

In addressing diversity, both in terms of views and inclusivity, we currently retain women in nearly half of our management team







## GOVERNANCE

# Leadership + Governance

Beyond the distinction of leadership is the weight of responsibility. To this end, TM is determined to continue pursuing its aspirations, resolutely steered by the highest standards of ethics, integrity and transparency

# Corporate Governance Overview

The Board of Directors is committed to the highest standards of corporate governance which are crucial in delivering consistent financial performance, creating long term economic and sustainable value to all stakeholders. Despite the challenges in 2021, our Company delivered strong returns to our shareholders by embedding the principles of accountability, governance, ethics and integrity in the conduct of our business and continuously adhering to strong corporate best practices and values.

The Board continuously align TM's purpose in fulfilling its dual role as a Public Listed Company (PLC) and a Government-Linked Company (GLC). As a GLC, TM plays a key role in driving national initiatives towards Digital Malaysia, ensuring acceleration of digital adoption in the country and also provides support to the nation via various Corporate Responsibility initiatives.

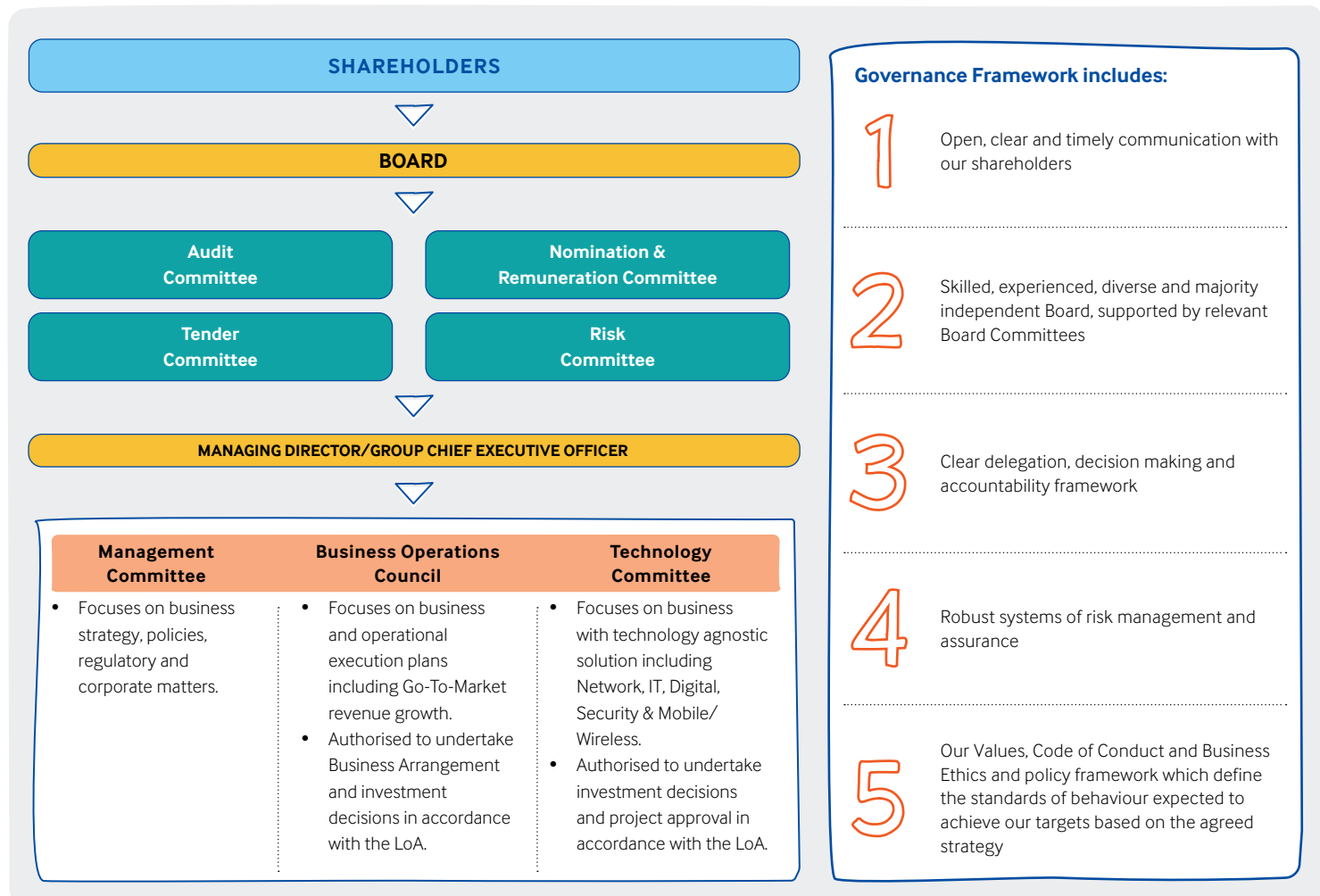
## OUR GOVERNANCE FRAMEWORK

TM's Governance Framework is guided by the principles and best practices of corporate governance as prescribed by the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad, the Malaysian

Code on Corporate Governance 2021 (MCCG), Corporate Governance Guide, international best practices and standards on corporate governance.

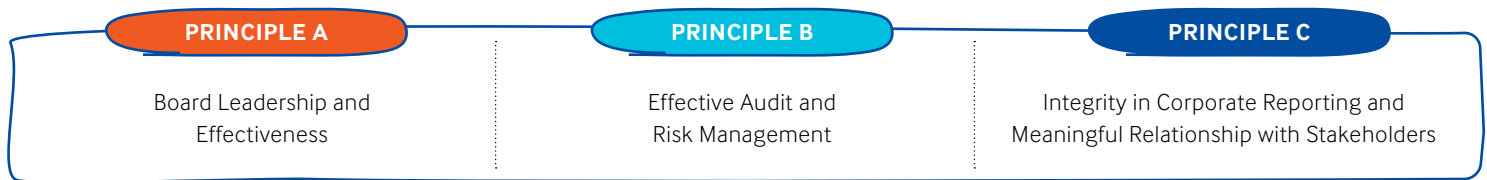
As part of the Group's Governance Framework, specific powers of the Board are delegated to the relevant Board and Management Committees.

The Governance Framework is supported by the Board Charter, Limits of Authority Matrix (LoA) and Business Policy and Governance (BPG). Annual review is conducted on the Board Charter, whilst the LoA and BPG are reviewed and updated as and when required to adapt to the business environment, changes in strategic direction and to reflect the Group's key business policies and governance.



During the year, the Board via the Nomination and Remuneration Committee (NRC) has reviewed the structure and composition of the respective board committees arising from the 2020 Board Effectiveness Evaluation (BEE). Taking into consideration the 2020 BEE result, in June 2021, the Board endorsed NRC's recommendation on the disbandment of the LTIP Committee whereby the duties and responsibilities as provided in its Terms of Reference (ToR) as well as the LTIP By-Laws, were assumed by the NRC. In addition, based on the assessment conducted by Ernst & Young Consulting Sdn Bhd, NRC and the Board in September 2021 agreed on the disbandment of the Board Investment Committee (BIC) and consequently, the expansion of the role of Board Risk Committee (BRC) to include the review of strategic investment proposals focusing on Management's identification of key risks and mitigation plans. This ensures all risk assessment is comprehensively deliberated for the Board's consideration in making strategic investment decisions.

The following sections outline how TM has applied the three (3) key principles of the MCCG:



As at 31 December 2021, TM has adopted 44 recommended practices in the MCCG. The CG Overview Statement is to be read together with the Corporate Governance Report (CG Report) 2021 which further elaborates on how the Practices of the MCCG are applied, as well as the departures and alternative measures adopted for the financial year 2021 and up to the date of the statements. The CG Report is available on the Company's website.

**PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS**

**DISCHARGING THE BOARD RESPONSIBILITIES**

The Board's principal focus is on the long-term success of our Company and the delivery of sustainable value to our shareholders. It is imperative for the Board to review and set the overall strategic direction, development and control of the Group in an effective and responsible manner. The Board takes collective responsibility and accountability for the smooth functioning of core processes involving Board governance, business value and ethical oversight. It also collectively assumes responsibilities for the Company's leadership and is responsible for meeting the objectives and goals of the Company.

Directors have fiduciary duties to act in good faith, exercise reasonable care, skill and diligence to safeguard the interest of the Company as well as ensuring high ethical standards are applied throughout the organisation. In discharging its roles and responsibilities, the Board is also mindful of the need to protect the interests of all stakeholders.

Board activities are structured to facilitate the Board in providing an effective management oversight to support the MD/GCEO and Management Team. As part of the ongoing transformation plans, three (3) Board Strategy Retreats were held in 2021 to re-assess the Group's business direction and strategy. In December 2021, the Board approved TM Group's mid-term strategic direction and Annual Operating Plans for 2022-2024.

In 2021, several changes to the leadership and Board composition were implemented, with the appointment of Tan Sri Mohammed Azlan Hashim as the new Non-Independent Non-Executive Chairman (NINEC), appointment of Muhammad Afhzal Abdul Rahman as a Non-Independent Non-Executive Director (NINED) and Rossana Annizah Ahmad Rashid as new Independent Non-Executive Director (INED). The Directors have extensive experiences and have complemented the board diversity, contributing to healthy, engaging and robust discussions during the Board meetings.

The Board has assessed its performance on execution of Board Responsibilities including General Responsibilities, Strategic Planning, Performance Management, Risk Management and Internal Controls, Sustainability, Human Capital Management and CG in the 2021 BEE.

The Board's deliverables were also monitored via the Board Performance Improvement Programme (BPIP) and reported to NRC.

**Board Charter**

The Board Charter comprises the ToR of our Board and Board Committees, practices, principles and guidelines. It is a primary source of reference for the Board on our governance practices and Board policies and guidelines. It serves as a comprehensive guide for Directors on matters relating their roles, power, duties, functions and processes.

The Board reviews the Board Charter from time to time to ensure it remains relevant to the Company's objectives and strategies in alignment with current rules and regulations. During the year, several revisions were made to the Board Charter arising from the disbandment of the BIC and LTIP Committee and enhancements to BRC's ToR. Several key changes were also made to the ToR of Board Audit Committee (BAC) primarily on the enhancement of its independent function. Reviews to the NRC's ToR were also made in line with the updated MCCG and Main LR.

Please click [here](#) for more information about CG Report and Board Charter

**PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS**

**Demarcation of Responsibilities between the Board, Board Committees and Management**

The Board Charter clearly demarcates the roles and responsibilities of the Board, Board Committees and Management, and identify the specific roles and responsibilities of the Chairman, Senior Independent Director (SID), Non-Executive Director (NED) and the Executive Director (ED). Such clear demarcation of functions provides a balance of authority within the Board and safeguards against one individual or group dominating the decision-making process of the Company. The positions of Chairman and MD/GCEO at all times are held by different individuals with clear and distinct roles as documented in the Board Charter.

**ROLES AND RESPONSIBILITIES**

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1

**Chairman**

- Provides leadership to the Board and ensures its effectiveness.
- Leads the Board in providing oversight of the Management.
- Acts as liaison between the Board and Management and carries out other duties as requested by the Board as a whole, depending on need and circumstances.
- Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders of our Company.

Given his extensive experience in the corporate sector and well known for upholding governance and integrity, Tan Sri Mohammed Azlan Hashim has been able to provide strong leadership to the Board, encouraging participation of all directors and allowing dissenting views for robust discussions at board meetings. He has been consultative but decisive to ensure effective decision making process. TM Chairman does not sit on any Board Committees.

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2

**Senior Independent Director**

- Leads confidential discussions with other NEDs in any concerns which may not have been considered by the Board as a whole.
- Provides an alternative channel of communication for shareholders and other stakeholders to convey their concerns and issues.
- Promotes high standards of corporate governance and ensures that the Company's obligations to shareholders are understood and complied with.

Tunku Afwida Tunku Dato' A.Malek continues to play a strong role as a SID in upholding integrity and governance. She is also a sounding board for the Chairman and acts as intermediary for other directors, when required.

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3

**Executive Director**

- Implements the broad policies approved by the Board and to report and discuss at Board meetings all material matters currently or potentially affecting the Group and its performance, including all strategic projects and regulatory developments.
- Ensures the smooth running of the day-to-day operations of the Company.
- Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders of the Company.

Imri Mokhtar continues to lead the Management Team and focuses on the business and day-to-day management of the Company.

**Fostering Commitment of the Board**

The commitment of the Board is evidenced by the attendances and time spent at Board and Committee Meetings. The schedule for Board and Committee meetings and establishment of key board agenda was presented to the Board and shared with all Directors at the beginning of the year to ensure Directors' time commitment.

All Directors complied with the minimum attendance of at least 50% of Board and Board Committee meetings held during the financial year. Decisions made at Board Meetings were mostly on consensus or via majority votes where dissenting views were recorded. Whilst, resolutions in writing shall be valid and effective if signed by majority of Directors or the Alternate, majority of whom are Independent Directors.



## PRINCIPLE A

## BOARD LEADERSHIP AND EFFECTIVENESS

Summary of Board and Board Committees' memberships, number of meetings, attendance and time spent during 2021:

BOARD	
<b>Tan Sri Mohammed Azlan Hashim (Chairman)</b> <i>(Appointed on 1 August 2021)</i>	9/9
<b>Imri Mokhtar</b>	23/23
<b>Anis Rizana Mohd Zainudin @ Mohd Zainuddin</b>	22/23
<b>Dato' Mohamed Nasri Sallehuddin</b>	22/23
<b>Muhammad Afhzal Abdul Rahman</b> <i>(Appointed on 1 December 2021)</i>	1/1
<b>Tunku Afwida Tunku Dato' A.Malek</b>	23/23
<b>Balasingham A. Namasiwayam</b>	22/23
<b>Hisham Zainal Mokhtar</b>	23/23
<b>Saheran Suhendran</b>	21/23
<b>Datuk Siti Zauyah Md Desa</b>	23/23
<b>Rossana Annizah Ahmad Rashid</b> <i>(Appointed on 22 November 2021)</i>	2/2
<b>Iszad Jeffri Ismail</b> <i>(Alternate to Anis Rizana Mohd Zainudin @ Mohd Zainuddin)</i>	1/1
<b>FORMER DIRECTORS</b>	
<b>Tan Sri Dato' Seri Mohd Bakke Salleh (Chairman)</b> <i>(Resigned on 31 July 2021)</i>	14/14
<b>Dato' Mohd Naim Daruwish</b> <i>(Resigned on 16 October 2021)</i>	14/19
<b>Dato' Ibrahim Marsidi</b> <i>(Resigned on 16 October 2021)</i>	15/19
<b>Board Meeting Hours: 126 hours 5 minutes</b>	

BOARD AUDIT COMMITTEE (BAC)	
<b>Hisham Zainal Mokhtar (Chairman)</b>	10/10
<b>Tunku Afwida Tunku Dato' A.Malek</b>	10/10
<b>Balasingham A. Namasiwayam</b>	10/10
<b>PERMANENT INVITEE</b>	
<b>Imri Mokhtar</b>	7/10
<b>FORMER MEMBER</b>	
<b>Dato' Ibrahim Marsidi</b> <i>(Resigned on 16 October 2021)</i>	6/9
<b>BAC Meeting Hours: 30 hours 40 minutes</b>	

NOMINATION AND REMUNERATION COMMITTEE (NRC)	
<b>Tunku Afwida Tunku Dato' A.Malek (Chairperson)</b>	15/15
<b>Dato' Mohamed Nasri Sallehuddin</b>	14/15
<b>Balasingham A. Namasiwayam</b>	15/15
<b>Datuk Siti Zauyah Md Desa</b> <i>(Appointed on 24 September 2021)</i>	3/3
<b>PERMANENT INVITEE</b>	
<b>Imri Mokhtar</b>	15/15
<b>FORMER MEMBER</b>	
<b>Dato' Ibrahim Marsidi</b> <i>(Resigned on 16 October 2021)</i>	7/13
<b>NRC Meeting Hours: 38 hours 25 minutes</b>	

NUMBER MEETINGS HELD & ISSUANCE OF CIRCULAR RESOLUTION (CR)			
<b>Board</b>	<b>23</b> 7 DCRs	<b>BRC</b>	<b>7</b> 1 CR
<b>BAC</b>	<b>10</b> No CR	<b>BIC</b>	<b>7</b> 1 CR
<b>NRC</b>	<b>15</b> 3 CRs	<b>LTIP</b>	<b>2</b> No CR
<b>BTC</b>	<b>9</b> 1 CR		

**Total Board & Board Committees' Meeting Hours**  
**258 hours 10 minutes**

BOARD TENDER COMMITTEE (BTC)	
<b>Datuk Siti Zauyah Md Desa (Chairperson)</b>	9/9
<b>Anis Rizana Mohd Zainudin @ Mohd Zainuddin</b>	8/9
<b>Dato' Mohamed Nasri Sallehuddin</b>	8/9
<b>Balasingham A. Namasiwayam</b>	9/9
<b>Iszad Jeffri Ismail</b> <i>(Alternate to Anis Rizana Mohd Zainudin @ Mohd Zainuddin)</i>	1/1
<b>PERMANENT INVITEE</b>	
<b>Imri Mokhtar</b>	9/9
<b>FORMER MEMBERS</b>	
<b>Dato' Ibrahim Marsidi</b> <i>(Resigned on 16 October 2021)</i>	5/8
<b>Hisham Zainal Mokhtar</b> <i>(Resigned on 24 June 2021)</i>	5/5
<b>BTC Meeting Hours: 29 hours 35 minutes</b>	

**PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS**

### BOARD RISK COMMITTEE (BRC)

<b>Balasingham A. Namasiwayam</b> (Chairman)	7/7
<b>Tunku Afwida Tunku Dato' A.Malek</b>	7/7
<b>Anis Rizana Mohd Zainudin</b> @ Mohd Zainuddin <i>(Appointed on 24 September 2021)</i>	3/3
<b>Saheran Suhendran</b>	7/7
<b>Iszad Jeffri Ismail</b> <i>(Alternate to Anis Rizana Mohd Zainudin</i> <i>@ Mohd Zainuddin</i> <i>(Appointed on 24 September 2021)</i>	N/A

**PERMANENT INVITEE**

<b>Imri Mokhtar</b>	6/7
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**FORMER MEMBER**

<b>Dato' Mohd Naim Daruwish</b> <i>(Resigned on 16 October 2021)</i>	4/5
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**BRC Meeting Hours: 15 hours 30 minutes**

### BOARD INVESTMENT COMMITTEE (BIC) *(DISBANDED W.E.F. 23 SEPTEMBER 2021)*

<b>Tunku Afwida Tunku Dato' A.Malek</b> (Chairperson)	7/7
<b>Anis Rizana Mohd Zainudin</b> @ Mohd Zainuddin	7/7
<b>Dato' Mohamed Nasri Sallehuddin</b>	7/7
<b>Dato' Mohd Naim Daruwish</b>	6/7
<b>Hisham Zainal Mokhtar</b>	7/7
<b>Saheran Suhendran</b>	7/7
<b>Iszad Jeffri Ismail</b> <i>(Alternate to Anis Rizana Mohd Zainudin</i> <i>@ Mohd Zainuddin)</i>	N/A

**PERMANENT INVITEE**

<b>Imri Mokhtar</b>	6/7
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**BIC Meeting Hours: 15 hours 35 minutes**

### LTIP COMMITTEE (DISBANDED W.E.F. 24 JUNE 2021)

<b>Tunku Afwida Tunku Dato' A.Malek</b> (Chairperson)	2/2
<b>Balasingham A. Namasiwayam</b>	2/2
<b>Saheran Suhendran</b>	2/2

**PERMANENT INVITEE**

<b>Imri Mokhtar</b>	2/2
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**LTIP Meeting Hours: 2 hours 15 minutes**

### MEETING DATES

Month	BOD	BAC	NRC	BTC	BIC
<b>JANUARY</b>	18, 21, 22, 25	18	8, 14	22	7, 15, 18
<b>FEBRUARY</b>	24	22	15	10	3
<b>MARCH</b>	29	9, 10, 26		17	18
<b>APRIL</b>	6, 28	1, 20	15		
<b>MAY</b>	24, 27	20	11		5, 18
<b>JUNE</b>	14, 24	16	9		
<b>JULY</b>	22, 28	14			1, 15
<b>AUGUST</b>	5, 6, 25, 27	16, 19	25		
<b>SEPTEMBER</b>	23				6
<b>OCTOBER</b>	11, 12, 22	14			
<b>NOVEMBER</b>	11, 18, 25	18			
<b>DECEMBER</b>	20, 21	15			

PRINCIPLE A

BOARD LEADERSHIP AND EFFECTIVENESS

KEY FOCUS AREAS DISCUSSED BY THE BOARD IN 2021



**Corporate Integrity**

The conduct of TM Board, Management, employees and all business partners of TM Group are governed by the Code of Conduct and Business Ethics (CBE) which sets out TM’s values on Uncompromising Integrity.

Details of the above can be referred to the Integrity section of this IAR.

**Board Commitment to ESG**

In 2021, the following initiatives were implemented to bring TM’s ESG practices and maturity a step ahead that help to create positive impact and value to our business and stakeholders, amongst others:

- ESG embedded into New TM Compass
- Establishment of TM ESG Roadmap 2022-2024 covering TM’s visions, commitments and execution plans
- Establishment of TM’s Climate Change Risks
- Voluntary Disclosures in Carbon Disclosure Project
- CEO Action Network (CAN) active participation and involvement in roundtable discussion and summit

The Board has strengthened group-wide sustainability management through establishment of the Sustainability Blueprint for 2022-2024. The blueprint is aligned with TM’s Strategic Shift 2022-2024, to bring TM’s sustainability to the next stage, at par with other major players and create competitive advantage with transition to sustainable business practices.

Details of TM’s ESG targets and initiatives can be referred to the Sustainability section of this IAR.

**BOARD COMPOSITION**

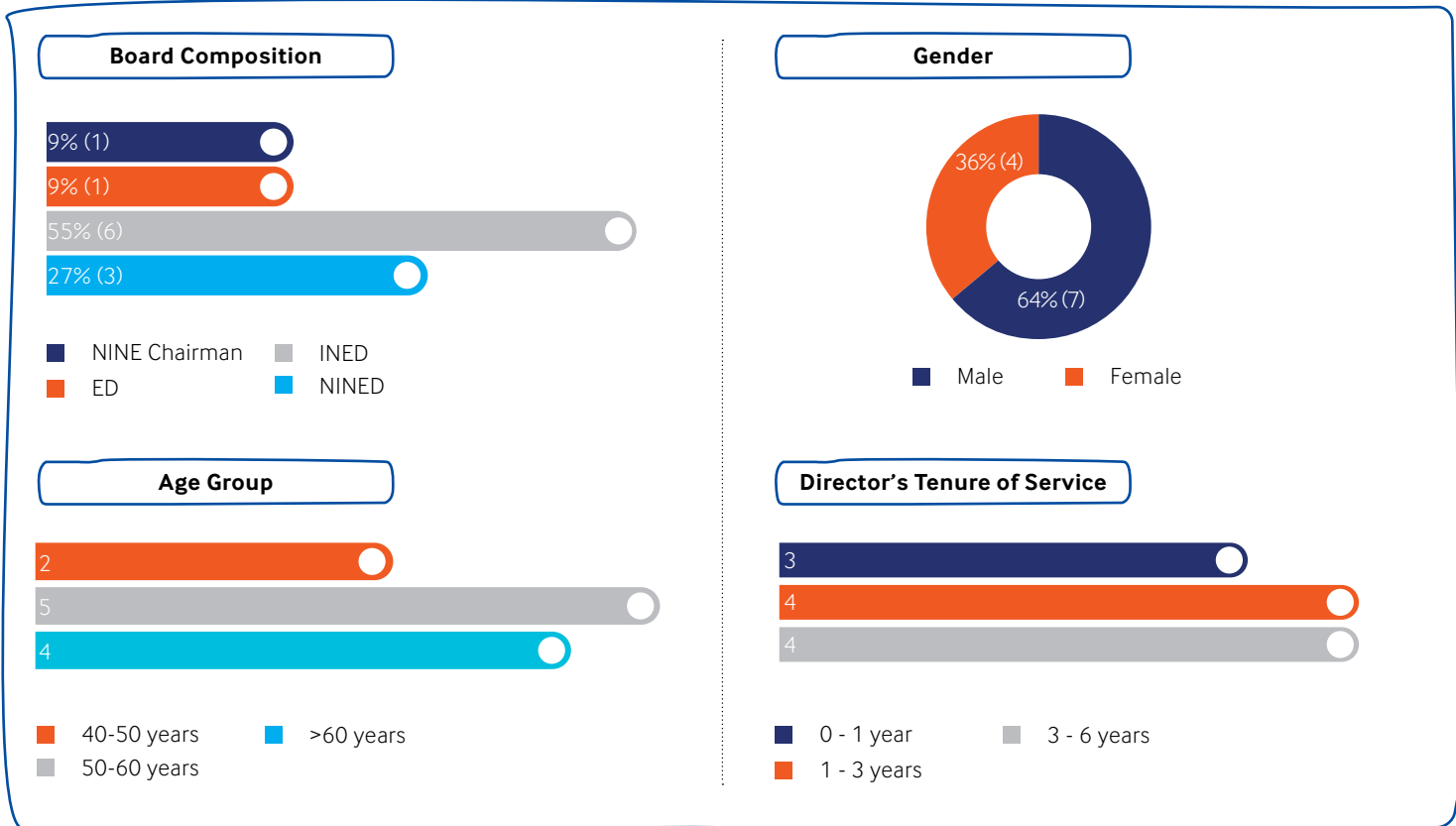
The Board composition represents a mix of skills, knowledge and expertise relevant to TM’s business. As at 16 March 2022, the Board comprises ten (10) NEDs and one (1) Executive Director who is also the GCEO of the Company. Of the 11 Directors, six (6) are INEDs. Other than the nominee of the Special Shareholder, none of the Directors appoint alternate director.

Details of the Directors, including their qualifications, experience and details on duration of their service (up to date of this report), can be referred to in the Profile of Directors section of this IAR.



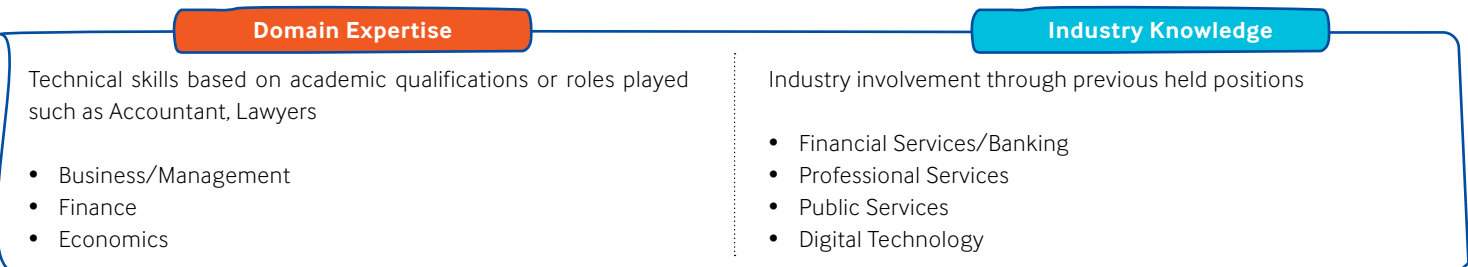
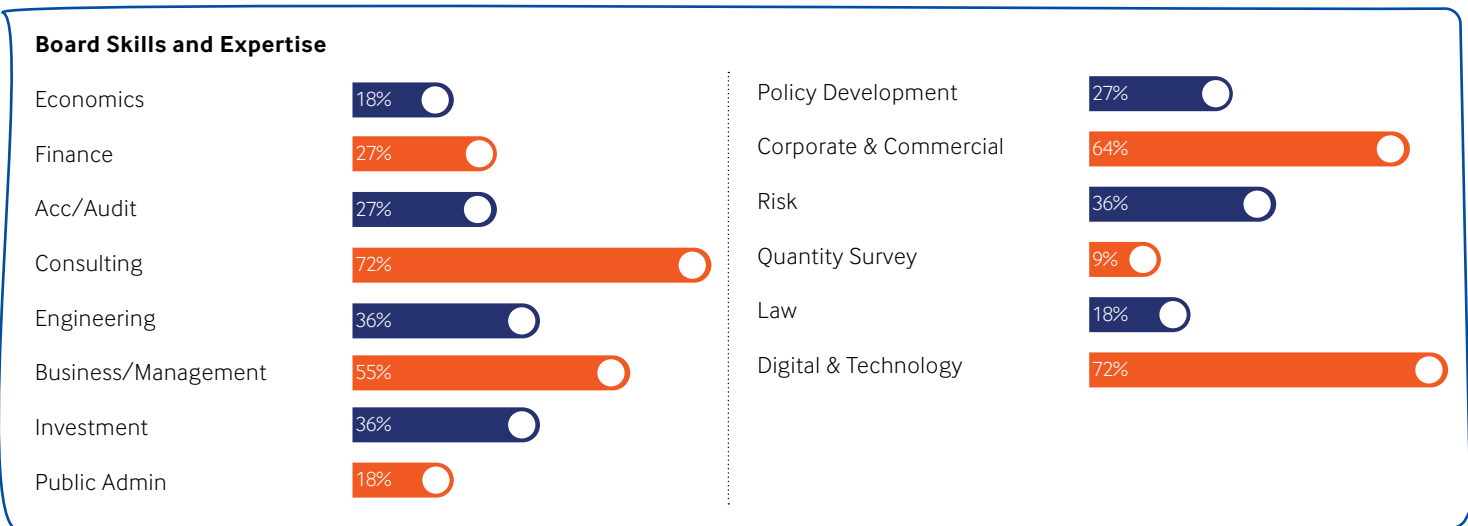


**PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS**



**Board Skills & Expertise**

NRC assists the Board in reviewing and ensuring the Directors possess the right mix of skills, competencies, experience and other qualities required in managing a highly regulated and competitive telecommunication environment. New directors appointed during the year have greatly contributed to the Board's competencies especially in mobile, digital and technology.



**PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS**

**Board Independence**

The Board with the advice from NRC assesses the independence of Directors, including the NEDs on annual basis and prior to their re-appointment vide the BEE. The NRC also assesses the independence and objectivity of new directors prior to appointment. The Directors' skills, experience, contributions as well as their backgrounds and family relationships are considered and NRC determines whether the Directors can continue to bring independence and objective judgement to the Board. The NRC also determines, according to the character and judgement, whether there are relationships or circumstances, which could affect, or appear to affect the INED's judgment.

**DISCLOSURE ON INTEREST**

Directors are well aware of the need to disclose their interest or any possible conflicts of interest on any matter put forth for the Board's consideration. Any interested Director shall not participate and abstain from deliberation to allow unbiased and free discussion and decision making.

**COMPLIANCE TO MCGG**

The Board has adopted Practice 5.4 of the MCGG on the limitation of nine (9) years cumulative tenure for INED without further extension. As at the date of this IAR, none of our INEDs' tenure exceed the cumulative term limit of nine (9) years.

**Board Diversity**

Diversity is not limited only to gender, but encompasses ethnicity/race, nationality, religious beliefs, cultural or socio-economic backgrounds, and age. Bringing together a diverse range of skills and experience is an important aspect of good governance and a pre-requisite for a constructive and challenging Board.

The Board is committed in promoting boardroom diversity in terms of experiences, skills, competencies, race, gender, culture and nationality, to enable the Company to maximise business and governance performance. The Board believes the existing appointment process of new members is adequate, with relevant assessment on skills-set, experience, competency and knowledge of the individual candidate with gender diversity forming a vital consideration in the selection of potential candidates. The Board will identify suitable candidates as Directors on continuous basis to fulfil any vacancy as and when required. The existing number of female directors on the Board is four (4) comprising 36% of the total number of directors.

**Board Appointment**

Formal and transparent procedure for the appointment of new directors is embedded in the Company's Constitution. An effective board should include the right group of people, with an appropriate mix of skills, knowledge, experience, independent elements, age, cultural background and gender that fit the Company's objectives and strategic goals. All nominees to the Board are first considered by the NRC, taking into account the mix of skills, competencies, experience and other qualities required to manage a highly regulated communication business, before they are recommended to the Board.

NRC is delegated the role of screening and conducting an initial selection, which includes an external search, before making a recommendation to the Board. NRC evaluates the nominees' ability to discharge their duties and responsibilities before recommending their appointment as Directors to the Board for approval.

In year 2021, the NRC having considered their respective qualifications, skills, experience, areas of competency including their time and commitment, recommended to the Board the appointment of Tan Sri Mohammed Azlan Hashim, Muhammad Afhzal Abdul Rahman and Rossana Annizah Ahmad Rashid. These recommendations were then duly endorsed by the Board.

A typical TM Board appointment process is depicted below:



**Directors’ Retirement and Re-election**

The Board has conducted an assessment on the Directors’ performance and contribution based on the Self and Peer Assessment results via the 2021 BEE as well as the independence of the Independent Directors who are seeking re-election at this 37<sup>th</sup> AGM. The assessment includes the Directors’ participation and contribution to the Board deliberations, their character, integrity, competency and commitment. The level of independence demonstrated by the Independent Director, and his/her ability to act in the best interests of the Company in decision-making were also considered. The Board is satisfied that they complied and satisfied the independence criteria as required by the Main LR which is also provided in the Board Charter.

TM’s Constitution	
<p><b>Clause 106(2)</b> Any Director appointed shall hold office only until the next AGM and shall then be eligible for re-election</p> <p style="text-align: center;">▼</p> <p>The following Directors who were appointed since the last AGM and standing for re-election as Directors at the forthcoming AGM, have consented to be re-elected as Directors of the Company:</p> <ul style="list-style-type: none"> <li>• Tan Sri Mohammed Azlan Hashim</li> <li>• Rossana Annizah Ahmad Rashid</li> <li>• Muhammad Afhzal Abdul Rahman</li> </ul>	<p><b>Clause 112</b> All Directors shall retire from office once at least every three (3) years, but shall be eligible for re-election. At every AGM of the Company, one third of the Directors of the Company for the time being or if not a multiple of three (3), nearest to one third, shall retire by rotation.</p> <p style="text-align: center;">▼</p> <p>At the forthcoming AGM, 3 out of 8 eligible Directors are to retire in accordance with Clause 112 of the Constitution:</p> <ul style="list-style-type: none"> <li>• Dato’ Mohamed Nasri Sallehuddin</li> <li>• YM Tunku Afwida Tunku Dato’ A.Malek</li> <li>• Balasingham A. Namasiwayam</li> </ul>

The profiles of Directors seeking re-elections are set out in the Profile of Directors’ section on pages 154 to 164 inclusive, of this IAR.

Tan Sri Mohammed Azlan Hashim, the NINEC, brings extensive experience from the corporate sector, including financial services and investment. He has demonstrated strong leadership to the Board, encourages participation of all directors for robust discussions, and drives open and consultative environment. He balances all views and summarise salient points of discussion to arrive at informed decisions. He has been able to commit his time to TM for Board meetings and other engagements, despite his senior positions in Khazanah, EPF and other listed and non-listed companies. Based on the BEE, Tan Sri Mohammed Azlan was rated favourably and the NRC and the Board recommended his re-election.

Rossana Annizah Ahmad Rashid, INED, brings with her more than 30 years’ corporate experience to the Board. Being a career professional, she has fitted well in the boardroom environment, actively participates in discussions, meticulous in putting forth her arguments at the Board and Committee meetings. She also demonstrated strong principles in upholding governance and integrity. The NRC and the Board were of the opinion that Rossana is imperative to the board dynamics and recommended her for re-election.

Muhammad Afhzal Abdul Rahman, NINED, represents the interest of our Major Shareholder, EPF. Within a short period of time since his appointment, he has demonstrated good understanding of the telecommunication industry and TM’s business which enabled him to actively participate in board’s discussions. He is inquisitive in seeking clarification, objective and confident in raising any issues or views and able to provide independence of judgment. The NRC and the Board recommended Afhzal to be re-elected as Director of the Company.

Dato’ Mohamed Nasri Sallehuddin, NINED, represents the interests of our Major Shareholder, Khazanah. He actively participates in discussions and is thorough in putting forth his views. He has demonstrated independence of judgement and provided valuable inputs for the Board’s deliberation. Based on the BEE, Dato’ Nasri was rated favourably and as such, NRC and the Board recommended his re-election.

Tunku Afwida Tunku Dato A.Malek, SID, has actively provided constructive opinion, critical feedback and insights at Board and Committee meetings. She continues to demonstrate her strong principle on governance and integrity related matters. Tunku Afwida was rated favourably in the BEE’s peer assessment, and NRC and the Board recommended her re-election.

Balasingham A. Namasiwayam, INED, actively participates in discussions and is cohesive in making his points and arguments. He continued to demonstrate his capabilities, commitment, and dedication towards the Board and Company through the years. Based on the BEE’s peer assessment, the NRC and the Board were of the opinion that Balasingham provides the required diversity to the board and recommended him for re-election.

**PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS**

**Board Effectiveness Evaluation (BEE)**

In August 2021, the Board adopted the recommendation of Practice 6.1 of the MCCG 2021 in relation to engagement of independent expert to conduct board assessment at least every three (3) years. This allows the Board flexibility to determine the appropriate time to appoint a suitable independent expert. Pursuant thereto, the Board has entrusted the Group Company Secretarial Division (GCSD) to conduct the BEE assessment for 2021.

The previous BEE for 2020 was conducted by an independent expert, Willis Towers Watson (WTW). Further to the findings and recommendation by WTW, action plans recommended were implemented and duly completed in 2021, namely:

- Strengthen the Board’s composition, structure and diversity;
- Optimising Board Committees to drive future goals; and
- Review the composition of Board Committees.

Save for the two (2) directors appointed by end 2021 and alternate director, nine (9) directors and eight (8) Senior Management participated in the 2021 BEE. GCSD has acted professionally and maintained an objective evaluation methodology in the 2021 BEE assessment. Candid assessment by the Directors are well kept to maintain the confidentiality of the feedback givers. The findings were then presented to the NRC and Board for discussion. The Board believes that the process was well managed without any due interference from Directors and Management.

The 2021 BEE was structured into three (3) sections for a holistic and balance evaluation:

<b>Section</b> <b>1</b>	<b>Board Leadership and Effectiveness</b> Evaluation on the overall performance of Board, Chairman and MD/Group CEO
<b>Section</b> <b>2</b>	<b>Board Committee Assessment</b> Evaluation on the effectiveness of Board Committees
<b>Section</b> <b>3</b>	<b>Board &amp; Directors’ Self/Peer Assessment</b> Evaluation on the Individual Board Member’s contribution to the Board and aspects on personal qualities and attributes

The 2021 BEE was designed to ascertain the overall level of effectiveness of the Board and identify areas of improvement for the Board. As part of the assessment, the following key areas were covered:

- Corporate Strategy & Direction Setting
- Board Governance & Oversight
- Board Composition
- Boardroom Conduct & Dynamics
- Board Management & Operation
- Board Remuneration

The 2021 BEE revealed that the Board is seen to be effective and provides effective governance and strategic execution monitoring. The Board ensures that the integrity of the Company is aligned to financial and regulatory requirements and internal processes. The Board is consistent on the need to continue to keep abreast of developments and initiatives in relation to ESG. The BEE also indicated that the Board Management and Operation have been sufficiently addressed in 2021.

The BEE also assesses the effectiveness of the Board Committees, particularly their structure and processes, accountability and responsibility. All Board Committees are rated more than 4.0 indicating that the Committee members have discharged their duties and responsibilities well with commitment and professionalism and areas of improvements were shared with the Committees. Directors have rated both Chairman and MD/GCEO favourably indicating they are effective in their respective roles.

Self and Peer Evaluation are conducted to assess each Director’s professional competency, attributes and personality. Directors’ Peer Evaluation overall results was rated above 4.0.

**Board Training Programme (BTP)**

Effective 2021, BTP has been accounted as part of Board Agenda at Board Meetings to provide equal opportunities for all Board members to keep them abreast with current developments in the marketplace. The relevant topics once identified was tabled to the Board in June 2021 to be approved as part of the Board Agenda.

Directors were also provided with opportunities to attend TM programmes, and other external programmes/seminars on the areas related to their functions/roles for continuous development and to facilitate them to discharge their duties effectively.

In addition to the above, the aforesaid programme has also been tailored for Board committees as part of knowledge sharing programme to enhance members’ skillset based on the requirements of the respective Committees. For the year 2021, the BRC and BTC have spearheaded this to be followed by the other Board Committees, NRC and BAC in 2022.

Details of the training attended by the Board are further elaborated in the CG Report.



