MINUTES OF THE TWENTY-EIGHTH (28TH) ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD AT 10:00 A.M. ON TUESDAY, 7 MAY 2013 AT KRISTAL HALL, TM CONVENTION CENTRE, MENARA TM, JALAN PANTAI BAHARU, 50672 KUALA LUMPUR

PRESENT:

DIRECTORS

1. Dato’ Sri Dr Halim Shafie [Chairman]
2. Dato’ Sri Zamzamzairani Mohd Isa
   [Managing Director/Group Chief Executive Officer]
3. Datuk Bazlan Osman
   [Executive Director/Group Chief Financial Officer]
4. Dato’ Fauziah Yaacob
5. Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin
6. Dato’ Danapalan T.P Vinggrasalam
7. Mr Quah Poh Keat
8. Datuk Zalekha Hassan
9. Dato’ Ir Abdul Rahim Abu Bakar
10. Encik Ibrahim Marsidi
11. Mr David Benello

ALTERNATE DIRECTOR

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

IN ATTENDANCE

1. Encik Idrus Ismail
2. Puan Hamizah Abidin
   {Secretaries

SHAREHOLDERS AND PROXIES

A total of 1,950 members registered for TM’s 28th AGM as per the Attendance Record.

BY INVITATION

A total of 21 invitees were invited for TM’s 28th AGM as per the Attendance Record.
1.0 WELCOMING ADDRESS

The Meeting was chaired by the Chairman, Dato’ Sri Dr Halim Shafie. Dato’ Sri Chairman welcomed the members and invitees to the 28th AGM and thanked them for their continuous support to TM.

Dato’ Sri Chairman further introduced the Board members and Company Secretaries and informed that Dato’ Mat Noor Nawi and Datuk Nur Jazlan Tan Sri Mohamed have resigned from the Board on 28 February 2013 and 16 April 2013 respectively.

He confirmed that the existing Board composition complies with Paragraph 15.02 of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities) and the Malaysian Code on Corporate Governance 2012; as six (6) of the Independent Directors form a majority on the TM Board of eleven (11).

Dato’ Sri Chairman further informed the Meeting that the Company’s 2012 Corporate and Financial Summary together with the 2012 Annual Report in CD-ROM and the Circular to Shareholders have been despatched to the shareholders on 12 April 2013. TM has also produced its 2012 Annual Report in an inaugural e-book version, which is the first Annual Report in Malaysia to be produced in this format, as befitting TM’s commitment as Malaysia’s Broadband Champion and it is available as a download on both Apple and Android. TM’s 2012 Annual Report as well as our 2012 Sustainability Report are also available at the Company’s official website at www.tm.com.my.

2.0 ADMINISTRATIVE DETAILS AND QUORUM

The Secretary briefed on the administrative details of the Meeting and thereafter confirmed the presence of the requisite quorum of a minimum of two (2) members present in person or by proxy for the Meeting pursuant to Article 79 of the Company’s Articles of Association.

The Secretary reported that based on the Attendance Record issued by the Share Registrar, a total of 1,950 members have registered for the Meeting at 10.00 a.m.

3.0 NOTICE OF THE MEETING

Dato’ Sri Chairman proposed that the Notice of the AGM be taken as read and Mr Gursharan Singh A/L Khajansingh seconded his proposal.

4.0 OPENING REMARKS BY CHAIRMAN

Dato’ Sri Chairman declared the Meeting duly convened and thereafter addressed the members with a summary of the key points of the Chairman’s Statement in the 2012 Annual Report as follows:

i) 2012 has been a remarkable and eventful year for TM. We have successfully delivered the roll-out target of 1.34 million premises passed under the High Speed Broadband (HSBB) Agreement with the Government. We not only deliver our promise, but, even surpassed it, as our HSBB is now covering 1.377 million premises in 96 exchange areas.
ii) As at 24 March 2013, TM had activated more than 520,000 UniFi customers, a take up rate of 37%, above the global benchmark of similar roll outs. TM has also achieved what could be thought of as impossible i.e a fixed line operator registering the highest revenue growth in the telecommunications industry in Malaysia.

