

**MINUTES OF THIRTIETH ANNUAL GENERAL MEETING (30TH AGM)
OF TENAGA NASIONAL BERHAD HELD ON TUESDAY, 30 JUNE 2020
AT 10.00 A.M., FULLY VIRTUAL VIA REMOTE PARTICIPATION AND
VOTING (RPV) AT DEWAN SEMINAR, KOMPLEKS BALAI ISLAM
AN-NUR, IBU PEJABAT TENAGA NASIONAL BERHAD, NO. 129, JALAN
BANGSAR, 59200 KUALA LUMPUR, MALAYSIA (THE BROADCAST
VENUE)**

PRESENT:-

YB Dato' Seri Mahdzir bin Khalid	- Chairman
YBhg. Datuk Seri Amir Hamzah bin Azizan	- President/Chief Executive Officer
Encik Amran Hafiz bin Affifudin	
Puan Noraini binti Che Dan	
Puan Gee Siew Yoong	
Puan Juniwati Rahmat Hussin	
Encik Gopala Krishnan K.Sundaram	
Puan Ong Ai Lin	
YBhg. Dato' Roslina binti Zainal	
YBhg. Dato' Cheok Lay Leng	

SHAREHOLDERS AND PROXIES:-

A total of 409 shareholders and proxies representing 3,779,521,696 ordinary shares participated online in TNB Fully Virtual 30th AGM as per the Attendance Record issued by TNB Share Registrar.

IN ATTENDANCE:-

Encik Nazmi bin Othman	- Chief Financial Officer
Puan Norazni binti Mohd Isa	- Company Secretary
Encik Azizan bin Zakaria	- Representative from Messrs PricewaterhouseCoopers PLT

TNB KEY MANAGEMENT: -

YBhg. Datuk Fazlur Rahman bin Zainuddin
(Chief Strategy & Regulatory Officer)
Ir. Roslan bin Abd Rahman
(Chief Generation Officer)
YBhg. Datuk Ir. Husaini bin Husin
(Chief Grid Officer)
YBhg. Datuk Ir. Baharin bin Din
(Chief Distribution Network Officer)
Ir. Megat Jalaluddin bin Megat Hassan
(Chief Retail Officer)
YBhg. Dato' Nor Azman bin Mufti
(Chief Ventures Officer)
YBhg. Dato' Muhammad Razif bin Abdul Rahman
(Chief People Officer)
YBhg. Datuk Wira Roslan bin Ab Rahman
(Chief Corporate Officer)
Encik Amir Mahmud bin Abdullah
(Chief Procurement Officer)
Encik Fazil bin Ibrahim
(Chief Information Officer)
Encik Mohd Shahazwan bin Mohd Harris
(Chief International Officer)
Encik Mohamad Ariff bin Zainol
(Chief Global Business Solutions)

ABSENT WITH APOLOGY:-

YBhg. Datin Rashidah binti Mohd Sies

Meeting convened at 10.00 a.m.

MINUTE NO. **TENAGA NASIONAL BERHAD**
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AGM 1/2020 **OPENING ADDRESS**

(1) YB Dato' Seri Chairman welcomed the shareholders and proxies of Tenaga Nasional Berhad (TNB or the Company) who participated in the fully virtual 30th AGM via Remote Participation and Voting (RPV) held live from the Broadcast Venue.

(2) YB Dato' Seri Chairman informed the Meeting that this virtual Meeting convened in accordance with the Standard Operating Procedure issued by Malaysian National Security Council, Ministry of Health and Securities Commission as well as Section 327 of the Companies Act 2016 (the Act).

(3) YB Dato' Seri Chairman encouraged all shareholders and proxies to post question or seek clarification relevant to the Company's performance, the resolutions or issues to be discussed at the AGM. All questions shall be dealt during the Question & Answer session (Q&A session) upon completion of the remaining business of this AGM.

