that the Company's 2018 Corporate and Financial Summary together with the Notice of the 34th AGM and Circular to Shareholders were despatched to shareholders on 25 April 2019.
- 3.2 TM has printed limited copies of the Integrated Annual Report (IAR) in line with the Company's commitment to conserve the environment and our digital initiative. Copies of the IAR are available at the receptionist counter or members may submit the request for hardcopy of the IAR by sending the Request Form to the Share Registrar. Members were however urged to support this paperless and digital initiatives by downloading the digital version of the 2018 IAR from TM's website.

From next year onwards, the IAR documents including AGM Notice and Proxy Form would be made available only in digital form. Submission of Proxy Forms would also be available online.

- 3.3 The IAR comprised the Corporate Overview, Financial Statements and Sustainability Report, of which the latter was only available and downloadable from TM's website.
- 3.4 Upon invitation from the Chairman, the Group Company Secretary briefed the members on the administrative details of the Meeting and addressed the following key matters:
 - 3.4.1 The Administrative Details for the 34th AGM were included in the 2018 Corporate and Financial Summary dispatched to shareholders.
 - 3.4.2 For ease of administration and purpose of identification, Members, shareholders and proxies, were allocated with coloured wristbands upon registrations; red coloured wristbands to shareholders and proxies, and blue coloured wristbands to invitees and guests.
 - 3.4.3 Members were required to wear the wristbands throughout the meeting to ease the e-polling and mobile e-polling process since they were equipped with bar codes to detect the wearers' identity and eligibility for voting.
 - 3.4.4 Members could raise questions or seek clarifications relevant to the proposed resolutions and to vote on the resolutions tabled at the Meeting.
 - 3.4.5 In compliance with regulatory requirements, all 14 resolutions would be decided by way of poll at the end of the meeting. The vote casts would be based on the number of shares held by each member.
 - 3.4.6 In line with the requirement in the Main LR, the Company has appointed BCS, led by Ms Stephani See, as independent Scrutineers for the 34th AGM. The Scrutineers would be observing the polling proceedings and validating the poll results.

4.0 **QUORUM**

- 4.1 The Group Company Secretary thereafter confirmed the presence of the minimum quorum of 2 members present in person or by proxy for the Meeting pursuant to Clause 79 of the Company's Constitution.
- 4.2 Based on the Share Registrar's report as at 10.00 a.m., a total of 4,341 persons representing 2,962,713,614 ordinary shares or 78.84% ordinary shares of the Company have registered for the Meeting.

5.0 **NOTICE OF MEETING**

- 5.1 The Chairman thanked the Group Company Secretary and proposed that the Notice of the 34th AGM dated 25 April 2019 be taken as read.
- 5.2 Mr Chong Kee Hong, a shareholder, seconded the proposal.

6.0 OPENING REMARKS BY CHAIRMAN

6.1 Chairman thereafter summarised the key points of the Chairman's Statement in the 2018 IAR as follows:

6.1.1 2018 was an extraordinary year for TM which saw several changes to TM's leadership in Board as well as Management. Despite many uncertainties, 2018 has also brought clarity to the risks and opportunities and enabled TM to demonstrate its resilience while continue to deliver long term value for the stakeholders.

6.1.2 The Government's initiative for higher broadband speed at lower price might impact our business, but it had also accorded immersed advantages and benefits to our customers. We would continue to upgrade the service to existing customers and introduce new exciting packages.

6.1.3 In respect of 2018 performance:

- a) Group revenue was RM11.82 billion or 2.2% lower as compared to 2017;
- b) Earnings before interest and tax (EBIT) of RM64.6 million;
- c) TM's Performance Improvement Programme (PIP) 2018 initiatives improved operating performance despite the lower revenue; and
- d) Sustained customer satisfaction index (TRI*M) target of more than 73, above the global telco average of 66.

6.1.4 TM had also revised its dividend policy to support the long term strategic objectives. The Company would distribute yearly dividends of 40% to 60% from the Company's PATAMI from the previous RM700 million or up to 90.0% of the normalised PATAMI, whichever is higher.

Despite challenging times, TM had paid interim cash dividend of 2.0 sen per share or RM75.1 million for the financial year 2018 on 12 April 2019.

6.1.5 Moving forward, TM would continue in its next phase of transformation and strive to improve our execution and operations. We would simplify the way TM operates and keep up with the changes to focus on 3 areas i.e. customer, business and people. TM is confident that the new leadership and long-term initiatives would accelerate our convergence and digital plans.

6.1.6 We hope to realise the national agenda to connect and improve lives of Malaysians by continuing to collaborate with our strategic partners to further develop our connectivity and digital infrastructure.

6.2 On behalf of the Board, the Chairman recorded TM's highest appreciation to all stakeholders; customers, shareholders, industry collaborators, business partners, including the media, who have continued to believe in and support TM and the regulators and the Government who provided us with guidance and counsel.

6.3 The Chairman further extended his gratitude to all Warga TM nationwide for their dedication to sustain our growth journey.