iii) 2012, has also marked TM's strongest full year performance since the demerger in year 2008 to-date. The Company has met all the three (3) Headline Key Performance Indicators (KPIs). Our 9.2% revenue growth was the highest among the industry’s major players, and amongst the highest of fixed line operators globally. Our Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) margin was 32.3% and customer satisfaction measure of more than 72.0, well above the global telco average of 68.0.

iv) Profit after Tax and Minority Interest (PATAMI) grew by 6.1% to RM1.26 billion as compared to RM1.19 billion in 2011. Our normalised PATAMI stood at RM881.0 million, an increase of 38.8% against RM634.8 million in 2011.

v) In view thereof, TM will again fulfill our dividend commitment to our shareholders, to pay either RM700 million or 90.0% of our normalised PATAMI, whichever is higher. The Board of Directors has recommended 12.2 sen per share as final dividend payout, subject to your approval today, on top of the interim dividend of 9.8 sen per share paid in September last year. The total dividend payout will be 22.0 sen per share, amounting to RM787.0 million.

vi) In 2012, TM has also declared a capital repayment of 30 sen for each ordinary share which was paid on 15 August 2012. That represents a total return of 37.4% to shareholders in 2012. Since the demerger in April 2008 to date, the return to shareholders has been an impressive 237.1%, making it among the best in the telco sector.

vii) We anticipate that the broadband space will be more competitive in the coming years. However, we are optimistic that we can meet these challenges with our products and services. With passion and commitment shown by our 27,257 employees, support and trust from various stakeholders, we will continue to grow even stronger in the future.

viii) TM continues to be at the forefront amongst corporate Malaysia to place the highest priority in conducting our business with integrity, transparency and strong governance. We will remain focused in ensuring that our business dealings are free from unethical and corrupt practices.

ix) TM has always been and will continue to advocate balance between our bottom line and our role as a responsible corporate citizen at the workplace, marketplace, community and the environment. We will strive to achieve our business targets but at the same time take care of our environment that supports our existence.

Dato' Sri Chairman thereafter expressed his sincerest appreciation to all parties who have assisted to build TM, including the shareholders, media, regulators, Government as well as TM's employees nationwide.
5.0 PRESENTATION BY DATO’ GROUP CEO

Dato’ Sri Chairman thanked Puan Lya Rahman and Ms Rebecca Yap, representing the Minority Shareholders Watchdog Group (MSWG) and present at TM’s AGM today.

Dato’ Sri Chairman then invited Dato’ Sri Zamzamzairani Mohd Isa, TM’s Group CEO to present briefly on the points raised by MSWG as per their letter dated 26 April 2013 and TM’s answers that have been provided to them on 3 May 2013 and posted on the MSWG’s website; followed by a short presentation on the Company’s Update and Financial Highlights.

Dato’ Sri Zamzamzairani presented TM’s replies’ to the queries and points raised by MSWG.

Further, Dato’ Sri Zamzamzairani presented the Company’s Update and Financial Highlights based on the following key points:-

- Financial Year 2012 highlights:
  - Achievement of all Headline KPIs for 3rd consecutive year
  - Maintained Broadband Leadership

- TM provides amongst highest return to shareholders: Dividend pay-out exceeded RM700.0 million in 2012.

- Positive growth across the board for total revenue, EBITDA and PATAMI.
  - Strong growth in internet and data revenue
  - UniFi continued to drive broadband growth

- UniFi Update:
  - Delivered 1.4 premises covering 102 exchanges
  - Activated more than 530,000 customers to-date
  - Gross capex spent : RM6.2 billion
  - Smart Partnerships with property developers

- TM continued to receive local and international recognition.

