



Building Relationships Creating Value

Annual General Meeting Booklet 2019

DEAR SHAREHOLDERS,

In line with the ongoing corporate responsibility efforts of TNB in promoting sustainable practices, we will be discontinuing the practice of mailing printed copies of the Company's abridged Annual Report with CD-ROM from this year onwards, as announced at TNB 29th Annual General Meeting duly held on 14 May 2019.

Please find the documents enclosed in this leaflet:

1. Notice of 30th Annual General Meeting
2. Administrative Details of the 30th Annual General Meeting
3. Requisition Form
4. Proxy Form

Notice of the 30th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting (30th AGM) of Tenaga Nasional Berhad ("TNB" or "the Company") will be held on **Tuesday, 30 June 2020 at 10.00 a.m.** at Dewan Serbaguna, Kompleks Sukan TNB, Jalan Pantai Baru, 59200 Kuala Lumpur, Malaysia to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the Financial Year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note (a)

2. To re-elect the following Directors who retire by rotation in accordance with Clause 64(1) of the Company's Constitution and being eligible offer themselves for re-election:

(i) Amran Hafiz bin Affifudin

(ii) Noraini binti Che Dan

Ordinary Resolution 1

Ordinary Resolution 2

Gee Siew Yoong, who holds office until the conclusion of the 30th AGM, has expressed her intention of not to seek for re-election and shall retain office until the conclusion of the 30th AGM.

Please refer to Explanatory Note (b)

3. To re-elect Dato' Cheok Lay Leng who was appointed to the Board and retires in accordance with Clause 63(2) of the Company's Constitution and being eligible offer himself for re-election.

Please refer to Explanatory Note (b)

Ordinary Resolution 3

4. To approve the payment of the following Non-Executive Directors' fees from the 30th AGM until the next Annual General Meeting (AGM) of the Company:

- (i) Director's fee of RM30,000.00 per month for the Non-Executive Chairman
- (ii) Director's fee of RM20,000.00 per month for each Non-Executive Director
- (iii) Director's fee of RM7,000.00 and RM5,000.00 per month for TNB Subsidiaries Category I and II respectively to Non-Executive Chairman.

Please refer to Explanatory Note (c)

Ordinary Resolution 4

5. To approve the payment of benefits payable to the Non-Executive Directors (excluding Non-Executive Directors' fees) amounting to RM1,885,100.00 from the 30th AGM until the next AGM of the Company.

Please refer to Explanatory Note (c)

Ordinary Resolution 5

6. To re-appoint Messrs PricewaterhouseCoopers PLT, having consented to act, as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Note (d)

Ordinary Resolution 6

AS SPECIAL BUSINESS:

7. Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan.

"THAT the Board (save for Datuk Seri Amir Hamzah bin Azizan) be and is hereby authorised at any time and from time to time, to cause or procure the offering and the allocation to Datuk Seri Amir Hamzah bin Azizan, the President/Chief Executive Officer of the Company, of up to 900,000 ordinary shares in TNB (TNB Shares) under the Long Term Incentive Plan for the Eligible Employees of TNB and Its Subsidiaries and Executive Directors of TNB (LTIP) as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws of LTIP."

"AND THAT the Board be and is hereby authorised to allot and issue new TNB shares pursuant to the LTIP to him from time to time pursuant to the vesting of his Grant."

Please refer to Explanatory Note (e)

Ordinary Resolution 7

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 (Act).

Notice of the 30th Annual General Meeting

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 30th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (Bursa Depository) in accordance with Clause 45(2) 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 23 June 2020. Only a depositor whose name appears on the ROD as at 23 June 2020 shall be entitled to attend the said Meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

NORAZNI BINTI MOHD ISA

(LS 0009635)

(SSM Practicing Certificate No. 201908000492)

Company Secretary

Kuala Lumpur

10 April 2020

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

- (a) **Agenda No. 1** is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require shareholders' approval for the Audited Financial Statements. As such, it is not put forward for voting.
- (b) **Ordinary Resolutions 1 to 3 - Proposed Re-election of Directors in accordance with Clauses 64(1) and 63(2) of the Company's Constitution**

Clause 64(1) of the Company's Constitution provides among others, that one-third (1/3) of the Directors at the time being of whom have been longest in office shall retire by rotation at the AGM of the Company and shall be eligible for re-election.