## PRINCIPLE A

## BOARD LEADERSHIP AND EFFECTIVENESS

## DIRECTORS AND SENIOR MANAGEMENT'S REMUNERATION

The Board ensures that the Group's remuneration policy remains competitive and equitable. The remuneration packages have been carefully aligned with industry practices taking into account the appropriate calibre of each talent, while upholding the interest of our shareholders.

The policy and framework for the overall remuneration of the ED and NEDs are reviewed against market practices by the NRC, following which recommendations are submitted to the Board for approval.

## Non-Executive Directors (NEDs)

NEDs' remuneration package is determined by the Board as a whole. Director's fee is based on a standard fixed fee while meeting allowances are paid based on attendances at Board and Committee meetings.

NEC	NED	SID*
<b>Fee:</b> RM360,000 per annum @ RM30,000 per month	<b>Fee:</b> RM240,000 per annum @ RM20,000 per month	<b>Fee:</b> RM27,000 per annum @ RM2,250 per month

Note: \* On top of NED fees.

The above fee was approved by the shareholders at the 36<sup>th</sup> AGM, from the date of the 36<sup>th</sup> AGM until the next AGM of the Company. No revision is proposed to the existing Directors Fees. NEDs are not entitled to participate in any employees share scheme or variable performance linked incentive schemes.

In January 2022, a single consolidated Subsidiary Tiering Framework (STF) was adopted which categorises TM subsidiaries into tiers based on its business importance, shareholding structure and profit contribution. Based on the STF, the revised Tier 1 subsidiaries currently comprise Webe Digital Sdn Bhd (webe), TM Digital Innovation Sdn Bhd and GITN Sdn Berhad. The STF also governs the remuneration for TM subsidiaries whereby Directors' Fee for Tier 1 Subsidiaries has been maintained at 50% of TM Board Remuneration Framework. At the previous 36<sup>th</sup> AGM, shareholders had approved the payment of fees for NEC and NEDs appointed on the Boards of Tier 1 Subsidiaries of RM15,000 per month and RM10,000 per month, respectively until the 37<sup>th</sup> AGM.

The Board has ascertained that subsidiaries that are no longer categorised as Tier 1 Subsidiaries such as Universiti Telekom Sdn Bhd (UTSB), Fibrecomm Network (M) Sdn Bhd (FCN) and Fiberail Sdn Bhd (FSB) are allowed to retain its respective remuneration structures.

The benefits payable applicable to NEC and NEDs based on the Board Charter are meeting fee, emoluments and claimable benefits. In the effort to alleviate the BAC's independent function and to recognise its oversight role, the Board has endorsed NRC's recommendation for BAC Chairman not to be a member or chairman of any Board Committees or directors of TM subsidiaries. In view of the enhanced function and responsibility of BAC Chairman, the Board agreed on the revision to his meeting fee. The meeting fee for NEC was also revised to reflect his roles and responsibilities. The Chairman and BAC Chairman recused themselves from deliberating on the proposals at Board Meetings.

The updated quantum for the said benefits are as below:

- (i) Meeting fee structure for Board and Board Committees:

	Meeting Allowance per Attendance (RM)				
	Board	BAC	NRC	BTC	BRC
<b>Chairman</b>	5,000	4,750	2,500	3,250	2,500
<b>NED</b>	3,000	2,500	2,000	2,500	2,000

Note: Board is authorised to determine the fees for ad-hoc Board Committee

## PRINCIPLE A

## BOARD LEADERSHIP AND EFFECTIVENESS

(ii) Meeting fees for TM subsidiaries:

CATEGORY OF TM SUBSIDIARIES	NEC	NED	Committee Fee	
	Meeting Fee (RM)	Meeting Fee (RM)	Chairman Meeting Fee (RM)	Member Meeting Fee (RM)
Tier 1	1,500	1,000	500	300
Tier 2	1,500	1,000	Nil	Nil

(iii) Customary benefits such as claimable benefits on annual overseas business development trips, leave passage, business equipment, telecommunication bills, insurance and medical coverage.

(iv) Meeting attendance allowances are payable to NEDs only and payable for each Board and/or Board Committee meeting held on per meeting basis. The said allowances are payable to Alternate Director who attend meetings in the absence of his substantive Director.

Shareholders' approval will be sought at the coming 37<sup>th</sup> AGM for the payment of Directors' fees and any benefits payable to NEDs according to Section 230(1) of the CA 2016.

Details of the total remuneration of each Director of the Company received from TM Group of Companies, categorised into appropriate components for the financial year ended 31 December 2021, are as follows

NAME OF DIRECTORS	SALARY (RM)	VARIABLE PAY (RM)	ALLOWANCE (RM)	BENEFIT IN KIND (RM)	TOTAL AMOUNT (RM)
			TM		
<b>NON-INDEPENDENT AND EXECUTIVE DIRECTORS</b>					
Imri Mokhtar	2,294,446.00 <sup>a</sup>	178,662.30 <sup>b</sup>	60,000.00 <sup>c</sup>	239,664.28	2,772,772.58
<b>TOTAL AMOUNT (RM)</b>	<b>2,294,446.00</b>	<b>178,662.30</b>	<b>60,000.00</b>	<b>239,664.28</b>	<b>2,772,772.58</b>

NAME OF DIRECTORS	DIRECTOR FEE (RM)		BENEFITS PAYABLE		BENEFIT IN KIND (RM)	TOTAL AMOUNT (RM)
			ALLOWANCE (RM)			
	TM	SUBSIDIARY	TM	SUBSIDIARY		
<b>NON-INDEPENDENT AND NON-EXECUTIVE DIRECTORS</b>						
Tan Sri Mohammed Azlan Hashim (Appointed on 01/08/2021)	150,000.00	-	28,000.00	-	24,499.47	202,499.47
Anis Rizana Mohd Zainudin (Q Mohd Zainuddin)	240,000.00	-	105,000.00	-	65,631.24	410,631.24
Dato' Mohamed Nasri Sallehuddin	240,000.00 <sup>d</sup>	-	130,000.00 <sup>d</sup>	-	11,211.07	381,211.07
Muhammad Afhzal Abdul Rahman (Appointed on 01/12/2021)	20,000.00 <sup>e</sup>	-	-	-	189.75	20,189.75
<b>INDEPENDENT AND NON-EXECUTIVE DIRECTORS</b>						
Tunku Afwida Tunku Dato' A.Malek	360,000.00 <sup>f</sup>	120,000.00	210,000.00 <sup>f</sup>	4,000.00	98,460.65	792,460.65
Balasingham A. Namasiwayam	420,000.00 <sup>f</sup>	120,000.00	179,500.00 <sup>f</sup>	9,000.00	72,584.90	801,084.90
Hisham Zainal Mokhtar	240,000.00	180,000.00	133,000.00	-	99,773.38	652,773.38
Suhendran Sockanathan	240,000.00	-	98,000.00	-	142,947.67	480,947.67
Datuk Siti Zauyah Md Desa	240,000.00	-	105,250.00	-	112,056.80	457,306.80
Rossana Annizah Ahmad Rashid (Appointed on 22/11/2021)	26,000.00	-	3,000.00	-	485.50	29,485.50
<b>ALTERNATE DIRECTOR (NON-INDEPENDENT AND NON-EXECUTIVE DIRECTOR):</b>						
Iszad Jeffri Ismail (Alternate to Anis Rizana Mohd Zainudin (Q Mohd Zainuddin))	-	-	5,500.00	-	18,501.45	24,001.45
<b>FORMER NON-INDEPENDENT AND NON-EXECUTIVE DIRECTORS</b>						
Tan Sri Dato' Seri Mohd Bakke Salleh (Resigned on 31/07/2021)	210,000.00	105,000.00	49,000.00	4,500.00	94,866.94	463,366.94
Dato' Mohd Naim Daruwish (Resigned on 16/10/2021)	190,322.58 <sup>e</sup>	-	63,000.00	-	61,442.50	314,765.08
<b>FORMER INDEPENDENT AND NON-EXECUTIVE DIRECTOR</b>						
Dato' Ibrahim Marsidi (Resigned on 16/10/2021)	190,322.58	95,161.29	93,500.00	3,000.00	71,609.70	453,593.57
<b>TOTAL AMOUNT (RM)</b>	<b>2,766,645.16</b>	<b>620,161.29</b>	<b>1,202,750.00</b>	<b>20,500.00</b>	<b>874,261.02</b>	<b>5,484,317.47</b>

Notes:

- a Inclusive of Company's contribution to provident fund  
b Bonus payment  
c Car allowances in lieu of provision of company car

- d Director's fees and allowances paid directly to Khazanah  
e 50% of director's fees paid directly to EPF  
f Inclusive of fees and allowances received from TM on behalf of a subsidiary

**PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS**

**MD/GCEO and Senior Management**

MD/GCEO and Senior Management are paid salaries, allowances, performance based incentives including bonus and other customary benefits as appropriate to Senior Management. A significant portion of the Senior Management’s compensation package has been made variable depending on the Company’s performance during the financial year, which is determined based on the individual KPIs, and aligned to TM Group’s Scorecard. The MD/GCEO is not paid Director’s fees or meeting allowances for Board and Board Committee meetings that he attends.

The NRC reviews the performances of the MD/GCEO as well as that of the Pivotal Positions (PP) and the Group Company Secretary on annual basis, and recommends to the Board suitable adjustments to their remuneration and/or reward payments, reflecting their contributions for the year. The performance assessment considers both, quantitative and qualitative perspective via the KPI Scorecard, face-to-face performance review and leadership competencies (SUCCESS) rating. These payments are competitive in line with the Group’s corporate objectives and strategy.

The definition of PP was updated to include direct reports to GCEO and positions that are critical to TM’s business, namely C-Suite Management members, Executive Vice Presidents of Lines of Business (LOBs). NRC may also determine any other positions that are deemed strategic to the Company from time to time.

GCEO has recused himself during deliberations on his performance rewards and remuneration review at NRC and Board meetings.

TM has adopted Practice 8.2 of the MCCG and disclosed the remuneration components of the top five (5) senior management on named basis since 2018. For the financial year 2021, the disclosure of the remuneration packages of the top five (5) senior management as approved by the NRC and the Board (including fixed and performance-related elements) in year 2021 are reflected below:

Range of Remuneration (RM)	Name of Top 5 Senior Management
1,650,000 – 1,700,000	▶ Ir Ts Azizi A Hadi, Chief Operating Officer (Commercial and Technology)
1,450,000 – 1,500,000	▶ Razidan Ghazalli, Group Chief Financial Officer
1,250,000 – 1,300,000 <sup>1</sup>	▶ Shanti Jusnita Johari, Chief Marketing Officer
1,100,000- 1,150,000	▶ Tengku Muneer Tengku Muzani, Chief Strategy Officer
600,000 – 650,000 <sup>2</sup>	▶ Sarinah Abu Bakar, Chief Human Capital Officer

Note:  
<sup>1</sup> Appointed on 1 February 2021  
<sup>2</sup> Appointed on 15 June 2021

TM has in place a Long-Term Incentive Plan (LTIP) for all eligible employees and ED as approved by the shareholders at the Extraordinary General Meeting of the Company held on 28 April 2016. The main objectives of the LTIP are to encourage performance culture and as a retention tool. The LTIP comprises Restricted Share (RS) and Performance Share (PS) grants, whereby the main differences are on the eligibility of the employees in terms of their job grades in the Group, the performance metrics to be met which will be determined prior to the grant being made and the vesting periods of the Grant to the Eligible Employees.

There were no granting or vesting of the LTIP during the financial year ended 31 December 2021 and no PS grants accorded to the MD/GCEO to-date. Further details on the grants status to-date are disclosed under Financial Statements on pages 81 to 86.

## PRINCIPLE A

## BOARD LEADERSHIP AND EFFECTIVENESS

## NOMINATION AND REMUNERATION COMMITTEE (NRC)

## Chairperson:



**Tunku Afwida Tunku Dato' A. Malik**  
Senior Independent Director

## Members:

**Dato' Mohamed Nasri Sallehuddin**  
Non-Independent Non-Executive Director

**Datuk Siti Zaayah Md Desa**  
Independent Non-Executive Director

**Rossana Annizah Ahmad Rashid**  
Independent Non-Executive Director

## Former Members who served during the year under review:

**Dato' Ibrahim Marsidi**  
Independent Non-Executive Director

**Balasingham A. Namasiwayam**  
Non-Independent Non-Executive Director

## Key Objectives

The NRC carries both nomination and remuneration roles since its inception. Both roles were combined for the purpose of expediency and practicality, whereby the same members are entrusted with both functions. In addition to the nomination and remuneration roles, NRC also oversees board governance matters.

## Membership

Since the last report, there were several changes to NRC's membership arising from the review of composition of Board Committees as approved by TM Board. The existing number of four (4) members was maintained, all of whom are Non-Executive Directors, with majority being independent directors. Tunku Afwida, being the SID, continues her role as Chairperson, effectively providing the required leadership to the NRC.

Changes in NRC's composition since the last report were as follows:

- Appointment of Datuk Siti Zaayah Md Desa on 24 September 2021
- Resignation of Dato' Ibrahim Marsidi on 16 October 2021
- Resignation of Balasingham A. Namasiwayam on 1 February 2022
- Appointment of Rossana Annizah Ahmad Rashid on 1 February 2022

## Responsibilities

In executing its nomination function, NRC's primary role is to assist the Board in reviewing and determining its appropriate size and balance, and ensuring the Directors bring characteristics to the Board which provide the required mix of responsibilities, skills and experiences. NRC ensures the Board composition meet the needs of the Company and develops, maintains and reviews the criteria to be used in the recruitment process and annual assessment of directors. NRC also considers the nomination of PP, prior to making any recommendation to the Board.

NRC's primary remuneration function is to support the Board in maintaining, assessing and developing policy framework on all elements of the remuneration for EDs and PP including terms of employment, reward structure and benefits, with the aim to attract, retain and motivate, as well as maintaining and administering remuneration entitlements of the NEDs.

NRC also support the Board in ensuring efficiency and transparency of board governance matters primarily on BEE, Board Performance Improvement Programmes and Board Operations, including other matters as may be directed by the Board.

## Overview

Throughout the year in review, NRC continues to be active and has provided critical support to the Board, especially on the changes in the Board and Senior Management. Key matters deliberated were on the succession plan for the Board and PP. Supported by independent search consultants, NRC has undertaken rigorous assessments in identifying and recommending new candidates as INED and PP. NRC also deliberated on the succession plans for PP and their remuneration, in the effort to strengthen the leadership bench. Other key issues deliberated by NRC are the performance assessment and evaluation of the respective PP as well as the review of the Company's Scorecard and KPIs. Arising from the results of the 2020 BEE, NRC recommended the disbandment of BIC and the proposal was endorsed by the Board. Arising thereto, the role of assessing risk for strategic investments has been assumed by BRC. NRC also deliberated on the merits of collapsing the LTIP Committee. Upon endorsement by the Board, the LTIP Committee was disbanded on 24 June 2021 and its roles and responsibilities as provided in its ToR and LTIP By-Laws, were assumed by NRC moving forward.



## NOMINATION AND REMUNERATION COMMITTEE (NRC)

## Main Activities of NRC in 2021

The Board recognised NRC's contributions and its role in providing valuable advice and recommendation in regards to nomination, remuneration and board governance matters. During the year, the NRC have undertaken the following activities:

## Nomination Function

Considered and where applicable, made recommendations to the Board, on the following matters:

- Re-appointment and re-election of Directors at the 36<sup>th</sup> AGM.
- Appointment of new Chairman of the Company.
- Appointment of new NINED and INED.
- Engagement of independent search consultants for Board and Senior Management succession plan.
- Succession Plan for the Board.
- Succession Plan and appointment of PP.
- Annual assessment and review of composition of all TM Board Committees.
- Disbandment of BIC and enhancement of BRC ToR.
- Disbandment of LTIP Committee and assumption of the function by NRC.
- Annual assessment of independence status of the INEDs.
- Review of board membership of TM Group of companies.
- Adoption of new Subsidiary Board Representation Framework.

## Remuneration Function

Considered and where applicable, made recommendations to the Board on the following matters:

- Performance evaluation of MD/GCEO, PP as well as the Company Secretary against pre-set KPIs.
- Performance Reward Pool and Salary Increment for TM employees.
- Adoption of 2021 TM Group Scorecard and KPIs for PP.
- Remuneration for new PP.
- Eligibility for vesting of PS pursuant to the LTIP.
- Consolidated STF framework.

## Governance Function

Considered and where applicable, made recommendations to the Board on the following matters:

- Conduct of the 36<sup>th</sup> AGM pursuant to relevant guidelines and best practices.
- Status of Directors' continuing education programme in compliance with the Board Training Programme (BTP).
- Observance and monitoring of governance requirements by the Directors pursuant to the Main LR.
- BEE assessment for 2021.
- Periodic review of the Board Charter.
- Assessment on the application of the new MCCG 2021.
- Amendments to NRC's ToR.
- CG Overview Statement and CG Report.

## NRC Effectiveness Review and Performance

Based on the 2021 BEE findings, Board acknowledged that NRC has performed its duties efficiently, providing significant value in assisting the Board. NRC's composition provides the appropriate balance in terms of skills, knowledge and experience to uphold the interests of all stakeholders and to meet the needs of the Group.

## LTIP COMMITTEE (LTIP)

## Chairperson:



**Tunku Afwida Tunku Dato' A. Malik**  
Senior Independent Director

## Members:

**Balasingham A. Namasiwayam**  
Independent Non-Executive Director

**Saheran Suhendran**  
Independent Non-Executive Director

## Key Objectives

LTIP Committee was established as a sub-committee to the NRC to implement and administer TM's LTIP in accordance with the LTIP By-Laws as approved the shareholders during inception of the scheme in 2016, and supported by its own ToR as approved by the NRC and the Board.

## Membership

There was no change to the LTIP Committee's composition prior to its dissolution on 24 June 2021.

## Main Activities prior to Disbandment

Two (2) meetings were held in 2021. LTIP Committee considered the proposed maximum LTIP grant allocation for MD/GCEO for recommendation to NRC, and was endorsed by the Board. However, the proposal was reviewed in line with the revised Total Remuneration Framework for TM employees. LTIP Committee also deliberated on the proposed enhancement to the existing granting and vesting LTIP parameters.

**BOARD TENDER COMMITTEE (BTC)**

**Chairperson:**



**Datuk Siti Zauyah Md Desa**  
Independent Non-Executive Director

**Members:**

**Anis Rizana Mohd Zainudin  
@ Mohd Zainuddin**  
Non-Independent Non-Executive Director

**Muhammad Afhzal Abdul Rahman**  
Non-Independent Non-Executive Director

**Balasingham A. Namasiwayam**  
Independent Non-Executive Director

**Iszad Jeffri Ismail**  
Alternate Member to Anis Rizana Mohd Zainudin @ Mohd Zainuddin

**Former Members who served during the year under review:**

**Hisham Zainal Mokhtar**  
Independent Non-Executive Director

**Dato' Ibrahim Marsidi**  
Independent Non-Executive Director

**Dato' Mohamed Nasri Sallehuddin**  
Non-Independent Non-Executive Director

**Key Objectives**

BTC is tasked to consider all procurement proposals in TM Group based on the approved LoA in line with the Board's delegation of powers. BTC facilitates the Board in ensuring more transparent, efficient and faster decision making process, whilst ensuring all procurement policies and procedures are fully adhered to.

**Membership**

BTC currently comprises four (4) members. Since the last report, the following changes to BTC's composition were recorded:

- Resignation of Hisham Zainal Mokhtar on 24 June 2021
- Resignation of Dato' Ibrahim Marsidi on 16 October 2021
- Resignation of Dato' Mohamed Nasri Sallehuddin on 1 February 2022
- Appointment of Muhammad Afhzal Abdul Rahman on 1 February 2022

**Responsibilities**

The key responsibilities of BTC are summarised as follows:

- Ensure the procurement process is in accordance and complies with all applicable procurement ethics, policies and procedures.
- Verify the validity of technical and financial capabilities of tenderers including their registration certificates with relevant authorities.
- Consider and approve or recommend offers which will benefit the Company and Group taking into consideration various factors, such as pricing, utilisation of goods/services, quantity, delivery/commissioning timeframes and other relevant factors.
- Ensure the objectives of the Bumiputera Entrepreneurship Development Programme and Vendor Programme are achieved through strict monitoring of the performance and track records of the companies/vendors under these programmes.

**Overview**

The powers, duties and responsibilities of BTC are stipulated in the Board Charter available in the Company's website at [www.tm.com.my](http://www.tm.com.my).

BTC is supported by management procurement committees chaired by the MD/GCEO, GCFO and CPO, depending on the level of authority accorded to them. The COO and CPO are invited to attend throughout the BTC meeting and relevant process owners are invited to present Management's justifications for their respective procurement proposals to BTC.

**Main Activities of BTC in 2021**

During the year, BTC has deliberated on the following matters:

- Procurement proposals in accordance with LOA.
- Procurement risk profiles based on procurement categories.
- Procurement Framework for Bumiputera Empowerment Agenda.
- Technology updates, procurement plans and strategies.
- Performance reports, updates and status summaries.
- Identified procurement issues to be addressed.

**BTC Effectiveness Review and Performance**

BTC has identified and addressed the gaps on procurement issues on continuous basis. Based on the BEE 2021 results, BTC has effectively discharged its roles as per the ToR and adds significant value to the Board.

## PRINCIPLE A

## BOARD LEADERSHIP AND EFFECTIVENESS

## BOARD INVESTMENT COMMITTEE (BIC)

## Chairperson:



**Tunku Afwida Tunku Dato' A. Malek**

Senior Independent Director

## Members:

**Anis Rizana Mohd Zainudin**

**@ Mohd Zainuddin**

Non-Independent Non-Executive Director

**Dato' Mohamed Nasri Sallehuddin**

Non-Independent Non-Executive Director

**Dato' Mohd Naim Daruwish**

Non-Independent Non-Executive Director

**Saheran Suhendran**

Independent Non-Executive Director

**Hisham Zainal Mokhtar**

Independent Non-Executive Director

**Iszad Jeffri Ismail**

Alternate Member to Anis Rizana Mohd Zainudin (@ Mohd Zainuddin)

## Key Objectives

BIC was established to consider and evaluate strategic equity investment and/or divestment related proposals of TM Group for recommendation to the Board. It is also tasked to consider, deliberate and recommend to the Board proposals relating to TM Group's properties (i.e. land and buildings) and funding plans.

## Memberships

There was no change in BIC composition prior to its disbandment on 23 September 2021.

## Main Activities prior to Disbandment

Seven (7) meetings were held in 2021. BIC has deliberated and recommended to the Board, where applicable, the following matters:

- Proposals on strategic investments and opportunities.
- Moving forward, rationalisation and/or monetisation of non-core assets and business units.
- Updates on strategic projects.
- Considered and reviewed proposed amendments to BIC's governance.
- Land and property matters.



**BOARD AUDIT COMMITTEE (BAC)**

**Chairperson:**



**Hisham Zainal Mokhtar**  
Independent Non-Executive Director

**Members:**

**Tunku Afwida Tunku Dato' A.Malek**  
Senior Independent Director

**Saheran Suhendran**  
Independent Non-Executive Director

**Rossana Annizah Ahmad Rashid**  
Independent Non-Executive Director

**Former Members who served during the year under review:**

**Dato' Ibrahim Marsidi**  
Independent Non-Executive Director

**Balasingham A. Namasiwayam**  
Independent Non-Executive Director

**Key Objectives**

BAC plays a crucial role in assisting the Board in fulfilling its oversight responsibilities through independent review of financial information and provides an unbiased review on the effectiveness and efficiency of the Group's internal control as well as overseeing ethics, integrity and governance matters within the Group under the purview of Group Integrity and Governance (GIG).

**Membership**

BAC currently comprises of four (4) members, majority of whom are INEDs. Since the last report, the following changes in BAC composition were recorded:

- Resignation of Dato' Ibrahim Marsidi on 16 October 2021.
- Resignation of Balasingham A. Namasiwayam on 1 February 2022.
- Appointment of Saheran Suhendran on 1 February 2022.
- Appointment of Rossana Annizah Ahmad Rashid on 1 February 2022.

BAC continues to be chaired by Hisham Zainal Mokhtar, a Chartered Financial Analyst. In line with the updated guiding principles on Directors' participation in Board Committees, the Board has agreed that BAC Chairman is not to sit on other Board Committees, save for the BAC, to maintain his objectivity oversight. Following this and as at the date of this report, Hisham has relinquished his membership in other Board Committees.

Tunku Afwida is a member of the Malaysian Institute of Accountants (MIA) and a qualified Chartered Accountant with the Institute of Chartered Accountants in England and Wales (ICAEW), whilst Rossana Annizah is a member of CPA Australia. Both complies with the requirement of Paragraph 15.09(1)(c)(i) of the Main LR. Saheran Suhendran, an experienced legal practitioner further strengthened the BAC's composition. None of the BAC members are alternate Directors.

All BAC members, as shown by their profiles on pages 159 to 164, are financially literate. They have sound judgement, objectivity, independent attitude, management experience, professionalism, integrity and knowledge of the industry. With diverse skills and experience, they were able to discharge their duties responsibly.

**Responsibilities**

The powers, duties and responsibilities of BAC are stipulated in the Board Charter available in the Company's website at [www.tm.com.my](http://www.tm.com.my).

BAC has reviewed and TM Board has accordingly approved the amendments to BAC ToR to ensure compliance with relevant changes in the Main LR and MCCG. The independence of CIA and Group Internal Audit (GIA) functions were also enhanced to provide clarity in providing their independent assurance of the Group's internal controls and risk assessments.

**How the Committee operates**

BAC held ten (10) meetings in 2021. Members attendances are as per provided in page 131 of this IAR.

Attendance at all BAC meetings in 2021 met the requisite quorum as stipulated in its ToR. The BAC meetings were structured into two (2) deliberation clusters namely financial results and other audit matters, ensuring efficient planning by Management and sufficient time spent for the members to deliberate and discuss the various matters.

The Company Secretaries act as the Secretary in all BAC meetings. The BAC invites the MD/GCEO, Group Chief Financial Officer (GCFO), CIA and the external auditors to attend each meeting where the quarterly, half-yearly and year-end results are discussed. BAC holds its private sessions twice a year separately with the external auditors without the presence of management and private sessions with GIA, as and when necessary. BAC Chairman also meets regularly with each of the GCEO, GCFO, CIA, external auditors and the Chief Integrity and Governance Officer (CIGO) when required.

## PRINCIPLE B

## EFFECTIVE AUDIT AND RISK MANAGEMENT

Reports on the proceedings of the BAC are presented to the Board while minutes of BAC meetings are circulated to all members and extracts of the decisions made are escalated to relevant process owners for action. Any significant matters reserved for the Board's approval are tabled at TM Board meetings.

**Main Activities of BAC in 2021 (and up to the date of this report)****1. Financial Reporting**

- a) Reviewed the quarterly financial statements of TM Group in compliance with Malaysian Financial Reporting Standards (MFRS) 134 and the Main LR prior to recommending the same for approval by TM Board.
- b) Reviewed the draft announcements of the quarterly financial results to Bursa Securities, to ensure compliance with applicable accounting standards in Malaysia and other legal and regulatory requirements prior to tabling to the Board for approval.
- c) Discussed the quarterly internal audit reviews to ensure compliance with MFRS 134.
- d) Reviewed and recommended for the Board's approval, the audited financial statements of TM Group for the financial year ended (FY) 31 December 2021. BAC concluded that the financial reports presented a true and fair view of the Company's financial performance for the year and complied with regulatory requirements.
- e) Reviewed and recommended the dividend pay-outs, in ensuring compliance with the provisions of the Companies Act 2016 (CA 2016).

**2. Internal Control**

- a) Deliberated on the Directors' Statement on Risk Management and Internal Control (SORMIC), which was reviewed by the external auditors, in February 2021 and 2022 for inclusion in the IAR 2020 and 2021.
- b) Reviewed the reports on the adequacy, effectiveness and reliability of internal control systems based on controlled self-assessments performed annually by the Management of the Lines of Business and subsidiaries.
- c) Deliberated and monitored the progress and status of the audit issues for TM Group raised by both internal and external auditors, respectively.
- d) Deliberated on the reports from the Best Practice Committee (BPC), a BAC sub-committee headed by the GCFO, in ensuring compliances and best practices for TM Group in terms of statutory, regulatory and financial standards in TM Group's disclosures.
- e) Monitored specific issues or concerns affecting the Company's efficiency and performance until BAC is satisfied sufficient controls are in place.

**3. External Audit**

- a) Reviewed the external auditor's report for the FY 31 December 2020 and FY 31 December 2021, and the respective 2020 and 2021 SORMIC in February 2021 and February 2022, before recommending to TM Board for approval.
- b) Reviewed the Internal Control Memorandum (ICM), together with Management's response to the findings. The audit issues raised by the external auditors were deliberated and monitored by GIA and Group Finance. The activity, status and progress thereof were reported on a quarterly basis to BAC by CIA and GCFO.
- c) Recommended the re-appointment of external auditors for FYE 31 December 2020 and 31 December 2021.
- d) Reviewed the 2020 and 2021 external auditor's audit plan for TM Group.
- e) Reviewed and monitored the non-audit engagement of the external auditors, whilst ensuring there was no impairment of independence or objectivity.

BAC has authorised the GCFO to approve the proposed non-audit engagement valued below 50% of the cumulative value of the statutory audit fee for the current year and to report such engagement to BAC at every quarter.

Non-audit fees paid to the external auditors and member firms of EY during the year and the value relative to the statutory audit fees are as follows:

Particulars	RM ('000)	
	Company	Group
<b>2021 Audit Fees</b>		
• Statutory Audit	1,367.9	2,800.0
• Other Audit Related Services	400.0	400.0
Total Audit and Audit Related Services	1,767.9	3,200.0
<b>2021 Non-Audit Fees</b>		
• Other services approved in previous financial years	-	206.0
• Consultancy services approved in current financial year	118.8	121.7
<b>Total Non-Audit Fees</b>	<b>118.8</b>	<b>327.7</b>
Percentage of Non-Audit Fees over Statutory Audit & Other Audit Related Services & Fees	6.7%	10.2%

The Company engaged the external auditors and its affiliates for the following non-audit work:

- Consultancy on projects including review of BIC scope, identity management systems and IT compliance tools; and
- Tax advisory and compliance services.

## PRINCIPLE B

## EFFECTIVE AUDIT AND RISK MANAGEMENT

**4. Internal Audit**

- a) Reviewed the internal audit plan and its budget to ensure adequate scope and comprehensive coverage of the Group's activities.
- b) Reviewed the 2021 and 2022 KPIs target, performances, competency and resources of the internal audit functions to ensure that, collectively, GIA has the required expertise and professionalism to discharge its duties.
- c) Recommended the performance evaluation of CIA and CIGO for FY2021 for Board's approval.
- d) Deliberated on the internal audit reports, audit recommendations and Management's action plan.
- e) Reviewed Management's implementation of the internal audit recommendations on outstanding issues on a quarterly basis to ensure that all key risks and control weaknesses were properly addressed.
- f) Ensure the internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence.
- g) Reviewed the assistance and co-operation given by TM's officers to the Internal Auditors.

**5. Related Party Transactions (RPTs), Recurrent Related Party Transactions (RRPTs) and Conflicts of Interest**

- a) Reviewed reports of RPTs and possible conflict of interest transactions, ensuring they were in the best interest of TM, fair and reasonable, on normal commercial terms and not detrimental to the interest of the minority shareholders.
- b) Reviewed the estimated RRPT Mandate for the ensuing year and Circular to Shareholders on the Renewal of Shareholders Mandate and Additional Shareholders Mandate for RRPT, and recommended the same for TM Board's approval.
- c) Periodically reviewed the RRPTs that were mandated at the 36<sup>th</sup> AGM and tracked the transactions against their mandated amount.

**6. Integrity, Ethics and Governance**

- a) Reviewed 2021 and 2022 KPI's target performances, competency and resources of GIG to ensure that, collectively, GIG has the required expertise and professionalism to discharge its duties.
- b) Deliberated on GIG reports on performance and operational matters at every quarter.
- c) Deliberated and monitored the status of the Organisational Anti-Corruption Plan (OACP).

**7. Annual Reporting**

- a) Reviewed the IARs 2020 and 2021 and recommended their adoption by the Board.

**8. Training**

During the year as part of the BTP, BAC members attended various conference, seminar and training programme to enhance their knowledge in order to efficiently discharge their duties as Directors of the Company.

**BAC Effectiveness Review and Performance**

The review of the effectiveness of BAC, including its structure and process, performance, accountability and responsibilities as well as the member's term of office and performance was duly assessed as part of the annual BEE.

Based on the 2021 BEE, BAC has been rated effective in assisting the Board in discharging its duties.

PRINCIPLE B

EFFECTIVE AUDIT AND RISK MANAGEMENT

BOARD RISK COMMITTEE (BRC)

Chairperson:



**Balasingham A. Namasiwayam**  
Independent Non-Executive Director

Members:

**Tunku Afwida Tunku Dato' A. Malek**  
Senior Independent Director

**Anis Rizana Mohd Zainudin  
@ Mohd Zainuddin**  
Non-Independent Non-Executive Director

**Dato' Mohamed Nasri Sallehuddin**  
Non-Independent Non-Executive Director

**Saheran Suhendran**  
Independent Non-Executive Director

**Iszad Jeffri Ismail**  
Alternate Member to Anis Rizana Mohd Zainudin (@ Mohd Zainuddin)

**Former Member who served during the year under review:**

**Dato' Mohd Naim Daruwish**  
Non-Independent Non-Executive Director

Key Objectives

BRC was established to assist the Board with the followings:

- providing oversight of the effectiveness of the Company's Enterprise Risk Management (ERM) framework and policies.
- ensuring adequate processes and systems for identifying and reporting risks and deficiencies including emerging risks.
- ensuring the execution and implementation of sustainability strategy, in order to continue generating economic value.
- managing other stakeholders' concerns on risks matters.

Following the disbandment of BIC on 23 September 2021, BRC's role has been expanded to include the review of strategic investment proposals focusing on the assessment and identification of related key risks and mitigation plans.

Membership

BRC currently comprise five (5) members, majority of whom are INEDs. Since the last report, the following changes in BRC composition were recorded:

- Appointment of Anis Rizana Mohd Zainudin @ Mohd Zainuddin and Iszad Jeffri Ismail as her alternate on 24 September 2021.
- Resignation of Dato' Mohd Naim Daruwish on 16 October 2021.
- Appointment of Dato' Mohamed Nasri Sallehuddin on 1 February 2022.

Responsibilities

Key responsibilities are:

- Enhance Corporate Governance practices of TM Group with focus on risks issues.
- Ensure Management maintains a sound and robust ERM framework and policies to safeguard shareholders' interest and the Group's assets.
- Oversee risk appetite and risk tolerance appropriate to the business.
- Oversee compliance with the stated risk appetite and policies and procedures related to risk management governance and the risk controls framework.
- Monitor the principal risks and emerging risks affecting the business.
- Review, evaluate and deliberate on risk assessment for strategic investment proposals, prior to the proposals being tabled for approval by the Board.
- Monitor the progress of our sustainability initiatives against the targets set.

Overview

The powers, duties and responsibilities of BRC are stipulated in the Board Charter available in the Company's website at [www.tm.com.my](http://www.tm.com.my).

BRC continues to work closely with the GIA and BAC and cross-reference information and issues to ensure better monitoring of risks in TM Group.

BRC has assisted the Board to continuously review and improve the monitoring systems and processes. It continues to be proactive in highlighting corporate, strategic and emerging risk issues, and was open in discussing its views, concerns and/or reservations and provided guidance to Management on the risk controls to mitigate and/or pre-empt the risks.

Management is more aware and mindful of the possible risks under BRC's guidance in managing and monitoring the Group's risks impacting the Group's operations, business direction and reputation.

Main Activities of BRC in 2021

- Reviewed and approved TM's updated Corporate Risk Management Policy and Risk Appetite Statement.
- Reviewed and approved the establishment of Corporate/Operational Risk Tolerance & Measures.
- Reviewed the proposed amendments to the ToR of BRC and made recommendation to the Board on the proposed amendments.
- Continued its monitoring of the ERM and Corporate Risk Report on quarterly basis to ensure that the risks are monitored and mitigated to improve the risk movements.
- Requested Management to enhance focus on strategic and emerging risks including cybersecurity, credit management, climate change and sustainability.
- Continued reviewing of TM Sustainability Programmes Update and Cybersecurity Update.
- Reviewed key risks and mitigation plans for strategic investment and divestment.
- Reviewed report on a high-risk project and endorsed the moving forward recommendation.

BRC Effectiveness Review and Performance

BEE 2021 results indicated that BRC is effective in facilitating the Board in addressing and managing risks.

**PRINCIPLE C****INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS****COMMUNICATION, INTERACTION AND RELATIONSHIP WITH STAKEHOLDERS**

The Board acknowledges the importance of an effective communication channel between itself and stakeholders, institutional investors and the investing public at large to provide a clear picture on the Group's performance and position. TM has continued to disseminate relevant and material information on the Group in order to maintain effective, comprehensive, timely and continuing disclosure of information. An Internal Communication Policy and Best Practices was established to facilitate the handling and disclosure of material information. The Policy, based on openness and transparency, two-way communication, accountability, timeliness, accuracy and simplicity, ensures compliance with the disclosure requirements of the Main LR and other relevant laws.

Since the pandemic, TM has utilised all virtual platforms (MS Teams, Zoom, Webex) and teleconferences to engage with investors and shareholders. Aside from this, TM also communicated with investors and shareholders using various other tools including direct email service to our investor mailing list for any updates & events from TM Investors Relations.

In 2021, TM has held various types of engagement with key shareholders, institutional investors, analysts, fund managers and other market participants including the general public. These include organizing quarterly analyst briefing via teleconferencing with presentation from the MD/GCEO and Group CFO, hosting investor spotlight sessions, participating in external conferences/group meetings and providing feedback to the general public from queries received through our investor relations email.

**CONDUCT OF GENERAL MEETING**

The 36<sup>th</sup> AGM was again held virtually due to the COVID-19 pandemic, in line with the guidelines per the Guidance Note from the Securities Commission. The Chairman, BAC Chairman, NRC Chairman, MD/GCEO, Group CFO and Group Company Secretary were present in person at the Broadcast Venue whilst the rest of the directors attended the meeting remotely. Shareholders, corporate representatives and proxies participated in the 36<sup>th</sup> AGM remotely via live streaming and online voting using Remote Participation and Electronic Voting (RPEV) Facilities.

A total of 935 shareholders and proxies registered and participated remotely via the Boardroom Lumi AGM system. The proceedings of the 36<sup>th</sup> AGM included the GCEO's presentation of the Company's 2020 performance and long term strategies as well as responses to the points raised by the Minority Shareholders Watch Group. Questions raised by shareholders during the meeting were relayed to the Chairman and GCEO via an online system and relevant responses were provided live and also via email after the AGM. CIA was assigned as the independent adjudicator to oversee that all pertinent questions posed by the shareholders during the AGM have been responded accordingly for an interactive and meaningful engagement.

The results of the online voting were scrutinized by the independent scrutineers, Sky Corporate Services Sdn Bhd, before the results were announced by the Chairman.

**COMPLIANCE STATEMENT**

This Statement together with the CG Report set out the manner in which the Company observes the Intended Outcome as prescribed in MCCG. The Board remains committed and steadfast in strengthening the Group's governance practices to protect the interest of all its stakeholders.

This Statement is made in accordance with the resolution of the Board of Directors duly passed on 6 April 2022.