7.0 **PRESENTATION BY AGCEO**

7.1 The Chairman thereafter invited TM's AGCEO, Encik Imri, to make his presentation under the following highlights:

- a) Company's updates
- b) Financial Year 2018: Financial and Operational Highlights
- c) Moving Forward - Towards enabling a digital nation.

[Presentation by AGCEO commenced from 10.25 a.m. to 10.55 a.m. The presentation slides were on the Company's website at: <https://www.tm.com.my/investorrelations>]

8.0 **ISSUES AND CONCERNS RAISED BY THE MINORITY SHAREHOLDERS' WATCH GROUP (MSWG) AND INSTITUTIONAL INVESTORS COUNCIL OF MALAYSIA (IICM)**

8.1 Encik Imri thereafter presented TM's replies to the points raised by MSWG in their letter dated 17 May 2019 which were in respect of 5 issues of strategic and financial matters and 1 issue on corporate governance TM had accordingly replied to the said MSWG's letter on 28 May 2019.

8.2 The Chairman thanked Encik Imri for his presentation. Thereafter, he conveyed the Board's reply to MSWG's last query on Governance issue in regards to the Board's stance on the conflict of interest situation arising from Ms Gee Siew Yoong's (GSY) directorship in TM and Tenaga Nasional Berhad (TNB).

TM Board's reply was as follows:

8.2.1 It is TM's practice for any interested Director to declare his/her interests and thereafter recuse himself/herself from deliberations and abstain from decision making in a situation of conflict.

8.2.2 Noting the conflict of interest and in view of TNB's direct competition with TM in the broadband space, the Board (save for the Interested Director) has recommended that GSY not to be re-elected as Director.

8.2.3 The fact was reflected in page 36 of the Corporate and Financial Summary, and in the Corporate Governance (CG) Overview section on page 128 of the IAR, as well as Explanatory Note 8 of the Notice of the 34th AGM on page 174 of the IAR 2018.

8.3 The Chairman thanked MWSG's representatives, who were present at the AGM and further invited Mr. Devanesan Evanson, as MSWG CEO, to address the meeting.

8.4 Mr. Devanesan Evanson thanked the Board for presenting MSWG's questions and concerns. He expressed his satisfaction with the responses provided by TM. He noted the challenges faced by TM and hoped that TM would further prosper moving forward.

8.5 Thereafter, Puan Lya Rahman, a proxy and Advisor to IICM, took the floor and provided the following comments:

8.5.1 Encik Imri was appointed as AGCEO since 16 November 2018. It was crucial for TM Board to address the appointment of a permanent CEO immediately so that implementation of key strategic plans could be

implemented effectively and in sustainable manner in view of the challenging market environment.

Both MSWG and IICM have raised the issue on the delay in making such decision and sought the Board's clarification as to whether the appointment has yet to be approved by TM's Special Shareholder.

8.5.2 MSWG and IICM have expressed their concerns on the conflict of interest position of GSY as independent director of TM and TNB since TNB is a direct competitor to TM. The issue was raised during the engagement session with TM Board on 11 March 2019. It was good to note that both TM Board and the Board Nomination and Remuneration Committee (NRC) acknowledged the issue and did not recommend the re-election of GSY. In the spirit of shareholders' activism and in support of good corporate governance, she urged the shareholders to vote against the said resolution.

8.6 The Chairman thanked Puan Lya for her comments and informed as follows:

8.6.1 In November 2018, TM Board recommended to the Minister of Finance, the Special Shareholder, for Encik Imri to be appointed and confirmed as the MD/GCEO of TM.

8.6.2 To-date, we are still waiting for the decision on the said recommendation which is still not forthcoming.

9.0 **RECEIPT OF AUDITED FINANCIAL STATEMENTS (AFS) FOR THE FINANCIAL YEAR ENDED (FYE) 31ST DECEMBER 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

9.1 14 ordinary resolutions were tabled for consideration at the 34th AGM. Ordinary resolutions need to be passed by simple majority which is 50% and 1 vote.

9.2 The AGM would proceed methodically through every resolution as per the notice. The questions and answers (Q&A) for a resolution would be systematically exhausted before proceeding to the next, until all resolutions are dealt with, after which the Company would proceed with e-polling.

9.3 The Chairman proceeded with the tabling of the AFS and Reports of the Directors and Auditors for FYE 31st December 2018.

9.4 In line with the provision of Section 340 (1)(a) of the CA 2016, the AFS and Reports of the Directors and Auditors were tabled for shareholders' information and discussion as it did not require shareholders' approval. Hence, it would not be put for voting.

9.5 The AFS had been prepared in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of CA 2016.

9.6 The auditors, PwC, who were present during the AGM, were of the opinion that the AFS 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 2018. The Auditors' report was provided on pages 174 to 181 of the Financial Statement Book.

9.7 The Chairman invited the members to raise any questions pertaining to the AFS.

[The list of questions/comments and the Company's responses were enumerated in Attachment 1.]