Clause 63(2) of the Company's Constitution provides among others, that the Directors shall have power at any time and from time to time

to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

The Board Nomination and Remuneration Committee (BNRC) and Board have conducted an assessment on the independence of all Independent Directors including Noraini binti Che Dan and are satisfied that she had complied with the independence criteria as required by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (MMLR) and continues to bring independent and objective judgment to the Board deliberations.

The BNRC and Board have also considered the Board Evaluation including the Self and Peer Assessment

results of Noraini binti Che Dan and Amran Hafiz bin Affudin and agreed that they have met the Board's expectation in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company.

Amran Hafiz bin Affudin, Appointed Director by Khazanah Nasional Berhad, the major shareholder of TNB, is also standing for re-election.

The Board on 28 February 2020, had approved on the appointment of Dato' Cheok Lay Leng, as Independent Non-Executive Director with effect from 2 March 2020. With his expertise/experience that he may bring to the Board, shall further strengthen the Board composition and dynamics.

Gee Siew Yoong has expressed her intention of not to seek for re-election and shall retain office until the conclusion of the Company's 30th AGM.

The BNRC and Board hereby recommend for the re-election of each Director who is retiring at the 30th AGM.

(c) **Ordinary Resolutions 4 to 5 - Non-Executive Directors' Remuneration**

Section 230(1) of the Act stipulates among others that the fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. As agreed by the Board, the shareholders' approval shall be sought at the 30th AGM on the Non-Executive Directors' remuneration of the Company and TNB Subsidiaries Category I and II through two (2) separate resolutions as follows:

- (i) **Ordinary Resolution 4** on the payment of Non-Executive Directors' fees for the Non-Executive Chairman and each Non-Executive Director from the 30th AGM until the next AGM of the Company.
- (ii) **Ordinary Resolution 5** on the payment of benefits (excluding Non-Executive Directors' fees) to the Non-Executive Directors from the 30th AGM until the next AGM of the Company.

The last increment of the Non-Executive Directors remuneration/benefits was made in 2013. The Board on 11 April 2018, engaged Willis Towers Watson (WTW) to conduct a holistic and independent review of the Non-Executive Directors' Remuneration with the aim to determine its market competitiveness and alignment with the latest regulations/corporate governance guidelines in Malaysia. Overall, TNB is at par with the market, for most of the compensation elements. WTW recommended that the existing remuneration policy remains and to be reviewed in one (1) to two (2) years time to stay relevant with the market.

The proposed Ordinary Resolution 4 for the payment of fees to the Non-Executive Directors of the Company and its subsidiaries from the 30th AGM until the conclusion of the next AGM is tabled herewith in line with the provision of the Act and best practices of corporate governance to ensure full disclosure.

Notice of the 30th Annual General Meeting

The existing remuneration policy of Non-Executive Directors in TNB and its subsidiaries is as follows:

Description	TNB Board		TNB Subsidiaries	
	Chairman	Non-Executive Directors	Chairman	Non-Executive Directors
Monthly fixed fees	RM30,000 per month	RM20,000 per month	Category I – RM7,000 Category II – RM5,000	Category I – RM5,000 Category II – RM3,000
* Meeting Allowances (per meeting)				
(i) Board	RM2,500	RM2,000	RM1,500	RM1,000
(ii) Board Committees	RM2,000	RM1,500	RM1,000	RM800
Benefits	Medical, Business Peripherals, Electricity Bills, Travelling & Telecommunication and other claimable benefits			

* subject to not more than three (3) payments in a month.

In determining the estimated total amount of benefits payable, the Board has considered various factors including the number of scheduled and special meetings for the Board, Board Committees and boards of subsidiaries along with the number of Non-Executive Directors involved.

Payment of Non-Executive Directors' benefits will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred, provided that the proposed Ordinary Resolution 5 be passed at the 30th AGM. The Board is of the view that it is fair and justifiable for the payment of benefits to the Non-Executive Directors be made as and when incurred, after the Non-Executive Directors have discharged their responsibilities and rendered their services to the Company.

Details of the Directors' Remuneration for the Financial Year ended 31 December 2019 are enumerated on page 41 of the Corporate Governance Overview Statement of the Corporate Governance & Financial Statements 2019.

