



TELEKOM MALAYSIA BERHAD  
Reg. No.: 198401016183 (128740-P)  
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-FIFTH (35<sup>TH</sup>) FULLY VIRTUAL ANNUAL GENERAL MEETING (AGM) OF TELEKOM MALAYSIA BERHAD (TM OR THE COMPANY) HELD AT 10:00 A.M. ON WEDNESDAY, 10 JUNE 2020 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 Mohd Bakke Salleh [*Chairman*]
2. Dato' Noor Kamarul Anuar Nuruddin  
[*Group Chief Executive Officer/Managing Director*]
3. Dato' Asri Hamidin @ Hamidon
4. Dato' Mohd Naim Daruwish
5. Datuk Zalekha Hassan
6. Tunku Afwida Tunku Dato' A.Malek
7. Dato' Ibrahim Marsidi
8. Dato' Mohamed Nasri Sallehuddin
9. Mr Balasingham A. Namasiwayam
10. Encik Hisham Zainal Mokhtar
11. Mr Saheran Suhendran (or Suhendran Sockanathan)

B. **COMPANY SECRETARIES**

1. Encik Rizani Hassan [*Group Company Secretary*]

C. **MANAGEMENT TEAM**

1. Encik Razidan Ghazalli [*Group Chief Financial Officer*]

D. **FULLY VIRTUAL 35<sup>th</sup> ANNUAL GENERAL MEETING PROCEEDINGS**

The 35<sup>th</sup> Annual General Meeting (AGM) was fully conducted virtually in accordance with the provisions of Section 327 of the Companies Act 2016 (CA2016) and pursuant to Clause 84 of the Company's Constitution.

The Company's 35<sup>th</sup> AGM proceeding is in accordance to the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued on 18 April 2020 (subsequently revised on 14 May 2020) (SC Guidance Notes) which requires the AGM of a listed issuer to be held fully virtual during Conditional Movement Control Order (CMCO) period with 20 individuals present at any one time, provided that physical distance is maintained between each participants.

**E. SHAREHOLDERS AND PROXIES**

As at 3 June 2020, being the cut-off date to determine shareholders and proxies eligible to attend the Company's AGM, TM has 40,872 depositors/members representing a total of 3,765,777,523 ordinary shares.

The online application to attend TM's 35<sup>th</sup> fully virtual AGM and appoint proxy(ies) via LUMI AGM application managed by TM's Share Registrar, Boardroom Share Registrars Sdn Bhd (Boardroom) was opened from 19 May 2020 and closed at 12:00 noon 9 June 2020. The application allowed shareholders to apply for credentials to join the virtual meeting and appoint proxy(ies).

As at 10:00 a.m. on 9 June 2020, a total of 338 members comprising shareholders, proxies and corporate representative registered for the AGM via Remote Participation and Electronic Voting facilities (RPEV) managed by Boardroom. Meanwhile, as at 10:00 a.m. on 10 June 2020, a total of 230 members representing 2,534,755,317 ordinary shares or 67.34% of the total paid-up shares of TM, participated online in TM's 35<sup>th</sup> AGM as per the Attendance Record issued by TM's Share Registrar.

**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 2019 were laid. PwC were represented by Mr Tiang Woon Meng as the Lead Audit Partner.

**G. POLL ADMINISTRATORS AND INDEPENDENT SCRUTINEERS**

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), Boardroom has been appointed as Poll Administrator for the AGM. Whilst Boardroom Corporate Services Sdn Bhd (BCS), led by Ms Gladys Tia Hwei Ping, the Independent Scrutineers, has been appointed to validate the votes cast.

**II. MEETING PROCEEDINGS**

**1.0 CHAIRMAN OF MEETING**

Tan Sri Dato' Seri Mohd Bakke Salleh, being the Chairman of TM Board (Chairman), took the chair and commenced the proceedings of the 35<sup>th</sup> AGM at 10:00 a.m.

**2.0 WELCOMING ADDRESS BY CHAIRMAN**

- 2.1 On behalf of the Board, the Chairman, welcomed the members and invitees to the 35<sup>th</sup> AGM and thanked them for their continuous support to TM.
- 2.2 For the first time, the Company's 35<sup>th</sup> AGM was conducted fully virtual accessible via online from the Broadcast Venue in Kristal Hall, TM Convention Centre, Kuala Lumpur.