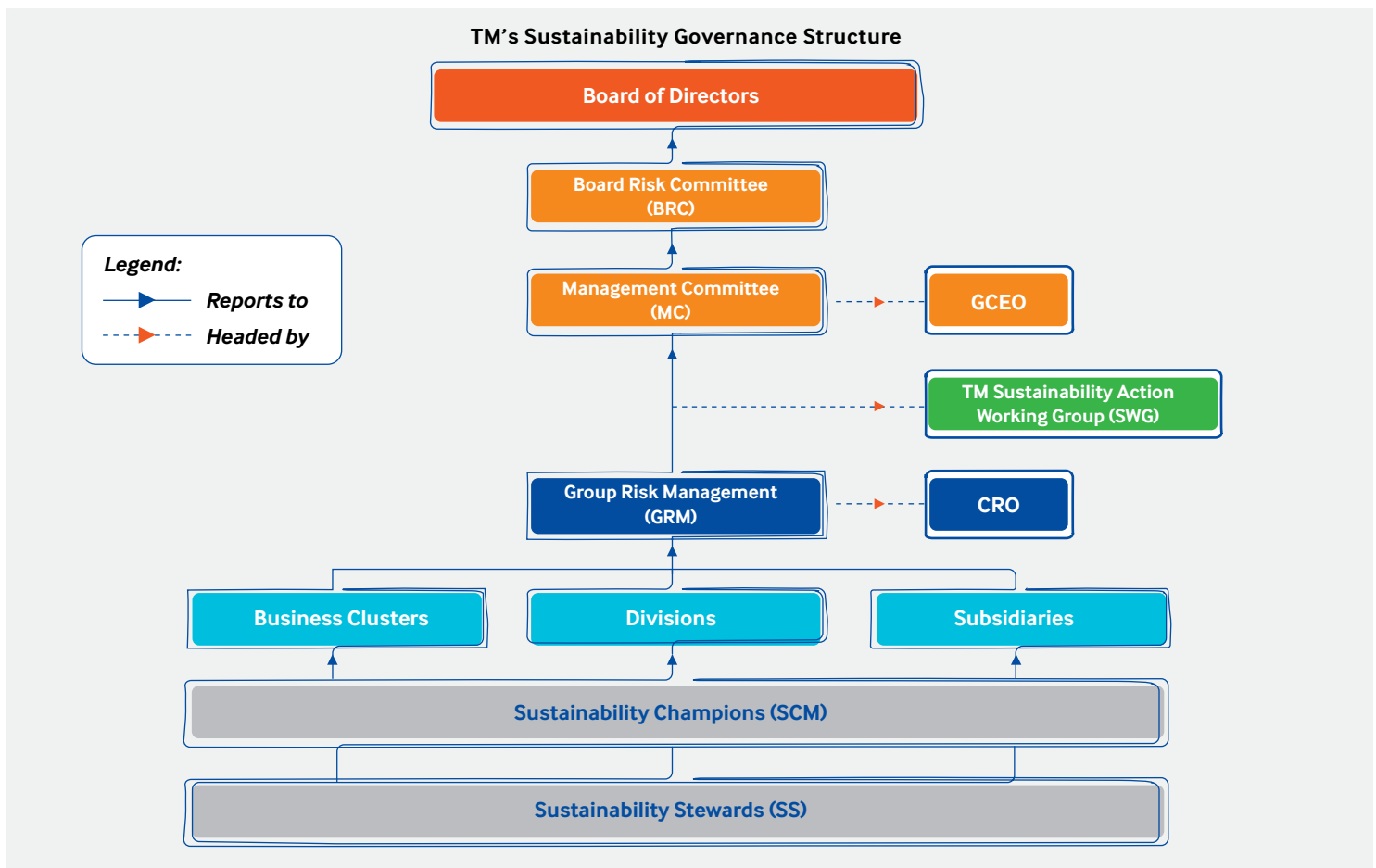


# Sustainability Governance

## SUSTAINABILITY GOVERNANCE SYSTEM

To be a truly sustainable business, we are integrating our sustainability goals throughout TM's governance systems and processes. We have been continuously strengthening our sustainability governance to efficiently plan and execute our objectives across operations. This includes a structured governance system made up of specific roles and responsibilities, from sustainability decisions made by the leadership team to its implementation by different departments and business units. Every aspect of TM has a part to play in achieving our sustainability goals.

This year, we made significant progress in our sustainability governance system. The most notable milestone is the setting up of a dedicated sustainability-related agenda for TM's management and Board meetings, along with the establishment of ESG related KPIs for pivotal positions. This is part of our top-down approach to incorporating a sustainability mindset across the Group. We also established TM Sustainability Action Working Group (TM SWG), a collaborative platform that ensures all stakeholder voices are heard when making sustainability-related decisions. The SWG acts as an information enabler across the Group and its stakeholders, ensuring shared values, goals and understanding.



- Board of Directors:** Approves and validates all sustainability-related decisions.
- GCEO:** Oversees deployment of effective strategies to meet sustainability aspirations of TM as well as acts as a key mediator between the Board and CRO.
- SWG:**
  - Acts as a platform for a consistent and focused sustainability key improvement areas, cross functional decisions and actions; and cross functional ESG problem solving.
  - Oversees the execution of improvement initiatives, performance management and reporting; and advises MC on sustainability-related matters.
- CRO:** Spearheads the Group's risk management and sustainability function, as well as champions the integration of TM's sustainability principles and values into the risk management framework.
- BRC:** Reviews the Group's sustainability risk profile and the associated policies and practices.
- MC:** Deliberates on TM's sustainability strategies and action plans.
- GRM:** Acts as the custodian of TM's Sustainability Management. This includes implementing sustainability strategies and tracking progress against overall targets/objectives. Together with Group Strategy and GSC will ensure the alignment of sustainability risks and overall approach with the Group's strategy and progress.
- Business Clusters, Divisions and Subsidiaries:** Adopts and implements relevant sustainability programmes and initiatives.
- SCM:** Identifies and assesses sustainability risks in their areas of responsibility.
- SS:** Facilitates sustainability-related communication and data compilation.

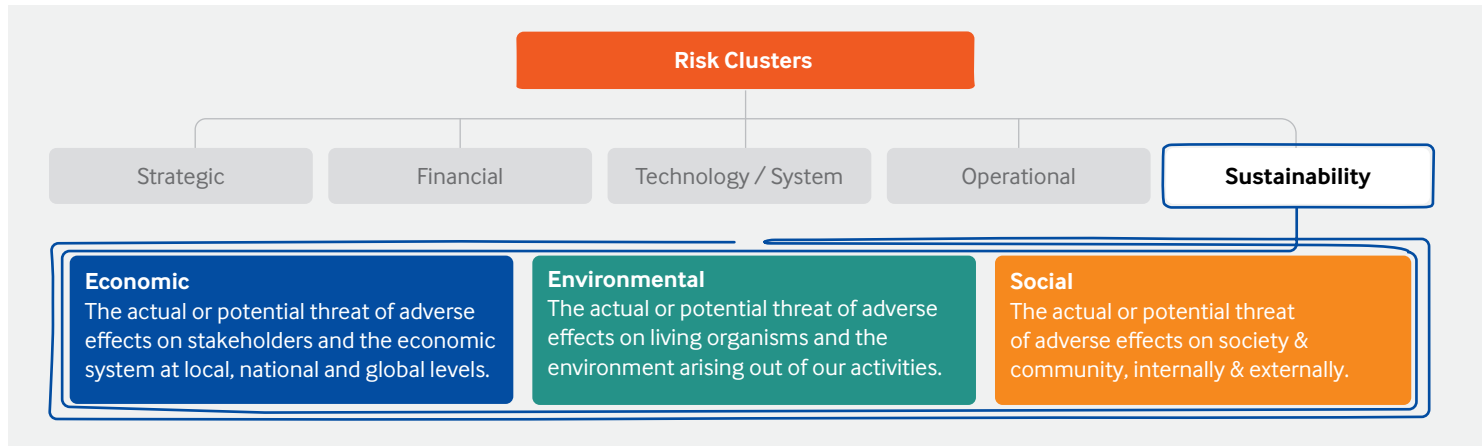
**SUSTAINABILITY RISK MANAGEMENT**

We view sustainability as not only a way to create a positive impact. It is also a key component of effective risk management. Sustainability allows us to remain proactive in dealing with emerging sustainability risks, which in turn protects both stakeholder value and business performance in the long term. With this in mind, we adopt a holistic approach in navigating sustainability risks, enabling us to future-proof our business and meet Malaysia's connectivity needs for the years to come.

**How Do We Manage Sustainability Risks?**

**1. Enterprise Risk Management (ERM) Framework:** Since 2020, TM's ERM has included a Sustainability Risk cluster comprising of Economic, Environmental and Social sub-clusters. This is our first line of defence against existing and emerging sustainability risks that threaten our ability to create value for stakeholders.

More details of TM's ERM Framework are shown on page 186.




**2. Climate Change Risk Management:** Through the ERM, we have intensified our efforts in building resilience against climate-related risks. By adopting TCFD approach, we look at physical and transition climate risks, their projected time horizons and potential financial / non-financial impacts. Our management team reviews the context and impact of climate change through key action items:

- Evaluate internal factors, such as products, devices and supply chain activities, that require long-planning horizons to adapt to climate change. This focuses on factors that are in particularly vulnerable locations or sensitive to weather events.
- Identify potential collaborations with stakeholders as well as new requirements by the Government in climate risk management.
- Review and amend the BCMS scope, with respective leaders evaluating long-term considerations and non-disruptive threats / opportunities.

This year, we included climate change risks as part of our BRC agenda, thus ensuring the Board regularly deliberates on these risks. Additionally, we established a sub-working group for operational carbon emissions to discuss, identify and implement action plans, and resolve cross-functional issues. To improve our readiness in addressing physical climate change risks, we have various business continuity programmes that further improve the effectiveness of our BCP and DRP. By 2022, climate change risks will be a key corporate risk discussed, tracked and monitored across the Group.

	Impact to TM	Mitigation	Adaptation
<p><b>Physical Risk (Service Disruption Risks)</b></p>	<p>Disruption to our business operations and services during major disaster events.</p> <p>Physical damages to TM's Asset due climate related disaster.</p> <p>Other potential/actual impacts to TM:</p> <ol style="list-style-type: none"> <li>1. Disruption to supply chain</li> <li>2. Safety &amp; health of workers</li> <li>3. Financial loss</li> <li>4. High cost of recovery</li> <li>5. Increased insurance premiums and reduced availability of insurance of 'high-risk' assets</li> </ol> <p><b>Risk Rating: SIGNIFICANT</b></p>	<ol style="list-style-type: none"> <li>1. Implement BCM &amp; DRP to restore critical network &amp; essential services</li> <li>2. Build network resiliency via system/ physical redundancy and hardening by design</li> <li>3. Ensure all fire prevention, fire detection, fire fighting/suppression system, warning systems and other relevant systems are in working condition</li> <li>4. Actively manage OSH &amp; supply sustainability risks</li> <li>5. Risk transfer via insurance programme to cushion the recovery costs</li> </ol>	<ol style="list-style-type: none"> <li>1. Manage sustainability related issues holistically through TM's Sustainability Management Programme</li> <li>2. Execute climate related/ environmental initiatives:                         <ol style="list-style-type: none"> <li>a) Energy saving initiatives</li> <li>b) Renewable energy</li> <li>c) Waste and water reduction efforts</li> </ol> </li> <li>3. Carbon offsetting through reforestation project to develop TM's carbon sink and increase green space</li> <li>4. Transition to green technology and energy efficient equipment and green technology</li> </ol>

 <p><b>Transition Risk</b></p>	Impact to TM	Mitigation	Adaptation
	<p>Costs to transition to low emission technology &amp; carbon offsetting</p> <p>Tightening energy efficiency standards for TM's assets</p> <p>Required investment in new green technology</p> <p>Increased pricing due to carbon tax, Enhanced emissions- reporting obligation, Mandates on regulations</p> <p>Changing market and customer behavior, and increased cost of raw materials</p> <p>Shifts in consumer preferences &amp; increased stakeholder concern or negative stakeholder feedback</p> <p><b>Risk Rating: MODERATE</b></p>	<ol style="list-style-type: none"> <li>1. Implement TM's ESG execution plan to address the climate-related risks</li> <li>2. Leverage our suppliers and Mega-Partners for best practices and adoption of their technologies</li> <li>3. Continuously review TM's policy to support transitioning to a low-carbon economy</li> <li>4. Inculcate a sustainability mindset into TM's business &amp; decision making</li> </ol>	<ol style="list-style-type: none"> <li>1. ESG and climate change risks has been part of our BRC agenda</li> <li>2. Manage sustainability related issues holistically through TM's Sustainability Management Programme</li> <li>3. Actively participate and contribute to the collaborative ESG platform e.g. CEO Action Network (CAN) to benchmark and gather best practices in managing climate-related risks</li> <li>4. Increase efforts to learn and understand more on climate-related risks and systems</li> </ol>

More details of TM's climate change efforts are shown on page 81.

**3. Business Continuity Management (BCM) Framework:**

Potential climate change vulnerabilities can lead to increased power outages and service disruption. A prime example is the recent flood disasters in late 2021 that impacted our network and threatened customers' connectivity and experience. Fortunately, we were able to swiftly respond and recover through TM's BCM, which improves our preparedness and recovery for events that may disrupt our essential services. Under the BCM, we have a robust BCP and DRP implemented at TM Command Centres to minimise the impact of climate-related disasters to our operations and customer experience.

More details of TM's BCM Framework are shown on page 190.

**INDUSTRY THOUGHT LEADERSHIP**

To create real positive change, we cannot work in isolation. Collaboration is crucial for solving crises and widespread sustainability challenges. As we continue to make great strides in our sustainability journey, we believe it is our responsibility to share what we know with other industry players. This is part of our commitment to being an Industry Thought Leader, dedicated to driving transformational change for a better tomorrow.



**CEO Action Network (CAN)**

We are proud participants of CAN – A closed-door peer-to-peer informal network of CEOs and Board members focused on sustainability advocacy, capacity-building, action and performance. CAN aspires to catalyse its members towards shaping future-ready and ESG-integrated business models and ecosystems.

Since 2019, TM has become one (1) of the 54 Members of CAN. We are also actively involved in one (1) CAN workstreams: Awareness and Capacity-Building. As a member, we are committed to engage with various stakeholders including our supply chain, regulators and policy makers, Government, as well as our peers across various sectors to forge partnerships that are committed to responsible business practices and sustainable development. In the process, we will not only exchange industry best practices, but also share proven strategies and future-proof ideas with CAN participants. Most recently, in September 2021, we joined CAN members to pledge and publicly announce 14 Collective

Commitments to be achieved under three (3) categories, namely environment, people and governance by 2023. This aligns with our recently developed ESG Roadmap and Commitments.



**Malaysian Communications and Multimedia Commission (MCMC) National Disaster Preparedness**

We are active contributors to MCMC's National Disaster Management Working Committee, which is part of the National Disaster Management Agency (NADMA). As a committee member, we work with Government agencies, relevant statutory bodies and other telco players to mitigate and respond to major disaster events. This includes improving the preparedness and resilience of the nation's telco infrastructure.

In the event of a disaster, our main focus is to protect our physical assets, which are classified as Critical National Information Infrastructure (CNII). We are progressively strengthening our BCM through Disaster Simulation Drill exercises. The drill exercises were meant to test the joint readiness of TM and other committee members in the event of natural and man-made disasters, such as landslides, fires and tower collapse at hill stations.



**GLC Demi Rakyat dan Negara (GDRN)**

GDRN coordinates with Government-Linked Investment Companies (GLIC) and Government-Linked Companies (GLC) to help the Government respond to any disaster event. As a convener, collaborator, and catalyst of change, TM actively collaborates with GRDN members to address the country's most pressing issues. We work with policymakers, civil society organisations, corporations and local communities to collectively drive positive impact for people and the environment.

TM's contributions in 2021 include:

- Flood relief missions
- GDRN Swift Water Safety and Humanitarian Response
- Emergency Response & Humanitarian Logistics Management training with NADMA & MCMC
- Humanitarian Disaster Relief 2020-2021

# Board of Directors' Profile



## Tan Sri Mohammed Azlan Hashim

Chairman  
Non-Independent Non-Executive Director

Nationality	Age/Gender	Date of Appointment	Date of Last Re-election	Length of Tenure
Malaysian	65/Male	1 August 2021	NA	7 Months

### BOARD COMMITTEE

- None

### QUALIFICATIONS

- Bachelor of Economics, Monash University, Melbourne, Australia
- Fellow Member, Institute of Chartered Accountants, Australia
- Member, Malaysian Institute of Accountants
- Fellow Member (Hon), Malaysian Institute of Chartered Secretaries and Administrators

### DIRECTORSHIPS

#### Listed Issuers:

- Telekom Malaysia Berhad
- D&O Green Technologies Berhad
- Marine & General Berhad
- IHH Healthcare Berhad

#### Public Company:

- Khazanah Nasional Berhad

### OTHER INFORMATION

- Non-Executive Chairman (NEC) nominated by Special Shareholder of TM, the Minister of Finance (Incorporated), a body corporate established under the Minister of Finance (Incorporation) Act 1957 (MOF Inc.).

### WORKING EXPERIENCE

Tan Sri Mohammed Azlan has extensive experience in the corporate sector, including financial services and investment having served as Chief Executive of Bumiputra Merchant Bankers Berhad, Managing Director of Amanah Capital Malaysia Berhad and Executive Chairman of the then Kuala Lumpur Stock Exchange Group (now Bursa Malaysia Berhad).

He is currently a Board member of Khazanah Nasional Berhad and a Board member and Chairman of Investment Panel of the Employees Provident Fund. He is also the Chairman of Yayasan Telekom Malaysia (YTM) as well as Chairman of several public listed entities including D&O Green Technologies Berhad, Marine & General Berhad and IHH Healthcare Berhad.



## Imri Mokhtar

Managing Director (MD)/Group Chief Executive Officer (GCEO)  
Non-Independent Executive Director

Nationality	Age/Gender	Date of Appointment	Date of Last Re-election	Length of Tenure
Malaysian	48/Male	1 August 2020	25 May 2021	1 Year 7 Months

### BOARD COMMITTEE

- None

### QUALIFICATIONS

- Bachelor of Electronics Engineering and Management Studies, (First Class Hons), University College London (UCL), UK
- Attended Leadership Programmes at Cambridge Judge Business School and Harvard Business School

### DIRECTORSHIP

#### Listed Issuer:

- Telekom Malaysia Berhad

#### Public Company:

- None

### OTHER INFORMATION

- Executive Director (ED) nominated by MOF Inc.

### WORKING EXPERIENCE

Imri brings with him over 25 years of experience in telecommunications and strategy. His last position was Chief Operations Officer at Celcom Axiata Berhad since 1 May 2020. Imri previously served as TM's Chief Operating Officer (COO) responsible for overseeing the business operations of TM Group with special focus on unifi, TM One and TM Global (now known as TM Wholesale) and the Performance Improvement Programme. During his time as COO, he also served as TM's Acting Group Chief Executive Officer from 16 November 2018 until 13 June 2019.

Prior to his appointment as COO, Imri was the Executive Vice President (EVP) of unifi. He first started his career with TM in 1996 and re-joined TM in 2005 and served in various positions in TM including as Vice President (VP), Programme and Performance Management Office and EVP, Consumer. Prior to re-joining TM in 2005, Imri was with a pay-TV operator in Malaysia and before that a consultant with a global management consulting firm.

Imri is the Deputy Chairman of YTM and a Director and Chief Executive Officer of Webe Digital Sdn Bhd (webe), the mobile arm of TM. He is also a Director of TM Digital Innovation Sdn Bhd and GITN Sdn Berhad (GITN), wholly-owned subsidiaries of TM.





## Anis Rizana Mohd Zainudin @ Mohd Zainuddin

Non-Independent Non-Executive Director

<b>Nationality</b> Malaysian	<b>Age/Gender</b> 52/Female	<b>Date of Appointment</b> 1 July 2020	<b>Date of Last Re-election</b> 25 May 2021	<b>Length of Tenure</b> 1 Year 8 Months
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### BOARD COMMITTEES

- Member of Board Tender Committee (BTC)
- Member of Board of Risk Committee (BRC)

### QUALIFICATIONS

- Master of Business Administration (Finance), Graduate School of Management, Universiti Putra Malaysia (UPM)
- Diploma in Public Administration, National Institute of Public Administration (INTAN), Kuala Lumpur
- Bachelor of Business Administration (Finance), Western Michigan University, Kalamazoo, USA
- Diploma in Investment Analysis, Mara Institute of Technology (ITM), Shah Alam, Selangor
- Completed Advanced Leadership Management Programme at INTAN, Advanced Management Programme (AMP) Harvard Business School, Boston, USA and Advanced Leadership Development Programme, Razak School of Government

### DIRECTORSHIPS

#### Listed Issuer:

- Telekom Malaysia Berhad

#### Public Companies:

- Pelaburan Hartanah Berhad
- Aset Tanah Nasional Berhad

### OTHER INFORMATION

- Non-Executive Director (NED) nominated by MOF Inc.

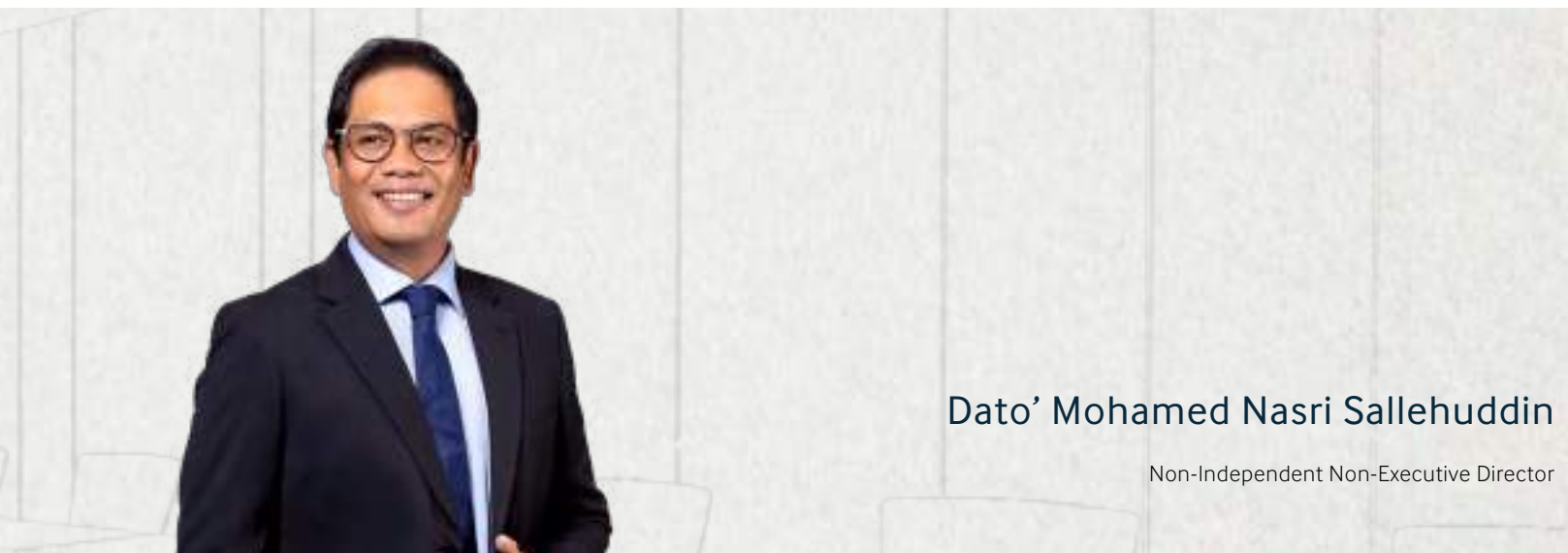
### WORKING EXPERIENCE

Anis Rizana is currently the Deputy Secretary General to the Treasury (Investment) with the Ministry of Finance (MOF).

She started her career in early 1993 serving the private sector in the stockbroking firms and manufacturing industry before joining the public sector in 1994. She was appointed as the Senior Private Secretary to the Minister of Finance in 1999. She also served as the Principal Assistant Secretary for few divisions under MOF such as Finance Division, Minister of Finance (Incorporated) (MOF Inc.); Privatisation and Coordination Division, Loan Management and Finance Policy Division, Economics and International Division and Budget Management Division. In 2008, she was appointed as the Deputy Under Secretary at the Investment, MOF Inc. and Privatisation Division and subsequently after her two (2) years stint at Malaysia Airports Holdings Berhad as the General Manager, Corporate Planning under the Cross Fertilisation Programme (Khazanah Nasional Berhad/Public Service Department), served as the Head of Economic Stimulus Secretariat Unit, MOF. In 2009, Anis Rizana also served as Special Functions Officer to Chief Secretary of the Government under the Prime Minister's Department. Subsequently in 2012, she was appointed as the Deputy Under Secretary, Remuneration Policy, Public Money, and Management Services Division.

Anis Rizana served as Director of the Integrity and Governance Division (NKRA Against Corruption), Prime Minister's Department in 2014, before she moved to be the Senior Research Fellow and thereafter assumed the responsibility as the Head of Cluster for Development and Policy Research at INTAN, Bukit Kiara. In 2018, she was appointed as the Head of Cluster for the Economics and Public Finance Cluster in INTAN. She was thereafter promoted as the Deputy Secretary General (Operations) for the Ministry of Women, Family and Community Development in 2019 before assuming her current position.

She is currently a Director of Retirement Fund (Incorporated) (KWAP), Lembaga Tabung Angkatan Tentera (LTAT) and Member of the Energy Commission. She also serves as Director in private companies under the purview of MOF.



## Dato' Mohamed Nasri Sallehuddin

Non-Independent Non-Executive Director

<b>Nationality</b>	<b>Age/Gender</b>	<b>Date of Appointment</b>	<b>Date of Last Re-election</b>	<b>Length of Tenure</b>
Malaysian	51/Male	26 August 2019	10 June 2020	2 Years 6 Months

### BOARD COMMITTEES

- Member of Board Nomination and Remuneration Committee (NRC)
- Member of BRC (Appointed on 1 February 2022)
- Member of BTC (Resigned on 1 February 2022)

### QUALIFICATIONS

- Master of Business Administration, University of Strathclyde Business School, UK
- Utter Barrister by the Honourable Society of Gray's Inn
- LLB (Hons), Aberystwyth University, Wales

### DIRECTORSHIPS

#### Listed Issuer:

- Telekom Malaysia Berhad

#### Public Company:

- UEM Group Berhad

### OTHER INFORMATION

- NED nominated by Khazanah, a major shareholder of TM

### WORKING EXPERIENCE

He is currently the Executive Director of Corporate & Support Services, Company Secretary and Head of Legal at Khazanah Nasional Berhad (Khazanah), the strategic investment fund for the Government of Malaysia. He oversees several key operational and administrative aspects of the organisation including Legal, Government Relations, Asset and Facilities Management, Procurement, ICT, Cybersecurity and Secretarial.

Prior to joining Khazanah on 1 September 2009, Dato' Mohamed Nasri was a partner with a leading law firm in Malaysia, advising clients on corporate law and the legal aspects of corporate restructuring, take-overs and mergers.

Dato' Mohamed Nasri is a member of Khazanah's Management Committee, Digital and Technology Council and is a permanent invitee to the Investment Committee.



## Muhammad Afhzal Abdul Rahman

Non-Independent Non-Executive Director

<b>Nationality</b> Malaysian	<b>Age/Gender</b> 46/Male	<b>Date of Appointment</b> 1 December 2021	<b>Date of Last Re-election</b> NA	<b>Length of Tenure</b> 3 Months
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### BOARD COMMITTEE

- Member of BTC (Appointed on 1 February 2022)

### QUALIFICATION

- Bachelor of Science Degree in Electrical Engineering, Columbia University, New York, USA

### DIRECTORSHIP

#### Listed Issuer:

- Telekom Malaysia Berhad

#### Public Company:

- None

### OTHER INFORMATION

- NED nominated by EPF, a major shareholder of TM

### WORKING EXPERIENCE

Afhzal is currently the Employees Provident Fund's (EPF) Chief Digital Technology Officer (CDTO). He joined EPF in 2017 as Senior Manager with the IT Department and was subsequently promoted to his current position in 2019. As CDTO, he is responsible for driving digital technology strategy, business digital enablement, technology adoption and operations comprising 345 technology personnel.

He has over 23 years of experience in Technology in areas of strategy and architecture, business transformation and enablement, technology implementations for large scale enterprises in the financial services and oil & gas industries. Out of these, he spent over 16 years with global multinational organisations such as Maybank, Shell, T-Systems, DHL, IBM and Esso (now ExxonMobil) in the execution and implementation of strategic technology initiatives that deliver business outcomes.

Afhzal is a Director of TM Digital Innovation Sdn Bhd.



## Tunku Afwida Tunku Dato' A. Malek

Senior Independent Director

**Nationality**  
Malaysian

**Age/Gender**  
56/Female

**Date of Appointment**  
28 April 2016

**Date of Last Re-election**  
10 June 2020

**Length of Tenure**  
5 Years 11 Months

### BOARD COMMITTEES

- Chairperson of NRC
- Member of Board Audit Committee (BAC)
- Member of BRC

### QUALIFICATIONS

- Bachelor of Science (Hons) in Economics and Accountancy, City University, UK
- Chartered Accountant of the Institute of Chartered Accountants in England and Wales (ICAEW)
- Member of Malaysian Institute of Accountants

### DIRECTORSHIPS

#### Listed Issuers:

- Telekom Malaysia Berhad
- SAM Engineering & Equipment (M) Berhad
- ENRA Group Berhad

#### Public Company:

- DXN Holdings Berhad

### OTHER INFORMATION

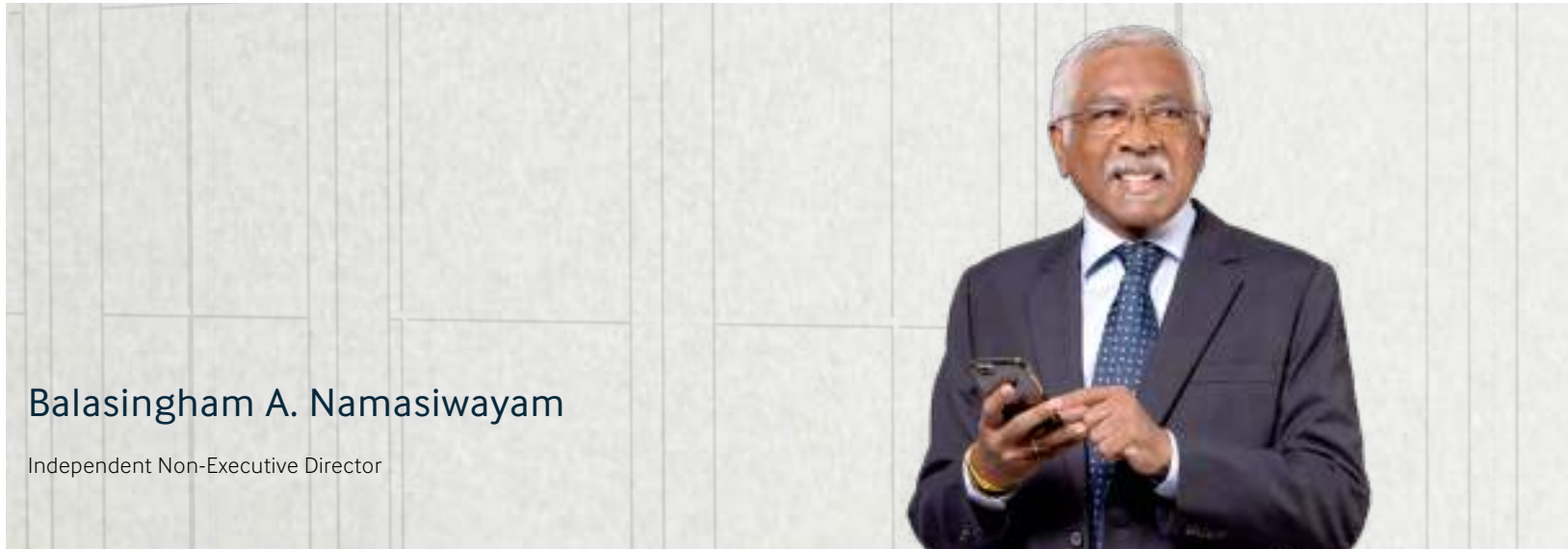
- None

### WORKING EXPERIENCE

Tunku Afwida has held senior roles in investment banks. From 2006 until 2008, she was the CEO and Executive Director of Kenanga Investment Bank Berhad. Prior to that, from 2003 to 2006, she was the CEO and ED of MIMB Investment Bank Berhad (now known as Hong Leong Investment Bank Berhad) and from 1995 to 2003, she was ED/Chief Investment Officer of Commerce Asset Fund Managers Sdn Bhd.

She is currently a Director and shareholder of Asia Equity Research Sdn Bhd, a company licensed by the Securities Commission (SC) of Malaysia to provide advisory services in corporate finance including compliance and funding advisory related services.

Tunku Afwida is also the Chairperson of webe and a Director of GITN, subsidiaries of TM.



## Balasingham A. Namasiwayam

Independent Non-Executive Director

Nationality	Age/Gender	Date of Appointment	Date of Last Re-election	Length of Tenure
Malaysian	70/Male	28 April 2016	10 June 2020	5 Years 11 Months

### BOARD COMMITTEES

- Chairman of BRC
- Member of BTC
- Member of BAC (Resigned on 1 February 2022)
- Member of NRC (Resigned on 1 February 2022)

### QUALIFICATIONS

- Bachelor of Science (Hons) in Electrical Engineering, Portsmouth Polytechnic, UK
- Diploma in Electrical Engineering, Technical College, Kuala Lumpur
- Fellow of the Institution of Engineers, Malaysia
- Member of the Institution of Engineering and Technology, UK
- Professional Engineer of the Board of Engineers, Malaysia

### DIRECTORSHIP

#### Listed Issuer:

- Telekom Malaysia Berhad

#### Public Company:

- None

### OTHER INFORMATION

- None

### WORKING EXPERIENCE

Balasingham has been involved in the telecommunications industry for more than 45 years. He began his career with Jabatan Telekom Malaysia in 1972 as Technical Assistant, and thereafter served in various capacities, covering planning, implementation, maintenance and control of key technical projects and operational aspects within TM Group. His last position in TM was General Manager of Specialised Network Services, responsible for the marketing, implementation, operation and maintenance of networks for various customers.

In 2003, he was appointed as CEO of Fiberail Sdn Bhd (Fiberail), TM's joint venture company, which are involved in the deployment of fibre cable and sale of fibre products. In 2008, he was appointed Business Advisor of Fiberail, assisting the Board and Management in all aspects of the company, until the expiry of his contract in June 2009. He was previously a director of TIME dotCom Berhad from July 2009 until mid-April 2016.

He is a Director and member of Board of Governors of Universiti Telekom Sdn Bhd, a wholly-owned subsidiary of TM and the operator of Multimedia University. He is also the Chairman of Fiberail and a Director of Fibrecomm Network (M) Sdn Bhd, subsidiaries of TM.





## Hisham Zainal Mokhtar

Independent Non-Executive Director

### Nationality

Malaysian

### Age/Gender

60/Male

### Date of Appointment

3 October 2018

### Date of Last Re-election

25 May 2021

### Length of Tenure

3 Years 5 Months

### BOARD COMMITTEE

- Chairman of BAC
- Member of BTC (Resigned on 24 June 2021)

### QUALIFICATIONS

- Chartered Financial Analyst, CFA Institute
- Master of Business Administration, Massachusetts Institute of Technology, USA
- Master of Science in Mathematics, Illinois State University, USA
- Bachelor of Science in Mathematics, Illinois State University, USA

### DIRECTORSHIPS

#### Listed Issuers:

- Telekom Malaysia Berhad
- KPJ Healthcare Berhad

#### Public Company:

- None

### OTHER INFORMATION

- None

### WORKING EXPERIENCE

Hisham served as a Director in the Group Managing Director's Office at Malaysian Industrial Development Finance Berhad Group since July 2018 until 31 March 2019, and is a Business Coach at Asia School of Business since August 2018.

He was the Chief Operating Officer with Astro Overseas Limited from July 2014 until June 2018 and Director in the Investments Division at Khazanah Nasional Berhad from April 2009 to June 2014. He joined Khazanah in May 2005 from Tricubes Berhad where he was an Executive Director and Vice President of Corporate and Financing Planning.

He started his career in the insurance industry at Universal Life and General Insurance in 1987 and thereafter William M. Mercer Sdn Bhd in 1988 before becoming an investment analyst initially with Crosby Research (M) Sdn Bhd in 1991. He later joined Barings Research (Malaysia) Sdn Bhd in 1994 and subsequently, UBS Research (Malaysia) Sdn Bhd in 1996. In 1998, Hisham became a financial consultant at Sithe Pacific LLC, a regional independent power producer before he ventured out to set up a boutique investment advisory firm, KE Malaysia Capital Partners Sdn Bhd with another partner.

Hisham is a Director of KPJ Healthcare Berhad and also sits on other private companies. He is also a member of the Investment Panel for Lembaga Tabung Haji.



## Saheran Suhendran

Independent Non-Executive Director

**Nationality**  
Malaysian

**Age/Gender**  
61/Male

**Date of Appointment**  
3 October 2018

**Date of Last Re-election**  
25 May 2021

**Length of Tenure**  
3 Years 5 Months

### BOARD COMMITTEES

- Member of BAC (Appointed on 1 February 2022)
- Member of BRC

### QUALIFICATIONS

- LLM from the University of Cambridge, UK
- LLB (Hons), University of London, UK
- Barrister-at-law of Gray's Inn

### DIRECTORSHIP

**Listed Issuer:**

- Telekom Malaysia Berhad

**Public Company:**

- None

### OTHER INFORMATION

- None

### WORKING EXPERIENCE

He is currently a consultant with Messrs. Sanjay Mohan. He has been practicing law for over 35 years including as a partner at Zul Rafique & Partners and Kadir Andri & Partners before forming Messrs. Sanjay Mohan in 2019.

Saheran has extensive experience in corporate and commercial disputes as well as corporate restructuring and insolvency work. He is highly regarded in the niche practice of corporate and commercial malpractices and corporate and shareholder disputes and has appeared in derivative actions and oppression petitions. He has considerable experience advising on contentious acquisitions and take-overs and has successfully defended many notable financial institutions and Government-Linked institutions. He is a member of IPAM (Insolvency Practitioners Association of Malaysia).



## Datuk Siti Zauyah Md Desa

Independent Non-Executive Director

Nationality	Age/Gender	Date of Appointment	Date of Last Re-election	Length of Tenure
Malaysian	62/Female	10 June 2020	25 May 2021	1 Year 9 Months

### BOARD COMMITTEES

- Chairperson of BTC
- Member of NRC (Appointed on 24 September 2021)

### QUALIFICATIONS

- Master in Business Administration (International Banking), University of Manchester, UK
- Bachelor of Science (Hons) in Quantity Surveying (Second Class Upper), University of Reading, UK
- Diploma in Public Administration (Excellent), INTAN
- Completed the Oxford High Performance Leadership Programme, Said Business School, University of Oxford, UK

### DIRECTORSHIPS

#### Listed Issuers:

- Telekom Malaysia Berhad
- Westports Holdings Berhad

#### Public Companies:

- Cagamas Holdings Berhad
- Cagamas SRP Berhad

### OTHER INFORMATION

- None

### WORKING EXPERIENCE

Datuk Siti Zauyah began her career in civil service in 1982 as a Quantity Surveyor with the Public Works Department and later moved on to hold several other positions with a higher learning institution and several private sectors before pursuing her Diploma in Public Administration at INTAN. Upon graduation, she joined the Ministry of Finance Malaysia (MOF) and served in the Contract Management Division as Assistant Secretary from 1989 to 1993 before pursuing her Master and graduating in 1995. She continued to serve as Assistant Secretary with the Tax Division and Finance Division at MOF before being promoted as Principal Assistant Secretary in 2001.

In 2003, she was seconded to the Asian Development Bank, Manila as Director's Advisor until August 2006. Upon her return, she continued her service with MOF in the Loans Management Division and was appointed as the Deputy Secretary (Economy, Public Transportation and Infrastructure), Investment, MOF (Inc.) and Privatisation Division in April 2008. She was promoted as Secretary, Loan Management Division in November 2012 and later as Secretary, Government Investment Company Division on 13 January 2014 and subsequently serve as Director of National Budget, National Budget Office from 12 December 2014 until 1 February 2016. Datuk Siti Zauyah was then appointed the Deputy Secretary General (Policy) from 2 February 2016 until her retirement on 13 November 2019.

Datuk Siti Zauyah is currently a Member of Board of Trustee of Capital Market Development Fund and the Chairperson of GITN.



## Rossana Annizah Ahmad Rashid

Independent Non-Executive Director

<b>Nationality</b> Malaysian	<b>Age/Gender</b> 56/Female	<b>Date of Appointment</b> 22 November 2021	<b>Date of Last Re-election</b> NA	<b>Length of Tenure</b> 3 Months
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### BOARD COMMITTEES

- Member of BAC (Appointed on 1 February 2022)
- Member of NRC (Appointed on 1 February 2022)

### QUALIFICATIONS

- Bachelor of Arts in Banking and Finance, Canberra College of Advanced Education (now known as University of Canberra), Australia
- Member of Certified Public Accountant (CPA), Australia

### DIRECTORSHIPS

#### Listed Issuers:

- Telekom Malaysia Berhad
- Cycle & Carriage Bintang Berhad
- Astro Malaysia Holdings Berhad

#### Public Company:

- Bank Simpanan Nasional Berhad
- Prudential BSN Takaful Berhad

### OTHER INFORMATION

- None

### WORKING EXPERIENCE

She was a career professional having held several leadership positions in the telecommunications and banking sectors. She previously served in various senior management roles with TIME dotCom Berhad, Maxis Berhad and RHB Bank Berhad, after beginning her career with Citibank Malaysia.