AGM 2/2020 **QUORUM OF MEETING**

The Company Secretary thereafter confirmed that there was sufficient quorum in accordance with Clause 46(3) of the Company's Constitution.

AGM 3/2020 **NOTES OF APPRECIATION**

YB Dato' Seri Chairman, on behalf of the Board, Management and employees, recorded the Company's sincerest gratitude and utmost respect to his predecessors, YBhg. Tan Sri Leo Moggie, who had served TNB for over 16 years with his great passion and insight and YBhg. Tan Sri Ahmad Badri Mohd Zahir for his valuable contribution and wished them all the best for their future undertakings.

AGM 4/2020 **INTRODUCTION OF TNB BOARD OF DIRECTORS AND TOP MANAGEMENT**

(1) YB Dato' Seri Chairman proceeded to introduce TNB's Board of Directors who were present at the Broadcast Venue as well as the Company Secretary who was in attendance at today's AGM. He also introduced the Chief Financial Officer and representative of PwC to the Meeting. The other Top Management also participated in this Meeting remotely.

(2) The Meeting noted that YBhg. Datin Rashidah binti Mohd Sies apologised for unable to attend this Meeting due to prior official engagement.

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AGM 5/2020 **NOTICE OF MEETING**

(1) As agreed by all shareholders and proxies in attendance, the Notice of 30th AGM and the Amended Notice of 30th AGM dated 10 April 2020 and 29 May 2020 respectively, which had been circulated earlier to all shareholders, Bursa Malaysia Securities Berhad (BMSB) and Auditors of the Company in accordance with the Company's Constitution, were taken as read.

AGM 6/2020 **OPENING REMARKS BY YB DATO' SERI CHAIRMAN**

(1) YB Dato' Seri Chairman shared with the Meeting that for the Financial Year under review, TNB had achieved commendable performance with a substantial 18.7% increase in Profit After Tax (PAT) to RM4.45 billion, which resulted in 1.1% increase in revenue to RM50.94 billion.

(2) The Board had approved a final and an interim single-tier dividend of 20.0 sen and 30.0 sen per ordinary share respectively, bringing the total to 50.0 sen per share for Financial Year 2019, which is a pay-out ratio of 56.0% of the Group's adjusted Profit After Tax, Amortisation And Minority Interests (PATAMI). TNB had offered dividend at the higher end of dividend policy by paying between 30% to 60% of TNB adjusted PATAMI for third consecutive year.

(3) YB Dato' Seri Chairman further informed the Meeting that in consistent with TNB commitment to maximise long term value creation and to reward the loyal shareholders, TNB had declared a special dividend of 50.0 sen per share, bringing the total dividend per share to RM1.00, amounting to RM5.69 billion. The special dividend was paid on 16 April 2020.

(4) YB Dato' Seri Chairman further informed the Meeting that moving forward, increasing synergies between innovative digital technologies from beyond the utility industry merge with increased adoption of Renewable Energy (RE) would be seen to create new and sustainable possibilities for the industry.

(5) YB Dato' Seri Chairman further informed the Meeting that given the ongoing COVID-19 pandemic in the country and the uncertainties in global economic environment, the Board foresaw prolonged challenges on the Group's prospect for Financial Year ending 31 December 2020. Thus the Group had taken necessary measures to ensure the stability of its finances and operations.

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AGM 7/2020

PRESENTATION ON COMPANY'S KEY AND FINANCIAL HIGHLIGHTS AND BUSINESS STRATEGY

(1) Subsequently, YB Dato' Seri Chairman invited the President/Chief Executive Officer (P/CEO) to present on the Company's key financial highlights and business strategy for the Financial Year under review.

(2) The Meeting took note on the presentation that covered among others, TNB's key financial and operational highlights, Business Strategy and Direction, impact of COVID-19 pandemic to TNB, TNB contribution towards the communities during this pandemic and TNB customer centricity.