- 2.3 Following the SC Guidance Notes, public listed companies were not allowed to hold AGMs physically, fully or semi-full during the Movement Control Order period. This is to ensure that the safety and health risks are minimised following the Covid-19 pandemic.
- 2.4 The Chairman sought the members' consent to continue the proceedings in English. Since there was no objection from the members present, he continued the proceedings in English.
- 2.5 Before proceeding with the Meeting, the Chairman invited Encik Sufee Zainal Abidin to recite the du'a.

*[Encik Sufee Zainal Abidin recited the Du'a.]*

- 2.6 The Chairman thanked Encik Sufee Zainal Abidin for the du'a and resumed with the meeting proper.
- 2.7 The Chairman reiterated that the virtual AGM is convened in accordance with the provisions of Section 327 of the Companies Act 2016 and pursuant to Clause 84 of the Company's Constitution.
- 2.8 He further advised shareholders to ensure that the resolution of their computer be set at 240 pixels for a better live streaming experience.
- 2.9 The Chairman then introduced every member of the Board of Directors as well as the Company Secretary who were in attendance at today's AGM. He also introduced TM's GCFO, Encik Razidan Ghazalli to the meeting. Other TM's key Management team was also available at a separate location.
- 2.10 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 for their services and contributions to TM Group:
- a) Tuan Haji Rosli Man, former TM Chairman;
  - b) Dr Farid Mohamed Sani; and
  - c) Ms Gee Siew Yoong.
- 2.11 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 11 members excluding one (1) alternate director. The board composition assured the effective checks and balance in the functioning of TM Board.
- 2.12 The Chairman added that also present at the meeting were Mr Tiang Woon Meng, the Audit Partner from PwC, and Puan Martini Mat Som as Poll Administrator from Boardroom. The Independent Scrutineer, Ms Gladys Tia Hwei Ping from BCS joined the meeting remotely.

### 3.0 **ADMINISTRATIVE DETAILS**

- 3.1 The Chairman informed the Meeting that this year, the annual report is fully integrated with the Sustainability Report incorporated into the main book.



- 3.2 He added that in view of the MCO, the printing company was unable to operate, and thus, there were slight delays in fulfilling shareholders requests for copies of the 2019 Integrated Annual Report. Nonetheless, the online version of the report has been made available on TM's and Bursa Securities' official websites since 30 April 2020.
- 3.3 In line with Clause 89(1) of the Company's Constitution and pursuant to Paragraph 8.29A of the Main LR of Bursa Securities being a listed issuer, TM is to ensure that the voting of each resolution set out in the Notice of this Meeting be conducted by way of poll.
- 3.4 As Chairman of the Meeting and in exercising his right, he called for a poll in accordance with Clause 89(1)(a) of the Company's Constitution in respect of all resolutions which will be put to vote at the meeting.
- 3.5 The Company has appointed Boardroom as Poll Administrators to conduct the voting via e-polling and BCS as scrutineers to verify and validate the poll results.
- 3.6 For orderly conduct of the proceedings, the e-polling process for all resolutions was conducted upon tabling of all items transacted at the Meeting.

#### 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 85 of the Company's Constitution.
- 4.2 Based on the Share Registrar's report as at 10.00 a.m., a total of 230 persons representing 2,534,755,317 ordinary shares or 67.34% ordinary shares of the Company had registered and log-in to participate in the Meeting.

#### 5.0 **NOTICE OF MEETING**

- 5.1 The Chairman then proposed that the Notice of the 35<sup>th</sup> AGM dated 19 May 2020 be taken as read. Mr Balasingham, a director who is also a shareholder, seconded the motion.

#### 6.0 **OPENING REMARKS BY CHAIRMAN**

- 6.1 The Chairman informed that Covid-19 pandemic has changed the global businesses and socio-economic landscape and hence, TM's business was similarly affected. Adjustments and modifications are required in the business conduct, as well as the social interaction and working arrangements. From the early stage of the corona virus outbreak to the declaration of the pandemic, TM has taken all the necessary steps to protect the staff and customers.
- 6.2 Following the implementation of the MCO, TM has established the Covid-19 Crisis Response Team and activated the Crisis Communications Management Team to actively monitor and support the Company's operations and help ensure business continuity and timely support to meet customers' needs.
- 6.3 On 18 May 2020, TM introduced Return to Workplace for Staff to maintain productivity and minimize disruption to its daily operations amidst the threat of Covid-19 rebound.