With more than 30 years of experience, she has gained broad experience in business strategy, identifying sustainable monetisation models, understanding customers and competition, as well as the need for reviewing monetisation models with a focus on revenue and cost management.

Rossana is presently the Malaysia Country Chairman for Jardine Matheson. She is also the Chairman of Bank Simpanan Nasional Berhad and Prudential BSN Takaful Berhad, Deputy Chairman of Cycle & Carriage Bintang Berhad and a Director on the Board of Astro Malaysia Holdings Berhad. She is also serving as a member of the Investment Panel and Investment Panel Risk Committee of Employee Provident Fund Malaysia. She was previously on the Board of IHH Healthcare Berhad serving nine (9) years as the Independent Non-Executive Director, where she was the Chairman of the Audit Committee and Risk Management Committee.

She is also the Chairperson of TM Digital Innovation Sdn Bhd and Director of webe.



## Iszad Jeffri Ismail

Non-Independent Non-Executive Alternate Director

Nationality	Age/Gender	Date of Appointment	Date of Last Re-election	Length of Tenure
Malaysian	41/Male	1 July 2020	NA	1 Year 8 Months

### BOARD COMMITTEES

- Alternate member to Anis Rizana Mohd Zainudin @ Mohd Zainuddin in:
  - BTC
  - BRC

### QUALIFICATIONS

- Masters in Science from Daniels College of Business, University of Denver, USA
- Bachelor of Financial Engineering, Multimedia University, Cyberjaya

### DIRECTORSHIPS

#### Listed Issuer:

- Telekom Malaysia Berhad

#### Public Company:

- Keretapi Tanah Melayu Berhad

### OTHER INFORMATION

Alternate Director to Anis Rizana Mohd Zainudin @ Mohd Zainuddin, NED nominated by MOF Inc.

### WORKING EXPERIENCE

Iszad is currently a Principal Assistant Secretary at the Government Investment Companies Division, MOF, responsible for managing and monitoring corporate matters, investment and strategic direction of MOF Inc. companies, particularly on land public transportation sector. Apart from that, he is also the covering Section Head of Strategic Sector, which also covers MOF Inc. companies and interests in utilities, energy and telecommunication sectors. Due to his portfolio, he is involved in monitoring mega infrastructure projects such as Mass Rapid Transit (MRT) Line 1, MRT Line 2, East Coast Rail Link (ECRL), Rapid Transit System (RTS) and KL-Singapore High-Speed Rail. He also serves as director in private companies under the purview of MOF.

Prior to his current position, Iszad was a Senior Private Secretary to the Minister of Finance II, responsible for managing and administering ministerial affairs for the said Minister. Iszad also served as Principal Assistant Secretary at the Economic and International Division, MOF for six (6) years, where he was involved in the macro-economic policy and budget strategy formulation. He was also involved in the National Blue Ocean Strategy (NBOS) initiatives at MOF level. Iszad was a member of the National Budget Speech Team, responsible for drafting and formulating the national budget speech.

He also serves as Director in private companies under the purview of MOF.

#### Additional Information of the Board of Directors

**Family Relationship** : Save as disclosed, none of the Directors has any family relationship with any Director and/or major shareholder of TM.

**Conflict of Interests** : Save as disclosed, none of the Directors has any conflict of interests with TM.

**Conviction for Offences** : None of the Directors has any conviction for offences, other than traffic offences, for the past 5 years.

**Public Sanction or Penalty** : None of the Directors has any sanction or penalty imposed on them by any regulatory bodies during the financial year ended 31 December 2021.



# Profile of Company Secretaries



**HAMIZAH ABIDIN**  
Group Company Secretary

**MOHAMMAD YAZMI MAT RASCHID**  
Joint Secretary

**Nationality** | **Age/Gender**  
Malaysian | 51/Female

**Nationality** | **Age/Gender**  
Malaysian | 48/Male

## QUALIFICATIONS

- Bachelor of Law (Hons) (First Class Honours), International Islamic University of Malaysia
- Licenced Company Secretary since December 1998

## WORKING EXPERIENCE

Hamizah started her career in private legal practice and was a qualified advocate and solicitor of the High Court of Malaya. She joined TM in 1996 and promoted to Assistant General Manager in 2007. She was appointed as Joint Secretary on 15 July 2011 and thereafter as General Manager of Company Secretarial Unit of Group Legal, Compliance and Company Secretarial Division in 2012. She was appointed as the Group Company Secretary of TM on 1 January 2017, heading the Group Company Secretarial Division of TM. She left TM on 31 December 2019 and re-joined on 1 September 2020.

Hamizah brings with her more than 25 years of experience in corporate secretarial and governance matters of public listed and private companies. She is qualified to act as a Company Secretary under Section 235(2) of the Companies Act 2016. As the Group Company Secretary of TM, she provides active support to the Board, Board Committees and Management of TM and its group of companies.

## QUALIFICATIONS

- Chartered Secretary of The Institute of Chartered Secretaries and Administrators (ICSA), now known as The Chartered Governance Institute, UK
- Associate of the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA) since 2001

## WORKING EXPERIENCE

A graduate from Institut Professional Baitulmal Kuala Lumpur, Yazmi started his career in a company secretarial service firm in 1996. He joined TM in 2001 as an Assistant Company Secretary and was promoted to Assistant General Manager in 2013. He was appointed as Joint Secretary following his appointment as General Manager, Group Company Secretarial Division on 1 January 2020. Yazmi has over 22 years experience in corporate secretarial matters, corporate governance, compliance, special projects and due diligence exercises.



# Profile of Senior Management



## IMRI MOKHTAR

Managing Director (MD)  
Group Chief Executive Officer (GCEO)

### Nationality

Malaysian

### Age/Gender

48/Male

## RAZIDAN GHAZALLI

Group Chief Financial Officer (GCFO)

### Nationality

Malaysian

### Age/Gender

59/Male

**Date of Appointment:** 1 August 2020

### QUALIFICATIONS

- Bachelor of Electronics Engineering and Management Studies, (First Class Hons), University College London (UCL), UK
- Attended Leadership Programmes at Cambridge Judge Business School and Harvard Business School

### WORKING EXPERIENCE

Imri brings with him over 25 years of experience in telecommunications and strategy. His last position was Chief Operations Officer at Celcom Axiata Berhad since 1 May 2020. Imri previously served as TM's Chief Operating Officer (COO) responsible for overseeing the business operations of TM Group with special focus on unifi, TM One and TM Global (now known as TM Wholesale) and the Performance Improvement Programme (PIP). During his time as COO, he also served as TM's Acting GCEO from 16 November 2018 until 13 June 2019.

Prior to his appointment as COO, he was the Executive Vice President (EVP) of unifi. He first started his career with TM in 1996 and re-joined TM in 2005 and served in various positions in TM including as Vice President (VP), Programme and Performance Management Office and EVP, Consumer. Prior to re-joining TM in 2005, Imri was with a pay-TV operator in Malaysia and before that a consultant with a global management consulting firm.

Imri is the Deputy Chairman of YTM and a director and Chief Executive Officer of Webe Digital Sdn Bhd (webe), the mobile arm of TM. He is also a Director of TM Digital Innovation Sdn Bhd and GITN Sdn Berhad (GITN), wholly-owned subsidiaries of TM.

### DIRECTORSHIP

#### Listed Issuer:

Telekom Malaysia Berhad

#### Public Company:

None

**Date of Appointment:** 1 November 2019

### QUALIFICATIONS

- Bachelor of Commerce (Accounting & Finance), University of Tasmania, Australia
- Post Graduate Diploma in Marketing, Chartered Institute of Marketing, UK
- Certified Practising Accountant (CPA), CPA Australia
- Chartered Accountant of the Malaysian Institute of Accountants
- Associate member of the Chartered Institute of Marketing, UK

### WORKING EXPERIENCE

Razidan first joined TM as Financial Advisor on 16 September 2019 and subsequently appointed as GCFO on 1 November 2019.

He has more than 35 years of working experience in public accounting and the commercial sectors within the telecommunications, plantation and oil & gas industry. He has a strong grasp of core finance functions including treasury corporate finance, merger and acquisition and corporate restructuring & transformation including international experiences in Indonesia, Vietnam, Germany, Singapore, Australia, Iran and Netherlands, amongst others.

Razidan also sits on the board of several subsidiaries of TM Group including Tulip Maple Berhad, Mobikom Sdn Bhd, Menara Kuala Lumpur Sdn Bhd and Telekom Technology Sdn Bhd.

### DIRECTORSHIP

#### Listed Issuer:

None

#### Public Company:

- Tulip Maple Berhad



**TENGGU MUNEEER  
TENGKU MUZANI**  
Chief Strategy Officer (CSO)

**Nationality** | **Age/Gender**  
Malaysian | 47/Male

**SHANTI JUSNITA JOHARI**  
Chief Marketing Officer (CMO)

**Nationality** | **Age/Gender**  
Malaysian | 46/Female

**Date of Appointment:** 1 August 2019

**QUALIFICATIONS**

- Bachelor of Science Business Administration majoring in Finance, The Daniel's College of Business, University of Denver, Colorado, USA
- Attended Strategy & Leadership Programme for Senior Management, INSEAD

**WORKING EXPERIENCE**

Tengku Muneer was appointed as CSO of TM on 1 August 2019. He has over 23 years of experience in Strategy, Branding, Marketing, Sales, Retailing, Operations and Customer Service and Experience. He had an early stint in TM between 2006 and 2010 at Content and Digital Homes and Group Performance and Programme Management Office.

He subsequently moved to Celcom Axiata Berhad between 2010 to 2017 and held various senior positions as its Head of Strategy and Business Planning, Head of Enterprise Sales, Head of Touchpoint Strategy and Retail Operations, Head of Marketing and Head of Turnaround. He was also a talent under the Axiata Group Accelerated Development Programme (GADP). He was briefly in Malaysia Airports Holdings Berhad as its General Manager of Corporate Planning before joining Altel Holdings Sdn Bhd as its Chief Strategy and Implementation Officer. He was instrumental in the turnaround of the Company's MVNO business and completion of the national Digital Terrestrial Television (DTT) Project.

He is a Director of Mobikom Sdn Bhd and Menara Kuala Lumpur Sdn Bhd.

**DIRECTORSHIP**

**Listed Issuer:**  
None

**Public Company:**  
None

**Date of Appointment:** 1 February 2021

**QUALIFICATIONS**

- Masters of Business Administration, Universiti Teknologi Malaysia with Tampere University, Finland (Strategic Management)
- Bachelor of Engineering (Electronics), Vanderbilt University, USA

**WORKING EXPERIENCE**

Shanti was appointed as CMO of TM on 1 February 2021 and is responsible for the overall strategy, transformation and management of TM brand & marketing, customer experience (CX) and Touchpoints.

She has 24 years experience in various strategy, commercial and operational roles in the telecommunication industry, mainly in areas of marketing, product management and sales both for Consumer and Enterprise market segments. Prior to joining TM, she was the Chief Customer Experience & Digital, Celcom Axiata Berhad where she was responsible for end-to-end CX, customer service operations and digital touchpoints.

Grown from TM's own talent pool, she started her career with TM in 1997 under the Corporate & Multinational Sales division, where she held roles in key account management, sales and product consultancy. In 2005, Shanti joined TM Retail Business Strategy & Management office, responsible for the strategic development and management of TM Retail operations. She was later appointed as General Manager, Business Strategy in 2007 where her responsibility included the strategic development and management of TM's business strategy and plan. Shanti was subsequently appointed as EVP, TM SME in 2009, where she was responsible for commercial management of TM's business in the SME segment.

She left TM to join Maxis Berhad in 2011 as its Vice President (VP), Marketing Strategy where her roles included Consumer marketing strategy. She was later appointed as Head of Enterprise Marketing & Product of Maxis from 2013 to 2019 where she was responsible for overall marketing, value proposition and product management of mobile, fixed and cloud enterprise solutions. She then moved to Celcom Axiata in 2019 and rejoined TM as CMO on 1 February 2021.

As part of her personal development, she completed the Directorship Technical Training by MINDA in 2018.

Shanti is the Chairperson of Telekom Sales & Services Sdn Bhd.

**DIRECTORSHIP**

**Listed Issuer:**  
None

**Public Company:**  
None



**SARINAH ABU BAKAR**  
Chief Human Capital Officer (CHCO)

**Nationality**  
Malaysian

**Age/Gender**  
56/Female

**Ir. AZIZI A HADI**  
Chief Operating Officer  
(Commercial & Technology)

**Nationality**  
Malaysian

**Age/Gender**  
57/Male

**Date of Appointment:** 15 June 2021

#### QUALIFICATIONS

- Master in Business Administration, University of South Australia
- Bachelor's Degree in Chemical Engineering, the Queen's University of Belfast, United Kingdom

#### WORKING EXPERIENCE

Sarinah was appointed as TM's CHCO on 15 June 2021 and is responsible to deliver a future-proof organisation to realise New TM aspirations.

She has over 30 years of diverse experience including strategic human resources business partnering with global portfolio, organisational transformation, integrated talent management, executive coaching and merger & acquisition across global industrial technology companies. She brings with her HR best practices and strong stakeholder management in highly complex and demanding environments.

Prior to joining TM, she was with Honeywell International as VP of HR for Asia Pacific as well as VP of HR for Global High Growth Regions.

Sarinah is currently a member of Board of Trustees of YTM.

#### DIRECTORSHIP

**Listed Issuer:**  
None

**Public Company:**  
None

**Date of Appointment:** 15 June 2011

#### QUALIFICATIONS

- Masters in Business Administration, Universiti Putra Malaysia (UPM)
- Bachelor of Science in Electrical Engineering, Wichita State University, USA
- Attended various leadership programmes at Harvard, Cambridge and Stanford universities

#### WORKING EXPERIENCE

Ir. Azizi was appointed as Chief Operating Officer (Commercial & Technology) on 1 September 2020. He served as Chief Network Officer (CNO) from 26 August 2019 until 31 August 2020 and responsible for the strategy, rollout and management of nationwide network. He has more than 30 years of experience in the telecommunications industry, which includes engineering, operations, sales, product development and management in both fixed and mobile industry.

He started his career with the Royal Malaysian Army as an Engineering Officer in the Royal Signals Regiment from 1987 to 1996, where his main responsibilities were in planning tactical radio networks, evaluating new equipment and training. He was also the Country Business Development Manager of Global One Communications as international telecommunications service provider where he was entrusted with the country's MNC sales in 1999. Prior to joining TM in 2006, he was with Maxis Communications Berhad as the Head of Broadband Business Unit and in Network Engineering and Operations.

Ir. Azizi first joined TM as the General Manager, Technology & Innovation in 2006. He was then promoted to Vice President (VP) of Retail Product on 1 February 2009 where he was responsible for the development and commercialisation of TM's products and services. He then became the Executive Vice President (EVP), SME in 2011 before assuming his role as Chief Operating Officer of webe in 2014 and later as Executive Director and Chief Executive Officer of webe on 1 August 2016. He was subsequently appointed EVP, TM One on 15 May 2017 to lead TM One through its transformation journey as a fully integrated digital enabler for enterprises and public sector.

Ir. Azizi is the Chairman of VADS Berhad and also Director of other subsidiaries of TM including Universiti Telekom Sdn Bhd, webe, Fibrecomm Network (M) Sdn Bhd and Fiberail Sdn Bhd.

#### DIRECTORSHIP

**Listed Issuer:**  
None

**Public Company:**  
VADS Berhad





**ANAND VIJAYAN**

Chief Commercial Officer/EVP, unifi

**Nationality**

Malaysian

**Age/Gender**

47/Male

**SHAZURAWATI ABD KARIM**

EVP, TM One

**Nationality**

Malaysian

**Age/Gender**

48/Female

**Date of Appointment:** 1 February 2020

**QUALIFICATIONS**

- Masters in Business Administration in (e-Commerce), Charles Sturt University, Australia
- Bachelor of Business (Accountancy), Royal Melbourne Institute of Technology (RMIT) University, Australia
- Certified Practising Accountant from CPA Australia
- Certified Information Systems Auditor (CISA) from Information Systems Audit & Control Association (ISACA)

**WORKING EXPERIENCE**

Anand was appointed Chief Commercial Officer (CCO) on 1 February 2020 and is primarily responsible for the unifi business. He has vast and diverse experience in consultancy, risk management, business turn-around and most notably telecommunications.

Prior to joining TM, he was with Time dotCom Berhad from 2009 until 2018. He served as an EXCO member and covered various portfolios including several strategic business units. It was under his leadership that the Consumer segment experienced exceptional growth. In 2017, he was appointed as the Chief Operating Officer and Executive Director at Symphony Communication in Bangkok, a Public Listed Company within the Time dotCom Group and was instrumental in the turn-around of the company.

He started his career in 1996 in the professional services space and spent several years in the big four (4) accounting firms working in assurance and advisory services across several countries including in Kazakhstan, Bulgaria, Russia, Albania and Uzbekistan.

Anand also sits on the board of several subsidiaries of TM Group.

**DIRECTORSHIP**

**Listed Issuer:**

None

**Public Company:**

None

**Date of Appointment:** 1 January 2022

**QUALIFICATIONS**

- Masters of Arts and Masters of Engineering, Cambridge University, United Kingdom
- Bachelor of Arts, Hons (Electrical Engineering), Cambridge University, United Kingdom
- Completed a leadership programme at Stanford University, USA

**WORKING EXPERIENCE**

Shazurawati was assigned to cover the role of EVP TM One effective 1 August 2021 in addition to her role as Vice President (VP) Business Services, TM One. She was appointed as EVP TM One on 1 January 2022. She has held various leadership capacities in the past 20 years, across multiple domains and portfolios within TM Group.

Prior to her current roles, Shazurawati was the Vice President at TM Chief Operating Officer (COO) and Transformation Office driving the Group performance improvement programmes. She also served as VP, Partnership, where she led TM One's partnership programmes and alliances across the industry verticals, technologies, products, services and solutions with both local and global partners.

She was the COO of VADS Berhad, overseeing the ICT business nationwide delivery and operations for large enterprises across various industries and economic sectors.

As the VP, Technology and Innovation, Shazurawati was responsible for the technical design and development of TM's commercial products and offerings, customer premises equipment design and technology business strategy blueprint.

She is also a Director in several operating companies under TM One.

**DIRECTORSHIP**

**Listed Issuer:**

None

**Public Company:**

VADS Berhad



**AMAR HUZAIMI MD DERIS**  
EVP, TM Wholesale

**Nationality**  
Malaysian

**Age/Gender**  
46/Male

**KRISHNENDU DATTA**  
CEO, Credence

**Nationality**  
Singaporean

**Age/Gender**  
56/Male

**Date of Appointment:** 1 September 2018

#### QUALIFICATIONS

- Masters in Business Administration, Deakin University, Australia
- Bachelor of Commerce (Accounting and Finance), Monash University (Clayton), Australia
- Fellow Certified Practising Accountant Australia (FCPA Australia)
- Attended various leadership programmes, including Proteus, London Business School, UK

#### WORKING EXPERIENCE

Amar joined TM in 1998 under the Group Financial Controller Division, where he was involved in various business and operational capacities including revenue management and assurance; billing and invoicing; and strategic costs management. In 2005, he joined the Group Internal Audit Division and responsible for the effectiveness of TM risk management, internal controls and governance processes. In July 2009, he was promoted to Deputy Chief Internal Auditor in the same office and a year later as a General Manager (GM), Group Corporate and Regulatory, responsible for Economic Regulation.

In 2011, Amar was appointed as GM, Group CEO's Office where he was entrusted to manage key strategic initiatives portfolio for the Group and ensures its execution effectiveness. In October 2016, he assumed the position of VP Carrier Sales of TM Global, responsible to foster domestic and international carrier business opportunities; and managing TM regional offices in the UK, USA, Hong Kong, Singapore, Dubai and Australia. On 1 September 2018, he assumed the role of EVP TM Global overseeing the Group's global and wholesale business. He was redesignated as EVP TM Wholesale on 1 February 2020 following the realignment of TM Group structure.

Amar also sits on the board of several subsidiaries of TM Group under TM Wholesale cluster including Fiberail Sdn Bhd, Fibrecomm Network (M) Sdn Bhd and ACASIA Communications Sdn Bhd, a business alliance with 7 ASEAN countries.

#### DIRECTORSHIP

**Listed Issuer:**  
None

**Public Company:**  
None

#### AWARDS/RECOGNITIONS

- CPA Australia's 40 Young Business Leaders in 2012 which showcases highly talented individual across regions and sectors.
- Included in Capacity Media's First Edition of Power 100, a global index on 100 of the most influential people in the Global Wholesale Telecommunication sector in 2019.

**Date of Appointment:** 1 November 2021

#### QUALIFICATIONS

- MBA in Marketing and Strategy, the European Business School, University of Surrey, United Kingdom
- Bachelor of Science in Applied Physics/Classical Physics, University of Calcutta, India
- Completed the Global Leadership Development Programme, INSEAD, France

#### WORKING EXPERIENCE

Krish Datta was appointed as EVP, Digital Services on 1 November 2021, joining TM with over 34 years of technology industry experience, having built and lead several enterprise technology-based businesses across ASEAN, India, Japan, Australia and the Middle East. He is a passionate business and people leader who have demonstrated successful track record in Asia with well-established global MNCs and start-up companies.

Krish was in SAP Asia Pacific for over 16 years holding various leadership positions. He established SAP in Indonesia, Philippines, Vietnam and went on to hold the position of President, SAP South East Asia, responsible for all aspects of the business from sales, marketing, sales operations, presales, partner and eco-system, finance, support, HR and consulting.

Upon leaving SAP in 2011, he started Back Office Associates (now known as Syniti) in Asia Pacific, Japan and Middle East region as its CEO. He went on to build the business over the next eight (8) years and exited after building a manicured business, including key technology and delivery capabilities which included global delivery centres in India, Philippines and Profit & Loss (P&L) across 9 countries.

He became the Co-Founder and CEO of Xampr which started no-code low-code mobile platform for mobile application development, focusing on integration, last mile process and flexible template-based workflow and adoption. In 2021, he founded DIVIT NuTech as its CEO, focusing on digital enterprises services. Krish is an art lover and also established an art online platform Mayinart.com.

Krish is the CEO of TM Digital Innovation Sdn Bhd, also referred to as Credence, the operating company for TM's digital services business.

#### DIRECTORSHIP

**Listed Issuer:**  
None

**Public Company:**  
None





**MOHAMED TAJUL  
MOHAMED SULTAN**  
Chief Network Officer (CNO)

**Nationality**  
Malaysian

**Age/Gender**  
51/Male

**NOR AZURA AB. WAHAB**  
Chief Procurement Officer (CPO)

**Nationality**  
Malaysian

**Age/Gender**  
52/Female

**Date of Appointment:** 1 November 2020

**QUALIFICATIONS**

- Masters in Business Administration, International Business School, Universiti Teknologi Malaysia
- Bachelor Degree in Electrical Engineering, Hanyang University, Seoul, South Korea

**WORKING EXPERIENCE**

Tajul was appointed as CNO of TM on 1 November 2020 where he is responsible for the end-to-end network planning, rollout and operations of TM network. His focus will be on TM network modernisation, process simplification and automation, as well as to ensure the best customer experience through excellent technical delivery, fulfilment and assurance for unifi, TM One and TM Wholesale customers.

Tajul has over 26 years extensive experience in spearheading full spectrum of new technology adoption, operations management, service enhancements along with network infrastructure transformation within the telecommunication domain.

He started his career with TM at the Seberang Perai office in 1994 as a Switching Operation Executive. In 2002, he worked with a team that was responsible to set up Switching Operation Centre in Kuala Lumpur. Later between 2007 to 2011, he was tasked to oversee several roles in Northern Region Network Operations & Management prior to his promotion as General Manager, Network Management and Operations of Southern Region in 2012. He was then assigned to establish and lead Petaling Jaya State Business Unit in 2015 where he was successful in transforming and turning around the business. He went back to lead Network Management & Operations in 2017 and was promoted as Vice President in 2019 before assuming his current position as CNO.

**DIRECTORSHIP**

**Listed Issuer:**  
None

**Public Company:**  
None

**Date of Appointment:** 1 October 2021

**QUALIFICATIONS**

- Bachelor Degree in Accountancy, Sheffield University, United Kingdom
- Completed Postgraduate Diploma in Accountant, Demontfort University in Leicester, United Kingdom
- Master in Business Administration (MBA), Multimedia University (MMU), Cyberjaya

**WORKING EXPERIENCE**

Azura has been appointed as CPO for TM effective 1 October 2021 in which she is responsible to lead the overall TM Procurement strategy and contract management services in supporting the business requirement whilst ensuring full compliance to TM's policy, process and governance.

A TM home grown talent, Azura has more than 20 years of experience working in TM in different areas and divisions. She started her career as an Account Executive in 1996 in Telekom Publication Sdn Bhd (a wholly owned subsidiary of TM) before joining TM Group Internal Audit (GIA) as an Internal Auditor, where she was in charge to lead and manage the audit plan for various divisions such as corporate units, MMU and international subsidiaries. In 2006, she was promoted as the Deputy Chief Internal Auditor (CIA) to oversee overall execution of the audit plans by the GIA to provide the required assurance on TM's Internal control.

In 2009, Azura was transferred to Group Procurement as GM Strategic Sourcing where she was responsible to manage and oversee all TM procurement and sourcing activities whilst ensuring compliance to TM's policy and governance accordingly. In 2014, she was assigned to be part of the Line of Business (LOB) under TM One undertaking multiple roles and accountabilities such Head of TM One Transformation Office and GM Business Technology which oversees the execution of TM One transformation, focusing on organisational structure and process improvements. In 2019, Azura was appointed as Head of Partnership for TM One whereby she successfully centralised the partnership function and transformed the overall partnership process and governance as part of internal control improvements.

**DIRECTORSHIP**

**Listed Issuer:**  
None

**Public Company:**  
None



**MOHAMAD MOHAMAD ZAIN**  
Chief Risk Officer (CRO)

**Nationality**  
Malaysian

**Age/Gender**  
58/Male

**HAIKEL ISMAIL**  
Chief Internal Auditor (CIA)

**Nationality**  
Malaysian

**Age/Gender**  
47/Male

**Date of Appointment:** 1 September 2014

**QUALIFICATIONS**

- Chartered Insurance Practitioner
- Associate Member of the Chartered Insurance Institute, UK
- Member of the Society of Fellow Chartered Insurance Institute, UK
- Diploma in General Insurance from the Australian Insurance Institute
- Master of Communications Management from the University of Strathclyde, Glasgow, UK
- Member of Chartered Institute of Procurement & Supply, UK

**WORKING EXPERIENCE**

Mohamad was appointed as CRO on 1 October 2019 primarily responsible for identifying business challenges and driving risk strategies for the future sustainability of TM.

He gained vast experience in insurance services while serving a UK-based insurance company for six (6) years including as officer in charge for agency and direct client underwriting, claim management and re-insurance, designing insurance for credit card company and bank assurance, serving both domestic and multinational corporation clients.

He joined TM in 1993 as Assistant Manager and has been tasked with managing the corporate insurance programme and implementing the Enterprise Risk Management programme for TM in 2001. In 2007, he was appointed as GM, entrusted with an expanded portfolio of Group Business Assurance (GBA) covering enterprise risk management, revenue assurance, fraud management, insurance management, credit management policy & monitoring, corporate compliance, business continuity management and enterprise business management. In 2011, he was promoted to Vice President, GBA and later became the CPO in 2014 prior to assuming his current role as CRO.

Mohamad sits on the board of several subsidiaries of TM Group including TM Facilities Sdn Bhd and TMF Autolease Sdn Bhd. He is also a Director of Labuan Reinsurance (L) Ltd.

**DIRECTORSHIP**

**Listed Issuer:**  
None

**Public Company:**  
None

**Date of Appointment:** 1 November 2019

**QUALIFICATIONS**

- Master of Business Administration, Edinburgh Business School of Heriot Watt University, UK
- Bachelor of Commerce & Management, Lincoln University, New Zealand
- Associate, Chartered Management Accountant (ACMA), Chartered Institute of Management Accountants (CIMA), UK
- Chartered Global Management Accountant (CGMA), Chartered Institute of Management Accountants, UK
- Certified Internal Auditor (CIA), The Global Institute of Internal Auditors, USA
- Certification in Risk Management Assurance (CRMA), The Global Institute of Internal Auditors, USA
- Certified Fraud Examiner (CFE), The Association of Certified Fraud Examiners, USA
- Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA)

**WORKING EXPERIENCE**

Haikel joined TM as the Head of Advisory and Strategic Reorganisation within the Group Internal Audit Division on 1 March 2019 and subsequently was appointed as the CIA on 1 November 2019. He brings over 24 years of experience in internal audit, risk management and corporate governance.

He started his career with the Renong Berhad Group in 1997 as a Management Trainee and eventually moved into leadership roles within the group. Overall, Haikel has led various internal audit and risk management functions at both private and public listed companies covering industries that includes construction, oil and gas, property, power, water utilities, telecommunication, infrastructure, public transportation and service industries.

Haikel is currently a member of the Board of Governors at the Institute of Internal Auditors Malaysia.

**DIRECTORSHIP**

**Listed Issuer:**  
None

**Public Company:**  
None



<b>ABDUL RAZAK DERAOF</b> Chief Integrity & Governance Officer (CIGO)	<b>Nationality</b> Malaysian	<b>Age/Gender</b> 55/Male	<b>HAMIZAH ABIDIN</b> Group Company Secretary	<b>Nationality</b> Malaysian	<b>Age/Gender</b> 51/Female
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**Date of Appointment:** 16 July 2021

**QUALIFICATIONS**

- Master of Management in Science, Universiti Utara Malaysia, Kedah
- Bachelor’s Degree in Human Resource Development, Universiti Putra Malaysia, Selangor
- Professional accreditation in International Training Methodology Course from INTAN, Kuala Lumpur

**WORKING EXPERIENCE**

Abdul Razak was appointed as CIGO of TM on 16 July 2021 and is responsible to spearhead TM’s strategy in combatting corruption through prevention, education and awareness as well as enforcement in ensuring an ethical culture in TM Group.

He has over 29 years of experience in various roles in the Malaysian Anti-Corruption Commission (MACC). He started his career in MACC Selangor in 1992 and in 1997 served MACC’s Training Department. Abdul Razak then pursued his Masters in 2001 and upon returning, was assigned to MACC’s Community Education Division in Putrajaya. He was subsequently assigned to MACC Sabah in 2006 and MACC Headquarters in Kuala Lumpur in 2010.

In 2011, he was seconded to Amanah Raya Berhad as Deputy Chief Integrity Officer responsible for implementing the organisation’s Integrity Plan and integrity awareness programmes for its officers, employees and vendors. He was then assigned to Prasarana Malaysia Berhad as Chief Integrity Officer responsible for various integrity initiatives such as Integrity Plan, Code of Business Ethics for employees and vendors, Whistle-blower Policy as well as implementing comprehensive awareness programmes throughout the organisation.

In 2016, Abdul Razak was assigned as Deputy Director (Management) of the Malaysian Anti-Corruption Academy (MACA) and in 2018, served in the Deputy Commissioner (Prevention) Office, MACC Putrajaya. He then served as Deputy Director (Operations) in MACC Sarawak and in 2019, was assigned as Chief Integrity Officer in the Ministry of Education Malaysia. Prior to joining TM, he was the Deputy Director of MACC Selangor.

Abdul Razak is a Certified Integrity Officer (CeIO) from MACA since 2010.

**DIRECTORSHIP**

**Listed Issuer:**

None

**Public Company:**

None

**Date of Appointment:** 1 September 2020

**QUALIFICATIONS**

- Bachelor of Law (Hons) (First Class Honours), International Islamic University of Malaysia.
- Licenced Company Secretary since December 1998.

**WORKING EXPERIENCE**

Hamizah started her career in private legal practice and was a qualified advocate and solicitor of the High Court of Malaya. She joined TM in 1996 and promoted to Assistant General Manager in 2007. She was appointed as Joint Secretary on 15 July 2011 and thereafter as General Manager of Company Secretarial Unit of Group Legal, Compliance and Company Secretarial Division in 2012. She was appointed as the Group Company Secretary of TM on 1 January 2017, heading the Group Company Secretarial Division of TM. She left TM on 31 December 2019 and re-joined on 1 September 2020.

Hamizah brings with her more than 25 years of experience in corporate secretarial and governance matters of public listed and private companies. She is qualified to act as a Company Secretary under Section 235(2) of the Companies Act 2016. As the Group Company Secretary of TM Group, she provides active support to the Board, Board Committees and Management of TM and its group of companies.

**DIRECTORSHIP**

**Listed Issuer:**

None

**Public Company:**

None

**Additional Information of the Senior Management (SM)**

**Date of Appointment** : Date he/she was appointed as SM.  
**Family Relationship** : Save as disclosed, none of the SM has any family relationship with any Director and/or major shareholder of TM.  
**Conflict of Interests** : Save as disclosed, none of the SM has any conflict of interests with TM.

**Conviction for Offences** : None of the SM has any conviction for offences, other than traffic offences, for the past 5 years.

**Public Sanction or Penalty** : None of the SM has any sanction or penalty imposed on them by any regulatory bodies during the financial year ended 31 December 2021.

# Directors' Statement on Risk Management and Internal Controls

Under Paragraph 15.26(b) of the Main LR of Bursa Malaysia Securities Berhad (Bursa Securities), the Board of Directors of listed issuers are required to include in their annual report a statement about the state of risk management and internal control of the listed issuer as a group. Accordingly, TM's Board of Directors ("Board") is pleased to provide the following statement that has been prepared in accordance with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed issuers endorsed by Bursa Securities, which outlines the nature and scope of the risk management and internal control within TM Group during the financial year under review.

## RESPONSIBILITY AND ACCOUNTABILITY

### The Board

The Board is responsible for establishing and overseeing the Group's risk management framework and internal control systems, which manages the Group's risk appetite within acceptable levels of tolerance. The tolerance levels are set by the Board and Management to achieve the Group's goals and objectives in generating returns to shareholders. The Board periodically reviews the effectiveness and adequacy of the framework and systems by identifying, assessing, monitoring and communicating key business risks to safeguard shareholders' investment and the Group's assets.

The two (2) Board committees that have primary risk management and internal control oversight responsibilities are:

#### Board Risk Committee (BRC)

The primary responsibility of the BRC is to assist the Board in ensuring a sound and robust Enterprise Risk Management framework and its implementation to enhance the Group's corporate governance practices with a focus on risk issues by identifying, assessing and monitoring key business risks. Given the growing importance of sustainability/ESG and cybersecurity risks in 2021, both subjects have been part of the Board's agenda, with BRC being the oversight platform to discuss the related risks and the associated control implementations.

The Terms of Reference (ToR) and primary duties of the BRC concerning risk management are incorporated in the Board Charter, which is accessible on the Company's official website at [www.tm.com.my](http://www.tm.com.my).

#### Board Audit Committee (BAC)

The primary responsibility of the BAC is to assist the Board in assessing the effectiveness of the Group's internal control structure and review of the financial reporting. To achieve this, the BAC:

- Reviews the Group's internal control systems and management information systems' adequacy and integrity, including compliance with applicable laws, rules, directives, and guidelines through Group Internal Audit (GIA) function.
- Reviews and provide oversight on the Group's management of investigations and prosecutions, fraud and disciplinary issues, ethics, integrity principles and whistle-blowing processes through the Group Integrity & Governance (GIG) function.
- GIA and GIG report directly to the Board Audit Committee.

The BAC's ToR is stipulated in the Board Charter, accessible on the Company's website. The primary duties of the BAC in assessing the adequacy and effectiveness of the internal control systems implemented within the Group are elaborated on pages 147 and 148.

Other Board Committees, such as the Nomination and Remuneration Committee, Tender Committee and Investment Committee, are also established with clearly defined duties and responsibilities to oversee various key business activities involved within the Group.

The Board acknowledges that it remains responsible for all the committees' actions regarding the execution of the delegated roles, including the outcomes of the review and disclosure on key risks and internal control systems in this Integrated Annual Report.

**Management**

Management is accountable to the Board and responsible for implementing the processes of identifying, evaluating, monitoring and reporting risks and the effectiveness of internal control systems, taking appropriate and timely corrective actions as required. The Management has assured the Board that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects, based on the Enterprise Risk Management framework and internal control systems adopted by the Group. In respect of risk management, the Management has implemented the necessary processes to:

- Identify and analyse the risk appetite relevant to the business and determine the level of risk tolerance towards the achievement of the Group's objectives and strategies;
- Design, implement and monitor the ERM framework according to the Group's strategic vision and overall risk appetite; and
- Identify changes to risks or emerging risks, take appropriate actions and bring these promptly to the Board's attention.

**ENTERPRISE RISK MANAGEMENT**

**ERM Framework**

ERM remains an integral part of the organisational governance processes in ensuring all inherent and emerging risks are assessed, mitigated and monitored to safeguard the Group's interests.

TM has adopted the ISO 31000:2018 Risk Management Standard, which serves as a guideline for identifying, evaluating, managing and monitoring significant risks by the Group to align its ERM process with industry best practices. Figure 1 illustrates TM's ERM framework.

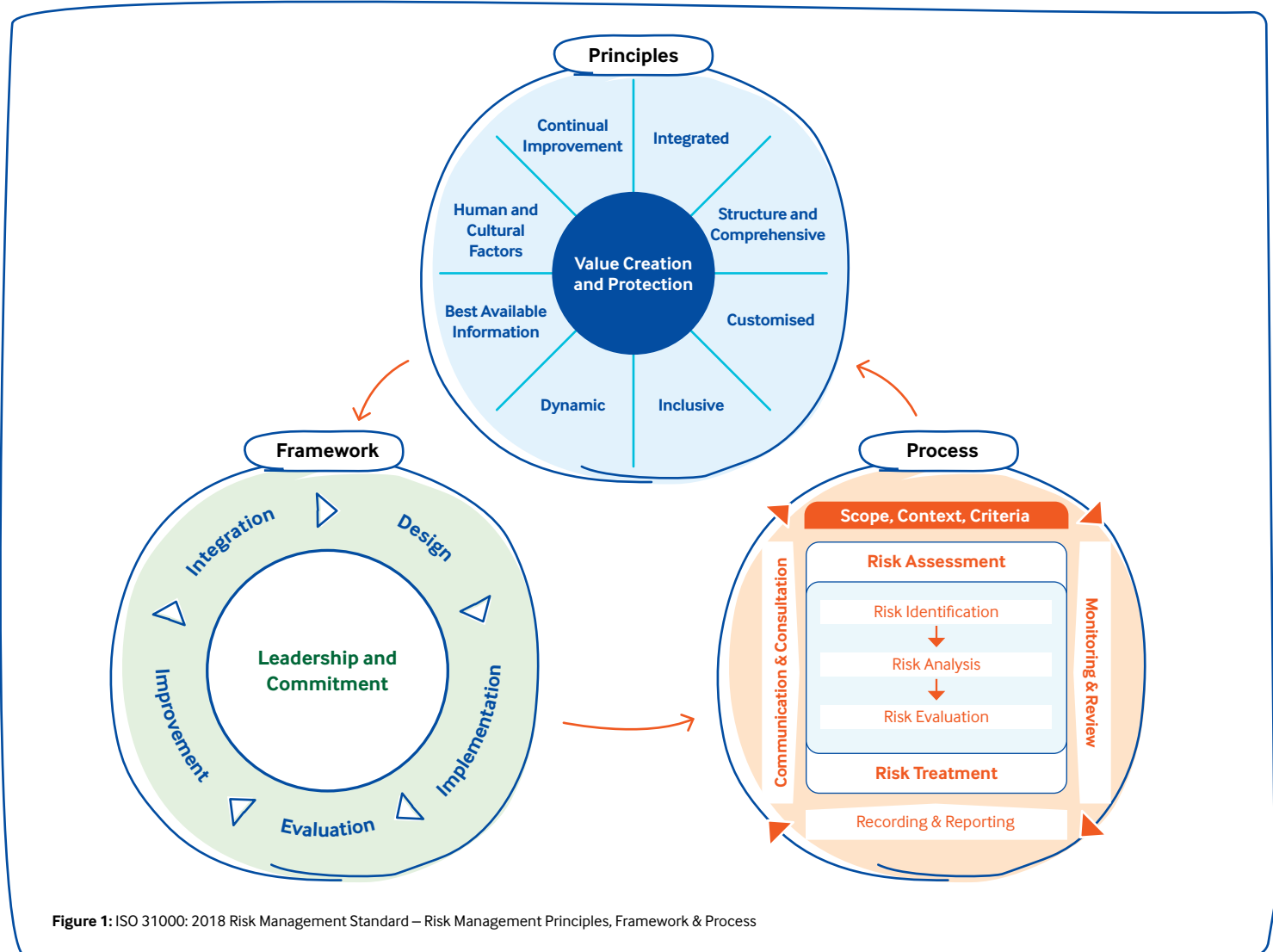


Figure 1: ISO 31000: 2018 Risk Management Standard – Risk Management Principles, Framework & Process



The ERM practice has been progressively implemented throughout TM, including its subsidiaries, to support the execution of convergence and digital strategies. Figure 2 below illustrates TM's ERM governance and framework.