9.8 After attending to the questions and suggestions posed by the members, the Chairman continued with the proceedings.

10.0 **ORDINARY RESOLUTION 1
RE-ELECTION OF ENCIK ROSLI MAN PURSUANT TO CLAUSE 106(2) OF THE
COMPANY'S CONSTITUTION**

10.1 The next item of the Agenda - Ordinary Resolutions 1 to 6 were in respect of the re-elections of Directors pursuant to Clause 106(2) of the Company's Constitution. All newly appointed directors since the last AGM were to hold office until the following AGM where they were required to retire. The directors were Encik Rosli Man, Dato' Asri Hamidin @ Hamidon (Dato' Asri), Dr Farid Mohamed Sani (Dr Farid), Dato' Mohd Naim Daruwish (Dato' Mohd Naim), Encik Hisham Zainal Mokhtar (Encik Hisham) and Mr Suhendran Sockanathan (Mr Saheran).

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

10.2 Since Resolution 1 was on the Chairman's re-election, Chairman proposed that Datuk Zalekha Hassan, TM's Senior Independent Non-Executive Director who is a non-Interested Director, to conduct and chair the Meeting for this resolution.

10.3 The motion was seconded by Mr. Mootha Kumaran a/l Bass, a shareholder.

[The Chairman left the Meeting at 12.53 p.m.]

10.4 Datuk Zalekha took the chair and proceeded with Ordinary Resolution 1 on the re-election of Encik Rosli Man who is the Non-Independent Non-Executive Chairman of TM appointed to the Board on 3 December 2018.

With his experience and interest in the telecommunications industry, Encik Rosli is passionate with the Company's business and growth and journey of transformation.

10.5 Based on the evaluation by the NRC, Encik Rosli met the Board's expectations. Board NRC and TM Board were of the view that he provides a healthy mix to Board's expertise and recommended him for re-election.

10.6 The motion on the re-election of Encik Rosli was proposed by Mr Chong Chin Hol, a shareholder and seconded by Haji Abdul Ghani Hakim, also a shareholder.

10.7 There were no questions on the resolution.

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

[Encik Rosli re-joined the meeting at 12.57 p.m. and Datuk Zalekha handed over the chair to him.]

**11.0 ORDINARY RESOLUTION 2:
RE-ELECTION OF DATO' ASRI HAMIDIN @ HAMIDON (DATO' ASRI) PURSUANT
TO CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION**

- 11.1 Ordinary Resolution 2 to 6 were in respect of the re-election of Dato' Asri, Dr Farid, Dato' Mohd Naim, Encik Hisham and Mr Saheran pursuant to Clause 106(2) of the Company's Constitution. All these directors were present at the meeting and had requested to be excused from the meeting while the resolutions on their respective re-elections were being discussed.

[The abovenamed Directors left the meeting at 12.58 p.m.]

- 11.2 All 5 directors have been evaluated by NRC and approved by the Board to meet the Board's expectations. The Directors have been objective during deliberations and able to perform their fiduciaries duties. They have all given their consents to be re-elected, hence, NRC and the Board recommended them for re-election. The recommendations were provided in page 128 of the Corporate Overview book.
- 11.3 Dato' Asri is a Non-Independent Non-Executive Director (NINED), appointed to the Board on 3 October 2018 representing TM's Special Shareholder, Minister of Finance. He was formerly the Alternate Director on TM Board for more than 2 years and familiar with the Company's business and operations, providing valuable assistance in navigating and ascertaining the government's perspective on various issues. His qualifications and experience were provided on page 102 of the Corporate Overview Book.
- 11.4 Based on the 2019 Board Effectiveness Evaluation (BEE) assessment, NRC and the Board opined that Dato' Asri's contributions were essential to the Board mix and recommended his re-election.
- 11.5 The motion on the re-election of Dato' Asri was proposed by Mr Mootha Kumaran a/l Bass, a shareholder, and seconded by Encik Abdul Ghani Hakim, a shareholder.
- 11.6 No questions were raised on the resolution.
- 11.7 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

[Dato' Asri re-joined the meeting at 12.59 p.m.]

**12.0 ORDINARY RESOLUTION 3:
RE-ELECTION OF DR FARID MOHAMED SANI (DR FARID) PURSUANT TO CLAUSE
106(2) OF THE COMPANY'S CONSTITUTION**

- 12.1 Ordinary Resolution 3 was in respect of the re-election of Dr Farid, a NINED who was appointed to the Board on 1 January 2019, representing TM's major shareholder, Khazanah Nasional Berhad (Khazanah).
- 12.2 Dr Farid was formerly an alternate director in TM from 2008 to 2011, also representing Khazanah. He later joined TM in 2013 as our Chief Strategy Officer for 4 years until 2017.
- 12.3 As a telecommunication strategist, Dr Farid has in-depth knowledge of the telecommunication industry and specifically TM, being one of the telcos under the telecommunication portfolio managed by his office in Khazanah. NRC and TM

Board were of the opinion that Dr Farid provides a healthy mix to the Board's expertise and recommended him for re-election. His profile was provided on page 103 of the Corporate Overview Book.