(d) **Ordinary Resolution 6 – Re-appointment of Auditors**

Based on the External Auditors Assessment Result for the Financial Year under review, the Board Audit Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors in carrying out their functions.

Being satisfied with the External Auditors' performance, the Board recommends their re-appointment for shareholders' approval at the forthcoming AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

(e) **Ordinary Resolution 7 – Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan**

The proposed Ordinary Resolution, if passed, is to empower the Directors at any time and from time to time to cause or procure the offering and the allocation to Datuk Seri Amir Hamzah bin Azizan,

the President/Chief Executive Officer of the Company, of up to 900,000 TNB Shares as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws of LTIP, which was approved at the Extraordinary General Meeting of the Company held on 18 December 2014.

The Proposed Grant is the maximum number of TNB Shares that may be vested to Datuk Seri Amir Hamzah bin Azizan subject to the stretched individual and Company performance targets set by the Board Long Term Incentive Plan Committee (BLTIP) and Board, upon the vesting exercise. The BLTIP and Board (save

for Datuk Seri Amir Hamzah bin Azizan) have deliberated on the proposal and concurred that the proposed maximum allowable number of TNB Shares allocation is fair and reasonable, to link the interest of the Executive Director with the long term shareholders' value enhancement and long term success of the Company.

Additional Information on Ordinary Resolutions 1 to 3

Additional information on the particulars of the retiring Directors, as required under Appendix 8A of the MMLR is detailed out in the Statement Accompanying Notice of 30th AGM of the Integrated Annual Report 2019.

NOTES:

1. A member of a Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, in accordance with Section 334(1) of the Act.
2. Where a member is an authorised nominee as defined in accordance with the provisions of the SICDA, it may appoint up to 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.
3. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
4. The instrument appointing a proxy/Proxy Form shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. Where the instrument appointing a proxy/Proxy Form is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly appointed under a power of attorney.
5. A corporation which is a member may by resolution of its Directors or other governing

body authorise such person as it thinks fit to act as its representative at the Meeting in accordance with Clause 51 of the Company's Constitution.

6. Duly completed Proxy Form must be deposited to the Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 29 June 2020 at 12.00 p.m.**
7. Alternatively, you may lodge the Proxy Form via the Boardroom Smart Portal at www.boardroomlimited.my before the abovementioned cut-off time. For further details on proxy lodgement, kindly refer to the Annexure of the Administrative Details of 30th AGM.
8. Pursuant to Paragraph 8.29A of the MMLR, voting at the 30th AGM of the Company will be conducted by poll.

Registration of Members/Proxies

Registration of members/proxies attending the Meeting will start from 7.00 a.m. on the day of the Meeting and shall remain open until such time as may be determined by the Chairman of the Meeting. At the closure thereof, no person will be allowed to register for the Meeting nor enter the Meeting venue. Members/proxies are required to produce identification documents for registration.

Administrative Details of the 30th Annual General Meeting



Tuesday,
30 June 2020
at 10.00 a.m.



Dewan Serbaguna, Kompleks Sukan TNB
Jalan Pantai Baru, 59200 Kuala Lumpur, Malaysia

GPS : 3.117768° N, 101.668945° E

PARKING AREA

You may park your vehicle at the designated parking areas near the TNB Headquarters (TNB HQ) Futsal Court.

Kindly proceed to enter TNB HQ via Jalan Bukit Pantai (Gate B) or Jalan Bangsar (Gate C).

Shuttle Service is readily available at the designated drop off/pick up points.

REGISTRATION

Registration shall commence at 7.00 a.m. and the registration counters will remain open until such time as may be determined by Chairman of the Meeting.

There will be signage's to direct you to the registration area.

Kindly produce your original Identity Card (NRIC)/Passport for the registration.

No person will be allowed to register on behalf of the registered shareholder/proxy.

Upon registration, you will be given a Wristband. No person will be allowed to enter the Meeting Hall without the Wristband.

The registration counters shall only manage verification of shareholdings and registration matters.

HELP DESK

Please proceed to the Help Desk which is located within the registration area should you have inquiry pertaining to the shareholdings and/or registration matters.

SOUVENIRS ELIGIBILITY

To be given to shareholders and proxies who attended the 30th AGM, holding 501 unit of shares and above only (**while stock last**).