- 6.4 The Chairman further informed that the theme of this year's annual report is "Enabling Digital Malaysia". TM Group has been at the forefront of every telecommunications technology evolution in Malaysia, leading in the convergence of connectivity and services. TM's Digital Infrastructure and Digital Solutions will fast-forward Malaysia into Industrial Revolution 4.0 era and beyond, to become a Digital Society, Digital Economy and Digital Government.
- 6.5 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. Similarly, the regulators and the Government who provided TM with guidance and counsel, were appraised.
- 6.8 He also extended his gratitude to all Warga TM nationwide who are the backbone of the Company, for their dedication, hard work and resilience for the past year and especially during the ongoing Covid-19 pandemic.
- 6.9 The Chairman further advised that for ease of the AGM proceedings, all questions pertaining to any of the resolutions will be addressed as best as possible after all the resolutions have been tabled.

#### 7.0 **PRESENTATION BY GCEO**

- 7.1 The Chairman thereafter invited TM's CEO, Dato' Noor Kamarul, to present under the following highlights on the Company's performance:
- a) Company's updates
  - b) Financial Year 2019: Financial and Operational Highlights; and
  - c) Moving Forward : Strategising for Growth in 2020 - Fixing the Basics and Embracing Customer Experience.

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

- 8.1 Dato' Noor Kamarul thereafter presented TM's replies to the points raised by MSWG in their letter dated 29 May 2020 which were in respect of 8 issues of strategy and financial matters and 1 issue on corporate governance. TM had accordingly replied to the said MSWG's letter on 9 June 2020.
- 8.2 The Chairman thanked Dato' Noor Kamarul for his presentation and MSWG for their questions.

*[Presentation by GCEO commenced from 10.18 a.m. to 10.30 a.m. The presentation slides including the responses to MSWG's questions are available on the Company's website at <https://www.tm.com.my/investorrelations>]*

#### 9.0 **RECEIPT OF AUDITED FINANCIAL STATEMENTS (AFS) FOR THE FINANCIAL YEAR ENDED (FYE) 31<sup>ST</sup> DECEMBER 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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- 9.1 15 ordinary resolutions and 1 special resolution were tabled for consideration at the 35<sup>th</sup> 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. Any questions relating to the resolutions will be dealt with after all resolutions have been tabled 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 31<sup>st</sup> December 2019.
- 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 2019. The Auditors' report was provided on pages 157 to 154 of the Financial Statement Book.

**10.0 ORDINARY RESOLUTION 1  
RE-ELECTION OF DATO' IBRAHIM MARSIDI PURSUANT TO CLAUSE 106(2) OF  
THE COMPANY'S CONSTITUTION**

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- 10.1 Ordinary Resolutions 1 to 4 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 are required to retire. The directors were Tan Sri Dato' Seri Mohd Bakke Salleh (Tan Sri Mohd Bakke), Dato' Ibrahim Marsidi (Dato' Ibrahim), Dato' Mohamed Nasri Sallehuddin (Dato' Mohamed Nasri) and Dato' Noor Kamarul Anuar Nuruddin (Dato' Noor Kamarul).
- 10.2 All retiring directors were present at the meeting and had given their consents and offered themselves for re-election as directors.
- 10.3 Dato' Ibrahim is an Independent Non-Executive Director (INED), appointed to the Board on 12 June 2019 and had previously served as TM Board member. He has been able to smoothly fit in as an Independent Non-Executive Director and fill the void in customer service and marketing experience in the Board. His qualifications and experience were provided on page 145 of the Corporate Overview Book.
- 10.4 Based on the Board Effectiveness Evaluation (BEE), Dato' Ibrahim met the Board's expectations. Board NRC and TM Board were of the view that he provides a diversity to the Board and recommended him for re-election.
- 10.5 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.



**11.0 ORDINARY RESOLUTION 2:  
RE-ELECTION OF OF DATO' NOOR KAMARUL ANUAR NURUDDIN PURSUANT TO  
CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION**

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- 11.1 Ordinary Resolution 2 was in respect of the re-election of Dato' Noor Kamarul pursuant to Clause 106(2) of the Company's Constitution.
- 11.2 Dato' Noor Kamarul is TM's GCEO and a Non-Independent Executive Director (NINED), appointed to the Board on 13 June 2019. His qualifications and experience were provided on page 136 of the Corporate Overview Book.
- 11.3 He has demonstrated his strong technical and industry expertise, leadership acumen, ability to lead the Management team and is focused on key deliverables. He brings with him a fresh approach, energy and vibrancy in leading the Company's transformation towards realising the Digital Malaysia aspirations.
- 11.4 Based on the BEE, the Board opined that Dato' Noor Kamarul's leadership, technical skills and contributions were essential to the Board mix and recommended his re-election.
- 11.5 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**12.0 ORDINARY RESOLUTION 3:  
RE-ELECTION OF DATO' MOHAMED NASRI SALLEHUDDIN PURSUANT TO  
CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION**