- 12.4 The motion on the re-election of Dr Farid was proposed by Mr Chong Kee Hong, a shareholder, and seconded by Madam Yap Khin Mui, a shareholder.
- 12.5 No questions were raised on the resolution.
- 12.6 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**13.0 ORDINARY RESOLUTION 4:
RE-ELECTION OF DATO' MOHD NAIM DARUWISH (DATO' MOHD NAIM)
PURSUANT TO CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION**

- 13.1 The Chairman continued with the next resolution on the re-election of Dato' Mohd Naim, NINED appointed on 3 October 2018 representing the interest of TM's major shareholder, Employees Provident Fund Board (EPF). His profile was stated on page 103 of the Corporate Overview Book.
- 13.2 Dato' Naim is inquisitive and relentless in seeking clarifications before making decisions. The NRC and TM Board were of the opinion that Dato' Naim would be able to provide variety to the Board mix and recommended that he be re-elected as director of the Company.
- 13.3 The motion was proposed by Mr Chong Kee Hong, a shareholder, and was seconded by Mr. Mootha Kumaran a/l Bass, a shareholder.
- 13.4 No question was raised on the resolution.
- 13.5 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**14.0 ORDINARY RESOLUTION 5:
RE-ELECTION OF ENCIK HISHAM ZAINAL MOKHTAR (ENCIK HISHAM) PURSUANT
TO CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION**

- 14.1 Ordinary Resolution 5 was in respect of the re-election of Encik Hisham, INED, appointed to the Board on 3 October 2018.
- 14.2 As a chartered financial analyst, Encik Hisham is highly analytical in his assessment of any subject matter on discussion. He is methodical and resourceful and in his short term as a director, he has displayed his value to TM.
- 14.3 Encik Hisham's contribution to the Company is invaluable and essential to the Board's balance and diversity. The NRC and the Board, hence, recommended his re-election as Director. His profile was in page 106 of the Corporate Overview Book. He is also the Chairman of TM Board Investment Committee.
- 14.4 Mr. Chong Kee Hong, a shareholder, proposed the motion and was seconded by Mr. Mootha Kumaran a/l Bass.
- 14.5 No question was raised on the resolution.

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

15.0 **ORDINARY RESOLUTION 6:
RE-ELECTION OF MR SUHENDRAN SOCKANATHAN (MR SAHERAN) PURSUANT
TO CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION**

- 15.1 Ordinary Resolution 6 was in respect of the re-election of Mr Saheran, INED, appointed to the Board on 3 October 2018. His profile was available on page 106 of the Corporate Overview Book.
- 15.2 Mr Saheran is an experienced corporate and commercial lawyer. He is firm, professional and knowledgeable, actively participates in discussions, meticulous, cohesive and thorough in his arguments.
- 15.3 NRC and the Board were of the opinion that Mr Saheran provides a variation to the skills-set diversity and recommended him for re-election.
- 15.4 Mr Chong Kee Hong, a shareholder, proposed the motion and was seconded by Mr Mootha Kumaran a/l Bass, also a shareholder.
- 15.5 No question was raised on the resolution.
- 15.6 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

[Dr Farid, Dato' Mohd Naim, Encik Hisham and Mr Saheran re-joined the meeting at 1.00 p.m.]

16.0 **ORDINARY RESOLUTION 7:
RE-ELECTION OF MISS GEE SIEW YOONG (GSY) PURSUANT TO CLAUSE 112 OF
THE COMPANY'S CONSTITUTION**

- 16.1 Ordinary Resolution 7 was in respect of the re-election of GSY according to Clause 112 of the Company's Constitution. GSY represented 1/3 of the directors eligible for retirement by rotation and being longest in office since her last re-election, she was to retire by rotation at this AGM. She has given her consent to be re-elected as director. GSY requested to leave the hall while the resolution on her re-election was deliberated.

[Ms Gee left the meeting at 1.06 p.m.]

- 16.2 GSY, an INED of TM since 13 March 2014, is a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants. She has considerable experience in business and financial matters and served as the Chairman of Board Audit Committee.
- 16.3 The NRC and Board (save for GSY as an Interested Director) were of the opinion that there is a conflict of interest situation in view of her position as a director of TNB, which has recently enters into the Malaysian fixed broadband market and now regarded as a direct competitor to TM. Hence, the Board other than the Interested Director, did not recommend her re-election as Director.
- 16.4 The Chairman proposed the motion to be put for voting. His motion was seconded by Encik Idrus Ismail, a shareholder.

16.5 Puan Lya reiterated the importance for Directors to address the conflict of interest issue. As TM Board and NRC did not recommend the re-election of GSY as Director, TM shareholders/proxies were advised to vote against the said resolution.