- Overall Operational Enhancements:
  - Setting the stage for Performance Improvement Programme 3.0 for continued growth, fundamental productivity shift and improve institutional health drivers.

Dato’ Sri Chairman thanked Dato’ Sri Zamzamzairani Mohd Isa for his presentation.

6.0 QUESTIONS AND ANSWERS DURING MEETING PROCEEDINGS

Dato’ Sri Chairman welcomed the members to raise any questions regarding the presentation by Dato’ Sri Zamzamzairani and TM’s 2012 Annual Report.

After attending to the various issues and suggestions posed by the members as per Attachment 1, Dato’ Sri Chairman continued with the meeting proceedings.
7.0 **VOTING BY POLL PROCEEDINGS**

Before proceeding with the businesses of the AGM, Dato’ Sri Chairman briefed the members on the procedure on voting by poll, summarised as follows:

a) Voting by poll is where votes are cast in writing and the votes are apportioned to the number of shares held by the members.

b) Article 83 of the Company’s Articles of Association provides the mechanism for voting by poll, where, it may be demanded by either one of the following persons:

i) The Chairman; or

ii) At least 3 members (personally present or by proxy); or

iii) Members representing not less than 10% of the total voting rights of all Members present at this Meeting.

All eleven (11) resolutions to be considered are to be voted by a show of hands, unless poll is requested, to provide more time for members to ask questions and seek clarifications.

8.0 **RECEIPT OF AUDITED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2012**

Dato’ Sri Chairman explained that beginning 2013, the Board has agreed to a new format in which the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors will not be put to vote. This is in line with the provision of Section 169(1) of the Companies Act 1965 which does not require the financial statements and reports to be formally approved by the shareholders.

Nonetheless, shareholders were invited to exhaustively raise questions and seek clarifications on the Audited Financial Statements and Reports as normally practiced in the past AGMs.

The Meeting was informed that the Auditors, Messrs PricewaterhouseCoopers, were of the opinion that the financial statements have been properly drawn up and present a true and fair view of the financial position of the Company and Group as at 31 December 2012.

9.0 **ORDINARY RESOLUTION 1:**

**DECLARATION OF A FINAL SINGLE-TIER DIVIDEND OF 12.2 SEN PER SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2012**

The proposed final single tier dividend of 12.2 sen per share in respect of the financial year ended 31 December 2012, if approved, will be paid on 27 May 2013.

The proposed final single tier dividend together with the single tier interim dividend of 9.8 sen per share paid on 28 September 2012, represent a total dividend payout to shareholders of **RM787.0 million** for the financial year ended 2012.
Mr Gursharan Singh A/L Khajansingh proposed:

“That a final single tier dividend of 12.2 sen per share in respect of the financial year ended 31st December 2012 be hereby approved.”

Mr Woon Peng Wah seconded the motion, which was put to the Meeting and declared carried unanimously.

10.0 ORDINARY RESOLUTION 2:
RE-ELECTION OF DATO’ FAUZIAH YAACOB RETIRING PURSUANT TO
ARTICLE 98(2) OF THE COMPANY’S ARTICLES OF ASSOCIATION

The members were informed that Ordinary Resolutions 2 to 7 were in respect of the re-election and re-appointment of the following Directors:

a) Dato’ Fauziah Yaacob;
b) Datuk Bazlan Osman;
c) Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin;
d) Dato’ Ir Abdul Rahim Abu Bakar; and
e) Encik Ibrahim Marsidi.

Dato’ Sri Chairman informed the members that Dato’ Fauziah Yaacob was appointed during the year and is to retire pursuant to Article 98(2) of the Company’s Articles of Association. Whilst, Datuk Bazlan Osman, Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin, Dato’ Ir Abdul Rahim Abu Bakar and Encik Ibrahim Marsidi, being the Directors longest in office for the last three (3) years, would be retiring by rotation pursuant to Article 103 of the Company’s Articles of Association, under Ordinary Resolutions 3 to 6.