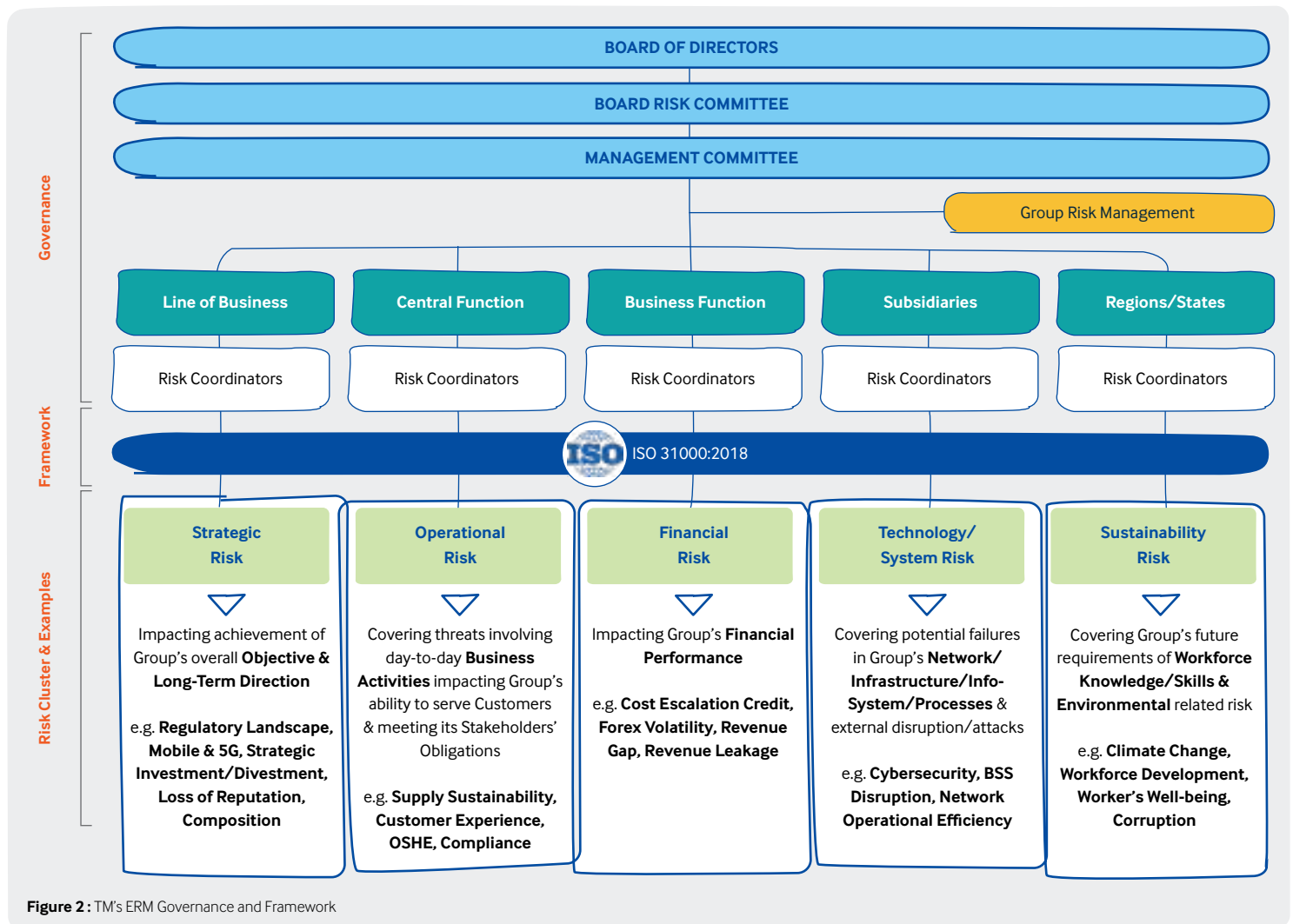


Figure 2: TM's ERM Governance and Framework

TM's ERM structure spans across the entire organisation, from the Board, right down to the operational level. Through such governance and framework, material risks are consolidated from all Business Segments to the MC, escalated up to the BRC and finally to the Board. There are appointed Risk Coordinators at every LOB, central function, business functions, subsidiaries, and regions/states. They have actively performed their roles in coordinating the risk management activities to build a risk-based decision-making workforce, together with strong accountability and responsibility from the respective Head of Divisions to ensure the discipline is successfully instituted. The outcome is reflected through the encouraging positive feedback of the Annual Risk Management Self-Assessment Survey. In all ERM activities, the importance of the staff's role is always emphasised.

**TM Corporate Risk Management Policy and Risk Appetite Statement**

Established in 2005, TM Risk Management and Internal Control Policy Statement ("Policy Statement") emphasises TM's commitment to a systematic and proactive approach to risk management practices. It provides reasonable assurance to achieve business objectives and highlights the responsibility and accountability relating to risk management. The Policy Statement was enhanced in 2021 to incorporate the **Corporate Risk Appetite Statement**.

With this incorporation, it has been renamed to "**TM Corporate Risk Management Policy and Risk Appetite Statement**", which aims at minimising risks and optimising opportunities in line with TM Group's risk appetite as stipulated below:

- TM Group is committed to delivering shareholders' value through sustainable growth without compromising our integrity, ethical values, and reputation by continuously upholding our brand promises, best customer experience, resilient network, compliance to regulatory requirements, and ensuring a safe and healthy working environment for all TM's workforce.
- TM Group will defend, improve and expand our market position in Malaysia and selected overseas locations through a good risk management discipline.
- TM Group shall assess and pursue new growth dictated by the evolving industry and market conditions.

**Principal Risks**

The principal risks are clustered based on five (5) categories: Strategic Risk, Financial Risk, Technology/System Risk, Operational Risk and Sustainability Risk. TM continuously review and updates the risks, including incorporating relevant emerging risk within the telecommunication industry to ensure relevance and adequate risk coverage. The risks are further prioritised based on their residual risk ratings, key risk indicators, key control indicators and risk outlooks. The principal risks that have been clustered and monitored by the Board are listed on pages 187 to 189.



Exposure to compliance risk is monitored through the Corporate Compliance Dashboard with potential and actual impacts of non-compliance presented to the MC.

The BRC and MC continue to provide oversight and appraise the adequacy and the effectiveness of the ERM practices given the challenging operating environment.

### INTERNAL CONTROL

The Board acknowledges that the internal control systems are designed to manage and reduce risks that hinder the Group from achieving its goals and objectives. It provides reasonable assurance against any material misstatement of management, including financial information, business, operational, environmental, compliance, and financial losses or fraud. The internal control systems are embedded within the Group's operating activities and exist for fundamental business reasons.

These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. It can only provide reasonable and not absolute assurance against material misstatement or loss.

The internal control systems are developed based on the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control-Integrated Framework. They are reviewed regularly throughout the year by the Board, taking into consideration any changes in regulation, applicable laws or the business environment to ensure the adequacy and integrity of the internal control systems.

Key elements of the internal control systems established by the Board that provide good governance and effective internal control systems that supports the sustainability of the Company are further elaborated into four (4) main focus:

- Strengthening our governance and integrity as our foundation;
- Delivering affordable, reliable and inclusive internet connectivity as our support in building a Digital Malaysia;
- Putting our people first, which include the development and well-being of our people; and
- Making impactful contributions towards protecting the planet.

#### Strengthening Our Governance & Integrity

Good governance is considered material to TM's long-term relationship with our stakeholders. Our corporate governance system is built on Ethics, Transparency, Accountability, and Responsibility principles.

#### Governance:

- **Clearly Defined Lines of Responsibility and Authority**

The Group has clearly defined lines of responsibility and authority to facilitate prompt responses in the continuously evolving business environment, adequate supervision of day-to-day business conduct, timely resolution of audit issues and accountability of the internal controls. These include a formal organisation structure and establishing a Limit of Authority (LoA) matrix that clearly outlines the Board and Management's limits and approval authorities across various key processes. The LoA is duly approved by the Board and subject to regular review and enhancement to ensure it reflects changes in accountability and the Group's risk appetite.

- **Strategic Theme, Objectives and Core Values**

In achieving the vision to materialise "Life and Business Made Easier, for a better Malaysia", TM focuses on delivering a world-class

customer experience and becoming Malaysia's service provider of choice. TM is well-equipped to accelerate the transition to Digital Malaysia, with a strong communication backbone, reliable connectivity network, emerging technologies and infrastructure, expert knowledge and experience, and a dedicated leadership team. Moving towards digital will require TM going back to these basics and fixing core issues. TM has embarked on a 3-year transformation journey to strengthen its core connectivity business and invest for future growth.

The New TM Transformation is guided by the New TM Compass, which anchors on Purpose, Customers, Business and People.

- Purpose: Commercial sustainability to allow TM to fulfil its business objectives as a PLC and support nation-building as a GLC
- Customers: Serving all customer segments, with a unique value proposition of connectivity, solutions and customer experience excellence
- Business: Deliver healthier financials beyond revenue growth; prioritise profit growth and shareholders' return. This includes investing for growth to drive Digital and FMC
- People: *Warga TM*; stronger execution engine and embrace a more agile work culture with future-ready skills

The New TM transformation will set TM on a sustainable growth trajectory to create shareholder value and enable a more Digital Malaysia. As an essential enabler, TM plays a leading role in executing the JENDELA implementation plan and realising the MyDIGITAL, which leverages our comprehensive connectivity, digital infrastructure and innovative solutions. This will propel the country towards a full-fledged Digital Malaysia by 2030 – a more Digital Society, Digital Business, Digital Industry and Digital Government.

- **Risk Management and Internal Control Policy Statement**

The board and management issued our Risk Management and Internal Control Policy Statement to provide reasonable assurance that the Group will achieve the business objectives, while safeguarding and enhancing shareholders' investments and Group's assets. The Group CEO, Heads of LOBs, Heads of Business and Support Groups, and TM subsidiaries' CEOs are responsible for implementing the ERM framework and practices.

- **Product Governance Framework**

Product Governance Framework is established to govern and oversee TM's value creation and management activities, especially cross-functional collaborations in creating values via Product Initiatives to support TM's Vision.

- **Procurement Policy**

Procurement policies, processes, and guidelines are established to govern the procurement process, i.e., related activities in the procurement value chain, relevant authority limits, and the stakeholders' accountability, including TM's employees and suppliers. The procurement governance in TM is made referencing the GLC Red Book (the primary procurement guideline for GLCs launched in 2006 under the GLC Transformation Programme) on Procurement Guidelines and Best Practices. The three (3) objectives of the Red Book are to drive value creation for the nation, develop a robust and competitive Bumiputera Commercial and Industrial Community (BCIC), minimise graft, increase corporate transparency, and enhance corporate governance. TM's procurement activities are driven by the 5R, namely Right Quality, Right Quantity, Right Time, Right Place and Right Price.

- **Policy, Manual and Procedures**

TM's Business Policy & Governance (BPG) is the primary reference document that outlines the overall business policies and governance with clearly defined process owners across key functional areas within the Group. The sub-policies, processes, procedures and guidelines are developed, periodically reviewed and maintained by the respective process owners to provide the details in supporting the overall policies and governance in BPG.

- **Insurance and physical safeguards**

Adequate insurance and physical safeguards for significant assets are in place to ensure the Group's assets are sufficiently covered to minimise material loss against any mishap.

- **Corporate Committees**

Three (3) Corporate Committees, namely MC, Business Operations Council (BOC) and Technology Committee (TechCom), were established to provide guidance and decision timely in their respective scope and focus. Demarcation of roles is clearly defined, with specific authority levels assigned to ensure effective and efficient business execution balancing with control.

MC focuses on strategic and policy matters, while BOC and TechCom concentrate on operational performance, execution, and deployment in areas of business and technology.

- **Best Practice Committee (BPC)**

BPC is a MC that reports to the BAC. The BPC serves as a platform to update and discuss developments in best practices, corporate governance, and changes in statutory and regulatory requirements set by the relevant regulatory authorities and statutory bodies.

- **Business Continuity Management (BCM)**

The BCM Steering Committee chaired by the GCEO is committed to enhancing service reliability and resilience via an improved BCM programme implementation. The programme serves as guidance to identify potential adversities to the Group and its impacts on TM's business operations and customer experience. Subsequently, an overall BCM framework was established to build organisational resilience with an adequate response capability mechanism to safeguard TM's key stakeholders' interests, brand reputation, and value-creating activities.

- **Recording to Reporting (R2R) Framework**

R2R is a financial non-compliance reporting framework adopted by the Management to enhance the quality and integrity of the recording to reporting process by instilling and enforcing behaviour change across the organisation. It serves as a mechanism for determining financial non-compliance incidents and the arising consequence management. At the same time, it promotes awareness of compliance and increases Senior Management's accountability.

- **Procurement Compliance Committee (PCC)**

PCC was established to ensure effective implementation of procurement consequence management, ensuring compliance with procurement policies and procedures, including the Authority Limits. Procurement personnel as the gatekeepers are required to highlight non-compliances. Subsequently, PCC is responsible for deliberating on the procurement compliance-related matters and identifying the appropriate consequence actions.

- **TM Sponsorship Management Guidelines**

This guideline was established to ensure a cohesive and systematic approach in planning, implementing and managing sponsorships for TM. Sponsorship activities are streamlined within Units, Divisions, LOBs, States and Subsidiaries. It assists in the effective facilitation of the evaluation of applications for sponsorship to ensure it benefits the deserving target group and will be implemented following TM policies and governance.

- **TM Information Security Council (TMISC)**

The primary responsibility of TMISC is to govern and discuss the Information Security related matters in TM and plan towards strategic information security governance, compliance, risk management, development, operations and best practices. To achieve this, at minimum, the council shall discuss the Information Security Incident, Information Security Risk, Vulnerability Management updates, Information Security Compliance and Information Security Development Programme. Relevant discussed items will be reported to TM Management and BRC.

- **TM Information Security Policy**

This policy outlines TM's approach to information security management. It provides the guiding principles and responsibilities necessary to safeguard the security of the TM's information asset. Supporting policies, procedures and guidelines provide further details. It aims to ensure the appropriate confidentiality, integrity, and availability of TM's information following the information security standard ISO/IEC 27001 and National Cybersecurity Policy requirements. The principles defined in this policy will be applied to all of the physical and logical information assets for which TM is responsible.

- **Cybersecurity Programmes**

TM has been planning, executing and measuring the effectiveness of cybersecurity programmes to improve Governance, Compliance, Risk and Operations Management for TM Group. The programmes have strengthened TM's infrastructure protection against cyber threats, protected stakeholders' data, and ensured the high availability of TM services at all times. Amongst key cybersecurity programmes are continuous Information Security Policy review to address rising threats to business, security certifications to strategic IT and Network domains, cyber response drill to increase cybersecurity awareness, preparedness against cyberattacks for fast incident management, deployment of security controls and cybersecurity awareness through webinars, electronic medium sharing such as email and on-demand e-learning content. A security awareness programme helps employees and contractors to understand that information security is not an individual's responsibility; it is the responsibility of everyone. The programme also explicitly mentions that the employees and contractors are responsible for all assets and activities performed under their identifications.

• **Management Information Systems**

TM Group utilises key information systems to support processes, promote effective and efficient operations, and timely and accurate communication with internal and external stakeholders. Governing these key systems is the Information Security Policy, which is in place to control and monitor access adequately.

**Integrity:**

The Group's commitment to upholding integrity in carrying out its duties is evidenced by:

• **TM Code of Conduct & Business Ethics (CBE) and Anti-Corruption Guide (ACG)**

TM is committed to conducting business in an open, honest and ethical manner. Our CBE and TM ACG have always been the primary reference for all employees when dealing with various internal and external stakeholders. TM CBE is also highlighting on Anti-Corruption Policy, Provision 13, which focuses on the TM zero-tolerance approach against all forms of corruption and our top-level commitment in ensuring the approach is being implemented in TM.

TM ACG, which supplements the CBE, sets out the policy statements and guidelines for all TM employees concerning the improper solicitation, bribery, or other corrupt activities and issues that may arise in the course of conducting business. TM adopts a zero-tolerance approach to all forms of corruption.

Ongoing awareness and briefing sessions are essential for TM employees to have sufficient knowledge and understanding of CBE. By having these sessions, employees are equipped acceptable and unacceptable business conduct and zero-tolerance against all forms of corruption. This includes a strong understanding of Corporate Liability Provision Section 17A of MACCA 2009, which has been enforced since 1 June 2020. The sessions include both physical and virtual.

• **Organisational Anti-Corruption Plan**

In line with the Government's requirements as set out in the National Anti-Corruption Plan (NACP) 2019-2023 and our commitment to total integrity across the Group, OACP has been developed further strengthen our existing ethics and integrity ecosystem. This OACP clearly defines the focus areas and strategic initiatives to mitigate corruption, integrity and governance risks. It also details our actions in strengthening compliance, governance and monitoring.

• **Uncompromising Integrity & Amanah E-Learning**

In ensuring complete coverage of reaching out to the overall population in TM and taking advantage of technology in line with Digital Malaysia, GIG has rolled out an e-Learning programme known as Uncompromising Integrity. The main objective of this e-learning is to meet the new learning style and need for the *Warga TM* during the WFH, with the knowledge and practices related to TM's CBE and ACG. This programme has been designed and developed to address how employees should demonstrate the value of integrity in their daily work and lives with common workplace scenarios via interactive learning videos and messages based on real case scenarios. More than 20,000 employees have completed this e-Learning exercise, including assessment to gauge the understanding and certification after completion.

• **Snippet Communication**

Frequent reminders are essential for employees to stay alert on what is permissible under the TM CBE and related policies. This ensures our business is carried out in a clean and transparent environment. Various awareness snippets have been published on Section 17A, Corporate Liability Provision of MACCA 2009, No Gift Policy, Whistle-blowing Policy, OACP, including Management messages.

• **MS ISO 37001: 2016 Anti-Bribery Management System (ABMS)**

TM has adopted MS ISO 37001, an international anti-bribery management system standard, to help our organisation implement, maintain, and improve the anti-bribery compliance programme to prevent, detect, and respond to occurrences of corrupt practices. ABMS is implemented in phases, where the four (4) main LOBs/ Divisions have been certified in the first phase. For the second phase in 2021, the ABMS scope is expanded to include two (2) other main LOBs/Divisions.

• **Corruption Risk Assessment**

Corruption risk assessments were performed by all 20 divisions in TM together with GRM. This is in line with the requirements set by ISO37001 ABMS and TM OACP. Each division reviews the risk profile quarterly to ensure any integrity, governance, and corruption risks are identified at the earliest stage and appropriate controls put in place to mitigate the risk.

• **Enhanced Process and Procedures to address corporate liability provision of the Malaysian Anti-Corruption Commission Act 2009**

In view of the new corporate liability provision of the MACCA 2009, Section 17A, which has been enforced since 1 June 2020, CBE, ACG and TM SMG has been updated to reflect the necessary updates and compliance to address the Section 17A. The review and updates were required to ensure that TM has adequate control to conduct its business with integrity and eradicate corrupt practices.

• **Declaration of Assets & Interest (DOA) and Integrity Pledge (IP)**

Annual DOA and IP is one of the control measures being implemented in TM to ensure transparency and integrity in daily business dealings and prevent a conflict of interest. In 2021, 100% of TM Employees had completed the DOA and executed the IP via the SAP platform. The declaration of interest includes the employees' declaration of any employment or business outside TM and a declaration for their family members involved in business dealings with TM or who work or provide services to TM's competitor. This is in line with the CBE.

• **Whistle-blowing Policy**

TM Whistle-blowing Policy enables any employee, supplier or other third party to report actual or suspected malpractice, misconduct or violation of the Group's policies and regulations safely and confidentially through TM Ethics Line.

• **Corporate Investigation**

TM carries out internal investigations on any misconduct and unethical business practices, including corporate fraud and corruption-related offences committed by employees or parties dealing with TM, as well as investigations on telecommunications fraud.

### **Putting People First**

We nurture a high-performance work culture throughout TM. Through GHCM, we established systems that provide employees with fair and lucrative compensation and policies and unions that allow our employees to work in a comfortable and safe environment.

Among our established policies to ensure controls are in place in managing our internal and external workforce are:

- **Human Capital Policy**

TM has a comprehensive set of written Human Capital policies and procedures covering all employees that guide the Group in managing and developing its human capital. These policies cover Talent Management, Learning and Development (L&D), Remuneration & Performance Management, Workforce Planning and IR.

- **OSH Policy**

As national connectivity and digital infrastructure provider, TM is committed to achieving the highest attainable level in providing a safe, healthy and environmentally-sustainable workplace for its employee, contractors, visitors and other persons throughout all of its activities. To achieve this, TM will demonstrate leadership and commitment through its leaders, comply with legislation and other requirements; proactive steps to prevent and eliminate the risk of injuries and health hazards, prevent pollution and damage to properties, awareness and continuous improvement in the OSHE management system.

As COVID-19 pandemic continued globally in 2021, TM also continues to implement key control measures to ensure the safety of our people while adapting to the new normal:

- **Special Work Arrangement (SWA)**

Our people are given clear guidelines, equipped with standard procedures on WFH and RTW during the MCO period. Digital conferencing tools and applications are provided to ensure staff productivity is not negatively affected due to working from home. This includes the COVID-19@TM App as a platform for Daily Health Declaration, COVID-19 vaccination status update, and ensuring information and communication on COVID-19 for *Warga TM* are up to date at all times. In addition, those working as TM frontliners or in critical functions, which are vital to ensure continuous service connectivity to TM customers, are given special allowances.

- **Crisis Management Plan**

TM has established COVID-19 Crisis Response Team (CRT) since 28 February 2020 to conduct staff Contact Tracing and provide timely reminders to our people on COVID-19 SOPs compliance, people's safety, and well-being during the COVID-19 pandemic. Subsequently, TM Corporate Crisis Management Team (CCMT) was also established on 23 March 2020 and, up to the date of this report, continues to oversee the situation, provide leadership, guidance and recommendations required to ensure TM business continuity, minimise service disruptions to customers and periodically update the Board. Any staff, tenant or visitor to TM premises must undergo a temperature check and provide a health declaration upon entering the premises.

- **Enhanced SOPs and Guideline**

Key SOPs and guidelines were continuously enhanced according to the authority's directives to ensure business and operational continuity while at the same time minimising the COVID-19 exposure to TM's field workforce and frontliners. These include Enhanced SOPs/Guidelines for Network Field Staff and Contractors and Guidelines for unifi channels.

- **Vaccination Programme**

TM fully support the National COVID-19 Immunisation Programme to curb the spread of COVID-19 and move Malaysia towards the endemic phase. As such, TM has internally driven a group-wide vaccination campaign to achieve maximum immunisation rate while at the same time further ensuring the safety and health of *Warga TM* and contractors, especially those who interacts with our customers. To date, almost 100% of both *Warga TM* and contractors have been fully vaccinated. A minimal number that has yet to be vaccinated will not be allowed to enter TM's premises or meet customers to minimise exposure to workplace infection risk.

### **Protecting the Planet**

We are committed to minimising climate change risk in pursuing our contribution as a national telecommunications provider towards building a Digital Malaysia. Our Environmental Policy stated our commitment to conduct operations in a way that is protective of the environment. TM maintains an EMS that serves as a framework to achieve regulatory compliance, reduce pollution, and prevent accidents.

- **Sustainability Management Function**

Led by the CRO, a dedicated function focuses on the overall sustainability management in TM, including planning and executing sustainability programmes across TM. We have integrated sustainability-related risks as part of our group-wide ERM to further expand our horizon for a holistic view of ERM in the organisation. With structured sustainability management and risk framework in place, TM progressively assesses the emerging ESG risk such as carbon emission, supply chain, labour standard, customer experience & privacy, safety & health and social well-being, with a focus given on environmental particularly climate change risk. In 2021, TM started to alleviate the climate change risk as part of Corporate Risk monitored by the BRC.

We continue our progressive effort in optimising our opportunities in ESG while at the same time minimising related risks. During the year, as part of our key improvement areas in ESG, we have established our ESG visions and commitments (details as per page 81).

### **Environmental**

We are committed to protecting and preserving the planet via reducing GHG emissions. We introduced a series of carbon emission targets that are aligned to the national and global goals. To achieve these targets, we are intensifying our efforts to reduce energy consumption, leveraging renewable energy, and exploring our contributions in carbon offset via reforestation.

**Social**

Our value creation towards our stakeholders includes enriching the Social Prosperity and Livelihood with digital inclusiveness. As a national telecommunications provider, we included all of our stakeholders in our plan towards ESG, namely our customers, suppliers, communities, and employees.

**Governance**

We continue to make great strides in our sustainability journey, and we remain committed to applying the highest standards of conduct and ensuring that the best interest of all our stakeholders is always protected.

With the integration of ESG as part of the New TM Compass and at the same time embedded in our strategy and operations, we will prepare the organisation with an appropriate mitigation plan and strategy to address the ESG related risks and minimise impact to the organisation, subsequently improving overall business and sustainability performance.

**INTERNAL AUDIT**

GIA is an in-house internal audit function that reports to the BAC to provide risk-based and objective assurance, advice, and insight designed to enhance and protect organisational value. GIA helps the Group to accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve ERM effectiveness, control, and governance processes. During the financial year, the internal audit function provided continuous assurance on matters that relate to governance and internal controls. It further evaluated the effectiveness and efficiency of the governance, ERM framework, and internal control systems and provided recommendations for improvement. The Management then followed through and reviewed the status of actions taken on the internal auditors' recommendations.

Audit reviews are carried out on units identified through a risk-based approach, in line with the Group's objectives and policies in the context of its evolving business and regulatory environment, with input from the Senior Management and the Board.

Further information on Internal Audit is provided on pages 183 to 185 of this Integrated Annual Report.

**ADEQUACY AND EFFECTIVENESS OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS**

In the Risk Management Self-Assessment Survey for the year 2021, 93.8% of TM Leaders have responded positively on their self-assessment on the effectiveness, adequacy and integrity of appropriate risk and control framework in their division for 2021. This indicates that TM is on the right path to continue building a risk-based decision making culture amongst the staff with the strong demonstration of accountability and responsibility discharged by the respective Head of Divisions.

\*\*\* The Board has received assurance from the GCEO and GCFO that the Group's risk management framework and internal control systems are operating adequately during the financial year under review. Taking into consideration the Management's assurance and input from the relevant assurance providers, the Board is of the view that the risk management framework and internal control systems are satisfactory and adequate to safeguard shareholders' investments, customers' interests and the Group's assets, and have not resulted in any material loss, contingency or uncertainty. TM's internal control systems do not apply to its associate companies, which fall within their majority shareholders' control.

Nonetheless, TM's interests are served through representation on the Boards of Directors and Senior Management posting(s) to the various subsidiaries as well as through the review of management accounts received. These provide the Board with performance-related information to enable informed and timely decision-making on the Group's investments in such companies.

**REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS**

As required by Paragraph 15.23 of the Bursa Malaysia Securities Berhad Main LR, the external auditors have reviewed this Statement on Risk Management and Internal Controls (SORMIC). Their limited assurance review was performed following the Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and Audit and Assurance Practice Guide 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants. Audit and Assurance Practice Guide (AAPG) 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

\*\*\* This paragraph is subject to Group Internal Audit (GIA) submission and up for deliberation and approval from Board Audit Committee (BAC)



# Statement of Internal Audit

Group Internal Audit (GIA) assists TM Group in achieving its business objectives by implementing a systematic and disciplined approach to evaluate and improve the effectiveness of risk management measures, controls and governance processes. GIA provides independent, objective assurance and consulting services designed to enhance and protect organisational value. The internal audit charter approved by the BAC defines the purpose, authority and responsibility of GIA.

GIA, headed by the Chief Internal Auditor (CIA), reports directly to the BAC to preserve its independence and objectivity, while ensuring audit personnel is free from any relationships or conflicts of interest which could impair their objectivity and independence. The CIA has an administrative reporting line to the GCEO, which enables the requisite stature and authority of Internal Audit to fulfil its responsibilities.

The CIA's detailed background can be found in this annual report's "Profile of Key Senior Management" section.

BAC reviews and approves GIA's annual audit plans, budget and human resources requirements to ensure resources with the relevant competencies are sufficient to carry audit functions aligned with the Group's objectives. The CIA periodically reports on the activities performed by GIA as well as key strategic and control issues to the BAC. In addition to the above, the BAC approves and reviews GIA's and the CIA's performance to observe their progress and achievements.

GIA adopts the International Professional Practices Framework (IPPF)® and its mandatory elements, including Core Principles for the Professional Practice of Internal Auditing, International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors (IIA), the definition of Internal Auditing, and Code of Ethics. This enables GIA to effectively manage its functions and perform audit engagements.

## PRACTICES AND FRAMEWORK



















GIA is guided by the internal policies, procedures and framework as well as the Internal Control Framework of the COSO and Control Objectives for Information and Related Technology (COBIT) in assessing and reporting on the adequacy and effectiveness of the design, implementation and efficiency of the Group's overall internal control system, risk management and governance.

## SCOPE AND COVERAGE

GIA continues to adopt a risk-based audit plan approach to provide independent assurance to the Board that the audit plans are prioritised based on the Group's strategies, objectives and key risk areas.

In addition to the 17 assurance related reviews, GIA covered key business areas through the 22 value programme-related audits. GIA provided assurance, insights and advisory related to the identified TM's value programmes.

In total, GIA conducted 39 reviews that covered the following areas:

- |   |  |   |
|---|--|---|
|  Sales Strategy, Planning and Management                 |  Governance, Monitoring and Oversight   |  Subsidiaries Operational Efficiency and Effectiveness |
|  Product Strategy, Marketing and Sales                   |  Partners' Contract Management          |  IT and Information Security Controls and Governance   |
|  Product Management and Governance                       |  Project Management                     |  Data and System Migration Management                  |
|  Customer Experience Management                          |  Credit Management                      |  Risk Management                                       |
|  Service Deliveries, Fulfilment and Assurance Management |  Risk Management                        |  System Development, Implementation and Management     |
|   |  Human Resource Strategy and Management |  Network and Infrastructure Management                 |
|   |  Accounting and Financial Reviews       |   |



These audits evolved around the following seven (7) key audit areas:

Key Audit Areas	Definition
<p><b>1 Sales Strategy &amp; Conversion</b></p>	<ul style="list-style-type: none"> <li>• To determine gaps and challenges in the sales plan and strategy to achieve sales goals.</li> <li>• To review the detailed processes and best practices, including identifying the target market, performing competitive research, analysing trends and deciding on sales, promotion methods, etc.</li> <li>• To deliver services/products where they are needed.</li> <li>• Focus on evidence in decision-making and planning: forecasting (demand), Product management.</li> </ul>
<p><b>2 Customer Experience Strategy &amp; Management</b></p>	<ul style="list-style-type: none"> <li>• To identify gaps in the customer journey and touchpoints across channels that affect customer experience and loyalty.</li> <li>• To review the medium-to-long-term customer experience management strategies to help implement a sustainable, cross-departmental customer experience programme.</li> <li>• To deliver programme benefits.</li> <li>• To identify improvements with the help of technology.</li> <li>• Reliable and transparent performance reports: measuring the right thing, leading and lagging indicators/metrics for effective customer experience performance management.</li> </ul>
<p><b>3 Infrastructure &amp; Capacity Management</b></p>	<ul style="list-style-type: none"> <li>• To ensure that services and infrastructure capacity can deliver the agreed service level targets in a cost-effective and timely manner.</li> <li>• To assess all resources required to deliver the service, and plans for short-, medium- and long-term business requirements.</li> </ul>
<p><b>4 Cybersecurity</b></p>	<ul style="list-style-type: none"> <li>• To assess the governance framework and management of cybersecurity in terms of enforced security policies, computer software and hardware asset list, data classified by usage and sensitivity, established chain of data ownership, etc.</li> <li>• To identify gaps in employee awareness and training, business practices, IT staff, physical security, data security and active monitoring and testing.</li> <li>• To manage data: quality data, training and knowledge management data, and Records Management.</li> <li>• Security of systems and information.</li> </ul>
<p><b>5 Supplier/Partner Development &amp; Management</b></p>	<ul style="list-style-type: none"> <li>• To identify gaps in the supplier/partner selection process.</li> <li>• To identify weaknesses in contract design, execution, monitoring, and managing supplier/partner performance.</li> <li>• Fair and transparent procurement process.</li> <li>• To review contract provision and utilisation.</li> <li>• Value for money.</li> </ul>
<p><b>6 Workforce Strategy &amp; Management</b></p>	<ul style="list-style-type: none"> <li>• To assess the organisation's workforce strategy, policies, practices and processes, including key areas such as recruitment, retention, compensation, performance, training and development.</li> <li>• To identify gaps based on indicators such as turnover, employee satisfaction, etc.</li> </ul>
<p><b>7 Governance &amp; Compliance</b></p>	<ul style="list-style-type: none"> <li>• To determine gaps and challenges in the oversight of business, projects, and initiatives, including product.</li> <li>• To review the business case's availability for every planned CAPEX to enhance revenue generation.</li> <li>• To ensure accountability for performance. Clear roles and responsibilities.</li> </ul>

All internal audit reports are presented to the BAC. Each audit issue is supported by GIA recommendations, and the relevant feedback from the Management was obtained for issue closure. As part of the audit process, GIA monitors and verifies the implementation of the management action to address the audit issues on a monthly basis.

In providing value to the organisation, GIA's key performance indicators include key contribution and value add recommendations to Management in the form of cost avoidance, opportunity loss, cost optimisation, income realisation, revenue recovery, cost reduction, and significant process improvements identified during audit engagements.

In addition to performing audit engagement, GIA has also involved the Management in strengthening compliance teams within their units, sharing best practices as well as knowledge on internal auditing, risk management and internal controls to the various stakeholders in TM.

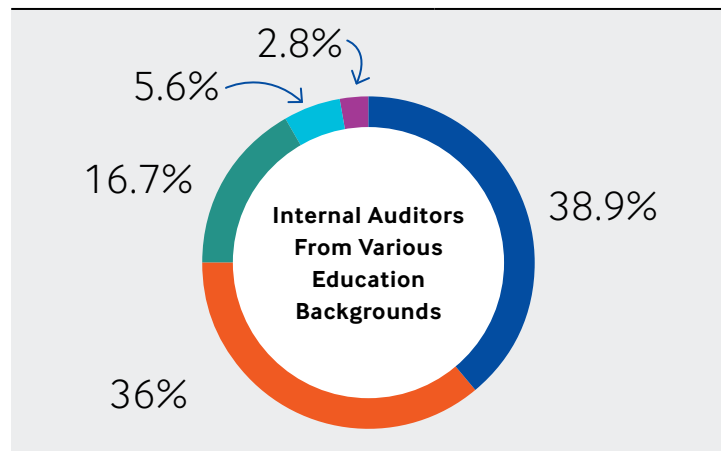
## RESOURCES

A total of **RM5.4 million** was spent on internal audit activities in 2021. A summary of the internal audit costs are as follows:

Category	RM (million)	% of the total cost
Manpower	5.21	97.1%
Supplies and Material	0.07	1.4%
Other operating costs	0.05	0.9%
Depreciation	0.03	0.6%
<b>Total</b>	<b>5.36</b>	<b>100%</b>

Excluding the administrative staff, GIA consist of 36 internal auditors from various education backgrounds, as follows:

Education Background	No. of Internal Auditors as of 31 December 2021
● Engineering/Network	14
● Accounting & Finance	13
● Information Technology/Computer Science	6
● Business Administration/Marketing	2
● Procurement/ Human Resources/Law	1
<b>Total</b>	<b>36</b>



## INTERNAL AUDIT QUALITY

The CIA develops and maintains a Quality Assurance and Improvement Programme that covers all aspects of internal audit activities. The quality assurance programme assesses the efficiency and effectiveness of GIA processes and identifies opportunities for improvement via internal and external assessments.

As part of its Quality Assurance, GIA maintains a 3-tier quality review mechanism to ensure relevant, reliable and sufficient assessment to support audit engagement's results and conclusions. Audit reports are prepared by the respective GIA Head of Units, which is then reviewed by the 2 Deputy CIAs and finally by the CIA. This assurance review process ensures that the internal auditors adequately assess all risk areas before communicating the final engagement results to the Management and BAC.

In view of the COVID-19 pandemic, GIA adjusted to remote auditing throughout the year. This ensures that the committed Audit Plan approved by the BAC was not affected. Meetings and interviews were conducted via secure video conferencing channels, while the sharing of documents was via official emails and cloud system, TM One Box as well as OneDrive.

To further improve audit quality through analytics, GIA established a new Audit Data Specialist post in 2021 to accelerate the adoption of analytics throughout the audit lifecycle. From audit planning to testing and reporting, auditors can use data analytics to gain a better in-depth understanding of their review.

In maintaining the quality of audit work, GIA ensures that all audits conform to the Internal Audit IPPF standards. The IPPF was incorporated into an Audit Manual in 2020 that was established for internal auditors to follow, where regular compliance reviews were conducted to ensure that internal audits complied with the Audit Manual.

## PROFESSIONAL QUALIFICATIONS & CONTINUOUS COMPETENCY DEVELOPMENT

GIA is committed to equipping its internal auditors with sufficient knowledge, skills and competencies to discharge their duties and responsibilities. The internal auditors are also encouraged to obtain appropriate professional certifications and qualifications. As of 31 December 2021, professional qualifications and/or certifications held by GIA internal auditors are as shown below:

Qualification	No of Certifications
1) MBA/Masters	10
2) FCCA/CPA/CA/ACCA/CMA/CGMA	4
3) Information Technology Infrastructure Library (ITIL)	3
4) Certified Internal Auditor (CIA)	3
5) Certified Fraud Examiner (CFE)	1
6) Certified Professional Engineer (Ir.)	1
7) Certified Professional Requirements Engineering	1
8) Certified Tester, Foundation Level (CTFL)	1
9) Certified Tester, Advanced Level Test Analyst (CTAL-TA)	1
10) Qualified Risk Auditor (QRA)	1
11) Management Consulting Institute (MCI), Level 1: Analyst)	1
12) Kaizen Lean Six Sigma	1
13) QMS 9001:2015 Lead Auditor	1
<b>Total</b>	<b>29</b>

**Note:** FCCA – Fellow Chartered Certified Accountant, CPA – Certified Public Accountant, CA – Chartered Accountant, ACCA – Association of Chartered Certified Accountant

In 2021, the internal auditors attended 7,832 hours of external and internal online training in multiple technical disciplines and professional certification programmes to enhance their job performance and career prospects.

GIA continues to strengthen its processes and approach to ensure comprehensive audit coverage. Key strategies implemented by GIA include workforce realignment and continuous upskilling of auditors. The GIA organisation structure is a portfolio focused that supports talent development within GIA and enables the auditors to have adequate exposure performing audits across the entire TM value chain.

**Haikel Ismail**  
Chief Internal Auditor

**Hisham Zainal Mokhtar**  
Chairman, Audit Committee

# Enterprise Risk Management (ERM) – Risk Committee Report

The emerging risks arising from the COVID-19 pandemic and the accelerated demand for digital services continue to shape the risk management landscape. The consumer segment migrates into the virtual world at an unprecedented rate in response to the multiple waves of the pandemic. In contrast, the business segment grows its data analytics and AI usage to attain better automation and productivity. All these factors require TM as a service provider to continue to focus on delivering higher quality solutions and connectivity services. The pressure has been further intensified by the Government’s JENDELA project to bridge the digital divide, expanding networks into underserved areas while addressing service affordability and digital literacy.

In response to JENDELA as well as the Government’s effort to contain COVID-19, TM has been at the forefront in helping consumers and businesses adapt to the new normal through digital solutions. In addition, we put in place a robust risk management practice to ensure our front-liners are able to provide services during the height of the pandemic. The risk-taking exercise with proper controls has enabled TM to continue serving the nation in times of crisis.

For better customer experience, TM continues to innovate, develop and improve its network in line with the JENDELA plan, which was formulated to provide wider coverage and better quality of broadband experience for the nation, whilst preparing the country for the 5G rollout.