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

[GSY re-joined the meeting at 1.08 p.m.]

17.0 **ORDINARY RESOLUTION 8:
TO APPROVE THE PAYMENT OF THE FOLLOWING DIRECTORS' FEES WITH
EFFECT FROM THE 34TH 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 EACH NON-EXECUTIVE DIRECTOR (NED); AND**
 - (ii) RM15,000 PER MONTH AND RM10,000 PER MONTH FOR NEC AND NEDS RESPECTIVELY, OF TIER 1 SUBSIDIARIES**
-

17.1 The Chairman proceeded with Ordinary Resolutions 8 and 9 on the "directors' fees" and "benefits payable" to NEDs. Section 230 (1) of CA Act 2016 required that both "fees" and "benefits payable" to the directors of a listed company and its subsidiaries were to be approved at general meeting.

17.2 The first limb of Ordinary Resolution 8 was with respect to payment of Directors' fees of RM30,000 per month for NEC; RM22,500 for SID and RM20,000 for each NEDs.

17.3 Members' approval was also sought on the second limb of the resolution on payment of Directors' fees of RM15,000 per month to NEC and RM10,000 per month to NED of Tier 1 subsidiaries.

17.4 According to TM Subsidiaries' Remuneration Framework, subsidiaries were categorised into tiers based on their strategic importance, revenue and impact levels to TM as well as focus of business. The Subsidiaries' Remuneration Framework provided directors' fees for Tier 1 subsidiaries at 50% of TM's Remuneration Framework.

The Tier 1 subsidiaries to-date were Webe Digital Sdn Bhd, VADS Berhad, GITN Sdn Bhd, Universiti Telekom Sdn Bhd and Menara Kuala Lumpur Sdn Bhd.

17.5 These payments would be for the duration beginning from this 34th AGM until the next AGM of the Company. Details of the directors' remuneration were available on pages 130-132 in the Corporate Overview Book.

17.6 The Board was of the view that the proposed payments were fair and reasonable as the amounts were similar to previous year with no revision made.

17.7 The motion was proposed by Mr. Mootha Kumaran a/l Bass, a shareholder, and seconded by Encik Abdul Ghani bin Hakim, a shareholder.

17.8 No question was raised on the above resolution.

- 17.9 The motion was put to vote by e-polling, upon conclusion of the tabling of all resolutions.

18.0 **ORDINARY RESOLUTION 9:
TO APPROVE THE PAYMENT OF BENEFITS PAYABLE TO NEC AND NEDs OF THE
COMPANY UP TO AN AMOUNT OF RM2,350,000 FROM THE 34TH AGM UNTIL THE
NEXT AGM OF THE COMPANY**

- 18.1 The Chairman proceeded with Ordinary Resolution 9 on the approval of benefits payable to the NEC and NEDs from 29 May 2019 until the next AGM, amounting to up to RM2,350,000.00. The amount was similar to the estimated amount for benefit payable presented at the last AGM. The total benefits paid for the financial year 2018 as at 30 April 2019 was RM1,883,517.50.

The fee structure for both TM and Tier 1 subsidiaries was stated in page 130 of the Corporate Overview Book.

- 18.2 The Board believed that the estimated amount of benefits payable is reasonable after taking into account the computation for the matter and the number of NEDs on the Board of the Company.
- 18.3 Subject to Members' approval, the fees and benefits would be paid on a monthly basis and/or as and when incurred.
- 18.4 The motion was proposed by Mr Mootha Kumaran a/l Bass, a shareholder, and seconded by Encik Abdul Ghani bin Hakim, a shareholder.
- 18.5 No question was raised on the resolution.
- 18.6 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

19.0 **ORDINARY RESOLUTION 10:
TO RE-APPOINT PRICEWATERHOUSECOOPERS PLT (PwC) HAVING
CONSENTED TO ACT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL
YEAR ENDING 31 DECEMBER 2019 AND TO AUTHORISE THE BOARD OF
DIRECTORS TO DETERMINE THE AUDITORS' REMUNERATION**

- 19.1 Ordinary Resolution 10 was in respect of the re-appointment of PwC as Auditors of the Company for the ensuing year and the empowerment to the Directors to fix their remuneration.
- 19.2 PwC has expressed its willingness to continue to act as Auditors of the Company for the financial year ending 31 December 2019 as stated on page 25 of the Financial Statements Book.
- 19.3 Chairman proposed the motion and seconded by Mr Chong Kee Hong a shareholder.
- 19.4 No question was raised on the resolution.
- 19.5 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**20.0 ORDINARY RESOLUTION 11:
PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ALLOT AND
ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016 (CA
2016)**