Dato’ Danapalan T.P Vinggrasalam, the Senior Independent Director, who has recently attained the age of 70, is to retire pursuant to Section 129(6) of the Companies Act 1965, under Ordinary Resolution 7.

The abovenamed six (6) Directors were present at the meeting and have given their consents and offered themselves for re-election and re-appointment to the Board.

Dato’ Sri Chairman further informed the members that all concerned Directors had undergone the Board Effectiveness Evaluation (BEE) 2012 and prior assessment by the Board Nomination and Remuneration Committee (NRC).

Through the BEE, the Directors were also annually appraised on their independence. From the findings the NRC concluded that the Independent Directors have continued to be independent and are able to provide objective judgment to the Board. The NRC has also determined that there were no relationships or circumstances which could affect, or appear to affect, the Independent Directors’ judgment.

For the past few years, TM has always voted on each resolution individually, a practice strongly supported by MSWG. Dato’ Sri Chairman thereafter sought the members’ agreement to continue with this practice of voting each resolution individually for purpose of transparency.

There was no objection by the members present at the meeting.
[At this juncture @ 12.50 p.m., Dato’ Fauziah, Datuk Bazlan, Tunku Dato’ Mahmood Fawzy, Dato’ Ir Abdul Rahim, Encik Ibrahim and Dato’ Danapalan excused themselves from the Meeting in order for Ordinary Resolutions 2 and 7 to be discussed and voted upon.]

Mr Gursharan Singh A/L Khajansingh proposed:

“THAT Dato’ Fauziah Yaacob, who was appointed to the Board during the year and retires pursuant to Article 98(2) of the Company’s Articles of Association, be hereby re-elected.”

Mr Choo Mun Tuck @ Cho Mun Tuck seconded the motion, which was put to the Meeting and declared carried unanimously.

11.0 ORDINARY RESOLUTION 3:
RE-ELECTION OF DATUK BAZLAN OSMAN RETIRING PURSUANT TO ARTICLE 103 OF THE COMPANY’S ARTICLES OF ASSOCIATION

The members were informed that based on the findings from the 2012 Board Effectiveness Evaluation carried out on each director, the Board finds that Datuk Bazlan’s exemplary dedication to his responsibilities is evidenced by the Company’s strengthening financial performance over the years. He has provided unstinting support to the Group CEO’s initiatives in implementing relevant strategies in moving the Company forward and strengthening the Company’s credibility and reputation within the telecommunication community.

Hence, the NRC and Board recommended Datuk Bazlan for re-election as Director. His profile is set out on page 76 of the Annual Report.

Mr Gursharan Singh A/L Khajansingh proposed:

“THAT Datuk Bazlan Osman, who retires by rotation pursuant to Article 103 of the Company’s Articles of Association, be hereby re-elected.”

Mr Choo Mun Tuck @ Cho Mun Tuck seconded the motion, which was put to the Meeting and declared carried unanimously.

12.0 ORDINARY RESOLUTION 4:
RE-ELECTION OF TUNKU DATO’ MAHMOOD FAWZY TUNKU MUHIYIDDIN RETIRING PURSUANT TO ARTICLE 103 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Dato’ Sri Chairman informed the members that Tunku Dato’ Mahmood Fawzy’s diverse local and international experience has equipped him with a wide and multi-faceted views and understanding of business. It also provided him with a distinctive outlook and unique perspective on diverse corporate matters, adding to a healthy Board diversity.

The Board further acknowledged Tunku Dato’ Mahmood Fawzy’s strong commitment to the Company, being Chairmen of the NRC and Board Risk Committee, and a member of the Board Audit Committee, Board Tender Committee and Board Investment Committee, and recommends his re-election as Director for his continuous invaluable contributions to the Company.
The Board has noted the recommendations of the 2012 Malaysian Code on Corporate Governance on the establishment and composition of the Nominating Committee and agreed to maintain the existing chairmanship based on the findings of the 2012 Board Effectiveness Evaluation.