Where a shareholder splits the shares by appointing more than one (1) proxy, **ONLY one (1) proxy** is entitled to one (1) souvenir.

Where a proxy represents multiple shareholders, the proxy shall be entitled to **ONLY one (1) souvenir**.

VOTING PROCEDURE

The voting at the 30th AGM will be conducted via e-polling. Boardroom Share Registrars Sdn. Bhd. has been appointed as Poll Administrator to conduct the polling process. An Independent Scrutineer will verify the result of the poll.

Please follow the instructions given during the AGM for the e-polling process.

REFRESHMENTS

Light refreshments will be provided for the shareholders/proxies attending the AGM. Please proceed to the refreshment counter/area as indicated by the signages.

NO SMOKING POLICY

TNB enforces a no smoking policy at all TNB premises and therefore, smoking is strictly prohibited. Your co-operation is much appreciated.

FIRST AID

Please refer to any of our staff/First Aiders should you required any medical assistance.

MOBILE DEVICES

Please ensure that all mobile devices i.e. phones/pagers/other sound emitting devices are switched off or put on silent mode during the AGM to ensure smooth and uninterrupted proceedings. Any recording of the proceedings, either vocal or audio visual is strictly prohibited.

PERSONAL BELONGINGS

Please take care of your own personal belongings. TNB will not be held responsible/liable for any lost items.

CORONAVIRUS PANDEMIC

Your safety is the Company's priority. Due to the current Coronavirus Pandemic that affect various countries, as precautionary measure, we will be conducting temperature checks on all persons upon arrival at the AGM venue.

We would strongly advise for the member not to attend the AGM should the member has the symptoms.

PROXY LODGEMENT

Please refer to the Annexure issued by Boardroom Share Registrars Sdn. Bhd.

ENQUIRY

For any general inquiry relating to the AGM, please contact the Share Registrar during office hours from 8.30 a.m. to 5.30 p.m. (Mondays to Fridays).

Telephone : +603-7890 4700

Facsimile : +603-7890 4670

ADMINISTRATIVE GUIDE ON PROXY LODGEMENT

The proxy form must be completed, signed and lodged with the Company via the following, no later than **12.00 p.m. on Monday 29 June 2020 ("Proxy Deadline")**:

- (i) By postal/courier/hand deliver to Boardroom Share Registrars Sdn. Bhd. (BSR) at the following address:
 11th Floor, Menara Symphony
 No. 5, Jalan Prof. Khoo Kay Kim
 Seksyen 13, 46200 Petaling Jaya
 Selangor Darul Ehsan
 Malaysia
- (ii) By fax to +603-7890 4670;
- (iii) Online via the Boardroom Smart Investor Portal at **www.boardroomlimited.my**, which is free and available to all individual Depositors. Kindly refer to the guidelines below to navigate through the portal:

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 **item 2. e-Proxy Lodgement**]*

- (a) Access website **https://boardroomlimited.my**
- (b) Click <<Register>> to sign up as a user.
- (c) Complete registration and upload softcopy of MyKAD (front and back) or Passport.
- (d) Please enter a valid e-mail address and wait for BSR's e-mail verification.
- (e) The registration of your e-Proxy Account would be verified and approved within one (1) business day and an e-mail notification would be provided.

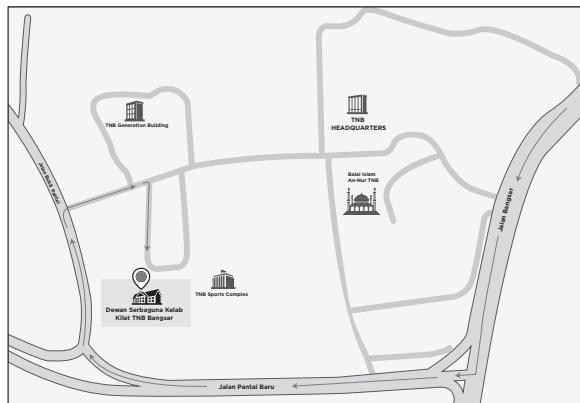
2. e-Proxy Lodgement

- (a) Login to **https://boardroomlimited.my** using your user id and password above.
- (b) Go to e-Proxy Lodgement and browse Meeting List. Click <<Apply>> for the Company that you want to lodge your proxy form.
- (c) Read the Terms & Conditions and confirm the Declaration.
- (d) Enter the CDS account number and the total number of securities held.
- (e) Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- (f) Indicate your voting instructions – For, Against or Abstain, otherwise your proxy will decide your vote.
- (g) Review & confirm your proxy(ies) appointment.
- (h) Click submit.
- (i) Download or print the e-Proxy form acknowledgement.