(3) The P/CEO at his last note expressed special thanks to TNB front liners who had dedicated their time, commitment and also risked their health to ensure sufficient power supply during this difficult time. He also thanked the shareholders for the support given throughout this time. The presentation is attached as **Appendix A**.

(4) With that, YB Dato' Seri Chairman thanked the P/CEO for the presentation and hoped with the explanation given, the Meeting would have better understanding on the Group's business outlook as well as the challenges encountered during the financial year and the coming years.

AGM 8/2020

QUESTIONS FROM THE MINORITY SHAREHOLDERS WATCH GROUP (MSWG)

(1) YB Dato' Seri Chairman informed the Meeting that TNB had received a number of questions from MSWG. The P/CEO thereafter responded to questions on strategic & financial matters while the Chairman of Board Nomination and Remuneration Committee (BNRC) and Board Long Term Incentive Plan Committee (BLTIP), Puan Juniwati Rahmat Hussin, responded to the corporate governance matter raised.

(2) The Company replies to MSWG were also shared with the Meeting. The replies were issued to MSWG on 29 June 2020 and is attached as **Appendix B**.

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AGM 9/2020 **ADMINISTRATIVE MATTERS**

(1) The Company Secretary briefed the Meeting with regards to the administrative matters of fully virtual 30th AGM:

- (i) that the voting at this AGM would be conducted via electronic poll voting (e-polling) in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (MMLR),
- (ii) that TNB had appointed Boardroom Business Solutions Sdn. Bhd. as Scrutineer to verify the poll results and Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the e-polling process;
- (iii) to ensure proper proceeding of meeting, the voting would be conducted upon completion of deliberation for all resolutions to be transacted at this AGM;
- (iv) that the shareholders may proceed to cast votes on each proposed resolution of this AGM, after the Chairman has opened the poll and before the poll is closed.

AGM 10/2020 Eight (8) Ordinary Resolutions of Ordinary Businesses and One (1) Ordinary Resolution of Special Business to be tabled at this Meeting.

AGM 11/2020 **TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

(1) YB Dato' Seri Chairman then tabled the Audited Financial Statements for the Financial Year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. The Audited Financial Statements for the Financial Year ended 31 December 2019 together with the Reports of the Directors and Auditors was meant for discussion only, as it does not require shareholders' approval in accordance with Section 340(1)(a) of the Act. Hence, it would not be put to vote.

(2) YB Dato' Seri Chairman reiterated that all shareholders and proxies were encouraged to post question or seek clarification relevant to Audited Financial Statements. All questions shall be dealt during the Q&A session upon completion of the remaining business of this AGM.

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(cont'd)

(3) The Audited Financial Statements had been prepared in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the Act.

(4) The Auditors, Messrs PwC were of the opinion that the financial statements were in order and present a true and fair view of the financial position of the Group and the Company for the Financial Year ended 31 December 2019.

(5) YB Dato' Seri Chairman then declared that the Audited Financial Statements had been received by shareholders and proxies.

AGM 12/2020

RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH CLAUSES 64(1) AND 63(2) OF THE COMPANY'S CONSTITUTION & RETIREMENT OF DIRECTOR

(1) Ordinary Resolutions 1 to 5 were pertaining to the re-election of Directors pursuant to Clauses 64(1) and 63(2) of the Company's Constitution. The retiring Directors had given their consents and offered themselves for re-election.

(2) The Meeting was informed that the Board and BNRC had considered 2019 Board Evaluation results including the Self and Peer Assessment results of the Directors who were retiring at this AGM namely Encik Amran Hafiz bin Affifudin, Puan Noraini binti Che Dan and Dato' Cheok Lay Leng. The Board and BNRC agreed that they had met the Board's expectation in terms of experience, expertise, commitment and individuals' contribution by continuously performing their duties as Directors of the Company.

(3) With that, YB Dato' Seri Chairman recommended all to vote in favour for all resolutions pertaining to the re-election of Directors.

(4) However, Miss Gee Siew Yoong who held office until the conclusion of this AGM had expressed her intention of not to seek for re-election and shall retain office until the conclusion of this AGM.