Tunku Dato’ Mahmood Fawzy, also being longest in office for the last three (3) years shall retire at this Meeting and being eligible, has offered himself for re-election.

Dato’ Sri Chairman proposed:

“THAT Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin, who retires by rotation pursuant to Article 103 of the Company’s Articles of Association, be hereby re-elected.”

Mr Woon Peng Wah seconded the motion, which was put to the Meeting and declared carried unanimously.

13.0 ORDINARY RESOLUTION 5:
RE-ELECTION OF DATO’ IR ABDUL RAHIM ABU BAKAR RETIRING PURSUANT TO ARTICLE 103 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Dato’ Sri Chairman informed that Dato’ Ir Abdul Rahim’s vast experience in various companies and capacities suits the Company’s required mix of skills and Board diversity. His strong opinions and inestimable insight into business has secured his appointment on the boards of listed companies. Dato’ Ir Rahim is practical in his analysis and assessment, vocal in his outlook and views and has provided the Board with a strong and principled voice.

The Board was of the opinion that Dato’ Ir Rahim’s contribution to the Company is incalculable and essential to the Board mix. The NRC and Board recommended that he be re-elected as Director. Profile of Dato’ Ir Abdul Rahim is set out on page 79 of the Annual Report.

Mr Choo Mun Tuck @ Cho Mun Tuck proposed:

“THAT Dato’ Ir Abdul Rahim Abu Bakar, who retires by rotation pursuant to Article 103 of the Company’s Articles of Association, be hereby re-elected.”

Mr Gursharan Singh A/L Khajansingh seconded the motion, which was put to the Meeting and declared carried unanimously.

14.0 ORDINARY RESOLUTION 6:
RE-ELECTION OF IBRAHIM MARSIDI RETIRING PURSUANT TO ARTICLE 103 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The members were also informed that Encik Ibrahim has vast experience in the management of companies with in-depth knowledge of every aspect of the business. He is now applying his expertise and practical knowhow to the Company. His views and approaches on operational matters, particularly in regard to sales and marketing, have assisted the Board in general and provided specific guidance to the Management in particular.
The NRC and the Board were of the opinion that Encik Ibrahim is essential to the Board dynamics and recommended him for re-election. His profile is set out on page 80 of the Annual Report.

Mr Gursharan Singh A/L Khajansingh proposed:

“THAT Encik Ibrahim Marsidi, who retires by rotation pursuant to Article 103 of the Company’s Articles of Association, be hereby re-elected.”

Encik Abdul Ghani Hakim seconded the motion, which was put to the Meeting and declared carried unanimously.

15.0 ORDINARY RESOLUTION 7: RE-APPOINTMENT OF DATO’ DANAPALAN T.P. VINGGRASALAM PURSUANT SECTION 129 OF THE COMPANIES ACT, 1965

Dato’ Sri Chairman informed the Meeting that the re-appointment of Dato’ Danapalan, who has attained the age of 70 years, as a Director of the Company to hold office until the conclusion of the next annual general meeting, shall take effect if the proposed resolution is passed by a majority of not less than three-fourths of members voting at this meeting.

The NRC and Board recommended the re-appointment of Dato’ Danapalan based on his continued invaluable contributions to the Board and the Group. He has also shown full commitment in his responsibility as SID, keeping pulse on stakeholders’ issues and concerns in the Company, especially in light of his experience as a former regulator.

Dato’ Danapalan has given his consent to be re-appointed as director and if appointed, he shall hold office until the next AGM of the Company. Dato’ Danapalan’s profile is set out on page 77 of the Annual Report.

Mr Woon Peng Wah proposed:

“THAT Dato’ Danapalan T.P Vinggrasalam, who retires pursuant to Section 129 of the Companies Act, 1965, be hereby re-appointed.”