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- 12.1 The Chairman continued with the next resolution in respect of the re-election of Dato' Mohamed Nasri, a NINED who was appointed to the Board on 28 August 2019. His profile was provided on page 138 of the Corporate Overview Book.
- 12.2 TM Board were of the opinion that Dato' Mohamed Nasri provides a healthy mix to the Board's expertise and recommended him for re-election.
- 12.3 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 TAN SRI DATO' SERI MOHD BAKKE SALLEH PURSUANT TO  
CLAUSE 106(2) OF THE COMPANY'S CONSTITUTION**

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- 13.1 Since Resolution 4 was on the Chairman's re-election, Tan Sri Mohd Bakke proposed that Datuk Zalekha Hassan, TM's Senior Independent Non-Executive Director who is a non-Interested Director, to conduct and chair the Meeting while the resolution on his re-election was being tabled.
- 13.2 Datuk Zalekha took the chair and continued with Ordinary Resolution 4 on the re-election of Tan Sri Mohd Bakke who is the Non-Independent Non-Executive Chairman of TM appointed to the Board on 11 May 2020.
- 13.3 Tan Sri Mohd Bakke brought a wealth of industry and commercial insights, which would broaden and enrich the board's overall expertise. The Board look forward to his guidance, counsel and leadership as the Company continues its transformation journey and next phase of growth, and recommended his re-election.



13.4 Mr Balasingham then proposed the motion.

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

*[Datuk Zalekha thereafter handed over the chair to Tan Sri Bakke Salleh at 10.48 a.m.]*

14.0 **ORDINARY RESOLUTION 5:  
RE-ELECTION OF YM TUNKU AFWIDA TUNKU DATO' A.MALEK PURSUANT TO  
CLAUSE 112 OF THE COMPANY'S CONSTITUTION**

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14.1 The next item of the Agenda was on the re-election of Directors pursuant to Clause 112 of the Company's Constitution. There were three out of eight directors who were to retire pursuant to this Clause. However, Datuk Zalekha decided not to seek re-election and shall retire upon conclusion of the AGM.

14.2 Ordinary Resolution 5 was in respect of the re-election of YM Tunku Afwida Tunku Dato' A.Malek, appointed as INED on 28 April 2016. Her qualifications and experience were provided on page 141 of the Corporate Overview Book.

14.3 The Board opined that she has continuously provided critical feedback and insights on financial and investment matters. Based on the BEE, she provides a healthy mix to the Board's expertise and the Board recommended her re-election.

14.4 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 BALASINGHAM A. NAMASIWAYAM PURSUANT TO CLAUSE 112  
OF THE COMPANY'S CONSTITUTION**

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15.1 Ordinary Resolution 6 was in respect of the re-election of Mr Balasingham, INED, appointed to the Board since 28 April 2016. His profile is available on page 142 of the Corporate Overview Book. He has in-depth knowledge and experience in telecommunication industry, and being a former employee of TM for the vast majority of his career has enabled him to better appreciate the business and culture of the Company.

15.2 The Board is of the opinion that his expertise is invaluable to the Board mix and recommended his re-election.

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

16.0 **ORDINARY RESOLUTION 7:  
TO APPROVE THE PAYMENT OF THE FOLLOWING DIRECTORS' FEES WITH  
EFFECT FROM THE 35<sup>TH</sup> 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**

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16.1 The Chairman proceeded with Ordinary Resolutions 7 and 8 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.

- 16.2 The first limb of Ordinary Resolution 7 was in respect of the payment of Directors’ fees of RM30,000 per month for NEC; RM22,500 for SID and RM20,000 for each NEDs.
- 16.3 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.
- 16.4 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.

- 16.5 These payments would be for the duration beginning from the date of the 35<sup>th</sup> AGM until the next AGM of the Company. Details of the directors’ remuneration were available on pages 119 to 121 in the Corporate Overview Book. 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.
- 16.6 The motion was put to vote by e-polling, upon conclusion of the tabling of all resolutions.