We also continue to enhance our offerings to business customers by providing a comprehensive suite of integrated digital products and vertical-specific solutions. Additionally, as one of the nation’s cloud infrastructure providers, new uncertainties continue to emerge. These include cybersecurity threats, data privacy and protection, inability to adapt to the digital revolution, shifting market demands, regulatory pressure and impact brought forth by climate change risk.

In 2021, as part of the New TM transformation, Sustainability or ESG is now included as part of TM’s purpose under the New TM Compass. The growing importance of ESG among our stakeholders granted us to uplift the oversight role for ESG to the BRC. We continue to recognise ESG related risks and opportunities and we intend to accelerate our actions towards achieving our ESG vision and commitments focusing on the environmental aspect in the coming years. Actions to address our key improvement areas in ESG, particularly reducing carbon emissions from our operations, have been identified and incorporated in our 2022 business plan. Details of our actions and commitments are elaborated in page 81 under the Sustainability Report.

The BRC continues as the platform where the Group’s corporate risks are deliberated and assessed. In 2021, BRC’s agenda has been expanded to include deliberation on sustainability/ESG given its growing importance, opportunities and foreseeable benefits to TM. Through consolidated risk reporting, which encompasses a wide range of TM risk landscapes, the BRC continues to carry out its oversight and advisory function diligently. This ensures that the appropriate risk impacts are identified, and adequate mitigation actions are taken while balancing with the prospecting opportunities.

## SUMMARY OF PRINCIPAL ACTIVITIES

Throughout 2021, various planned activities have been implemented to further enhance the robustness of the Group’s ERM implementation in line with MS ISO 31000:2018 Risk Management Standard.

Among key activities carried out include:

Activities	Details
<b>Assessment</b>	<ul style="list-style-type: none"> <li>Keeping abreast with changes in the risk domain through analysis of emerging risks and review of internal risk methodologies, policy and guidelines.</li> <li>Continuing analysis on key risks affecting TM and its stakeholders such as cybersecurity, corruption, mobile and 5G, regulatory and climate change.</li> <li>Risk heartbeat monitoring to keep the risk outlook within the appetite with adequate controls.</li> <li>Building up a comprehensive risk landscape encompassing emerging risks and common risks potentially affecting TM.</li> <li>Driving risk-taking discipline through a balanced risk and opportunity consideration.</li> </ul>
<b>Engagement, Awareness and Training</b>	<ul style="list-style-type: none"> <li>Syndication with leaders on risk appetite, risk landscape, corporate risk status and moving forward plan.</li> <li>Continuous communication and engagement session with risk fraternity on risk intelligence, establishment ERM Playbook and Risk Library for common risks to uplift required skill and capability.</li> <li>A benchmarking session with GLCs risk management team.</li> <li>Sustainability/ESG related risk engagements with key divisions covering areas of network/technology, procurement, environmental and people.</li> </ul>
<b>Organisational Anti-Corruption Plan (OACP)</b>	<ul style="list-style-type: none"> <li>Establishment of corruption risk and continuous monitoring by all divisions underpinned the success of OACP implementation in TM.</li> </ul>
<b>Cybersecurity</b>	<ul style="list-style-type: none"> <li>Implementation of security controls based on key guiding principles.</li> <li>Establishment of TM Information Security Council (TMISC) to govern and provide leadership on Info-Security related matters in TM and execution of governance, compliance, risk management, development, operations and best practices.</li> <li>Continuous Information Security Policy review to address rising threats to business security certifications to strategic IT and Network domains.</li> <li>Cyber response drill to increase cybersecurity awareness and preparedness against cyberattacks for fast incident management.</li> <li>Deployment of security controls and cybersecurity awareness through webinars, electronic medium sharing such as email and on-demand e-learning content.</li> </ul>

**MANAGING CORPORATE RISKS**

ERM implementation at TM covers the width and breadth of the Group's operations. To provide a more structured overview, the Group's corporate risks are defined by the following risk clusters:

Risk Cluster	Strategic	Operational	Financial	Technology/System	Sustainability/ESG
<b>Context</b>	Risks affecting the achievement of the Group's overall objectives and long-term direction as set out by the Management and the Board arising from both external and internal factors.	Risks involved in the day-to-day activities of TM. It covers threats that may jeopardise the Group's ability to serve its customers or to meet its obligations to its stakeholders.	Risks directly impacting the Group's financial performance or liquidity	Any potential failures or breakdowns in the Group's network infrastructure and information systems or processes, as well as any external disruptions or attacks.	Initiatives to uplift sustainability practices and positioning in the market by addressing the impact of TM's activities on ESG.
<b>List of Key Risks</b>	<ul style="list-style-type: none"> <li>• Competition</li> <li>• Regulatory Landscape</li> <li>• Loss of Reputation</li> <li>• Mobile and 5G</li> </ul>	<ul style="list-style-type: none"> <li>• Supply Sustainability</li> <li>• Network Operational Efficiency</li> <li>• Customer Experience</li> <li>• OSHE</li> <li>• Compliance</li> </ul>	<ul style="list-style-type: none"> <li>• Credit Risk</li> <li>• Cost Escalation</li> <li>• Revenue Leakage</li> <li>• Revenue gap</li> <li>• Forex Volatility</li> </ul>	<ul style="list-style-type: none"> <li>• Cybersecurity</li> <li>• Prolonged Network Downtime</li> <li>• BSS disruption</li> <li>• Workers' well-being</li> <li>• Corruption Risk</li> </ul>	<ul style="list-style-type: none"> <li>• Climate Change – Adverse impact due to natural disaster (e.g. flood and landslide)</li> <li>• Workforce Development</li> <li>• Workers' well-being</li> <li>• Corruption Risk</li> </ul>
<b>Key Risk Indicators</b>	<ul style="list-style-type: none"> <li>• Market Share</li> <li>• New acquisition revenue</li> <li>• Termination rate</li> <li>• No of customers</li> <li>• Regulatory compliance and investor rating</li> <li>• Market and media sentiment</li> <li>• Political instability</li> </ul>	<ul style="list-style-type: none"> <li>• Single vendor dependency</li> <li>• Waiters conversion</li> <li>• Subscription provisioned within specified days</li> <li>• Order drop rate</li> <li>• Lost Time Injury (LTI)</li> <li>• Non-compliance incidences/breach of Acts</li> </ul>	<ul style="list-style-type: none"> <li>• AR days</li> <li>• Collection/Sales</li> <li>• Debtors Aging</li> <li>• % of cost reduction</li> <li>• Revenue leakage incident</li> <li>• Non-performing revenue achievement</li> <li>• Adverse movement of Forex rate</li> </ul>	<ul style="list-style-type: none"> <li>• No. of cyberattack incidences or security breaches</li> <li>• No. of trouble tickets and downtime incidences</li> <li>• Hours taken for service restoration</li> </ul>	<ul style="list-style-type: none"> <li>• Increased CO<sub>2</sub> emission</li> <li>• No. of climate-related incidences (e.g. flood, landslide)</li> <li>• No. of staff re-skilled and trained in future skilling</li> <li>• OHI</li> <li>• Breach of MACCA 2009</li> </ul>
<b>Impact</b>	<ul style="list-style-type: none"> <li>• Revenue erosion</li> <li>• Deterioration of market share and investor confidence.</li> <li>• Non-sustainable business growth</li> </ul>	<ul style="list-style-type: none"> <li>• Shortage of supply affecting customer installation</li> <li>• Unfavourable NPS score</li> <li>• Imposition of penalty/legal consequence</li> </ul>	<ul style="list-style-type: none"> <li>• Increase in bad debt and less collection</li> <li>• Deterioration in credit rating</li> <li>• High Operating Expenditure (OPEX)/CAPEX</li> <li>• Not meeting revenue target</li> <li>• Profitability shortfall</li> <li>• Additional cost due to Forex loss</li> </ul>	<ul style="list-style-type: none"> <li>• Business operation and Service disruption</li> <li>• Data leakages</li> </ul>	<ul style="list-style-type: none"> <li>• Unfavourable ESG rating</li> <li>• Disruptions to business operations/ services and safety of workers</li> <li>• Non-future-proof workforce</li> <li>• Manpower productivity and turnover</li> <li>• Imposition of penalty/legal consequence</li> </ul>
<b>Residual Risk Rating</b>	Significant to High	Low to Significant	Low to Moderate	Moderate to High	Low to Significant
<b>Key Mitigations</b>	<ul style="list-style-type: none"> <li>• Increase promotional campaigns</li> <li>• Increase data centre utilisation and grow cloud services</li> <li>• Active engagement with regulators</li> <li>• Managing negative sentiment of social media</li> </ul>	<ul style="list-style-type: none"> <li>• Diversity in supply chain</li> <li>• Improvement to the end-to-end supply sustainability management</li> <li>• Improvement to the service restoration plan</li> <li>• Effective OSHE enforcement and validation</li> <li>• Compliance self-declaration and active monitoring of corporate compliance to external acts/guidelines</li> </ul>	<ul style="list-style-type: none"> <li>• Monitoring of customer credit ratings</li> <li>• Cost management through aggressive negotiation with service providers/suppliers</li> <li>• Enhancement of revenue assurance coverage and process</li> <li>• Drive aggressive sales campaigns and programmes</li> <li>• Hedge additional borrowings and regular Forex monitoring</li> </ul>	<ul style="list-style-type: none"> <li>• Governance and process improvement</li> <li>• Strengthening of information security policy and updating of cybersecurity hardware and software</li> <li>• Uplift technical expertise of the workforce</li> <li>• Development of a new BSS</li> <li>• Deployment of specific controls addressing specific security risks, especially endpoint security and identity authentication management platform</li> </ul>	<ul style="list-style-type: none"> <li>• TM's BCM &amp; DRP</li> <li>• Establishment of ESG Vision &amp; Commitment</li> <li>• Climate change risk as new Corporate Risk</li> <li>• Development of future skilling subject matter expert - 5G, cloud, Data Analytics and Cybersecurity</li> <li>• Reward, recognition and comprehensive staff benefits</li> <li>• Supplier Labor Practices due diligence</li> <li>• Corruption risk awareness</li> <li>• ABMS certification and the establishment of OACP</li> </ul>
<b>Opportunity &amp; Benefits</b>	<ul style="list-style-type: none"> <li>• Increase innovation by offering products and services tailored to customer's needs</li> <li>• Improve engagement with regulators</li> <li>• Maintain good reputation</li> </ul>	<ul style="list-style-type: none"> <li>• Roll out of the new operating model to improve end-to-end material supply (e.g. CPE, fibre optic cables, installation accessories) management</li> <li>• Strengthen operational processes for improved service and infra delivery and restoration</li> <li>• Strive towards self-regulated OSH implementation at the Divisional level</li> <li>• Maintain and elevate the company's corporate reputation and stature</li> </ul>	<ul style="list-style-type: none"> <li>• Improve credit assessment controls</li> <li>• Better economy of scale with the ability to sell products/services at competitive pricing</li> <li>• Improve revenue position</li> <li>• Avoid unnecessary costs due to Forex</li> </ul>	<ul style="list-style-type: none"> <li>• Building resilience against technology disruption</li> <li>• Enhancing the robustness of systems and operations</li> <li>• Building continuous confidence and trust with customers</li> <li>• Standardisation of security policy, requirements and controls across the organisation</li> <li>• Reinforce endpoint security and identity authentication management</li> </ul>	<ul style="list-style-type: none"> <li>• In tandem with global and Malaysia's commitment for net-zero carbon emission by 2050</li> <li>• ESG/climate change is now a boardroom agenda</li> <li>• Develop human capital with future skills</li> <li>• Make the Group a future-proof organisation</li> <li>• Spearhead innovation for IR 4.0</li> <li>• A highly productive and motivated workforce</li> <li>• Maintain and elevate the company's corporate reputation and stature</li> </ul>

## EMERGING RISKS AND OPPORTUNITIES

The risk landscape continues to face rapid changes, contributed by the increased focus on digital technologies and innovative solutions due to the COVID-19 pandemic, as well as continuous shifts in the market and regulatory expectations. In response, TM remains firm in its core objectives to stay ahead of the curve and is steadfast in applying sound risk management fundamentals in managing the following key emerging risks and the underlying opportunities moving forward.

1

### Climate Change

Climate change risk is real, causing adverse weather patterns, which increases **current precipitation and sea level**. Studies show rising **water submerging areas by 2050** in west Malaysia, leading to an increase in **flood-prone areas**. Among identified causes are the industrial revolution and rapid world population growth poised to create a wide array of economic, business and social risks. Besides floods, the impact of climate change is also manifested in the form of frequent landslide incidences and strong wind, which can lead to damage to infrastructure hence service disruption.

Given the above, TM is aligning with the **TCFD** recommendations in addressing the climate risk. This covers Physical Risks (i.e., direct damage to assets and property caused by natural calamity) and Transition Risks (i.e., disruption from adjustment to a low-carbon economy).

In line with the recommendations from MCCG and Bursa Malaysia, TM has also started to register climate-related risk as one of the new corporate risks monitored by the BRC. A key action to address the risk is by reducing our carbon emissions through renewable energy, green technology and carbon offset initiatives that will lead towards our commitment for net-zero by 2050. At the same time, we continue to strengthen our BCM execution.

2

### Cybersecurity

With the increasing trend of global cyberattacks such as compromised credentials, phishing, and 3<sup>rd</sup> party vulnerabilities, TM continues to execute required security controls at all layers, from the network infrastructure, IT/systems, applications and devices to the services offered to our customers. In addition, continuous monitoring and adherence to best practices/standards through ISMS ISO 27001 and Payment Card Industry Data Security Standard (PCI DSS) certifications were also carried out.

Furthermore, following the Cybersecurity Programme Maturity assessment, TM has progressively addressed the relevant gaps with an updated Cybersecurity Strategy and Technology Framework. This includes developing cybersecurity capabilities across domains, mitigating liability within business processes and prioritising essential technology security controls. TM Information Security Policy also has been developed to provide the guiding principles and responsibilities necessary to safeguard the security of TM's information assets both physical and logical whilst ensuring the appropriate confidentiality, integrity and availability following the requirements of the information security standard ISO/IEC 27001 and National Cybersecurity Policy. TM continues to ensure effective security control to protect our business operations and customers from cyberattacks.

3

### Digital Innovation

As a result of IR 4.0 and the Government's continuous drive to bridge the digital divide, the demand for innovative digital solutions has grown substantially, increasing competition among service providers. Digital innovation in the telecommunications market is progressing at such incredible speed, requiring TM to continue innovating new digital products and services to maintain the Group's competitive edge in the years to come.

The increase in online/digital transactions, data analytics and AI adoption, as well proliferation of cloud technology due to its inherent advantages, have increased our risk exposure to the likes of cyber threats, data leakage and technological resilience. To mitigate these risks, TM employs in-house capability and collaborates with established security partners to strengthen its IT and security systems at all levels. This includes enhancing Group IT's data protection policies to safeguard against possible threats and leakages.

4

### Competition

Given the intense competition among service providers within the industry, TM strives for differentiation by uplifting customer experience through digitalisation to bring convenience to customers. TM also continues to improve its network and services to provide high-quality state-of-the-art products and services tailored to customers' needs and further expand its market share. It also enables the Group to meet the nation's requirements in terms of improved connectivity and network inclusiveness.

## 5 Regulatory

Regulatory risk is significantly influenced by the political landscape, leading to potential strategic direction changes such as the uncertainties of 5G network deployment. Despite the uncertainties, TM is committed to accelerating the country’s digital connectivity aligned with our support to the JENDELA aspiration through widespread deployment of mobile, fibre optic and FWA.

In a heavily regulated industry, TM is subjected to continuous scrutiny by the regulators. TM has seen an expansion of infrastructure demarcation as well as stringent parameters for regulated services as stipulated in the Access List (AL). To balance the impact of regulatory policy to industry players while executing the strategy for the business need, TM will continue to proactively engage with regulators, policymakers and industry players to ensure impacts to business operation are minimised and remain favourable to TM.

## 6 Mobile and 5G

Anchoring on Fixed Mobile Convergence (FMC) strategy, 5G presents new opportunities for TM to offer compelling converged services, including high-speed broadband and FWA, with extended opportunities in enriched content services and cloud-based smart services. Despite the uncertainties in the 5G industry structure and its impact on network deployment, TM is well prepared to support the national 5G agenda and seamlessly transition its existing and new customers to 5G.

## 7 Future-Proof Organisation

TM is committed to propelling the transformation plan by facilitating positive change in human capital, starting with adopting the agile way of working and advancing the skill set in Digital Services among *Warga TM*, thus addressing the risk on talent gap to meet the needs of the future business.

The key focus is to provide targeted groups who are the driving force behind implementing strategic initiatives and value programmes. These groups receive specific training and competency development, namely digital skills, improving tempo and work efficiency, productivity and agility in meeting customer needs, which will consequently contribute to positive business performance.

## 8 Customer Experience

The ongoing pandemic forces customer behaviours to change. In order to keep up with the accelerated pace of customer expectation, technological change and disruption, TM is highly committed to providing a more personalised and proactive style of customer experience driven by digital tools such as data analytics across multiple channels as well as robust and flexible BSS. In addition, TM also focuses on key improvement areas across TM customer experience journey – “Discover, Join, Use, Engage and Pay” and simultaneously ensures the highest quality of network to provide an enhanced customer experience.

## 9 Prolonged Pandemic

Increasing vaccination rates and the opening of borders/economies have contributed to a growing sense that life will return to normal soon. However, considering the possibility of a new COVID-19 variant hitting Malaysia, TM continues to be vigilant in abiding by the SOPs to ensure both our employees and customers remain safe while working and during engagements.

On the flip side, the shift in customer behaviours and demands for internet connectivity continues to grow, opening more opportunities to upsell TM’s products and services.

The year 2021 has been about building sustainability and opportunity from digital innovation amid the ongoing pandemic. Apart from strengthening TM as a leading telco-technology player in Malaysia, we have also embarked on ESG moves that will provide an added competitive advantage to TM, while further benefiting customers, employees, investors and other stakeholders.

As the world continues to contain the contagious new COVID-19 variant, there is a reason to be optimistic about the future. Along with the transformation journey, TM is gearing up towards elevating its competitiveness while mitigating those potential impacts from existing and new threats, while simultaneously seizing the possible opportunities.



# Business Continuity Management



## Facts at a Glance

a) **TM BCM robust governance** throughout the Group is founded on solid principles of BCM Programme and robust BCP as well as Compliance management practices.

b) TM plays a pivotal role as the provider of **Critical National Information Infrastructure (CNII)** in serving national interests by ensuring the availability of essential services, including the management of **TM Critical Key Points in the event of a disaster or crisis**.

## TM BUSINESS CONTINUITY MANAGEMENT (BCM) – CONTEXT

In its 75 years of serving the country, TM continues to evolve in line with technology development, moving towards becoming a human-centred technology company in delivering Digital Malaysia. TM fully supports the continuous infrastructure investment in line with the Government’s aspiration to make communication services a basic utility to drive the country towards becoming a digital society in the new normal. TM’s leading role as the national connectivity and digital infrastructure provider supports these aspirations by accelerating the country’s digital connectivity and solutions through widespread deployment of mobile, fibre and FWA, and paving the way for 5G rollout under the 12MP.

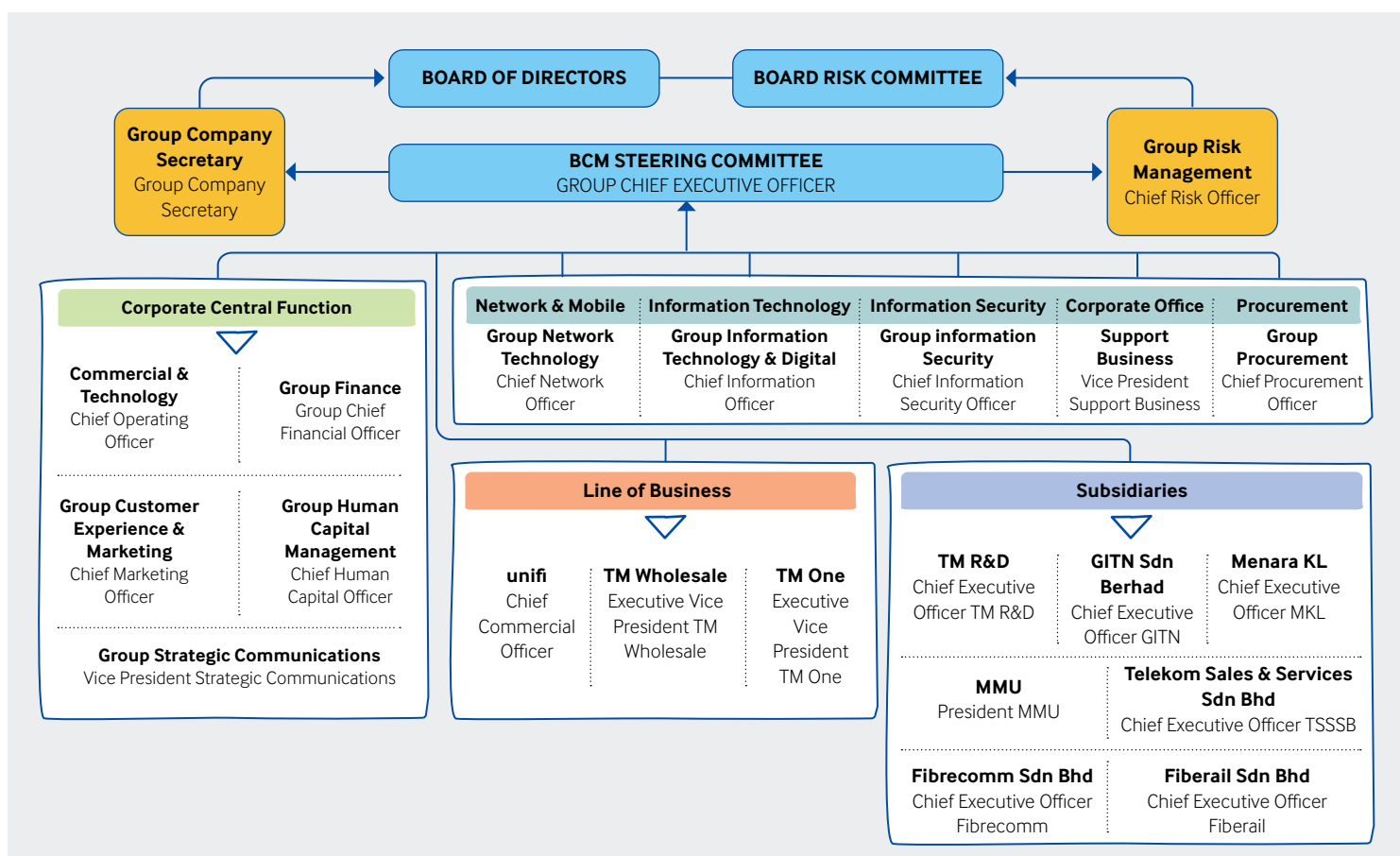


## TM BUSINESS CONTINUITY MANAGEMENT - ROBUST GOVERNANCE STRUCTURE & FRAMEWORK

BCM entails enterprise-wide planning and arrangements of key resources and procedures that enable TM to respond and continue to operate critical business functions across a broad spectrum of interruptions scenarios to the business, arising from internal or external events.

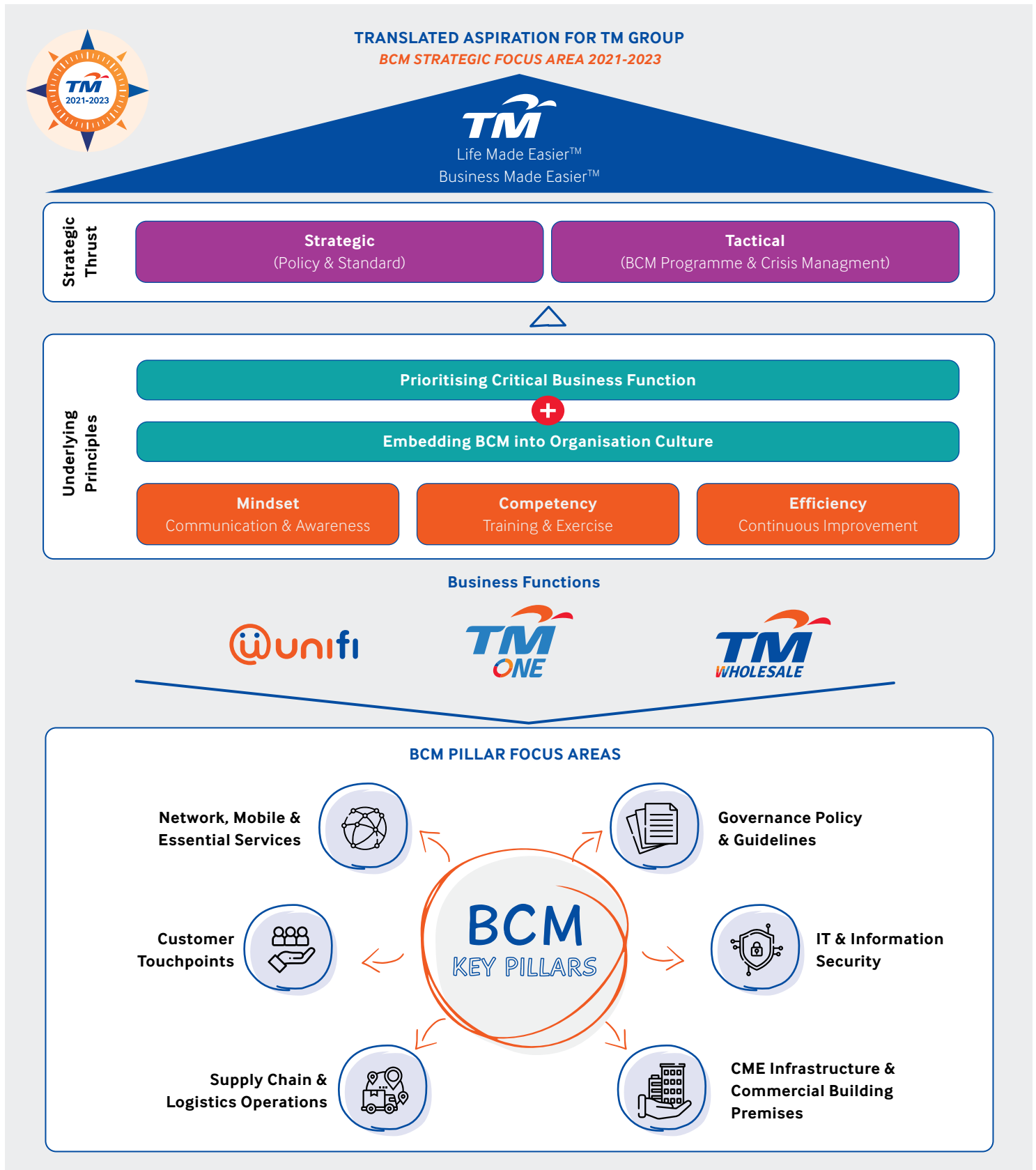
Continuous availability of critical and essential services is necessary to promote stakeholders’ and customers’ confidence, ensuring regulatory compliance and protecting TM’s reputation. Therefore, it is crucial for TM to continuously enhance its capabilities to swiftly respond to incidents swiftly and ensure the continuity of critical business functions in the event of business interruption during crisis or disaster.

As part of good governance and prudent risk management practices, TM’s Top Management and Leadership (see **Figure 1**) is committed toward group-wide implementation of BCM through BCM strategic focus areas.



**Figure 1:** TM BCM Leadership Organisation Structure and Coverage

TM enforces BCM requirements on key divisions, LOBs, State and Subsidiaries in accordance to BCM programme focus areas and critical pillars. This is to ensure the continuity of critical business functions and essential services within a specified timeframe in the event of business interruption during a crisis or disaster. Through sound and effective BCM procedures and practices, TM continues to improve its resilience and readiness for any eventualities.



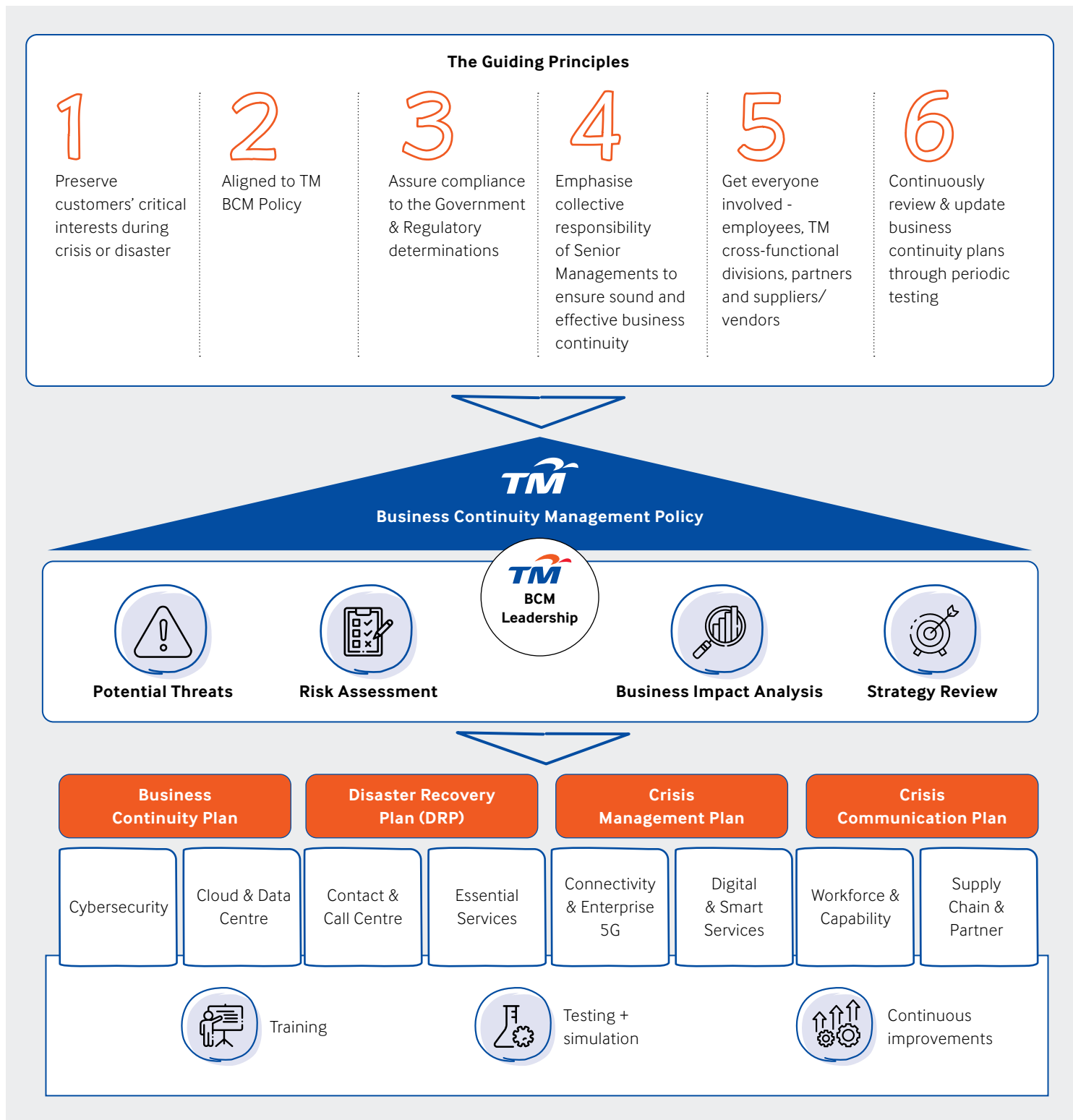
**Figure 2:** TM's BCM Strategic Focus Areas

TM's BCM strategic focus areas are aligned with TM Business Policy & Guidelines and cover the following key pillars (see Figure 2):

- Network, mobile and essential services
- Customer touchpoints
- Supply chain and logistics operations
- CME infrastructure and building/premises
- IT and information security

Continuous assessment of potential disruption scenarios and lessons learnt from past incidents is key in ensuring the adequacy of BCM controls and practices are being executed at these key pillars to sustain a good customer experience according to a well-established BCM framework.

The existing TM's BCM framework, which is adopted from ISO 22301:2019 Security and Resilience - Business Continuity Management Systems (BCMS), provides a structured approach for building organisational resilience with the capability of an effective response that safeguards the interests of its key stakeholders, reputation, brand and value-creating activities. This includes the setting of BCM strategy, impact analysis, development of continuity and recovery plan, testing and simulation down to crisis communication. (see Figure 3)



**Figure 3:** TM's BCM Framework

**Source:** CGSO & MCMC (The Protection of Critical Key Point, Communications and Multimedia Infrastructure Awareness session to all Service Providers 2019)

The framework is designed to enable a prompt, coordinated and effective response to a crisis and maintain continuity of essential activities as well as protecting human lives, assets, reputation and the environment. This is achieved through effective BCM programme management, which is aimed at ensuring both service continuity as well as sustainable and exceptional customer experience.

While the setting of governance and framework is important, the actual BCM readiness and effectiveness is tested through regular desktop exercises and physical drills. In 2021, four (4) simulation exercises were conducted covering business interruption scenarios caused by a cybersecurity threat, riot/threat to public disorder, cellular disaster recovery equipment mobilisation for flooding events and disruption to logistic operations due to theft/robbery.

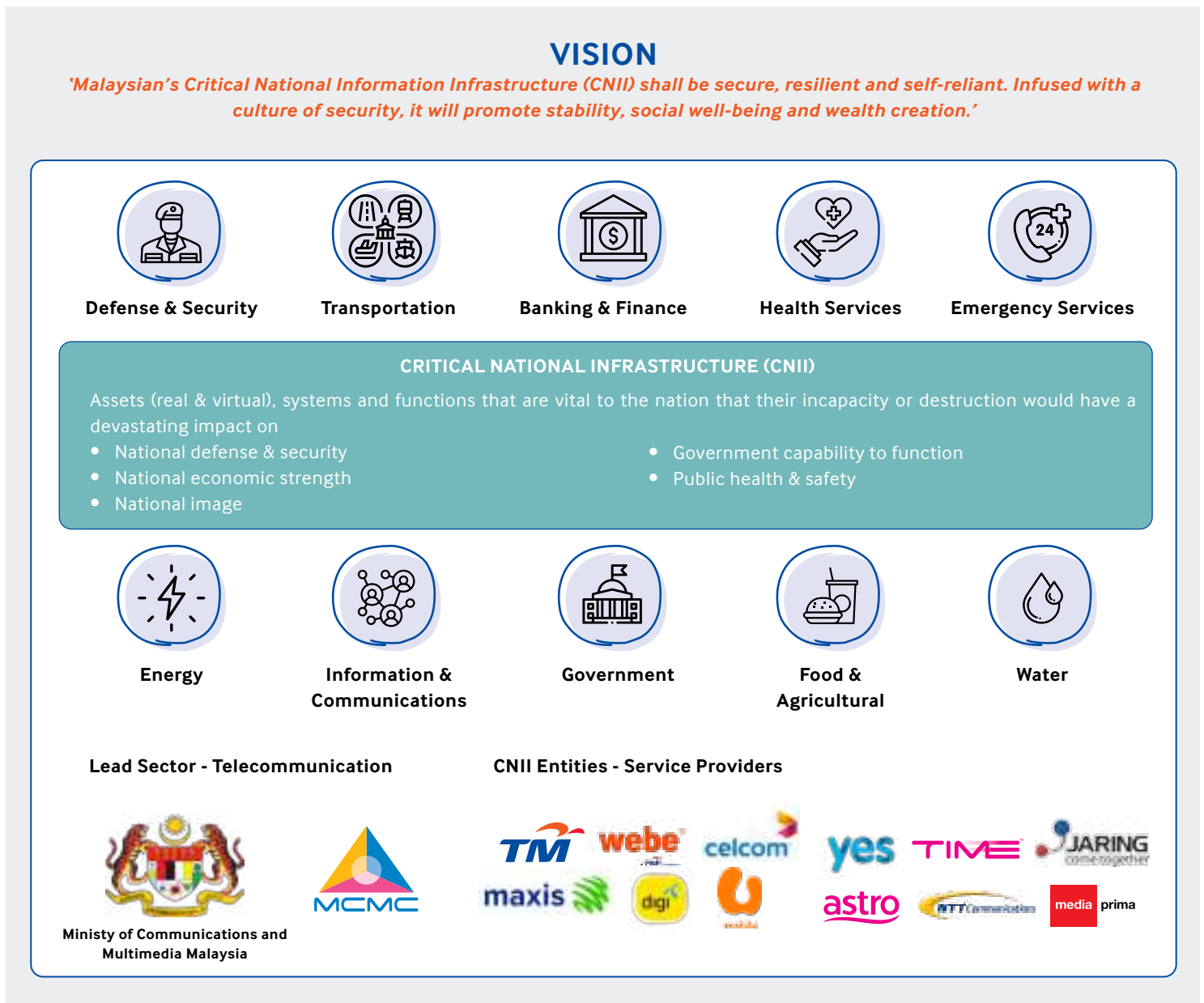
These simulation exercises are crucial components of emergency preparedness in validating the emergency response plans and procedures, and to assess the overall TM's capability and capacity in compliance with Communication and Multimedia Act 1998 (CMA) and National Security Council (NSC) Directives No. 18, 21 and 24 (i.e. Crisis of Terrorism, Public Order Threats and National Cyber Crisis Management respectively). The effectiveness of the exercises is manifested through multiple CCMT activations that we have successfully managed, namely the COVID-19 pandemic and major flood/landslide events that have

lowered the severity of operational and service disruptions within an acceptable level of service recovery time.

Being the main communication service provider of CNII, TM's BCM set-up is also key to national interest in ensuring continuous availability of essential services residing within TM's locations (i.e. Critical Key Points) in the face of crisis or disaster at the national level.

**CRITICAL NATIONAL INFORMATION INFRASTRUCTURE (CNII) PROTECTION AND COMPLIANCE**

CNII is defined as assets (physical/ virtual), systems and functions that are vital to the nation in which their incapacity or destruction would lead to a devastating impact on critical sectors (i.e. Defense & Security, Transportation, Banking & Finance, Health Services, Emergency Services, Energy & Water, Information & Communications, Food & Agriculture and Government).



**Figure 4:** Malaysia's Critical National Information Infrastructure (CNII)  
**Source:** CGSO & MCMC (The Protection of Critical Key Point, Communications and Multimedia Infrastructure Awareness session to all Service Providers 2019)

TM is fully committed to ensuring the country's CNII is secured, resilient and self-reliant through collaborations and regular engagements with MCMC and other key Government agencies, namely, NSC, NADMA, and GDRN for disaster management coordination and recovery.

We continue our role and effort in ensuring any threat is detected and prevented early before it can pose a negative impact on national security and the economy. Key responsibilities assumed by TM with regards to this matter are:

- Ensuring early detection and prevention of threats.
- To safeguard critical assets which may lead to negative impact to Economic, Defense, Security or disruption to Government function and national reputation.
- To ensure continuous services, maintenance and control of essential telecommunication services located at critical sites (i.e. Node/Exchange, Hill Station, Submarine & Maritime Station, Network Operations Centre (NOC) & data centres).

In order to ensure effective management of the Critical Key Points nation-wide, governance has been established (see Figure 5) to effectively streamline the roles and responsibilities for smooth operational execution. The establishment of such governance implies the importance of the Critical Key Points to TM and recognising the gravity of impacts on national security should any disruption occur at these locations.