Mr Gursharan Singh A/L Khajansingh seconded the motion, which was put to the Meeting and declared carried unanimously.

[At this juncture @ 1.00 p.m., all concerned Directors were invited to join the Meeting.]

Dato’ Sri Chairman congratulated the respective Board members on their re-election and re-appointment as Directors.
16.0 ORDINARY RESOLUTION 8:
RE-APPOINTMENT OF MESSRS PRICEWATERHOUSECOOPERS AS AUDITORS OF THE COMPANY

The Meeting was informed that Messrs. PricewaterhouseCoopers (PwC) has consented to act as Auditors of the Company for the financial year ending 31 December 2013. Further to that, the Board Audit Committee (BAC) and the Board have agreed that PwC has met the suitability criteria stipulated in Paragraph 15.21 of the Main LR, amongst others, adequacy of the experience and resources, number of persons and experience of supervisory and professional staff assigned in view of the size and complexity of TM Group.

The BAC and Board have also assessed the independence of the auditors and recommended the re-appointment of PwC as the Company’s Auditors after taking into considerations all these facts.

Dato’ Sri Chairman proposed:

“THAT Messrs. PricewaterhouseCoopers who has consented to act as Auditors of the Company for the financial year ending 31 December 2013 be hereby re-appointed as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.”

Mr Gursharan Singh A/L Khajansingh seconded the motion, which was put to the Meeting and declared carried by simple majority.

17.0 ORDINARY RESOLUTION 9:
APPROVAL ON INCREASE OF DIRECTORS’ FEES

In the previous AGM, MSWG has commented on the possibility for Directors’ fees to be increased. TM shareholders concurred with MSWG’s view that the current fees were not attractive enough.

Following those comments, TM Board has made a review of the Directors’ fees and present this proposal, under Resolution 9 for an increase in the Directors’ fees for 2012.

For purpose of review, TM has engaged an external consultant to undertake a benchmarking analysis against selected peer companies that include Malaysian listed companies and regional telcos.

The benchmarking analysis showed that total remuneration per Director for TM is between P25 – P50 when compared to directors of Malaysian listed companies and P50 – P75 when benchmarked with regional telcos.

The proposal to increase Directors’ fees is also considered justifiable on the following grounds:

i) The revision to the directors’ fees is consistent with Clause 6.11 of TM’s Board Charter which states that “A formal independent review of the Directors’ remuneration is undertaken no less frequently than once every three (3) years, and adequate disclosure is made in the Annual Report.” The last revision was made in 2008, almost four (4) years ago.
ii) It is also consistent with good governance practice as stated in KPMG’s Guide to Directors’ Remuneration 2012 that it is common to review every two (2) to three (3) years.

iii) The Company has been performing well since 2008, with TM Group revenue performance improving significantly from 2.1% in 2009 to 9.2% growth recorded in 2012.

iv) TM accumulative Total Return to Shareholders (or TRS) since demerger up to 31 December 2012 at 237.1% is amongst the highest in the country and the region.

v) TM has done well to meet the HSBB targets under the Public-Private Partnership Agreement with the Government and moving forward, requires greater responsibilities and commitment from the Board to meet competition and future growth.

For these reasons, TM Board recommended an increase in the fees for the financial year ended 31 December 2012 as follows:

a) For Non-Executive Chairman from RM156,000 to RM276,000 per annum;

b) For Non-Executive Director from RM120,000 to RM180,000 per annum; and

c) A new Senior Independent Director’s fee of RM27,000 per annum.

With this proposal, total Board remuneration for 2012 requested for shareholders’ approval is an increase from RM1,119,000 to RM1,923,000 which is an increase of about 70%.