17.0 **ORDINARY RESOLUTION 8:  
TO APPROVE THE PAYMENT OF BENEFITS PAYABLE TO NEC AND NEDs OF THE COMPANY UP TO AN AMOUNT OF RM2,350,000 FROM THE 35<sup>TH</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

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- 17.1 The Chairman proceeded with Ordinary Resolution 8 on the approval of benefits payable to the NEC and NEDs from 10 June 2020 until the next AGM, amounting to up to RM2,350,000.00. The amount is similar to the estimated amount for benefit payable presented at the last AGM. The fee structure for both TM and Tier 1 subsidiaries was stated in page 120 of the Corporate Overview Book.
- 17.2 The Board believed that the estimated amount of benefits payable is reasonable after taking into all pertinent factors and the number of NEDs on the Board of the Company. Subject to Members’ approval, the fees and benefits would be paid on a monthly basis and/or as and when incurred.
- 17.3 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

18.0 **ORDINARY RESOLUTION 9:  
TO APPOINT ERNST & YOUNG PLT (EY) AS AUDITOR OF THE COMPANY IN PLACE OF THE RETIRING AUDITOR, PRICEWATERHOUSECOOPERS PLT**

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- 18.1 Ordinary Resolution 9 was in respect of the proposed appointment of Ernst & Young PLT or EY, in place of PricewaterhouseCoopers PLT or PWC, as TM



Group new External Auditors for ensuing year and the empowerment to the Directors to determine their remuneration.

- 18.2 On 10 March 2020, the Board announced that EY has been nominated as the new auditors in place of the retiring auditors, PwC. EY has accordingly given their consent to act as auditors of the Company.
- 18.3 The Board has considered, among other, when appointing the new external auditors:
- a) the adequacy of the experience and resources of the accounting firm;
  - b) the persons assigned to the audit;
  - c) the accounting firm's audit engagements;
  - d) the size and complexity of the listed issuer's group being audited; and
  - e) the number and experience of supervisory and professional staff assigned to the particular audit.
- 18.4 The Company firmly believes that the periodic review of the selection of independent external auditors at this juncture was timely considering that the incumbent external auditors, PwC, has been the Group's external auditors since 1999.
- 18.5 The Chairman added that the nomination of EY for the financial year ending 31 December 2020 was based on a rigorous internal procurement process and upon the recommendation of the Board Audit Committee.
- 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:  
PROPOSED RENEWAL OF THE AUTHORITY FOR DIRECTORS TO ALLOT AND  
ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016 (CA  
2016)**

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- 19.1 Ordinary Resolution 10 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.
- 19.2 The Meeting was informed that the resolution was to renew the approval granted at the 34<sup>th</sup> AGM on 29<sup>th</sup> May 2019. The current mandate would lapse upon conclusion of this AGM. Since the authority given in 2019, no issue of new shares was made under this general mandate.
- 19.3 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.
- 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 11:  
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 Under Ordinary Resolution 11, 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.
- 20.2 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.
- 20.3 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.
- 20.4 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 SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS (RRPT) OF A REVENUE OR TRADING NATURE  
(PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE)**

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- 21.1 The Chairman then proceeded with Ordinary Resolutions 13 on the Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature respectively.
- 21.2 The explanation and rationale for the resolutions were stated in the Circular to Shareholders dated 19 May 2020.
- 21.3 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.
- 21.4 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.
- 21.5 The Chairman further informed that:
- a) Minister of Finance, a body corporate established under the Minister of Finance (Incorporation) Act 1957 (MoF) and Khazanah Nasional Berhad (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.



- b) Dato' Asri Hamidon and his alternate, Encik Iszad Jeffri Ismail as MoF's representatives, and Dato' Mohamed Nasri as Khazanah's representative, had abstained from the Board's deliberations and voting. They had also confirmed that any persons connected with them will abstain from voting in respect of their direct and indirect holdings (if any) on these resolutions.
- c) 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.