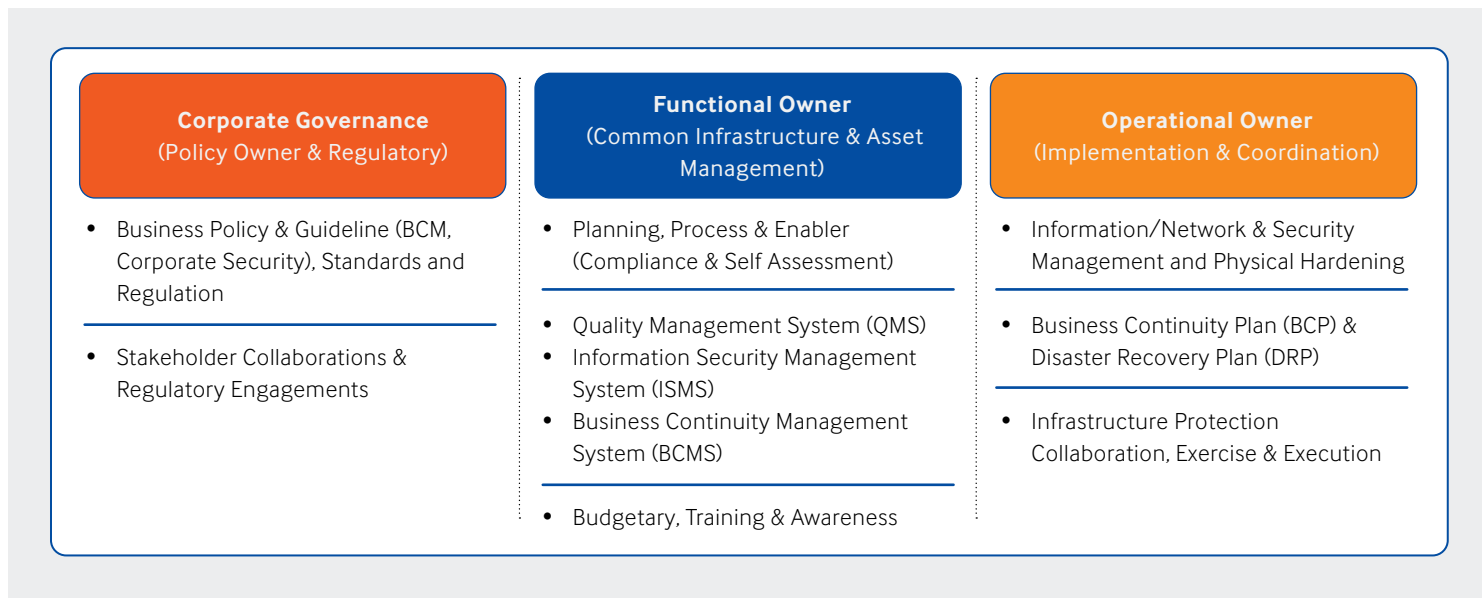


Figure 5: Governance of TM Critical Key Points

**MOVING FORWARD** ◯ ◯ ◯ ▶

TM continues to ensure its BCM programme is effectively embedded and implemented in critical business functions focusing on high probability scenarios in managing a crisis or disaster-related events. As we forge ahead to become the champion of Digital Malaysia, business continuity impact assessment and review will become even more critical considering our roles, which transcends beyond only servicing the customers/masses, but also key in ensuring the national security and essential services to continue to operate in the face of national-level crisis or disaster.



# Additional Compliance Information

The following information is provided in compliance with the Main LR of Bursa Securities:

## 1.0 UTILISATION OF PROCEEDS FROM CORPORATE PROPOSALS

There were no proceeds from corporate proposals carried out during the financial year.

*[Disclosed in accordance with Appendix 9C, Part A, item 13 of the Main LR]*

## 2.0 MATERIAL CONTRACTS INVOLVING INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS

There were no material contracts or any contracts in relation to loans entered into by the Company and/or its subsidiaries involving the interests of the Directors or major shareholders, either still subsisting as at 31 December 2021 or entered into since the end of the previous financial year ended 31 December 2020, except the following:

Transacting Party		General Nature	Consideration passing to or from the listed issuer or any other corporation in the group	Date of the Agreement/ Effective Date	Mode of Satisfaction of Consideration	Relationship
TM	Digital Nasional Berhad (DNB)	Provision of 5G RAN-to-Edge Fronthaul and Backhaul Service	DNB to TM	Term Sheet: 16 December 2021  Effective Date: 28 August 2021	Cash	<ul style="list-style-type: none"> <li>a) MOF Inc., a body corporate established under the Minister of Finance (Incorporation) Act, 1957, is the holding company of DNB and a person connected to Khazanah Nasional Berhad (Khazanah).</li> <li>b) Khazanah is a major shareholder of TM with an equity interest of 20.1%.</li> <li>c) Tan Sri Mohammed Azlan Hashim (also by virtue of him being a Director of Khazanah), Imri Mokhtar, Anis Rizana Mohd Zainudin (q. Mohd Zainuddin and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board.</li> <li>d) Dato' Mohamed Nasri Sallehuddin is a nominee Director of Khazanah on TM Board.</li> </ul>

*[Disclosed in accordance with Appendix 9C, Part A, items 21 and 22 of the Main LR]*

## 3.0 LISTING OF PROPERTIES

The Company has on 3 May 2002, obtained a waiver from Bursa Securities from having to disclose detailed particulars of its properties for the Company's 2001 Annual Report and subsequent annual reports. The waiver is still subsisting to date.

The net book value of land and buildings, and usage of properties for the financial year ended 31 December 2021 are disclosed on pages 94 to 98 and 153 to 154 of Financial Statements.

*[Disclosed in accordance with Appendix 9C, Part A, item 25 of the Main LR]*

## 4.0 EMPLOYEE SHARE SCHEME - LONG TERM INCENTIVE PLAN (LTIP)

TM has in place a LTIP for all eligible employees and Executive Director (ED) as approved by the shareholders at the Extraordinary General Meeting of the Company held on 28 April 2016. The main objectives of the LTIP are to encourage performance culture and as a retention tool. The LTIP comprises Restricted Share (RS) and Performance Share (PS) grants, whereby the main differences are on the eligibility of the employees in terms of their job grades in the Group, the performance metrics to be met which will be determined prior to the grant being made and the vesting periods of the Grant to the Eligible Employees.

There was no granting or vesting of the LTIP during the financial year ended 31 December 2021 and no PS grants accorded to the MD/GCEO to-date. Further details on the grants status to-date are disclosed under Financial Statements on pages 81 to 86.

*[Disclosed in accordance with Appendix 9C, Part A, item 27 of the Main LR]*

## 5.0 RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (RRPT)

At the 36<sup>th</sup> Annual General Meeting (AGM) held on 25 May 2021, the Company had obtained a general mandate from its shareholders on the RRPT entered into by the Company and/or its subsidiaries as set out in the Circular to Shareholders dated 23 April 2021 (RRPT Mandate). This RRPT Mandate is valid until the conclusion of the forthcoming 37<sup>th</sup> AGM of the Company to be held on 25 May 2022.

Pursuant to Paragraph 10.09(2)(b) and Paragraph 3.1.5 of Practice Note 12 of the Main LR, details of the RRPT entered into during the financial year ended 31 December 2021 pursuant to the said RRPT Mandate are as follows:

Transacting companies in our Group	Transacting Related Parties	Interested Major Shareholder/ Director	Nature of Relationship	Nature of RRPT	Value of Transactions (RM'000)
Our Company and/or our subsidiaries	Axiata Group Berhad (Axiata) and/or its subsidiaries (Axiata Group)	MOF Inc., Khazanah, Tan Sri Mohammed Azlan Hashim, Imri Mokhtar, Anis Rizana Mohd Zainudin @ Mohd Zainuddin, Iszad Jeffri Ismail and Dato' Mohamed Nasri Sallehuddin	<p>Khazanah is major shareholder of TM and Axiata with shareholdings of 20.1% and 36.7% respectively.</p> <p>MOF Inc. is a Person Connected to Khazanah.</p> <p>Tan Sri Mohammed Azlan Hashim, Imri Mokhtar, Anis Rizana Mohd Zainudin @ Mohd Zainuddin and her Alternate, Iszad Jeffri Ismail are representatives of MOF Inc. on our Board.</p> <p>Dato' Mohamed Nasri Sallehuddin is Khazanah's representative on our Board.</p>	<b>Revenue</b>	
				- Interconnect revenue from Axiata Group.	16,034
				- Provision of leased-line services to Axiata Group.	15,576
				- Provision of data and bandwidth related services to Axiata Group.	81,641
				- Site rental for telecommunications infrastructure, equipment and related charges by TM Group to Axiata Group.	48,755
				- Provision of internet access and broadband services to Axiata Group.	267
				- Provision of contact centre and business process outsourcing services by VADS Berhad (VADS) to Axiata Group.	20,111
				- Provision of fibre optic core and bandwidth services by Fiberail Sdn Bhd to Axiata Group.	544
				- Provision of fibre optic, bandwidth, space and facility by Fibrecomm Network (M) Sdn Bhd (Fibrecomm) to Axiata Group.	2,997
				- Core rental and mobile services charges to Axiata Group	470
				<b>Cost</b>	
				- Interconnect charges by Axiata Group.	23,286
				- Leased-line charges by Axiata Group.	1,164
				- Fibre optic and leased-line charges by Axiata Group to Fibrecomm.	3,744
				- Core rental and mobile services from Axiata Group to TM Group.	1,363
				- Network sharing charges using Domestic Roaming and Multi Operator Core Network by Celcom to Webe Digital Sdn Bhd.	62,791
				- Site rental for telecommunications infrastructure, equipment and related charges by Axiata Group to TM Group.	26,487
<b>TOTAL</b>				<b>305,230</b>	
Our Company and/or our subsidiaries	Tenaga Nasional Berhad (TNB) and/or its subsidiaries (TNB Group)	Khazanah and Dato' Mohamed Nasri Sallehuddin	<p>In addition to their shareholdings in our Company, Khazanah is a major shareholder of TNB with direct interest of 25.5%.</p> <p>Dato' Mohamed Nasri Sallehuddin is Khazanah's representative on our Board.</p>	<b>Revenue</b>	
				- Provision of connectivity services, ICT equipment and security surveillance devices to TNB Group.	17,738
				- Provision of fibre optic and bandwidth for telecommunication services to TNB Group.	16,240
				- Rental of Office Premises to TNB Group.	2,312
				<b>Cost</b>	
				- Leasing of fibre optic from TNB Group.	15,575
- Leasing of infrastructure for telecommunication services from TNB Group.	8,538				
<b>TOTAL</b>				<b>60,403</b>	

# Corporate Information

as at 16 March 2022

## BOARD OF DIRECTORS

- **Tan Sri Mohammed Azlan Hashim**  
Chairman  
Non-Independent Non-Executive Director
- **Shazril Imri Mokhtar\***  
Managing Director/Group Chief Executive Officer  
Non-Independent Executive Director
- **Anis Rizana Mohd Zainudin @ Mohd Zainuddin**  
Non-Independent Non-Executive Director
- **Dato' Mohamed Nasri Sallehuddin**  
Non-Independent Non-Executive Director
- **Muhammad Afhzal Abdul Rahman**  
Non-Independent Non-Executive Director
- **Tunku Afwida Tunku Dato' A.Malek**  
Senior Independent Director
- **Balasingham A. Namasiwayam**  
Independent Non-Executive Director
- **Hisham Zainal Mokhtar**  
Independent Non-Executive Director
- **Suhendran Sockanathan\*\***  
Independent Non-Executive Director
- **Datuk Siti Zauyah Md Desa**  
Independent Non-Executive Director
- **Rossana Annizah Ahmad Rashid**  
Independent Non-Executive Director
- **Iszad Jeffri Ismail**  
Alternate Director to Anis Rizana Mohd Zainudin @ Mohd Zainuddin  
Non-Independent Non-Executive Alternate Director

\* referred as "Imri Mokhtar" throughout this IAR

\*\* referred as "Saheeran Suhendran" throughout this IAR

## SENIOR INDEPENDENT DIRECTOR

- **Tunku Afwida Tunku Dato' A.Malek**  
Email: sid@tm.com.my

## COMPANY SECRETARIES

- **Hamizah Abidin**  
LS 0007096  
SSM Practicing Certificate No. 201908001071
- **Mohammad Yazmi Mat Raschid**  
MAICSA 7028878  
SSM Practicing Certificate No. 202008001905

## REGISTERED OFFICE

Level 51, North Wing  
Menara TM  
Jalan Pantai Baharu  
50672 Kuala Lumpur  
Malaysia

Tel : +603-2240 1221  
Fax : +603-2283 2415

## HEAD OFFICE

Menara TM  
Jalan Pantai Baharu  
50672 Kuala Lumpur  
Malaysia

Tel : +603-2240 9494  
Website : www.tm.com.my

## STOCK EXCHANGE LISTING

Listed on the Main Market of Bursa Malaysia Securities Berhad  
Listing Date : 7 November 1990  
Stock Name : TM  
Stock Code : 4863  
Stock Sector : Telecommunications & Media

## SHARE REGISTRAR

- **Boardroom Share Registrars Sdn Bhd**  
Registration No. 199601006647 (378993-D)  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
  
Tel : +603-7890 4700 (Helpdesk)  
Fax : +603-7890 4670  
Website : www.boardroomlimited.com  
Email : bsr.helpdesk@boardroomlimited.com






**AUDITOR**

- Messrs. Ernst & Young PLT**  
 Registration No. 202006000003 (LLP0022760-LCA) & AF 0039  
 Level 23A, Menara Milenium  
 Jalan Damanlela  
 Pusat Bandar Damansara  
 50490 Kuala Lumpur  
 Malaysia  
  
 Tel : +603-7495 8000  
 Fax : +603-2095 5332  
 Website : www.ey.com

**PRINCIPAL BANKERS**

- CIMB Bank Berhad**  
 Registration No. 197201001799 (13491-P)  
 13<sup>th</sup> Floor, Menara CIMB  
 No.1, Jalan Stesen Sentral 2  
 Kuala Lumpur Sentral  
 50470 Kuala Lumpur  
 Malaysia
- Malayan Banking Berhad**  
 Registration No. 196001000142 (3813-K)  
 Level 14, Menara Maybank  
 100, Jalan Tun Perak  
 50050 Kuala Lumpur  
 Malaysia

**CONTACT US**

- For Customer Service**
  - Reach our customer careline at 100.
- For enquiries on TM**
  - Website : [www.tm.com.my](http://www.tm.com.my)
  - Email : [help@tm.com.my](mailto:help@tm.com.my)
  - Reach our general line at +603-2240 9494
  - Follow TM on :
    -  @myTMgroup
    -  @myTMgroup
    -  @mytmgroup
    -  @myTMgroup
    -  TelekomMalaysia

**GROUP COMPANY SECRETARY**



- Hamizah Abidin**  
 Hamizah heads the Group Company Secretarial Division and is responsible for corporate secretarial matters for TM Group, as well as PLC Compliance. Her profile is disclosed on page 166 of the IAR 2021.  
  
 Tel : +603-2240 1204  
 Fax : +603-2283 2415  
 Email : [cosec@tm.com.my](mailto:cosec@tm.com.my)

**VP CORPORATE FINANCE & INVESTOR RELATIONS**



- Delano Abdul Kadir**  
 Delano is responsible for the overall planning and implementation of investor relations, providing corporate finance counsel to the senior management team as well as developing and driving treasury functions for TM. He joined TM in 2020 and has over 20 years of experience and had previously served as the Head of Investor Relations at Time dotcom Berhad and Icon Offshore Berhad, where he was instrumental in the listing of the company. Delano has held various roles in the capital markets and advisory divisions in AmInvestment Bank, Kuwait Finance House, Affin Investment Bank and Standard Chartered.  
  
 Delano holds a Bachelor of Arts from the University of East Anglia, United Kingdom and a Diploma in Economics from University of London.  
  
 Tel : +603-2240 4820  
 Email : [investor@tm.com.my](mailto:investor@tm.com.my)



# Corporate Directory

## HEAD OFFICE

Level 51, North Wing, Menara TM  
Jalan Pantai Baharu, 50672 Kuala Lumpur  
Tel : +603-2240 9494  
100, if you are calling from a fixed  
line in Malaysia  
+603-2241 1290 if you are calling  
from overseas  
Website : [www.tm.com.my](http://www.tm.com.my)

## unifi

Level 39, South Wing  
Menara TM, Jalan Pantai Baharu  
50672 Kuala Lumpur  
Website : [www.unifi.com.my](http://www.unifi.com.my)  
f : @weareunifi  
t : @HelpMeunifi  
u : myunifi app

## TM One

Menara TM One  
No. 1, Jalan Damansara, Damansara Kim  
60000 Kuala Lumpur  
Website : [www.tmone.com.my](http://www.tmone.com.my)

## TM Wholesale

Level 53, North Wing  
Menara TM, Jalan Pantai Baharu  
50672 Kuala Lumpur  
Website : [www.tm.com.my/TMWholesale](http://www.tm.com.my/TMWholesale)

## NATIONAL NETWORK OPERATIONS CENTRE

Ground Floor, TM NOC Cyberjaya  
Jalan Teknokrat 2  
63000 Cyberjaya  
Selangor

## GITN SDN BERHAD

Level 12, Menara TM One  
No. 1, Jalan Damansara, Damansara Kim  
60000 Kuala Lumpur  
Email : [corporate@gitn.com.my](mailto:corporate@gitn.com.my)

## TM INFO-MEDIA SDN BHD

Level 41, North Wing Menara TM  
Jalan Pantai Baharu  
50672 Kuala Lumpur  
Tel : +61 300 88 9355

## TELEKOM APPLIED BUSINESS SDN BHD

No. 1, Menara TM One  
Jalan Damansara, Damansara Kim  
60000 Kuala Lumpur  
Website : [www.tab.com.my](http://www.tab.com.my)  
Email : [contact@qtab.com.my](mailto:contact@qtab.com.my)

## VADS BERHAD

Menara TM One  
No. 1, Jalan Damansara, Damansara Kim  
60000 Kuala Lumpur

## PT VADS INDONESIA

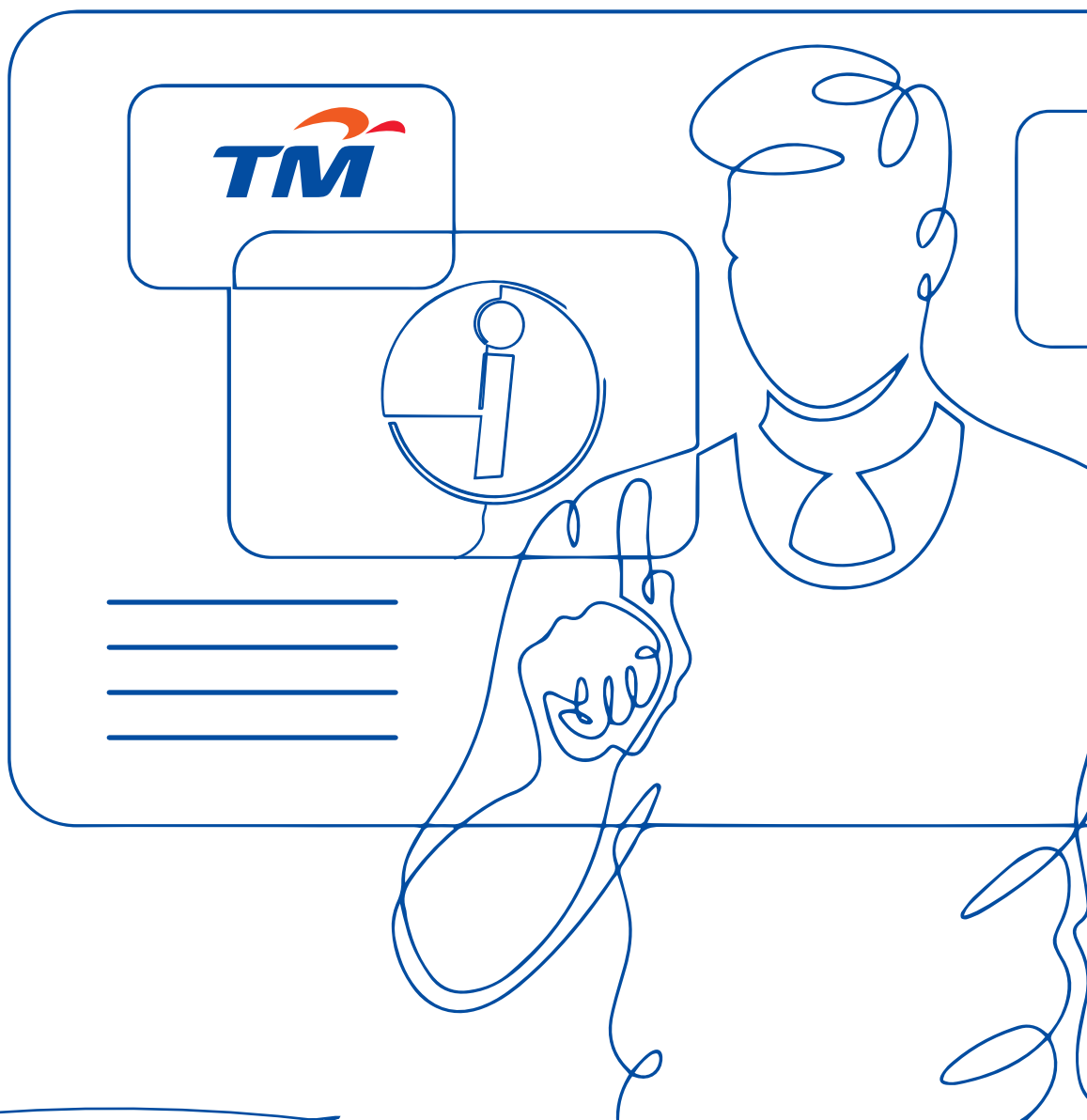
Gedung Puri VADS, Nariba Office  
Jl. Mampang Prapatan  
No. 39, Jakarta Selatan 12790  
Indonesia  
Tel : (62-21)7991 445

## TELEKOM RESEARCH & DEVELOPMENT SDN BHD

TM Innovation Centre  
Lingkar Teknokrat Timur  
63000 Cyberjaya, Selangor  
Tel : +603-8883 9595

## TELEKOM SALES & SERVICES SDN BHD

Level 38, North Wing, Menara TM  
Jalan Pantai Baharu  
50672 Kuala Lumpur  
Tel : +603-2240 3000



Please click [here](#)  
for more information on  
how to contact TM



**WEBE DIGITAL SDN BHD**

Level 48, North Wing, Menara TM  
 Jalan Pantai Baharu  
 50672 Kuala Lumpur  
 Tel : +603-2240 3010  
 : myunifi app

**FIBERAIL SDN BHD**

Level 7, Wisma TM  
 Taman Desa, Jalan Desa Utama  
 58100 Kuala Lumpur  
 Tel : +603-7980 9696  
 Website : www.fiberail.com.my

**FIBRECOMM NETWORK (M) SDN BHD**

Level 35, North Wing, Menara TM  
 Jalan Pantai Baharu  
 50672 Kuala Lumpur  
 Tel : +603-2240 1533  
 Website : www.fibrecomm.net.my

**SUPPORT BUSINESS**





Kompleks Telekom Shah Alam  
 Lot 1, Persiaran Jubli Perak  
 Seksyen 17  
 40200 Shah Alam  
 Selangor  
 Tel : +603-5548 9888

**UNIVERSITI TELEKOM SDN BHD**

Persiaran Multimedia  
 63100 Cyberjaya, Selangor  
 Tel : +61 300 80 0668  
 Fax : +603-8312 5080  
 Website : www.mmu.edu.my

**MENARA KUALA LUMPUR SDN BHD**

No. 2, Jalan Punchak  
 Off Jalan P. Ramlee  
 50250 Kuala Lumpur  
 Tel : +603-2020 5499  
 Fax : +603-2020 5502  
 Website : www.menarakl.com.my

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**TMF AUTOLEASE SDN BHD**

Kompleks Telekom Shah Alam  
 Lot 1, Persiaran Jubli Perak  
 Seksyen 17  
 40200 Shah Alam  
 Selangor  
 Tel : +603-5548 9888

**PROPERTY MANAGEMENT**

Level 11, Wisma TM  
 Taman Desa, Jalan Desa Utama  
 58100 Kuala Lumpur  
 Tel : +603 7987 5130  
 Fax : +603 7982 1429

**FACILITIES MANAGEMENT**

Ground Floor, Kompleks TM Shah Alam  
 Persiaran Jubli Perak, Section 17  
 40200, Shah Alam  
 Selangor, Malaysia  
 Tel : (Line 1) +603-5548 9499  
 (Line 2) +603-5548 1888

**SECURITY MANAGEMENT & OSHE**

Level 1, TM Annexe 2  
 No 1, Jalan Pantai Jaya  
 Off Jalan Pantai Baharu  
 59200 Kuala Lumpur  
 Tel : +603-2240 1467

**TM REGIONAL OFFICES (TMRO)**

**Australia**  
 Telekom Malaysia (Australia) Pty Ltd  
 Suite 1A Level 2  
 802 Pacific Highway  
 Gordon NSW 2072  
 Australia  
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 Email : romulo.carlos@tm.com.my

**Dubai**  
 Telekom Malaysia DMCC  
 PO Box 25391  
 Dubai, United Arab Emirates  
 Tel : +971 52 421 928 (Dubai)  
 Tel : +6013 360 1318 (Malaysia)  
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 175A Bencoolen Street  
 #07-10/11/12, Burlington Square  
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 6 Snow Hill  
 London EC1A 2AY  
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 Email : general@tmeurope.co.uk

**United States of America**

Telekom Malaysia (USA) Inc  
**East Coast Office**  
 7925 Jones Branch Drive  
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**West Coast Office**

6701 Koll Center Pkwy Suite 250  
 Pleasanton, CA 94566, USA  
 Phone : +1 703 467 5962  
 Fax : +1 703 467 5966  
 Email : info@usa-tm.com

# GRI Content Index

Please click [here](#) for the Sustainability Performance Data

TM Group has reported the information cited in this GRI content index for the period of 1<sup>st</sup> January 2021 to 31<sup>st</sup> December 2021 with reference to the GRI Standards.



Sustainability Performance Data



Third-Party Assurance Statement



GRI Content Index










TM Financial Statements 2021

GRI STANDARD	DISCLOSURE	BRIEF INFORMATION ON KEY DISCLOSURES	LOCATION & PAGE NUMBER
<b>GRI 2: General Disclosures 2021</b>	2-1 Organisational details	Telekom Malaysia Berhad™	<b>Our Business: What We Do, 7</b>  <b>Other Information: Corporate Directory, 199 to 200</b>
	2-2 Entities included in the organisation's sustainability reporting	All entities are covered in our Financial Statements 2021.	<b>FS</b>
	2-3 Reporting period, frequency and contact point	1 <sup>st</sup> January 2021 to 31 <sup>st</sup> December 2021, for financial and up to 16 <sup>th</sup> March 2022 for non-financial.	<b>Our Integrated Annual Report: Our Reporting Journey, 4</b>
	2-4 Restatements of information	<b>Sustainability Strategy &amp; Pillar</b> We sharpened our Sustainability Strategy by linking each Sustainability Pillar with a Strategic Aspiration, and action plans supported by relevant KPIs to ensure clear accountability and timely implementation.	<b>Driving our Sustainability Agenda: Our Commitment to You, 78</b>
		<b>Contribution to Suppliers</b> The 2020 and 2019 figures were updated and aligned according to the most recent procurement process for a more accurate comparison against 2021 data.	<b>We Create Value By...Putting People First, 106</b>  <b>SPD M3 – Responsible Supply Chain, 2</b>
	2-5 External assurance	<b>Independent Assurance</b> The authenticity of the Sustainability Statement was verified by SIRIM QAS International Sdn Bhd	<b>Our Integrated Annual Report: Our Reporting Journey, 4</b>  <b>SA</b>
	2-6 Activities, value chain and other business relationships	In 2021, we outlined our key activities, products and services in this report	<b>A Holistic View of Our Businesses Serving our Customers, 48 to 65</b>  <b>Enablers, 68 to 72</b>
	2-7 Employees	>20,000 total number of employees	<b>Our Business: Performance Highlights, 6</b>  <b>SPD M5 – Human Capital, 3</b>
	2-9 Governance structure and composition	We made significant progress in our sustainability governance system by setting up a dedicated sustainability-related agenda for TM's management and Board meetings, with the establishment of ESG related KPIs for pivotal positions.	<b>Our Corporate Governance: Sustainability Governance, 151</b>
2-28 Membership associations	<b>Industry Thought Leadership</b> TM actively participates in various professional associations to exchange knowledge and insights with key industry leaders, and has pledged and publicly announced 14 Collective Commitments to be achieved by 2023.	<b>Our Corporate Governance: Sustainability Governance, 153</b>	

GRI STANDARD	DISCLOSURE	BRIEF INFORMATION ON KEY DISCLOSURES	LOCATION & PAGE NUMBER
<b>GRI 2: General Disclosures 2021</b>	2-30 Collective bargaining agreements	<b>Collective Bargaining</b> This year, 37% of TM's employee rights are protected through collective bargaining agreements, with 7,572 employees are union members.	<b>We Create Value By...Putting People First</b> , 112  <b>SPD M5 – Human Capital</b> , 5
<b>GRI 3: Material Topics 2021</b>	3-2 List of material topics	Our identified and prioritised seven (7) material matters are listed under each of our sustainability pillars, supported by key drivers of sustainable value creation.	<b>The Way We Create Value: Our Material Matters</b> , 25  <b>Driving our Sustainability Agenda: We Create Value By...</b> , 85
<b>Material Topic: M1 – Product Innovation</b>			
<b>GRI 417: Marketing and Labeling 2016</b>	417-1 Requirements for product and service information and labeling	<b>Standards</b> We adhere to the highest quality standards, and our commercialised solutions released in 2021 include information on how to safely use the products. We continue to ensure full compliance to OSH requirements for all our products and services.	<b>We Create Value By...Building A Digital Malaysia: Product Innovation</b> , 89
	417-2 Incidents of non-compliance concerning product and service information and labeling	TM recorded zero (0) incidents (100% compliance) related to regulations.	<b>We Create Value By...Building A Digital Malaysia: Product Innovation</b> , 90
<b>Material Topic: M2 – Customer Experience</b>			
<b>GRI 418: Customer Privacy 2016</b>	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	<b>Online Security</b> TM reported 20 online breaches, three (3) cases of data loss and 13 data-related incidents recorded.	<b>We Create Value By...Building A Digital Malaysia: Customer Experience</b> , 95
<b>Material Topic: M3 – Responsible Supply Chain</b>			
<b>GRI 204: Procurement Practices 2016</b>	204-1 Proportion of spending on local suppliers	<b>Contributions to suppliers</b> ~RM3.0 billion total payment to local suppliers (Bumi & Non-Bumi)	<b>We Create Value By...Putting People First: Responsible Supply Chain</b> , 106  <b>SPD M3 - Responsible Supply Chain</b> , 2
<b>GRI 409: Forced or Compulsory Labor 2016</b>	409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	<b>Ethical Sourcing</b> TM suppliers must comply with strict relevant laws, rules and regulations, as stated in our contract under Social Clauses.	<b>We Create Value By...Putting People First: Responsible Supply Chain</b> , 103
<b>GRI 414: Supplier Social Assessment 2016</b>	414-1 New suppliers that were screened using social criteria	<b>ESG Practices &amp; Integrity Pledge (IP)</b> 67% of suppliers with social policies in place, 561 new suppliers signed TM's IP	<b>We Create Value By...Putting People First: Responsible Supply Chain</b> , 106
<b>Material Topic: M4 – Climate Change</b>			
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	<b>Scope 2: Indirect Emissions from Electricity Consumption</b> Total energy consumption in selected TM buildings: 43,138,489 kWh	<b>We Create Value By...Protecting the Planet: Climate Change</b> , 98  <b>SPD M4 – Climate Change</b> , 2
	302-4 Reduction of energy consumption	<b>Scope 2: Indirect Emissions from Electricity Consumption</b> We reported electricity consumption at eight (8) sites, with a 9.2% reduction in GHG emissions (24,549.12 tCO <sub>2</sub> e)	<b>We Create Value By...Protecting the Planet: Climate Change</b> , 98
	303-3 Water withdrawal	<b>Environmental Stewardship</b> Water withdrawal from municipal water supplies: 221,590m <sup>3</sup> .	<b>We Create Value By...Protecting the Planet: Climate Change</b> , 99

GRI STANDARD	DISCLOSURE	BRIEF INFORMATION ON KEY DISCLOSURES	LOCATION & PAGE NUMBER
<b>GRI 305: Emissions 2016</b>	305-1 Direct (Scope 1) GHG emissions	<b>Scope 1: Direct Emissions from Vehicle Fleet</b> 10,997.03 tCO <sub>2</sub> e total GHG Emission was recorded for 2021, with total fuel consumption by vehicle fleets of 4,379,080 litres, with a significant reduction in our fuel consumption by 5% in 2021. Lowered vehicle fleet's carbon emission by 4.6%.	<b>We Create Value By... Protecting the Planet: Climate Change, 97</b> <b>SPD M4 – Climate Change, 2</b>
	305-2 Energy indirect (Scope 2) GHG emissions	<b>Scope 2: Indirect Emissions from Electricity Consumption</b> Calculated emissions from electricity in 2021 is 24,549.12 tCO <sub>2</sub> e.	<b>We Create Value By... Protecting the Planet: Climate Change, 98</b> <b>SPD M4 – Climate Change, 2</b>
	305-3 Other indirect (Scope 3) GHG emissions	<b>Scope 3: Indirect Emissions from Waste Production and Air-Travel</b> Emissions for air-travel for 2021 is 7.09 CO <sub>2</sub> e and the waste-related emissions is 1.918 tCO <sub>2</sub> e.	<b>We Create Value By... Protecting the Planet: Climate Change, 98 &amp; 99</b> <b>SPD M4 – Climate Change, 3</b>
	305-5 Reduction of GHG emissions	<b>Emissions Management</b> There is a reduction of 8% for overall GHG emissions at TM.	<b>We Create Value By... Protecting the Planet: Climate Change, 101</b> <b>SPD M4 – Climate Change, 3</b>
<b>GRI 306: Waste 2020</b>	306-3 Waste generated	<b>Waste Management</b> The total solid waste generated for 2021 is 467,125kg.	<b>We Create Value By... Protecting the Planet: Climate Change, 101</b>
<b>Material Topic: M5 – Human Capital</b>			
<b>GRI 401: Employment 2016</b>	401-1 New employee hires and employee turnover	We have a total of 397 pax of new employee hires and 8.4% of employee turnover	<b>SPD M5 – Human Capital, 4</b>
	401-2 Benefits provided to full-time	<b>Welfare &amp; Well-being</b> We have put measures in place with initiatives and programmes to keeping our employees happy, safe, engaged and productive.	<b>We Create Value By...Putting People First: Human Capital, 108 to 109</b>
	401-3 Parental leave	<b>Parental Leave</b> 17,540 employees are entitled to parental leave in 2021.	<b>SPD M5 – Human Capital, 4 &amp; 5</b>
<b>GRI 403: Occupational Health and Safety 2018</b>	403-1 Occupational health and safety management system	<b>Safety &amp; Health</b> We effectively implemented the Occupational Safety and Health Management System (OSH MS) in accordance with the ISO 45001:2018.	<b>We Create Value By...Putting People First: Human Capital, 110</b>
	403-3 Occupational health services	<b>OSH Training Programmes</b> TM's developed training programmes on OSH risks and related control measures to reduce the level of risk and impacts in terms of injury and disease	<b>We Create Value By...Putting People First: Human Capital, 110</b>
	403-4 Worker participation, consultation, and communication on occupational health and safety	<b>Engagement with OSH Stakeholders</b> We ensured participation and cooperation from all regarding the effectiveness of TM's OSH management.	<b>We Create Value By...Putting People First: Human Capital, 110</b>
	403-5 Worker training on occupational health and safety	<b>OSH Training Programmes</b> A total of 67 sessions were conducted on simulation of Safety Requirements of Working on the Road, whilst 8,234 employees enrolled in online e-learning sessions.	<b>We Create Value By...Putting People First: Human Capital, 110</b>
	403-8 Workers covered by an occupational health and safety management system	<b>Safety &amp; Health</b> Our Occupational Safety and Health Management System (OSH MS) covers all workplaces and business activities within TM.	<b>We Create Value By...Putting People First: Human Capital, 110</b>

GRI STANDARD	DISCLOSURE	BRIEF INFORMATION ON KEY DISCLOSURES	LOCATION & PAGE NUMBER
<b>GRI 403: Occupational Health and Safety 2018</b>	403-9 Work-related injuries	<b>Occupational Safety &amp; Health Statistics</b>	 <b>M5 – Human Capital, 6</b>
	403-10 Work-related ill health	<b>Occupational Safety &amp; Health Statistics</b>	 <b>M5 – Human Capital, 7</b>
<b>GRI 404: Training and Education 2016</b>	404-1 Average hours of training per year per employee	<b>Training &amp; Development</b> An average of 41 hours of training provided per year per employee for employee training in 2021.	<b>We Create Value By...Putting People First: Human Capital, 112</b>   <b>M5 – Human Capital, 5</b>
	404-2 Programmes for upgrading employee skills and transition assistance programmes	<b>Employee Training &amp; Development</b> In 2021, there were 1,115 programmes for upgrading employee skills.	 <b>M5 – Human Capital, 6</b>
	404-3 Percentage of employees receiving regular performance and career development reviews	<b>Performance Review</b>	 <b>M5 – Human Capital, 6</b>
<b>GRI 405: Diversity and Equal Opportunity 2016</b>	405-1 Diversity of governance bodies and employees	<b>Employee Data &amp; Women in Management</b> In 2021, our total workforce comprised of 8,105 females with 31% of women represented at management level, 36% women on the Board.	 <b>M5 – Human Capital, 3 &amp; 5</b>
	405-2 Ratio of basic salary and remuneration of women to men	<b>Ratio of Basic Salary for Women to Men</b>	 <b>M5 – Human Capital, 5</b>
<b>GRI 407: Freedom of Association and Collective Bargaining 2016</b>	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	<b>Collective Bargaining</b> In 2021, 37% of our employees covered by unions.	<b>We Create Value By...Putting People First: Human Capital, 112</b>
<b>Material Topic: M6 – Community Development</b>			
<b>GRI 203: Indirect Economic Impacts 2016</b>	203-1 Infrastructure investments and services supported	<b>Community &amp; Nation-Building</b> We played active roles in GDRN to coordinate and mobilise humanitarian assistance due to natural disasters, i.e., floods and COVID-19. We also invested into building Malaysia's cultural heritage and arts.	<b>We Create Value By...Putting People First: Community Development, 116, 117, 118 &amp; 119</b>
	203-2 Significant indirect economic impacts	<b>Community &amp; Nation-Building</b> TM continue to strive in closing the education gap and develop future leaders, as well as empowering entrepreneurs.	<b>We Create Value By...Putting People First: Community Development, 114 to 115, 118</b>
<b>GRI 413: Local Communities 2016</b>	413-1 Operations with local community engagement, impact assessments, and development programmes	<b>Community Development</b> We focus on economic recovery and building resiliency via community/sustainable livelihood and welfare for marginalised communities, including women, the special needs community, senior citizens and the B40 group. We leveraged entrepreneurship programmes with digital business skills and knowledge, on top of our continuous support in humanitarian aid.	<b>We Create Value By...Putting People First: Community Development, 116 to 118</b>
<b>Material Topic: M7 - Governance</b>			
<b>GRI 205: Anti-corruption 2016</b>	205-1 Operations assessed for risks related to corruption	20 divisions completed corruption risk assessment in 2021.	<b>We Create Value By... Strengthening Our Integrity, 125</b>
	205-2 Communication and training about anti-corruption policies and procedures	<b>Training &amp; Communication</b> We have a total of 20,912 of employees who received training in anti-corruption briefing/policies and procedures.	<b>We Create Value By... Strengthening Our Integrity, 124</b>
	205-3 Confirmed incidents of corruption and actions taken	<b>Misconduct / Malpractice</b> TM recorded five (5) incidents of corruption and 93% incidents of misconduct/malpractice reports have been resolved	<b>We Create Value By... Strengthening Our Integrity, 125</b>