- 20.1 Ordinary Resolution 11 was on the authority to the Directors to allot and issue new shares up to 10% of the issued capital of the Company pursuant to Section 75 of the CA 2016. Section 75 stated that the Directors shall not, without approval of the Company in general meeting, exercise any power to issue shares and that such approval, once given, shall continue to be in full force until the conclusion of the next AGM, unless revoked or varied in an earlier general meeting.
- 20.2 The Meeting was informed that the resolution was to renew the approval granted at the 33rd AGM on 26 April 2018. The current mandate would lapse upon conclusion of this AGM. Since the authority given in 2018, no issue of new shares was made under this general mandate.
- 20.3 The resolution, if approved, would give the Company and its Directors mandate and flexibility to issue and allot new shares of the Company, for any possible fund raising activities without the need to seek shareholders' approval later which may delay Company's capital raising initiatives and incur relevant cost in organising a general meeting.
- 20.4 The motion was proposed by the Encik Abdul Ghani bin Hakim and was seconded by Mr Mootha Kumaran a/l Bass, a shareholder.
- 20.5 No question was raised on the proposal.
- 20.6 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**21.0 ORDINARY RESOLUTION 12:
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)**

- 21.1 Under Ordinary Resolution 12, members' approval was sought to renew 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.
- 21.2 With this approval, shareholders would have an option, if the opportunity arises to reinvest any dividends declared by the Company in new TM shares in lieu of receiving cash.
- 21.3 Shareholders were expected to benefit from their participation in the DRS as the New TM Shares would be issued at a discount and their subscription of New TM Shares would be free from any brokerage fees and other transaction costs, unless otherwise provided by any statute, law and regulation.
- 21.4 The motion was proposed by the Chairman and seconded by Encik Abdul Ghani Hakim, a shareholder.
- 21.5 There was no question on the resolution.

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

22.0 **ORDINARY RESOLUTION 13:
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS (RRPT) OF A REVENUE OR TRADING NATURE
(PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE)**

- 22.1 The Chairman then proceeded with Ordinary Resolutions 13 on the Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature respectively.
- 22.2 The explanation and rationale for the resolutions were stated in the Circular to Shareholders dated 25 April 2019.
- 22.3 The Proposed Renewal of Shareholders' Mandate would enable TM and its subsidiaries to enter into RRPTs with Axiata Group and TNB Group of companies. Details of the proposed transactions were described in Appendix I of the Circular.
- 22.4 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.
- 22.5 The Chairman further informed that:
- 22.5.1 Minister of Finance, a body corporate established under the Minister of Finance (Incorporation) Act 1957 (MoF) and Khazanah, our Major Shareholders, by virtue of their direct and indirect shareholdings in TM, were deemed interested in the Proposals. They shall abstain from voting in respect of these resolutions. MoF and Khazanah, through their representatives on the Board, had also undertaken to ensure that persons connected to them would abstain from voting on these resolutions too.
- 22.5.2 Dato' Asri and his alternate, Encik Faisal @ Faisal Abdul Ghani as MoF's representatives, and Dr Farid as Khazanah's representative, had abstained from the Board's deliberations and voting. They had also undertaken to ensure that any persons connected with them to abstain from voting in respect of their direct and indirect holdings (if any) on these resolutions.
- In addition, GSY, an INED of TM and TNB, was deemed interested in this resolution and had abstained from the Board's deliberation on this proposal.
- 22.5.3 The Board, other than the named Interested Directors, was of the opinion that the Proposed Renewal of Shareholders' Mandate were in the Company's best interests and recommended the members to vote in favour of this resolution.
- 22.6 The motion on the Proposed Renewal of Shareholders' Mandate for RRPT between TM Group and Axiata Group and TNB Group of companies, was

proposed by the Chairman and seconded by Mr Mootha Kumaran a/l Bass, a shareholder.

22.7 No question was raised on the resolution.

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

23.0 **ORDINARY RESOLUTION 14:
PROPOSED GRANT TO MOHD AZIZI ROSLI, MANAGER OF THE COMPANY, A
PERSON CONNECTED PURSUANT TO THE EXISTING LONG-TERM INCENTIVE
PLAN (LTIP) OF THE COMPANY**

23.1 Ordinary Resolution 14 was on the allocation of TM Shares of up to 40,000 new ordinary shares allocated under LTIP to Mohd Azizi Rosli, a TM employee, subject to the vesting conditions and such other terms and conditions of the LTIP Bye-Laws.

23.2 The Chairman disclosed that Mohd Azizi is his son and thus, he is deemed to have interest in this resolution. The Chairman therefor proposed that Datuk Zalekha as SID as well as chairman of NRC to take the chair for this resolution.

23.3 The motion was seconded by Mr Mootha Kumaran a/l Bass, a shareholder.

[The Chairman left the meeting at 1.16 p.m. for the deliberation of this resolution. Datuk Zalekha took the chair and proceeded with the meeting.]

23.4 Datuk Zalekha informed that Mohd Azizi was deemed as a Person Connected to the Chairman. Hence, according to the provision of the Main LR of Bursa Securities, any allocation of shares to a director or a person connected to the director requires prior approval from the shareholders.