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 GRANT TO DATO' NOOR KAMARUL ANUAR NURUDDIN, GROUP  
CHIEF EXECUTIVE OFFICER/MANAGING DIRECTOR (GCEO/MD) OF THE  
COMPANY PURSUANT TO THE EXISTING LONG-TERM INCENTIVE PLAN (LTIP) OF  
THE COMPANY**

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- 22.1 The next three resolutions were in respect of the proposed grants to the Eligible Employees of the Company pursuant to the Long Term Incentive Plan or LTIP which was approved by the shareholders in 2016. Under paragraph 6.06 of the Main Market Listing Requirements, allocations to connected persons to the Directors must be approved by the shareholders.
- 22.2 The number of shares allocated are based on their performance, contribution to the success of the Company, as well as taking into consideration the market benchmarks and company affordability. However, this was not an automatic grant and will be reviewed and approved by the LTIP Committee prior to the grant being made.
- 22.3 Dato' Noor Kamarul and Person Connected to him shall abstain from voting on Ordinary Resolutions 13 and 14, whilst Dato' Ibrahim Marsidi and Person Connected to him shall abstain from voting on Ordinary Resolution 15.
- 22.4 The LTIP Committee, Nomination and Remuneration Committee, and TM Board (save for Dato' Noor Kamarul and Dato' Ibrahim, where applicable) have deliberated on the proposals and agreed that the proposed maximum allowable grants are fair and reasonable, and in line with the provisions of the LTIP By-Laws.
- 22.5 Ordinary Resolution 13 was on the proposed maximum allowable grant to Dato' Noor Kamarul being the GCEO and MD of the Company. This resolution would allow him to participate in the LTIP, and the proposed grant of 3.5 million ordinary shares was the maximum number of TM shares that may be vested to him, for the remaining LTIP period until 2026.
- 22.6 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 NOR HISHAM MD NORDIN, GENERAL MANAGER OF THE  
COMPANY, A PERSON CONNECTED PURSUANT TO THE EXISTING LONG-TERM  
INCENTIVE PLAN (LTIP) OF THE COMPANY**

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- 23.1 Ordinary Resolution 14 was on the proposed grant of up to 70,000 ordinary shares pursuant to the LTIP to Nor Hisham Nordin, a General Manager of the Company and hence an Eligible Employee as prescribed in the LTIP By-Laws.
- 23.2 He is also the brother of Dato' Noor Kamarul and is considered as a Person Connected.
- 23.3 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**24.0 ORDINARY RESOLUTION 15:  
PROPOSED GRANT TO AHMAD HAFIZ IBRAHIM, ASSISTANT MANAGER OF THE  
COMPANY, A PERSON CONNECTED PURSUANT TO THE EXISTING LONG-TERM  
INCENTIVE PLAN (LTIP) OF THE COMPANY**

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- 24.1 Ordinary Resolution 15 was on the proposed maximum grant of 5,000 ordinary TM shares pursuant to the LTIP to Ahmad Hafiz Ibrahim, an Assistant Manager of the Company and hence an Eligible Employee as prescribed in the LTIP By-Laws.
- 24.2 He is the son of Dato' Ibrahim Marsidi, a Director of TM and is considered as a Person Connected.
- 24.3 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**25.0 ORDINARY RESOLUTION 15:  
PROPOSED AMENDMENT TO CONSTITUTION OF THE COMPANY**

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- 25.1 The final resolution is Special Resolution 1 on the Proposed Amendment to the Constitution of the Company, involving the deletion of Clause 13, details of which have been incorporated in Appendix II of the Circular dated 19 May 2020.
- 25.2 Clause 13 was incorporated to facilitate the issuance of Class D Non-Convertible Redeemable Preference Shares on 20 July 2007. With its full redemption on 26 February 2019, the corresponding Clause 13 of the Constitution was no longer applicable. Hence, it was proposed that the Clause be removed to ensure that the Constitution was updated.
- 25.3 The motion was put to the Meeting for voting by e-polling, upon conclusion of the tabling of all resolutions.

**26.0 QUESTION & ANSWER SESSION**

- 26.1 As shareholders, corporate representative and proxies virtually participated in the AGM were entitled to ask questions, the Chairman informed that TM has received a number of questions prior to the AGM and during the virtual Meeting. He invited Dato' Noor Kamarul to address them accordingly.



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

**27.0 ANY OTHER BUSINESS**

- 27.1 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.
- 27.2 The Group Company Secretary confirmed that the Company had not received any notice for any other business at the Meeting.

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

- 28.1 15 out of 16 resolutions tabled at the AGM were ordinary resolutions that required only a simple majority to pass while another 1 was a special resolution. Members were advised to consider the Board's recommendation and cast their votes carefully. The e-polling process and verification of the votes took about 20 minutes to complete.
- 28.2 The Chairman then handed over the floor to the Puan Martini Mat Som from Boardroom Share Registrars Sdn Bhd to provide the details on the online procedures and polling process.