# Glossary

A	
<b>12MP</b>	Twelfth Malaysia Plan (2021-2025)
<b>5GDP</b>	5G Demonstration Project
<b>AAPG</b>	Audit and Assurance Practice Guide
<b>ABMS</b>	Anti-Bribery Management System
<b>ACG</b>	Anti-Corruption Guide
<b>ACCA</b>	Association of Chartered Certified Accountants
<b>AGM</b>	Annual General Meeting
<b>AI</b>	Artificial Intelligence
<b>ASR</b>	Automatic Speech Recognition
B	
<b>B2B</b>	Business to Business
<b>BAC</b>	Board Audit Committee
<b>BCM</b>	Business Continuity Management
<b>BCMS</b>	Business Continuity Management System
<b>BCP</b>	Business Continuity Plan
<b>BDA</b>	Big Data Analytics
<b>BEE</b>	Board Effectiveness Evaluation
<b>BIC</b>	Board Investment Committee
<b>Board</b>	Board of Directors
<b>BOC</b>	Business Operations Council
<b>BOOST</b>	Bandwidth Optimisation & Opportunity Spike Taskforce
<b>BPC</b>	Best Practice Committee
<b>BPG</b>	Business Policy and Governance
<b>BPO</b>	Business Process Outsourcing
<b>BPR</b>	Bantuan Prihatin Rakyat
<b>BRC</b>	Board Risk Committee
<b>BSS</b>	Business Support System
<b>BTC</b>	Board Tender Committee
<b>Bursa Securities</b>	Bursa Malaysia Securities Berhad
<b>BVDP</b>	Bumiputera Vendor Development Programme
C	
<b>CA 2016</b>	Companies Act, 2016
<b>CAE</b>	Cloud Alpha Edge
<b>CAN</b>	CEO Action Network
<b>CAGR</b>	Compound Annual Growth Rate
<b>CAPEX</b>	Capital Expenditure
<b>CBE</b>	Code of Conduct & Business Ethics
<b>CCO</b>	Chief Commercial Officer
<b>CCMT</b>	Corporate Crisis Management Team
<b>CDN</b>	Content Delivery Network
<b>CDTO</b>	Chief Digital Technology Officer
<b>CeIO</b>	Certified Integrity Officer
<b>CEO</b>	Chief Executive Officer
<b>CFE</b>	Certified Fraud Examiner
<b>CHCO</b>	Chief Human Capital Officer
<b>CIA</b>	Chief Internal Auditor
<b>CIGO</b>	Chief Integrity and Governance Officer
<b>CMA</b>	Communication and Multimedia Act 1998
<b>CMIIA</b>	Chartered Member of the Institute of Internal Auditors Malaysia
<b>CMO</b>	Chief Marketing Officer
<b>CMS</b>	Campaign Management System
<b>CNII</b>	Critical National Information Infrastructure
<b>CNO</b>	Chief Network Officer
<b>COBIT</b>	Control Objectives for Information and Related Technology
<b>CONVES</b>	Smart Fleet Monitoring System
<b>COO</b>	Chief Operating Officer
<b>COSO</b>	Committee of the Sponsoring Organisation of the Treadway Commission
<b>COVID-19</b>	Coronavirus Disease 2019
<b>CPA</b>	Certified Public Accountant
<b>CPE</b>	Customer Premise Equipment
<b>CPO</b>	Chief Procurement Officer
<b>CRO</b>	Chief Risk Officer
<b>CRT</b>	Crisis Response Team
<b>CSO</b>	Chief Strategy Officer
<b>CSP</b>	Cloud Service Provider
<b>CTAL-TA</b>	Certified Tester, Advanced Level Test, Analyst
<b>CTFL</b>	Certified Tester, Foundation Level
<b>CTTI</b>	Cycle Time to Install
<b>CVAS</b>	Centralised Vulnerability Assessment System
<b>CX</b>	Customer Experience
<b>CYDEC</b>	Cyber Defense Centre
D	
<b>DNB</b>	Digital Nasional Berhad
<b>DOA</b>	Declaration of Assets & Interests
<b>DOE</b>	Department of Environment
<b>DRP</b>	Disaster Recovery Plan
<b>DRS</b>	Dividend Reinvestment Scheme
<b>DSORMIC</b>	Directors' Statement on Risk Management and Internal Controls
<b>DSP</b>	Digital Service Providers
E	
<b>EBIT</b>	Earnings Before Interest and Tax
<b>EBITDA</b>	Earnings Before Interest, Tax, Depreciation and Amortisation
<b>ECRL</b>	East Coast Rail Link
<b>ED</b>	Executive Director
<b>EENT</b>	Enterprise Energy Management System
<b>EEO</b>	Energy Efficiency Optimisation
<b>EGM</b>	Extraordinary General Meeting
<b>EPF</b>	Employee Provident Fund
<b>ERM</b>	Enterprise Risk Management
<b>ERP</b>	Enterprise Resource Planning
<b>ESG</b>	Environmental, Social and Governance
<b>EVP</b>	Executive Vice President
<b>EWAR</b>	Early Warning, Alert & Response
<b>EY</b>	Ernst & Young PLT
F	
<b>FAQs</b>	Frequently Asked Questions
<b>FIRA</b>	Fast Internet for Rural Area
<b>FMC</b>	Fixed-Mobile Convergence
<b>FTR</b>	Fatality Rate
<b>FWA</b>	Fixed Wireless Access
G	
<b>GBA</b>	Group Business Assurance
<b>GCEO</b>	Group Chief Executive Officer
<b>GCFO</b>	Group Chief Financial Officer
<b>GDP</b>	Gross Domestic Product
<b>GDRN</b>	GLC Demi Rakyat dan Negara
<b>GHCM</b>	Group Human Capital Management
<b>GHG</b>	Greenhouse Gas
<b>GIA</b>	Group Internal Auditor
<b>GIG</b>	Group Integrity and Governance
<b>GIS</b>	Group Information Security
<b>GITD</b>	Group IT & Digital
<b>GITN</b>	Government Integrated Telecommunications Network
<b>GLC</b>	Government-linked Company
<b>GLIC</b>	Government-Linked Investment Companies
<b>GNT</b>	Group Network & Technology
<b>GRI</b>	Global Reporting Initiative
<b>GRM</b>	Group Risk Management
<b>GSC</b>	Group Strategic Communications

H	
<b>HSBB</b>	High-Speed Broadband
I	
<b>IAR</b>	Integrated Annual Report
<b>IBiII</b>	Integrated Bill Management System
<b>ICAEW</b>	Institute of Chartered Accountants in England and Wales
<b>ICT</b>	Information & Communications Technology
<b>IIRC</b>	International Integrated Reporting Council
<b>INTAN</b>	National Institute of Public Administration
<b>IoT</b>	Internet of Things
<b>IP</b>	Integrity Pledge
<b>IPCC</b>	Intergovernmental Panel on Climate Change
<b>IPDC</b>	Iskandar Puteri Data Centre
<b>IPPF</b>	International Professional Practices Framework
<b>IR4.0</b>	Industrial Revolution 4.0
<b>ISMS</b>	Information Security Management System
<b>ISO</b>	International Organisation for Standardisation
<b>ISP</b>	Internet Service Provider
J	
<b>JENDELA</b>	Jalanan Digital Negara
K	
<b>KPI</b>	Key Performance Indicator
<b>KRISTAL</b>	TM's Core Values
<b>KVDC</b>	Klang Valley Data Centre
L	
<b>L&amp;D</b>	Learning and Development
<b>LOBs</b>	Lines of Business
<b>LTE</b>	Long-Term Evolution
<b>LTI</b>	Lost Time Injury
<b>LTIFR</b>	Lost Time Injury Frequency
<b>LTIP</b>	Long-Term Incentive Plan
M	
<b>MACA</b>	Malaysian Anti-Corruption Academy
<b>MACC</b>	Malaysian Anti-Corruption Commission
<b>MACCA</b>	Malaysian Anti-Corruption Commission Act
<b>MAEPS</b>	Malaysia Agro Exposition Park
<b>MAPSNE</b>	Non-Executives Performance Management System
<b>Main LR</b>	Main Market Listing Requirements
<b>MC</b>	Management Committee
<b>MCCG</b>	Malaysian Code on Corporate Governance
<b>MCMC</b>	Malaysian Communications and Multimedia Commission
<b>MCO</b>	Movement Control Order
<b>MD</b>	Managing Director
<b>MFRS</b>	Malaysian Financial Reporting Standards
<b>ML</b>	Machine Learning
<b>MMU</b>	Multimedia University
<b>MNOs</b>	Mobile Network Operators
<b>MOE</b>	Ministry of Education
<b>MOF</b>	Minister of Finance
<b>MOF INC.</b>	Minister of Finance (Incorporated)
<b>MPC</b>	Malaysia Productivity Corporation
<b>MRT</b>	Mass Rapid Transit
<b>MSME</b>	Micro Small Medium Enterprise
<b>MyDIGITAL</b>	Malaysia Digital Economy Blueprint
<b>M100</b>	Malaysia's 100
N	
<b>NADMA</b>	Nasional Disaster Management Agency
<b>NEA</b>	National Energy Awards
<b>NEC</b>	Non-executive Chairman
<b>NECS</b>	Now Everyone Can Sell
<b>NED</b>	Non-executive Director
<b>NFV</b>	Network Function Virtualisation
<b>NGOs</b>	Non-Government Organisations
<b>NIOSH</b>	National Institute for Occupational Safety and Health
<b>NNOC</b>	National Network Operations Centre
<b>NPS</b>	Net Promoter Score
<b>NRC</b>	Nomination and Remuneration Committee
<b>NSC</b>	National Security Council
<b>NUTE</b>	Kesatuan Kebangsaan Pekerja-Pekerja Telekomunikasi Semenanjung Malaysia

O	
<b>OSH</b>	Occupational Safety & Health
<b>OSHE</b>	Occupational Safety, Health and Environment
<b>OTT</b>	Over-The-Top
P	
<b>PATAMI</b>	Profit After Tax and Minority Interests
<b>PCC</b>	Procurement Compliance Committee
<b>PENJANA</b>	Pelan Jana Semula Ekonomi Negara
<b>PoPs</b>	Point-of-Presences
<b>PPDBP</b>	Bangsar/Pudu District Education Office
<b>PS</b>	Performance Share
R	
<b>R&amp;D</b>	Research & Development
<b>R2R</b>	Recording to Reporting
<b>ROD</b>	Record of Depositors
<b>RPA</b>	Robotic Process Automation
<b>RPT</b>	Related Party Transactions
<b>RRPTs</b>	Recurrent Related Party Transactions
<b>RTW</b>	Return to Work
S	
<b>SC</b>	Securities Commission
<b>SDGs</b>	Sustainable Development Goals
<b>SDN</b>	Software-Defined Networking
<b>SICDA</b>	Securities Industry (Central Depositories) Act 1991
<b>SIRIM</b>	Standards and Industrial Research Institute of Malaysia
<b>SME</b>	Small Medium Enterprise
<b>SOP</b>	Standard Operating Procedure
<b>SORMIC</b>	Statement on Risk Management and Internal Control
<b>SRF</b>	Subsidiaries' Board Remuneration Framework
<b>SUTE</b>	Kesatuan Pekerja-Pekerja Telekom Malaysia Berhad Sabah
T	
<b>TCFD</b>	Task Force on Climate-Related Financial Disclosures
<b>TechCom</b>	Technology Committee
<b>TM R&amp;D</b>	TM Research and Development
<b>TM SMG</b>	TM Sponsorship Management Guideline
<b>TMCC</b>	TM Convention Centre
<b>TMNC3</b>	TM National Command Control Centre
<b>TNB</b>	Tenaga Nasional Berhad
<b>ToR</b>	Terms of Reference
<b>TVET</b>	Technical and Vocational Education and Training
U	
<b>UN SDGs</b>	United Nation's Sustainable Development Goals
<b>UPM</b>	Universiti Putra Malaysia
<b>USA</b>	United States of America
<b>UTES</b>	Kesatuan Pekerja Telekom Malaysia Berhad Sarawak
V	
<b>VP</b>	Vice President
W	
<b>WEBE</b>	Webe Digital Sdn Bhd
<b>WFH</b>	work-from-home
Y	
<b>YoY</b>	Year-on-Year
<b>YTM</b>	Yayasan TM

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Thirty-seventh Annual General Meeting (37<sup>th</sup> AGM) of Telekom Malaysia Berhad (“TM” or “the Company”) will be conducted on a virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting (RPEV) facilities available at <https://meeting.boardroomlimited.my> with the Broadcast Venue at Kristal Hall, TM Convention Centre (TMCC), Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Wednesday, 25 May 2022 at 10:00 a.m. to transact the following businesses, with or without modifications:

- 1.0 To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.

*Please refer to Explanatory Note A*

- 2.0 To re-elect the following Directors, who retire pursuant to Clause 106(2) of the Company’s Constitution and being eligible, offer themselves for re-election:

- |                                    |                                |
|------------------------------------|--------------------------------|
| (i) Tan Sri Mohammed Azlan Hashim  | <b>(Ordinary Resolution 1)</b> |
| (ii) Rossana Annizah Ahmad Rashid  | <b>(Ordinary Resolution 2)</b> |
| (iii) Muhammad Afhzal Abdul Rahman | <b>(Ordinary Resolution 3)</b> |

*Please refer to Explanatory Note B*

- 3.0 To re-elect the following Directors, who retire by rotation pursuant to Clause 112 of the Company’s Constitution and being eligible, offer themselves for re-election:

- |  |                                |
|--|--------------------------------|
| (i) Dato’ Mohamed Nasri Sallehuddin      | <b>(Ordinary Resolution 4)</b> |
| (ii) YM Tunku Afwida Tunku Dato’ A.Malek | <b>(Ordinary Resolution 5)</b> |
| (iii) Balasingham A. Namasiwayam         | <b>(Ordinary Resolution 6)</b> |

*Please refer to Explanatory Note C*

- 4.0 To approve the payment of the following Directors’ fees with effect from the 37<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) Up to RM15,000 per month and RM10,000 per month for NEC and NEDs respectively, of TM subsidiaries.   |  |

*Please refer to Explanatory Note D*

**(Ordinary Resolution 7)**

- 5.0 To approve the payment of benefits payable to NEC and NEDs of the Company up to an amount of RM2,350,000 from the 37<sup>th</sup> AGM until the next AGM of the Company.

*Please refer to Explanatory Note E*

**(Ordinary Resolution 8)**

- 6.0 To re-appoint Ernst & Young PLT (EY), having consented to act as Auditors of the Company, for the financial year ending 31 December 2022 and to authorise the Board of Directors to determine their remuneration.

*Please refer to Explanatory Note F*

**(Ordinary Resolution 9)**

7.0 To consider and if thought fit, to pass the following resolutions:

7.1 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)

**THAT** pursuant to the DRS approved at the Extraordinary General Meeting (EGM) 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 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, deem fit and in the best interest of the Company.

*Please refer to Explanatory Note G*

**(Ordinary Resolution 10)**

7.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate) with Axiata Group Berhad and its Subsidiaries (Axiata Group)

**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 RRPT of a revenue or trading nature with Axiata Group as set out in Appendix I of the Company's Circular to Shareholders dated 25 April 2022 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(2) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of the CA 2016); or
- (iii) revoked 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 with Axiata Group.

*Please refer to Explanatory Note H*

**(Ordinary Resolution 11)**

7.3 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate) with Tenaga Nasional Berhad and its Subsidiaries (TNB Group)

**THAT** in accordance with Paragraph 10.09 of the Main LR of Bursa Securities, approval be and is hereby given for the Company and/or its subsidiaries to enter into RRPT of a revenue or trading nature with TNB Group as set out in Appendix I of the Company's Circular to Shareholders dated 25 April 2022 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(2) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of the CA 2016); or
- (iii) revoked 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 with TNB Group.

*Please refer to Explanatory Note H*

**(Ordinary Resolution 12)**

7.4 Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature (Proposed Additional Shareholders' Mandate) with Petroliam Nasional Berhad and its Subsidiaries (Petronas Group)

**THAT** in accordance with Paragraph 10.09 of the Main LR of Bursa Securities, approval be and is hereby given for the Company and/or its subsidiaries to enter into RRPT of a revenue or trading nature with Petronas Group as set out in Appendix II of the Company's Circular to Shareholders dated 25 April 2022 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(2) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of the CA 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier;

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

*Please refer to Explanatory Note H*

**(Ordinary Resolution 13)**

7.5 Proposed Amendments to the Constitution of the Company (Proposed Amendments).

**THAT** approval be and is hereby given for the amendments to the following Clauses of the Constitution of the Company as stated below:

Clause No.	Existing Clause	Proposed Amendments
Clause 104(a)	The Directors, shall not be less than 5 nor more than 15, a majority of which shall be independent directors.	The Directors, shall not be less than 5 nor more than 15.
Clause 124	A resolution in writing signed by a majority of the Directors or their Alternates, majority of which are independent, taking the form of one or more documents in writing or by other written electronic communication shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors.	A resolution in writing signed by a majority of the Directors or their Alternates, taking the form of one or more documents in writing or by other written electronic communication shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors.



**AND THAT** the Board of Directors of the Company be and is hereby authorised to do all acts necessary to give effect to the Proposed Amendments, with full powers assenting to any modifications, variations and/or amendments as may be required by any relevant authorities.

*Please refer to Explanatory Note I*

**(Special Resolution 1)**

8.0 To transact any other business for which due notice has been given in accordance with Section 340(1) of the CA 2016 and the Company's Constitution.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 37<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Clause 80(3)(a) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA) to issue a General Meeting Record of Depositors (ROD) as at 18 May 2022. Only a depositor whose name appears on the ROD as at 18 May 2022 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

#### By Order of the Board

**Hamizah Abidin** (LS 0007096) (Practicing Certificate 201908001071)

**Mohammad Yazmi Mat Raschid** (MAICSA 7028878) (Practicing Certificate 202008001905)

Secretaries

Kuala Lumpur

25 April 2022

#### NOTES:

##### 1.0 Registration for Remote Participation and Electronic Voting (RPEV) Facilities

- 1.1 The 37<sup>th</sup> AGM will be conducted on a virtual basis through live streaming. Members can attend, participate and vote remotely online using the RPEV facilities provided by Boardroom Share Registrars Sdn Bhd which will be made available at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide of the 37<sup>th</sup> AGM in order to register and participate remotely via the RPEV facilities.
- 1.2 The Broadcast venue of the 37<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the CA 2016 which requires the Chairman of the 37<sup>th</sup> AGM to be present at the main venue of the general meeting and to facilitate the conduct of the virtual meeting.
- 1.3 Members, proxies or corporate representatives are not allowed to be physically present at the Broadcast Venue. Only essential individuals and authorised personnel as determined by the Company shall be allowed entry into the Broadcast Venue.

##### 2.0 Submission of questions before the 37<sup>th</sup> AGM

- 2.1 Members may login via <https://investor.boardroomlimited.com> to pose and submit questions electronically in relation to the agenda items for the 37<sup>th</sup> AGM prior to the meeting and no later than 9.00 a.m. on Tuesday, 24 May 2022. The responses to these questions will be shared at the 37<sup>th</sup> AGM.

##### 3.0 Proxy and/or Authorised Representative

- 3.1 A Member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A member may appoint any person to be his/her proxy without restriction to the proxy's qualification.
- 3.2 A Member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 3.3 Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy are specified.

- 3.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement "signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation has been received". If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement "signed under a Power of Attorney which is still in force, and no notice of revocation has been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.
- 3.5 A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Clause 100 of the Company's Constitution.
- 3.6 The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 3.4 above, if any, must be deposited or submitted in the following manner not less than 24 hours before the time appointed for the taking the poll or no later than 12:00 noon on 24 May 2022. Any alteration to the instrument appointing the proxy must be initialled:
- (i) in hard copy:  
By hand or post to the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.  
or;
  - (ii) by electronic means:  
By electronic submission via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide of the 37<sup>th</sup> AGM for further information on the electronic submission.

## Explanatory Notes:

### 1.0 Explanatory Note A

The Audited Financial Statements are laid before the shareholders, pursuant to the provisions of Sections 266(1)(a) and 340(1)(a) of the CA 2016, for discussion only and will not be put forward for voting.

### 2.0 Explanatory Notes B and C

Clause 106(2) of the Company's Constitution provides that any Director appointed shall hold office only until the next AGM and shall then be eligible for re-election. Tan Sri Mohammed Azlan Hashim, Rossana Annizah Ahmad Rashid and Muhammad Afhzal Abdul Rahman who were appointed since the last AGM are standing for re-election as Directors and they have consented to be re-elected as Directors of the Company.

Clause 112 further provides that all Directors shall retire from office once at least every three (3) years, but shall be eligible for re-election. At every AGM of the Company, one third of the Directors of the Company for the time being or if not a multiple of three (3), nearest to one third, shall retire by rotation. Clause 113 also stipulates that the Directors to retire, shall be the one that has been longest in office since his/her last re-election. At this AGM, three (3) out of eight (8) eligible Directors are to retire in accordance with Clause 112. Dato' Mohamed Nasri Sallehuddin, YM Tunku Afwida Tunku Dato' A. Malek and Balasingham A. Namasiwayam being the longest in office since their last retirement are standing for re-election as Directors and have consented to be re-elected as Directors of the Company.

The NRC and the Board have conducted an assessment on the Directors via the 2021 Board Effectiveness Evaluation (BEE) as well as the independence of the Independent Directors who are seeking re-election at this 37<sup>th</sup> AGM, inclusive of their skills, experience, character, integrity, competency, commitment and contribution. NRC and the Board, save for the abovenamed Directors, are satisfied that the Directors fulfilled the independence criteria as required by the Main LR which is also provided in the Board Charter. The profiles of Directors seeking re-elections are set out in the Profile of Directors' section on pages 154 to 164 inclusive of the Integrated Annual Report (IAR) 2021.

### 3.0 Explanatory Notes D and E

Section 230(1) of CA 2016 provides amongst others, that fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees and benefits payable to NEC and NEDs, in two (2) separate resolutions as follows:

- (i) Ordinary Resolution 7 on the payment of Directors' fees for the Company and TM Subsidiaries as determined by the Board from the date of the 37<sup>th</sup> AGM until the next AGM. Pursuant to the revised Subsidiary Tiering Framework (STF) and Subsidiary Board Representation Framework (SBRF) approved by the Board in January 2022, the list of TM subsidiaries as well TM Board's representation in the subsidiaries have been reviewed.

The Board is recommending the same Directors' fees for the Company and other TM Subsidiaries as approved at the 33<sup>rd</sup> AGM of the Company held on 26 April 2018, for shareholders' approval. There is no revision to the amount proposed since then.

- (ii) Ordinary Resolution 8 on the payment of benefits payable to the NEC and NEDs from the 37<sup>th</sup> AGM until the next AGM.

In determining the estimated amount of benefits payable for the NEC and NEDs, various factors, including the number of scheduled meetings for the Board, Board Committees and boards of subsidiaries as well as the number of NEDs involved in these meetings were considered. The Board is recommending an estimated total amount of RM2,350,000 as per the previous AGM.

The benefits payable applicable to NEC and NEDs comprise meeting fees, emoluments and claimable benefits are as stipulated below:

- (a) Meeting fee structure for Board and Board Committees:

	TM Board (RM)	Board Audit Committee (RM)	Nomination & Remuneration Committee (RM)	Board Tender Committee (RM)	Board Risk Committee (RM)
Chairman	5,000	4,750	2,500	3,250	2,500
NED	3,000	2,500	2,000	2,500	2,000

- (b) Pursuant to the Subsidiaries' Remuneration Framework (SRF), NEC and NEDs appointed on the boards of TM subsidiaries are entitled to the following meeting fees:

Category of TM Subsidiaries	NEC	NED	Committee Fee	
	Meeting Fee (RM)	Meeting Fee (RM)	Chairman Meeting Fee (RM)	Member Meeting Fee (RM)
Tier 1	1,500	1,000	500	300
Tier 2	1,500	1,000	Nil	Nil

- (c) Customary benefits such as claimable benefits on annual overseas business development trips, leave passage, business equipment, telecommunication bills, insurance and medical coverage.

Subject to the shareholders' approvals of Ordinary Resolutions 7 and 8, the payment of fees and benefits for the period commencing from the 37<sup>th</sup> AGM until next AGM will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred. The Board opined that the payments to the NEC and NEDs are just and equitable taking into account their roles and responsibilities towards the Group and the services that they have rendered to the Company and its subsidiaries.

NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the 37<sup>th</sup> AGM.

#### 4.0 Explanatory Note F

The Board Audit Committee (BAC) had deliberated on the annual assessment of the external auditors, Ernst & Young PLT (EY) which include the following key areas:

- i) Quality of services and sufficiency of resources;
- ii) Communication and interaction with external auditor; and
- iii) Independence, objectivity and professionalism.

BAC was satisfied in its review that the provision of non-audit services by EY to the Company for the FY 2021 did not in any way impair their objectivity and independence as external auditors of TM, and based on the assessment, recommended the reappointment of EY as external auditors of the Company for the FY 2022. The Board at its Meeting on 25 February 2022 approved BAC's recommendation for shareholders' approval to be sought at the 37<sup>th</sup> AGM in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.

#### 5.0 Explanatory Note G

Ordinary Resolution 10 is for the proposed renewal of the authority for 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.

**6.0 Explanatory Note H**

Ordinary Resolutions 11, 12 and 13, if passed, will authorise the Company and/or its subsidiaries to enter into RRPT with related parties i.e. Axiata Group, TNB Group and Petronas Group in the ordinary course of business which are necessary for the Group's day-to-day operations and are on normal commercial terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at a general meeting.

The Interested Directors as indicated in Section 6 of the Circular to Shareholders dated 25 April 2022 and their Persons Connected will abstain from voting on Ordinary Resolutions 11, 12 and 13.

**7.0 Explanatory Note I**

The Special Resolution 1 in relation to the amendment to Clauses 104(a) and 124 will provide flexibility and contribute to the Board's administrative efficiency. The proposed revised Clause 104(a) will provide flexibility for the Board to appoint a new independent director within three (3) months per paragraph 15.02(3) of the Main LR, should its number fall below majority. This enable the Board sufficient time to thoroughly assess and consider suitable independent candidate.

The amendment to Clause 124 allows the passing of Directors' Circular Resolutions upon procuring majority approvals from existing Directors considering that all directors have the same roles and responsibilities towards the Company, irrespective of their status.

The Proposed Amendments, if passed, would be effective from the date of the 37<sup>th</sup> AGM.

# Statement Accompanying Notice of the 37<sup>th</sup> AGM

pursuant to Paragraph 8.72(2) and Appendix 8A of the Main LR of Bursa Securities

## 1.0 Re-election of Directors pursuant to the Company's Constitution

- 1.1 The profiles of the following Directors who are retiring pursuant to Clause 106(2) of the Company's Constitution as per Ordinary Resolutions 1 to 3 are stated on pages 154, 164 and 158 of the Integrated Annual Report (IAR) 2021, respectively:
  - (i) Tan Sri Mohammed Azlan Hashim (Ordinary Resolution 1)
  - (ii) Rossana Annizah Ahmad Rashid (Ordinary Resolution 2)
  - (iii) Muhammad Afhzal Abdul Rahman (Ordinary Resolution 3)
  
- 1.2 The profiles of the following Directors who are retiring pursuant to Clause 112 of the Company's Constitution as per Ordinary Resolutions 4 to 6 are on pages 157, 159 and 160 of the IAR 2021:
  - (i) Dato' Mohamed Nasri Sallehuddin (Ordinary Resolution 4)
  - (ii) YM Tunku Afwida Tunku Dato' A.Malek (Ordinary Resolution 5)
  - (iii) Balasingham A. Namasiwayam (Ordinary Resolution 6)
  
- 1.3 None of the above Directors has any interest in the securities of the Company, save for Balasingham A. Namasiwayam whose interests in shares are disclosed on page 25 of the Financial Statements.
  
- 1.4 None of the abovenamed Directors has any family relationship with any Director and/or major shareholder of the Company. Dato' Mohamed Nasri Sallehuddin and Muhammad Afhzal Abdul Rahman are employees and nominee directors of TM's major shareholders, Khazanah Nasional Berhad and Employees Provident Fund respectively.
  
- 1.5 The three (3) independent directors, Rossana Annizah Ahmad Rashid, YM Tunku Afwida Tunku Dato' A.Malek and Balasingham A. Namasiwayam satisfy the criteria of independent directors as defined under Paragraph 1.01 of Bursa Securities' Main LR, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of the major shareholders.



# Administrative Guide for the 37<sup>th</sup> AGM

## VIRTUAL AGM MEETING

Although we are preparing to transition into the endemic phase of COVID-19, preventive and precautionary measures should still be implemented. Pursuant to the Government's official guidance on social distancing and the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers by the Securities Commission (SC), the Board of TM has decided that the 37<sup>th</sup> AGM of the Company shall be held on a virtual basis and entirely via Remote Participation and Electronic Voting (RPEV) facilities, as stipulated below:

**DATE:** Wednesday, 25 May 2022 **TIME:** 10:00 a.m.

**BROADCAST VENUE:** Kristal Hall, TM Convention Centre (TMCC), Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia

**MEETING MODE & PLATFORM:** Virtual basis through live streaming and online remote voting via meeting platform <https://meeting.boardroomlimited.my>

**MODE OF COMMUNICATION :**

- 1) Type text in the meeting platform. The Messaging window facility will be opened concurrently with the Virtual Meeting Portal, i.e. one (1) hour before the AGM, which is from 9:00 a.m on Wednesday, 25 May 2022.

- 2) Shareholders may submit their questions in advance on AGM resolutions prior to commencement of the 37<sup>th</sup> AGM via the following modes:

Login to Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in **Step 2**, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions"). The questions may be submitted commencing from 25 April 2022 until 24 May 2022.

The main and only venue of the virtual Meeting as indicated above is strictly to serve as the Broadcast Venue where the Chairman of the Meeting is physically present and no shareholders/proxies/corporate representatives shall be physically present at the broadcast venue.

The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 which provides that the main venue of the AGM shall be in Malaysia and the Chairman must be present at the main venue of the AGM.

With the RPEV facilities, you may exercise your right as a shareholder of the Company to participate and pose questions to the Board/Management of the Company, and vote during the 37<sup>th</sup> AGM from your home, office or any place at your convenience, safely and securely.

### Remote Participation and Electronic Voting (RPEV)

- Please note that the RPEV is available to (i) Individual Member; (ii) Corporate Shareholder; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.
- By participating the Meeting online, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the meeting is in progress.
- Kindly follow the following steps on how to request for login ID and password.

## STEP 1

### Register Online with Boardroom Smart Investor Portal (for first time registration only)

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]*

- a. Access website <https://investor.boardroomlimited.com>
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKad (front and back) or Passport in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

## STEP 2

### Individual Members

#### Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on 25 April 2022.]

- Login to <https://investor.boardroomlimited.com> using your user id and password above.
- Select "**TM 37<sup>th</sup> Virtual AGM**" from the list of Corporate Meetings and click "**Enter**".
- Click on "**Register for RPEV**".
- Read and accept the General Terms & Conditions and click "**Next**".
- Enter your CDS Account Number and thereafter submit your request.

#### Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport in JPEG, PNG or PDF format as well as his/her email address.
  - a. You will receive a notification from Boardroom that your request has been received and is being verified.
  - b. Upon system verification against the AGM's Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
  - c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
  - d. Please note that the closing time to submit your request is not later than **10:00 a.m on 24 May 2022**.

## STEP 3

### Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- a. The Virtual Meeting portal will be opened for login starting an hour (1 hour) before the commencement of AGM at **9:00 a.m. on 25 May 2022**.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2(c) above).
- c. The steps will also guide you on how to view live webcast, ask questions and vote.
- d. The live webcast will end and the Messaging window will be disabled the moment when the Chairman announces the closure of the AGM.
- e. You can now logout from Virtual Meeting Portal.

**\* FOR THE BEST LIVE STREAMING EXPERIENCE, IT IS ADVISABLE TO KEEP YOUR VIDEO RESOLUTION AT 240P.**

### Entitlement to Participate and Vote

- Only a member or depositor whose name appears in the Register of Members/Record of Depositors (ROD) as at 18 May 2022 shall be entitled to attend the 37<sup>th</sup> AGM or appoint proxies to attend on his/her behalf.

### Form(s) of Proxy

- Shareholders are encouraged to go online, participate and vote at the 37<sup>th</sup> AGM using the RPEV facilities. If you are unable to attend the online AGM virtually, you can appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the proxy form(s).
- Please take note that you must complete the proxy form for the AGM should you wish to appoint a proxy(ies).
- You may download the proxy form(s) from our website at <https://www.tm.com.my/annualreport2021/downloads>
- Please ensure that the original proxy form is deposited at the Share Registrar's office not less than 24 hours before the time appointed for holding taking the poll or no later than 12:00 noon on 24 May 2022 at the following address:

#### Boardroom Share Registrars Sdn Bhd

11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia  
Office : +60 3 7890 4700  
Fax : +60 3 7890 4670

- Alternatively, you may deposit your proxy form(s) by electronic means via Boardroom Smart Investor Online Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to log in and submit your proxy form, not later than 24 hours before the time appointed for taking the poll or no later than 12:00 noon on 24 May 2022. For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below:

## STEP 1

### Register Online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]

- a. Access website <https://investor.boardroomlimited.com>
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKad (front and back) or Passport in JPEG or PNG format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

## STEP 2




### e-Proxy Lodgement

- a. Login to <https://investor.boardroomlimited.com> using your user id and password above.
  - b. Select "**TM 37<sup>th</sup> Virtual AGM**" from the list of Corporate Meetings and click "**Enter**".
  - c. Click on "**Submit eProxy Form**".
  - e. Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of our proxy(ies).
  - f. Indicate your voting instructions – **FOR** or **AGAINST** or **ABSTAIN**. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate **DISCRETIONARY**.
  - g. Review and confirm your proxy appointment.
  - h. Click "**Apply**".
  - i. Download or print the e-Proxy form as acknowledgement.
- If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with the proxy appointed by you.

### Revocation of Proxy

If you have submitted your proxy form prior to the AGM and subsequently decide to appoint another person or wish to participate in the virtual AGM by yourself, please write to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) at least 24 hours before the AGM. On revocation, your proxy(ies) will not be allowed to participate in the virtual AGM. In such event, kindly advise your proxy(ies) accordingly.

### Voting Procedure

- The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements (Main LR). The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Sky Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
- During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
- For the purpose of this AGM, e-Voting will be carried out using the following voting devices:
  -  Personal smart mobile phones;
  -  Tablets; or
  -  Laptops.
- There are 2 methods for members and proxies who wish to use their personal voting device to vote as follows:
  - a. Launch LUMI AGM by scanning the QR Code given to you along with your remote participation User ID and Password; or
  - b. Access to LUMI AGM via URL: <https://meeting.boardroomlimited.my>
- The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
- The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Scrutineers will announce the results, and the Chairman will declare whether the resolutions put to vote are successfully carried or otherwise.

### Participation Through Live Webcast and Questions

- TM welcomes participation and questions from shareholders on the AGM Resolutions at the 37<sup>th</sup> AGM. The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions tabled at the AGM, as well as financial performance/prospect of the Company. In the event some of the replies cannot be provided during the meeting, the relevant responses will be provided in the Investor Relations' section in TM website.
- Shareholders may submit their questions in advance on AGM resolutions prior to commencement of the 37<sup>th</sup> AGM via the following modes:
  - a. Submit to Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in **Step 2** above, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions"). The questions may be submitted commencing from 25 April 2022 and not later than 9.00 a.m. on 24 May 2022.
- Shareholders may also pose questions during the live streaming of the 37<sup>th</sup> AGM via <https://meeting.boardroomlimited.my>

### How to Access the Annual Report & Related AGM Documents

- Shareholders may request for a printed copy of TM Annual Report for Financial Year Ended 31 December 2021, through our Share Registrar's Smart Investor Portal at <https://investor.boardroomlimited.com>. Select "Request for Annual Report" under the "Investor Services" menu.
- Alternatively, you may also make your request to our Share Registrar via e-mail: [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or contact us at +603-7890 4700.
- Please note that the delivery of the document may be curtailed or delayed due to the increased demand for courier services.

### Integrated Annual Report 2021

- As part of our dedicated commitment to Environmental, Social and Governance (ESG), the Integrated Annual Report 2021 can be downloaded from our website at <https://www.tm.com.my/annualreport2021/downloads> and also at Bursa Malaysia website.

### Gift Policy

- There will be NO DISTRIBUTION of door gifts for members/proxies who join or participate at this virtual AGM.

### Enquiry

- For enquiries on voting procedure and e-polling, please refer to Boardroom Share Registrars Sdn Bhd:

Contact persons	Telephone No.
1. Puan Rozleen Monzali	+603-7890 4739
2. Encik Ibnu Suffian Mas'on	+603-7890 4743

Help desk: +603-7890 4700  
Email: [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

- For enquiries on the administrative guide of this meeting, please contact the Group Company Secretarial Division's representatives, during office hours (Monday - Friday from 8:30 a.m. to 5:30 p.m.):

Contact persons	Telephone No.
1. Puan Noorsham Abdul Rahman	+603-2240 1225
2. Puan Khatijah Mohd Noor	+603-2240 1223
3. Puan Sitinor Athirah Azli	+603-2240 1220

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# Proxy Form



**"A"**

I/We \_\_\_\_\_  
(Full Name as per NRIC/Passport No./Certificate of Incorporation in capital letters)

Company No. /NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

being a member of **TELEKOM MALAYSIA BERHAD** 198401016183 (128740-P) (the Company) hereby appoint \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

or failing him/her \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

or failing him/her, the Chairman of the Meeting, as my/our **first** proxy to vote for me/us on my/our behalf at the Thirty-seventh (37<sup>th</sup>) Annual General Meeting (AGM) of the Company to be held virtually via the meeting platform <https://meeting.boardroomlimited.my> from the Broadcast Venue at Kristal Hall, TM Convention Centre (TMCC), Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Wednesday, 25 May 2022 at 10:00 a.m. and at any adjournment thereof.

**"B"** If you wish to appoint a second proxy, please complete this section.

I/We \_\_\_\_\_  
(Full Name as per NRIC/Passport No./Certificate of Incorporation in capital letters)

Company No./NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

being a member of **TELEKOM MALAYSIA BERHAD** 198401016183 (128740-P) (the Company) hereby appoint \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

or failing him/her \_\_\_\_\_  
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. \_\_\_\_\_  
of \_\_\_\_\_  
(Full Address)

or failing him/her, the Chairman of the Meeting, as my/our **second** proxy to vote for me/us on my/our behalf at the 37<sup>th</sup> AGM of the Company to be held virtually via the meeting platform <https://meeting.boardroomlimited.my> from the Broadcast Venue at Kristal Hall, TMCC, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Wednesday, 25 May 2022 at 10:00 a.m. and at any adjournment thereof.

For appointment of two (2) proxies, percentage of shareholdings to be represented by the respective proxies must be indicated below:			
	Percentage (%)	Email Address	Telephone No.
Proxy "A"			
Proxy "B"			
Total	100%		

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

No.	Resolutions		Proxy "A"		Proxy "B"	
			For	Against	For	Against
<b>Ordinary Resolution</b>						
1.	Re-election of Tan Sri Mohammed Azlan Hashim pursuant to Clause 106(2)	- Resolution 1				
2.	Re-election of Rossana Annizah Ahmad Rashid pursuant to Clause 106(2)	- Resolution 2				
3.	Re-election of Muhammad Afhzal Abdul Rahman pursuant to Clause 106(2)	- Resolution 3				
4.	Re-election of Dato' Mohamed Nasri Sallehuddin pursuant to Clause 112	- Resolution 4				
5.	Re-election of YM Tunku Afwida Tunku Dato' A.Malek pursuant to Clause 112	- Resolution 5				
6.	Re-election of Balasingham A. Namasiwayam pursuant to Clause 112	- Resolution 6				
7.	Payment of Directors' fees	- Resolution 7				
8.	Payment of Benefits Payable to Non-Executive Chairman and Non-Executive Directors	- Resolution 8				
9.	Re-appointment of Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2022 and authorisation to the Board of Directors to determine their remuneration.	- Resolution 9				
<b>Special Business</b>						
10.	Renewal of Authority for Directors to Allot and Issue New Ordinary Shares in relation to the Dividend Reinvestment Scheme	- Resolution 10				
11.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions with Axiata Group Berhad and its Subsidiaries	- Resolution 11				
12.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions with Tenaga Nasional Berhad and its Subsidiaries	- Resolution 12				
13.	Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions with Petroliaam Nasional Berhad and its Subsidiaries	- Resolution 13				
14.	Proposed Amendments to the Constitution of the Company	- Special Resolution 1				

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

No. of Ordinary Shares held	
CDS Account No. of the Authorised Nominee*	
Telephone No.	

\* Applicable to shares held under nominee account only

\_\_\_\_\_  
Signature(s)/Common Seal of Member(s)

## NOTES:

### Proxy and/or Authorised Representatives

- A Member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A member may appoint any person to be his/her proxy without verification to the proxy's qualification.
- A Member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of Securities Industry (Central Depositories) Act 1991 (SICDA), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy are specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation has been received". If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under a Power of Attorney which is still in force, and no notice of revocation has been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.

- A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Clause 100 of the Company's Constitution.

- The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn Bhd Registration No 199601006647 (378993-D) located at 11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 12 noon on 24 May 2022**. The Share Registrar will also provide a box at the ground floor of its office building for drop-in of proxy forms.

### Members entitled to Attend

- For the purpose of determining a Member who shall be entitled to attend the 37<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 80(3)(a) of the Company's Constitution and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors (ROD) as at 18 May 2022. Only a depositor whose name appears on the Register of Members/ROD as at 18 May 2022 shall be entitled to attend, speak and vote at the said meeting or appoint proxy/proxies to attend, speak and/or vote on his/her behalf.

### Personal Data Privacy

- By submitting the duly executed proxy form, the Member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2020, for the purpose of the AGM, and any adjournment thereof.

### Voting

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 37<sup>th</sup> AGM will be put to vote on a poll.

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AFFIX STAMP

**The Share Registrar**

Boardroom Share Registrars Sdn Bhd  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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