The proposed allocation of LTIP is not a new allocation as Mohd Azizi has been working in TM since 2004. He was awarded LTIP together with all other TM employees however, as the son of the Chairman and therefore a Person Connected to a director, any future grants of TM shares under the LTIP to Mohd Azizi shall require shareholders' approval prior to the grants.

23.5 The motion was proposed by Mr. Mootha Kumaran a/l Bass, a shareholder, and seconded by Encik Abdul Ghani Hakim, a shareholder.

23.6 No question was raised on the resolution.

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

[Datuk Zalekha handed over the chair to the Chairman who re-joined the meeting at 1.18 p.m.]

24.0 **ANY OTHER BUSINESS**

24.1 The Chairman then sought confirmation from the Group Company Secretary as to whether there was any other business for which due notice has been given.

24.2 The Group Company Secretary confirmed that the Company had not received any

notice for any other business at the Meeting.

25.0 **COMMENCEMENT OF POLLING VIA E-VOTING AND MOBILE E-VOTING**

- 25.1 All 14 resolutions tabled at the AGM were ordinary resolutions that require only simple majority to pass. Members were advised to consider the Board's recommendation and cast their votes carefully. The e-polling process and verification of the votes would take about 20 minutes to complete.
- 25.2 The Chairman then adjourned the meeting at 1.20 p.m. for the e-voting and mobile e-voting process to commence. He then handed over the floor to the Master of Ceremony (MC), Ms Karen Lau to provide the details of the polling process.

26.0 **POLLING PROCESS**

- 26.1 The MC briefed the meeting on the administrative matters relating to the e-voting and mobile e-voting procedures and processes for shareholders and proxies. Members could either opt to conduct the e-voting by going to the e-voting counters set-up in this meeting hall behind the stage, or, via assessing the Share Registrar's mobile e-polling apps.
- 26.2 The scrutineers, BCS, would monitor the e-polling process. They would provide the poll results to the Chairman as soon as the compilation and counting process was completed.

[The meeting re-convened at 1.45 p.m. for the announcement of the polling result which was displayed on the white screen for the meeting's information.]

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

- 27.1 The Chairman reconvened the meeting at 1.50 p.m. and called the Meeting to order for the declaration of results. The poll results from BCS was attached herewith as Attachment 2.
- 27.2 The results have been verified by the lead scrutineers, Ms. Stephanie See. Ms. Stephanie See informed the meeting that BCS team has verified the poll results and confirmed that the voting results for the AGM were in order.
- 27.3 The Chairman thanked Ms. Stephanie See and declared that all Ordinary Resolutions 1 to 14 except for Resolution No. 7 were carried and duly passed.
- 27.4 The poll results and resolutions passed were as follows:

27.4.1 **Ordinary Resolution 1: Re-election of Encik Rosli Man pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 1	3,026,854,051	99.6793	9,739,544	0.3207	3,036,593,595	100	398,320

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

27.4.2 **Ordinary Resolution 2:**
Re-election of Dato' Asri Hamidin @ Hamidon pursuant to Clause 106(2)

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 2	3,035,732,584	99.9587	1,251,461	0.0413	3,036,986,045	100	5,870

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

27.4.3 **Ordinary Resolution 3:**
Re-election of Dr Farid Mohamed Sani pursuant to Clause 106(2)

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 3	2,921,509,259	98.4461	46,112,956	1.5539	2,967,622,215	100	69,369,700

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

27.4.4 **Ordinary Resolution 4:**
Re-election of Dato' Mohd Naim Daruwish pursuant to Clause 106(2)

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 4	3,035,735,854	99.9586	1,256,061	0.0414	3,036,991,915	100	0

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

27.4.5 **Ordinary Resolution 5:**
Re-election of Encik Hisham Zainal Mokhtar pursuant to Clause 106(2)

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 5	3,023,801,926	99.5757	13,189,989	0.4343	3,036,991,915	100	0

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

27.4.6 **Ordinary Resolution 6:**
Re-election of Mr Suhendran Sockanathan (Mr Saheran) pursuant to Clause 106(2)

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 6	3,036,283,169	99.9767	708,746	0.0233	3,036,991,915	100	0

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

27.4.7 **Ordinary Resolution 7:**
Re-election of Miss Gee Siew Yoong (GSY) pursuant to Clause 112

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 7	281,440,388	9.2671	2,755,543,744	90.7329	3,036,984,162	100	7,753

Based on the e-polling results, 90.73% of the shareholders (i.e. representing 2,755,543,744 ordinary shares of the Company) voted against the re-election of GSY pursuant to Clause 112 of the Company's Constitution.

It was therefore **RESOLVED THAT** Miss Gee Siew Yoong hereby retire as Director of the Company upon conclusion of the Company's 34th Annual General Meeting.

27.4.8 **Ordinary Resolution 8:**
Approval for Payment of Directors' Fees

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 8	3,013,072,904	99.2125	23,917,011	0.7875	3,036,989,915	100	2,000

It was **RESOLVED THAT** the payment of the following Directors' fees be and are hereby approved with effect from the 34th Annual General Meeting (AGM) until the next AGM:

- 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
- RM15,000 per month and RM10,000 per month for the NEC and NEDs respectively, of Tier 1 Subsidiaries.