(5) YB Dato' Seri Chairman, on behalf of the Board and Management, recorded the Company's highest appreciation for her past contribution as Director. Her dedication, leadership and commitment as the Chairman of Board Risk Committee and member of Board Tender Committee had been of great value to the Board and Board Committees that she had served.

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AGM 13/2020 **ORDINARY RESOLUTION 1 – TO RE-ELECT ENCIK AMRAN HAFIZ BIN AFFIFUDIN, WHO RETIRED BY ROTATION PURSUANT TO CLAUSE 64(1) OF THE COMPANY'S CONSTITUTION**

(1) The Clause 64(1) of the Company's Constitution states that at every subsequent AGM, one-third (1/3) of the Directors for the time being or the number nearest to one-third (1/3) shall retire from office. The Directors to retire shall be the Directors who have been longest in office.

(2) Ordinary Resolution 1 on re-election of Encik Amran Hafiz bin Affifudin who retired in accordance with Clause 64(1) of the Company's Constitution was tabled.

(3) Encik Amran Hafiz bin Affifudin, was appointed as Non-Independent Non-Executive Director on 22 June 2017. He is the Appointed Director of Khazanah Nasional Berhad, Major Shareholder of TNB. Further details of Encik Amran Hafiz bin Affifudin was on page 5 of the Corporate Governance & Financial Statements 2019.

(4) Ordinary Resolution 1 was put to vote upon completion of the remaining businesses of the AGM.

AGM 14/2020 **ORDINARY RESOLUTION 2 – TO RE-ELECT PUAN NORAINI BINTI CHE DAN, WHO RETIRED BY ROTATION PURSUANT TO CLAUSE 64(1) OF THE COMPANY'S CONSTITUTION**

(1) Ordinary Resolution 2 on re-election of Puan Noraini binti Che Dan who retired in accordance with Clause 64(1) of the Company's Constitution was tabled.

(2) The Meeting was informed that based on the annual independence assessment of all Independent Directors including Puan Noraini binti Che Dan, the Board and BNRC were satisfied that she had complied with the independence criteria as required by the MMLR and would continue to bring independent and objective judgment to the Board deliberations.

(3) Puan Noraini binti Che Dan was appointed as Independent Non-Executive Director and Senior Independent Non-Executive Director on 2 January 2016 and 28 February 2019 respectively. Further details of Puan Noraini binti Che Dan was on page 6 of the Corporate Governance & Financial Statements 2019.

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AGM 14/2020 (4) Ordinary Resolution 2 was put to vote upon completion of the
(cont'd) remaining businesses of the AGM.

AGM 15/2020 **ORDINARY RESOLUTION 3 – TO RE-ELECT DATO' CHEOK**
LAY LENG, WHO RETIRED PURSUANT TO CLAUSE 63(2)
OF THE COMPANY'S CONSTITUTION

(1) The Clause 63(2) of the Company's Constitution states that at every subsequent AGM, one-third (1/3) of the Directors for the time being or the number nearest to one-third (1/3) shall retire from office. The Directors to retire shall be the Directors who have been longest in office.

(2) The Meeting was informed based on the annual independence assessment of all Independent Directors including Dato' Cheok Lay Leng, the Board and BNRC were satisfied that he had complied with the independence criteria as required by the MMLR and would continue to bring independent and objective judgment to the Board deliberations.

(3) Ordinary Resolution 3 on re-election of Dato' Cheok Lay Leng who retired in accordance with Clause 63(2) of the Company's Constitution was tabled.

(4) Dato' Cheok Lay Leng was appointed as Independent Non-Executive Director on 2 March 2020. Further details of Dato' Cheok Lay Leng was on page 12 of the Corporate Governance & Financial Statements 2019.

(5) Ordinary Resolution 3 was put to vote upon completion of the remaining businesses of the AGM.