**29.0 POLLING PROCESS**

- 29.1 Puan Martini Mat Som, the poll administrator, briefed the meeting on the administrative matters relating to the e-voting and mobile e-voting procedures and processes for shareholders and proxies.
- 29.2 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.
- 29.3 The Chairman thanked Puan Martini for the briefing on polling procedures and processes.
- 29.4 The Chairman declared the poll opened and instructed the members to proceed to cast their vote on all the resolutions, within the allocated time of 10 minutes, and approximately another 10 minutes for the vote counting. The Meeting was adjourned for the polling process to commence.

*[The meeting was adjourned at 11:20 a.m. and re-convened at 11.54 a.m. for the announcement of the polling result which was displayed on the white screen for the meeting's information.]*

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

- 30.1 The Chairman reconvened the meeting at 11.54 a.m. and called the Meeting to order for the declaration of results. The poll results from BCS was attached herewith as Attachment 2.
- 30.2 The results have been verified by the lead scrutineers, Ms Gladys Tia. She informed the meeting that BCS team has verified the poll results and confirmed that the voting results for the AGM were in order.



30.3 The Chairman thanked Ms Gladys Tia and declared that all Resolutions set out in the Notice of 35<sup>th</sup> AGM except for Ordinary Resolution No. 10. were carried and duly passed.

30.4 The poll results and resolutions passed were as follows:

30.4.1 **Ordinary Resolution 1:**  
**Re-election of Dato' Ibrahim Marsidi pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 1	3,174,387,701	99.9084	2,908,952	0.0916	3,177,296,653	100

It was **RESOLVED THAT** Dato' Ibrahim Marsidi, 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.

30.4.2 **Ordinary Resolution 2:**  
**Re-election of Dato' Noor Kamarul Anuar Nuruddin pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 2	3,169,076,380	99.7466	8,052,075	0.2534	3,177,128,455	100

It was **RESOLVED THAT** Dato' Noor Kamarul Anuar Nuruddin, 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.

30.4.3 **Ordinary Resolution 3:**  
**Re-election of Dato' Mohamed Nasri Sallehuddin pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 3	3,143,965,061	98.9510	33,329,138	1.0490	3,177,294,199	100

It was **RESOLVED THAT** Dato' Mohamed Nasri Sallehuddin, 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.



30.4.4 **Ordinary Resolution 4:**  
**Re-election of Tan Sri Dato' Seri Mohd Bakke Salleh pursuant to Clause 106(2)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 4	3,157,714,959	99.4032	18,956,072	0.5967	3,176,671,031	100

It was **RESOLVED THAT** Tan Sri Dato' Seri Mohd Bakke Salleh 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.

30.4.5 **Ordinary Resolution 5:**  
**Re-election of YM Tunku Afwida Tunku Dato' A.Malek pursuant to Clause 112**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 5	3,175,520,268	99.9440	1,778,088	0.0560	3,177,298,356	100

It was **RESOLVED THAT** YM Tunku Afwida Tunku Dato' A.Malek, who retired pursuant to Clause 112 of the Company's Constitution and who being eligible and having offered herself for re-election, be and is hereby re-elected as Director of the Company.

30.4.6 **Ordinary Resolution 6:**  
**Re-election of Mr Balasingham A. Namasiwayam pursuant to Clause 112**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 6	3,174,377,902	99.9086	2,902,885	0.0914	3,177,280,787	100

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

30.4.7 **Ordinary Resolution 7:**  
**Approval for Payment of Directors' Fees**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 7	2,975,263,021	98.0860	58,056,539	1.9140	3,033,319,560	100



It was **RESOLVED THAT** the payment of the following Directors' fees be and are hereby approved with effect from the 35<sup>th</sup> Annual General Meeting (AGM) until the next AGM:

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

**30.4.8 Ordinary Resolution 8:  
Approval for the Payment of Benefits Payable**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 8	3,033,272,169	99.9984	47,391	0.0016	3,033,319,560	100

It was **RESOLVED THAT** the payment of benefits payable of an amount of up to RM2,350,000 to the Non-Executive Chairman and Non-Executive Directors of the Company from the 35<sup>th</sup> AGM until the next AGM be and is hereby approved.