27.4.9 **Ordinary Resolution 9:**
Approval for the Payment of Benefits Payable

Ordinary Resolution	For		Against		Total		Abstain-
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 9	3,036,887,807	99.9967	101,108	0.0033	3,036,988,915	100	3,000

It was **RESOLVED THAT** the payment of benefits payable of an amount of up to RM2,350,000 to the Non-Executive Chairman and Non-Executive Directors of the Company from the 34th AGM until the next AGM be and is hereby approved.

27.4.10 **Ordinary Resolution 10:**
Re-appointment of PricewaterhouseCoopers PLT (PwC) as Auditors of the Company

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 10	3,018,384,996	99.3874	18,604,919	0.6126	3,036,989,915	100	2,000

It was **RESOLVED THAT** PricewaterhouseCoopers PLT who has consented to act as Auditors of the Company for the financial year ending 31 December 2019 be and is hereby re-appointed Auditors of the Company for the ensuing year and to hold office until the conclusion of the next Annual General Meeting; **AND THAT** the Directors be and are hereby authorised to fix their remuneration.

27.4.11 **Special Business:**
Ordinary Resolution 11– Proposed Renewal of the Authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Companies Act 2016 (CA 2016)

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 11	2,163,546,005	71.2398	873,445,857	28.7602	3,036,991,862	100	53

It was **RESOLVED:**

THAT subject always to the Companies Act 2016 (CA 2016), the Constitution 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 number of shares 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 (Bursa Securities) 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.

27.4.12 **Special Business**
Ordinary Resolution 12: 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		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 12	3,036,979,782	99.9998	7,133	0.0002	3,036,986,915	100	5,000

It was **RESOLVED:**

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

of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and not less than the par value of TM Shares at the material time;

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

27.4.13

Special Business

Ordinary Resolution 13: 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		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 13	2,028,722,941	98.8576	23,443,208	1.1424	2,052,166,149	100	984,825,766

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 as set out in Appendix I of the Company's Circular to Shareholders dated 25 April 2019 which are necessary for the day-to-day operations **PROVIDED THAT** such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

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

whichever is the earlier;

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

27.4.14 **Special Business**
Ordinary Resolution 14: Proposed Grant to Mohd Azizi Rosli, Manager of the Company, a Person Connected pursuant to the existing Long-Term Incentive Plan (LTIP) of the Company

Ordinary Resolution	For		Against		Total		Abstain
	No. of		No. of		No. of		No. of
	Shares	%	Shares	%	Shares	%	Shares
Resolution 14	2,010,001,204	90.9052	2,010,094,282	9.0948	2,211,095,486	100	825,896,429

It was **RESOLVED**:

THAT pursuant to the LTIP of up to ten percent (10%) of the issued ordinary capital of the Company (excluding Treasury Shares, if any) for eligible employees and Executive Directors of the Company and its subsidiaries, as approved by the shareholders at the Extraordinary General Meeting held on 28 April 2016, the Board (save for Rosli Man), be and is hereby authorised at any time and from time to time during the duration of the LTIP, to procure the allocation and grants to Mohd Azizi Rosli of up to the remaining of 40,000 new ordinary shares in the Company (TM shares) allocated under the LTIP for him subject to the vesting conditions and such other terms and conditions of the By-Laws for the LTIP;

AND THAT the Board of Directors be and is hereby authorised to allot and issue new TM Shares pursuant to the LTIP to him from time to time pursuant to the vesting of his grant.

28.0 **CHAIRMAN'S CLOSING REMARK**

28.1 Prior to closing the meeting, the Chairman clarified the reply given earlier in regards to the query on the appointment of GCEO, as follows:

28.1.1 The Board submitted the recommendation for Encik Imri's appointment as MD/GCEO of TM to the Special Shareholder i.e. MoF in November 2018.

28.1.2 The confirmation from MoF on Encik Imri's appointment as MD/GCEO was received on 28 February 2019. However, the Prime Minister's Office (PMO) via a request made to the Chairman, has requested the Board to withhold the said appointment.

28.1.3 He would follow-up on the said matter accordingly for an urgent resolution on the matter.

28.2 Noting the aforesaid clarifications, Puan Lya expressed her concerns on the interference from the PMO although a letter has been issued by the Special

Shareholder. The Board was advised to resolve the matter expeditiously for the best interest of all stakeholders.

- 28.3 On behalf of the Board and Management, the Chairman thanked the members for their attendance at the 34th AGM and continued support to the Company. As most of the Directors are new on the Board, he apologised for any flaws during the meeting. He then wished the Muslims members *Selamat Berpuasa* and *Selamat Hari Raya*.

CLOSURE

The proceedings of the 34th AGM ended at 2.05 p.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT,


ROS LI MAN
CHAIRMAN