Mr Woon Peng Wah proposed:

“THAT the increase in Directors’ Fees amounting to RM276,000 per annum for the Non-Executive Chairman, RM180,000 per annum for the Non-Executive Director; and introduction of Senior Independent Director’s fee of RM27,000 per annum effective from 1 January 2012, be hereby approved.”

Encik Abdul Ghani Hakim seconded the motion, which was put to the Meeting and declared carried by simple majority.

18.0 ORDINARY RESOLUTION 10: APPROVAL OF DIRECTORS’ FEES

Ordinary Resolution 8 is pertaining the approval for payment of Directors’ fees of the Company of RM1,923,000 for the financial year ended 31 December 2012.

The total fees and remuneration paid to the Directors in 2012 were disclosed in the Statement of Corporate Governance on page 97 of the Annual Report. The enhanced disclosure on band remuneration has been uploaded in our Corporate Governance page in our official website at www.tm.com.my.
Puan Lya Rahman, a representative from Minority Shareholders Watchdog Group (MSWG) expressed MSWG’s disappointment on TM’s disclosure of remuneration of directors in bands in the Corporate Governance Statement of TM’s 2012 Annual Report. As a Company which practices high standard of corporate governance, TM should maintain its practice of disclosing detailed remuneration of TM directors individually.

Puan Lya hopes that TM reconsiders this decision and discloses detailed remuneration of each Director in future Annual Reports, which is in line with the international best practices and also to promote greater transparency. Reverting to full detailed remuneration disclosure is strongly recommended, especially now that TM as one the top Malaysian company is evaluated using ASEAN CG scorecard, which will be ranked and benchmarked against other ASEAN countries.

Dato’ Sri Chairman noted the comments from MSWG and affirmed that TM would consider disclosing individual Directors’ remuneration fees in the next Annual Report.

Mr Gursharan Singh A/L Khajansingh proposed:

“THAT the payment of Directors’ fees amounting RM1,923,000 for the financial year ended 31 December 2012, be hereby approved.”

Encik Abdul Ghani Hakim seconded the motion, which was put to the Meeting and declared carried unanimously.

19.0 ORDINARY RESOLUTION 11:
PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE”)

Dato’ Sri Chairman informed that the Minister of Finance, a body corporate established under the Minister of Finance (Incorporation) Act, 1957 (MoF Inc.) and Khazanah, our Major Shareholders, by virtue of their direct and indirect shareholdings in TM are deemed interested parties in the Proposed Renewal of Shareholders’ Mandate and will abstain from voting on this resolution. MoF Inc. And Khazanah, through their representatives on the Board, have also undertaken to ensure that persons connected to them will abstain from voting on this resolution.

Dato’ Fauziah and her alternate, Puan Eshah Meor Suleiman as MoF’s representatives, and Tunku Dato’ Mahmood Fawzy together with his alternate Encik Nik Rizal Kamil Tan Sri Nik Ibrahim Kamil as Khazanah’s representatives, will also abstain.

Dato’ Sri Chairman also informed that Dato’ Mat Noor Nawi, who was MoF Inc.’s representative on TM Board between 1 December 2011 to 28 February 2013, were also deemed as an Interested Director for this resolution since he was our Director for the last 6 months before his resignation, when the terms of the transactions may have been agreed upon.

TM Board, other than the abovementioned Interested Directors, have considered all aspects of the Proposed Renewal of Shareholders’ Mandate, and is of the view that the Proposed Renewal of Shareholders’ Mandate is in the best interest of TM.
Mr Gursharan Singh A/L Khajansingh:

“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 12 April 2013, dispatched together with the Company’s 2012 Annual Report, 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 143(1) of the Companies Act, 1965 (Act) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or

(iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier;

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

Encik Abdul Ghani Hakim seconded the motion, which was put to the Meeting and declared carried unanimously.

CLOSURE

Since there was no other businesses for which due notices have been given, the proceedings of the AGM ended at 1.30 p.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT,

DATO’ SRI DR HALIM SHAFIE
CHAIRMAN