**30.4.9 Ordinary Resolution 9:  
Appointment of Ernst & Young PLT as Auditor of the Company in place of the retiring auditor, PricewaterhouseCoopers PLT**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 9	3,176,699,559	99.9809	606,285	0.0191	3,177,305,844	100

It was **RESOLVED THAT** Ernst & Young PLT who has consented to act as Auditors of the Company for the financial year ending 31 December 2020 be and is hereby appointed Auditors of the Company for the ensuing year in place of the retiring auditor, PricewaterhouseCoopers PLT and to hold office until the conclusion of the next Annual General Meeting; **AND THAT** the Directors be and are hereby authorised to determine their remuneration.

**30.4.10 Ordinary Resolution 10:  
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	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 10	1,441,480,002	45.6762	1,714,385,974	54.3238	3,155,865,976	100



Based on the e-polling results, 54.3238% of the shareholders (i.e. representing 1,714,385,974 ordinary shares of the Company) voted against the proposed renewal of the authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 (CA 2016).

It was therefore **RESOLVED THAT** the proposed renewal of the authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 (CA 2016) was not approved.

30.4.11 **Ordinary Resolution 11:**  
**Proposed Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares in the Company (TM Shares) in relation to the Dividend Reinvestment Scheme (DRS)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 11	3,176,524,355	99.9757	772,794	0.0243	3,177,297,149	100

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.



30.4.12 **Ordinary Resolution 12:**  
**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	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 12	2,364,756,883	99.9994	15,897	0.0007	2,364,772,780	100

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.

**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.



30.4.13 **Ordinary Resolution 13**  
**Proposed Grant to Nor Hisham Md Nordin, General Manager of the Company, a Person Connected pursuant to the existing Long-Term Incentive Plan (LTIP) of the Company**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 12	1,880,730,839	85.9027	308,643,623	14.0973	2,189,374,462	100

It was **RESOLVED**:

**THAT** pursuant to the Long Term Incentive Plan (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 (EGM) held on 28 April 2016, the Board (save for Dato' Noor Kamarul Anuar Nuruddin) 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 Dato' Noor Kamarul Anuar Nuruddin, GCEO/MD of the Company, of up to 3,500,000 new ordinary shares in the Company (TM Shares) under the LTIP, 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.

30.4.14 **Ordinary Resolution 14**  
**Proposed Grant to Nor Hisham Md Nordin, General Manager of the Company, a Person Connected pursuant to the existing Long-Term Incentive Plan (LTIP) of the Company**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 14	1,880,739,923	85.9033	308,628,722	14.0967	2,189,368,645	100

**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 EGM held on 28 April 2016, the Board (save for Dato' Noor Kamarul Anuar Nuruddin) 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 Nor Hisham Md Nordin of up to 70,000 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.



30.4.15 **Ordinary Resolution 15**  
**Proposed Grant to Ahmad Hafiz Ibrahim, Assistant Manager of the Company, a Person Connected pursuant to the existing Long-Term Incentive Plan (LTIP) of the Company**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Resolution 15	1,880,903,622	85.9040	308,637,323	14.0960	2,189,540,945	100

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 EGM held on 28 April 2016, the Board (save for Dato' Ibrahim Marsidi) 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 Ahmad Hafiz Ibrahim of up to 5,000 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.

30.4.16 **Special Resolution 1**  
**Proposed Amendment to the Constitution of the Company (Proposed Amendment)**

Ordinary Resolution	For		Against		Total	
	No. of		No. of		No. of	
	Shares	%	Shares	%	Shares	%
Special Resolution 1	3,177,239,309	99.9995	16,543	0.0005	3,177,255,852	100

**THAT** approval be and is hereby given for the Company to remove in its entirety Clause 13 of the Constitution in the form and manner as set out in Appendix II of the Circular to Shareholders dated 25 March 2020.

**AND THAT** the Board of Directors of the Company be and is hereby authorized to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts necessary to give effect to the Proposed Amendment.

31.0 **CHAIRMAN'S CLOSING REMARK**

31.1 The Chairman expressed the Board of Directors' and Management's utmost appreciation and gratitude to TM's long serving member, Datuk Zalekha Hassan for her commitment, passion, contributions and services during her illustrious tenure as a Director of the Company, and wish her the best in her future endeavours.




- 31.2 He also recorded the Board's and Management's appreciation to PwC for the services rendered throughout the years.
- 31.3 Lastly, he thanked all shareholders once again for attending today's AGM and for the members' continued support to the Company and advised all participants to stay at safe and healthy to break the chain of Covid-19 outbreak.

**CLOSURE**

The proceedings of the 35<sup>th</sup> AGM ended at 12.10 p.m. with a vote of thanks to the Chair.

**CONFIRMED AS CORRECT,**



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