Should you require further clarification on navigating within the Boardroom Smart Investor Portal please contact BSR at +603-7890 4700 or **bsr.helpdesk@boardroomlimited.com**

Administrative Details of the 30th Annual General Meeting

HOW TO GET TO TNB HQ



By Car, Grab or Taxi

- Shareholders/Proxies may use **Gate B or Gate C** to enter TNB HQ;
- Gate B of TNB HQ is opposite Selangor Water Supply Company (Air Selangor) and also near Pantai Medical Centre;
- Gate C of TNB HQ is opposite LRT Abdullah Hukum Station. You may take Jalan Bangsar to enter Gate C;
- Catch a Taxi/Grab from anywhere in Kuala Lumpur or Selangor and request for a drop-off at Multipurpose Hall TNB HQ;
- Taxis or Airport Limos are also available from Kuala Lumpur International Airport (KLIA) to TNB HQ and the drive to TNB HQ takes approximately an hour;
- Accessible Expressways/Highways and major roads that conveniently direct shareholders/proxies to TNB HQ are as follows:
 - i. Federal Highway
 - ii. New Pantai Expressway (NPE)
 - iii. Kerinchi Link/SPRINT Highway
 - iv. Jalan Bangsar
 - v. Jalan Bukit Pantai
 - vi. Jalan Pantai Baru
- Alternatively, kindly use the GPS or Waze navigation to get to the Multipurpose Hall TNB HQ.



By Train

- Take the Light Rail Transit (LRT) to Abdullah Hukum Station;
- Or
- Take the KL Monorail Line to KL Sentral and thereafter change to LRT to Abdullah Hukum Station;
- Take the Mass Rapid Transit (MRT) Sungai Buloh-Kajang Line to Pasar Seni Station and thereafter change to LRT to Abdullah Hukum Station;
- Shareholders will need to use the Pedestrian Pedestal at Abdullah Hukum LRT to enter TNB HQ via Gate A or Gate C where the Shuttle Service will be readily available;



By Bus

- Take the Rapid KL Bus No. 751, 772, 780, 782 and 821 from Pasar Seni, KL Sentral to Abdullah Hukum;
- Shareholders will need to use the Pedestrian Pedestal at Abdullah Hukum LRT to enter TNB HQ via Gate A or Gate C where the Shuttle Service will be readily available.

Requisition Form



To: **TENAGA NASIONAL BERHAD**
Pejabat Setiausaha Syarikat
Tingkat 2, Ibu Pejabat Tenaga Nasional Berhad
No. 129, Jalan Bangsar
59200 Kuala Lumpur
Malaysia

Please send me a copy the Tenaga Nasional Berhad 2019 Integrated Annual Report:

Nama of Shareholder : _____

NRIC No./Passport No./
Company No. : _____

CDS Account No. : _____

Address : _____

Contact No. and E-mail : _____

Signature of Shareholder

Date:

* Request for the Integrated Annual Report 2019 must be made not later than 31/8/2020.

1. Fold Here

AFFIX
STAMP

TENAGA NASIONAL BERHAD

Pejabat Setiausaha Syarikat
Tingkat 2, Ibu Pejabat Tenaga Nasional Berhad
No. 129, Jalan Bangsar
59200 Kuala Lumpur
Malaysia

2. Fold Here to Seal

Proxy Form

30TH ANNUAL GENERAL MEETING

(Before completing the form, please refer to the notes overleaf)



**TENAGA
NASIONAL BERHAD**
199001009294 (200866-W)

Number of Ordinary Share(s) held	CDS Account No.												
				-				-					

I/We, _____
(FULL NAME OF SHAREHOLDER AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

NRIC No./Passport No./Company No. _____ of _____
(FULL ADDRESS)

_____ (FULL ADDRESS)

Telephone No. _____ being a Member of Tenaga Nasional Berhad, hereby appoints:

	FULL NAME OF PROXY AS PER NRIC IN CAPITAL LETTERS	NO. OF SHARES	PERCENTAGE (%)	
Proxy 1	NRIC No./Passport No.:			or failing him/her
Proxy 2	NRIC No./Passport No.:			or failing him/her

TOTAL 100%

* the Chairman of the Meeting, as my/our proxy, to attend and vote for me/us and on my/our behalf at the **30TH ANNUAL GENERAL MEETING (30TH AGM)** of **TENAGA NASIONAL BERHAD ("TNB" or "the Company")** to be held at Dewan Serbaguna, Kompleks Sukan TNB, Jalan Pantai Baru, 59200 Kuala Lumpur, Malaysia on **TUESDAY, 30 JUNE 2020 at 10.00 a.m.** and/or at any adjournment thereof.

My/Our proxy is to vote as indicated below:

NO.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
Re-election of the following Directors who retire in accordance with Clause 64(1) of the Company's Constitution:			
1.	Amran Hafiz bin Affudin	ORDINARY RESOLUTION 1	
2.	Noraini binti Che Dan	ORDINARY RESOLUTION 2	
Re-election of the following Director who retire in accordance with Clause 63(2) of the Company's Constitution:			
3.	Dato' Cheok Lay Leng	ORDINARY RESOLUTION 3	
4.	Approval for payment of the following Non-Executive Directors' fees from the 30 th AGM until the next Annual General Meeting (AGM) of the Company: (i) Director's fee of RM30,000.00 per month for the Non-Executive Chairman (ii) Director's fee of RM20,000.00 per month for each Non-Executive Director (iii) Director's fee of RM7,000.00 and RM5,000.00 per month for TNB Subsidiaries Category I and II respectively to Non-Executive Chairman	ORDINARY RESOLUTION 4	
5.	Approval for payment of benefits to the Non-Executive Directors (excluding Non-Executive Directors' fees) from the 30 th AGM until the next AGM of the Company	ORDINARY RESOLUTION 5	
6.	Re-appointment of Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	ORDINARY RESOLUTION 6	
SPECIAL BUSINESS			
7.	Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan	ORDINARY RESOLUTION 7	

Please indicate with an "X" in the box provided for each Resolution as how you wish your votes to be cast. If no voting instruction is given, the proxy(ies) is/are hereby authorised to vote or abstain from voting at his/her/their discretion.

* If you do not wish to appoint the Chairman of the Meeting as your proxy/one (1) of your proxies, please strike out the word "the Chairman of the Meeting" and insert the name(s) of the proxy(ies) you wish to appoint in the blank spaces provided.

Dated this _____ day of _____, 2020

Signature(s) or Common Seal of Member(s)

NOTES:

1. A member of a Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company in accordance with Section 334(1) of the Companies Act 2016.
2. Only members whose names appear in the General Meeting Record of Depositors as at 23 June 2020 shall be entitled to attend the Meeting or appoint proxy(ies) to attend and/or vote on their behalf.
3. Where a member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint up to 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.
4. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
5. The instrument appointing a proxy/Proxy Form shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. Where the instrument appointing a proxy/Proxy Form is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly appointed under a power of attorney.
6. A corporation which is a member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting in accordance with Clause 51 of the Company's Constitution.
7. Duly completed Proxy Form must be deposited to the Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 29 June 2020 at 12.00 p.m.**
8. Alternatively, you may lodge the Proxy Form via the Boardroom Smart Portal at www.boardroomlimited.my before the abovementioned cut-off time. For further details on proxy lodgement, kindly refer to the Annexure of the Administrative Details of 30th AGM.
9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Meeting will be conducted by poll.
10. Registration of members/proxies attending the Meeting will start from 7.00 a.m. on the day of the Meeting and shall remain open until such time as may be determined by the Chairman of the Meeting. At the closure thereof, no person will be allowed to register for the Meeting nor enter the Meeting venue. Members/proxies are required to produce identification documents for registration.

1. Fold Here

AFFIX
STAMP

BOARDROOM SHARE REGISTRARS SDN. BHD.

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

2. Fold Here to Seal



TENAGA NASIONAL BERHAD 199001009294 (200866-W)

No. 129, Jalan Bangsar, 59200 Kuala Lumpur

Tel: +603 2107 4515 Fax: +603 2107 1086 Email: cosec@tnb.com.my

www.tnb.com.my