AGM 16/2020 **ORDINARY RESOLUTION 4 – TO RE-ELECT DATIN**
RASHIDAH BINTI MOHD SIES, WHO RETIRED PURSUANT
TO CLAUSE 63(2) OF THE COMPANY'S CONSTITUTION

(1) Ordinary Resolution 4 on re-election of Datin Rashidah binti Mohd Sies who retired in accordance with Clause 63(2) of the Company's Constitution was tabled.

(2) Datin Rashidah binti Mohd Sies was appointed as Non-Independent Non-Executive Director on 1 May 2020. She is an Appointed Director of Minister of Finance (Incorporated), (MOF Inc.) the Special Shareholder of TNB.

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AGM 16/2020
(cont'd)

(3) Further details of Datin Rashidah binti Mohd Sies was on page 6 of the Amended Statement Accompanying Notice to the Amended Notice of 30th AGM dated 29 May 2020.

(4) Ordinary Resolution 4 was put to vote upon completion of the remaining businesses of the AGM.

AGM 17/2020

ORDINARY RESOLUTION 5 – TO RE-ELECT DATO' SERI MAHDZIR BIN KHALID, WHO RETIRED PURSUANT TO CLAUSE 63(2) OF THE COMPANY'S CONSTITUTION

(1) YB Dato' Seri Chairman proposed Encik Amran Hafiz bin Affifudin to chair the Meeting for the proceeding of Ordinary Resolution 5 as he was the Interested Director of the Resolution.

Encik Amran Hafiz bin Affifudin proceeded to chair the Meeting for Ordinary Resolution 5.

(1) Ordinary Resolution 5 on re-election of Dato' Seri Mahdzir bin Khalid who retired in accordance with Clause 63(2) of the Company's Constitution was tabled.

(2) Dato' Seri Mahdzir bin Khalid was appointed as Chairman, Non-Independent Non-Executive Director on 12 May 2020. He is an Appointed Director of MOF Inc. Further details of Dato' Seri Mahdzir bin Khalid was on page 7 of the Amended Statement Accompanying Notice to the Amended Notice of 30th AGM dated 29 May 2020.

(3) Ordinary Resolution 5 was put to vote upon completion of the remaining businesses of the AGM.

Encik Amran Hafiz bin Affifudin returned the chair to YB Dato' Seri Chairman.

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AGM 18/2020

ORDINARY RESOLUTION 6 – TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES FROM THE 30TH AGM UNTIL THE NEXT 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.**

(1) Ordinary Resolution 6 on the approval for payment of the following Non-Executive Directors' fees from the 30th AGM until the next AGM of the Company, was tabled:

- (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.

For further details, the shareholders may refer to the Explanatory Notes on Ordinary Businesses of Amended Notice of 30th AGM.

(2) The approval was sought in line with the provision of the Act and best practices of governance in ensuring full disclosure by the Board.

(3) Ordinary Resolution 6 was put to vote upon completion of the remaining businesses of the AGM.

AGM 19/2020

ORDINARY RESOLUTION 7 – TO APPROVE THE PAYMENT OF BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS FROM THE 30TH AGM UNTIL THE NEXT AGM OF TNB

(1) Ordinary Resolution 7 on the approval for 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, was tabled.

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(cont'd)

(2) Section 230(1) of the Companies Act 2016 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.

(3) As such, the approval was sought for the payment of benefits 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.

(4) The breakdown of RM1,885,100.00 is based on the estimation made from this 30th AGM until TNB's next AGM tentatively in June 2021, of which covered a period of 12 months.

(5) The payment of benefits payable to the Non-Executive Directors inclusive of meeting allowances, medical benefits, business peripherals, electricity bills, travelling & telecommunication and other claimable benefits.

(6) Ordinary Resolution 7 was put to vote upon completion of the remaining businesses of the AGM.

(7) YB Dato' Seri Chairman reiterated that all shareholders and proxies were encouraged to post question or seek clarification relevant to the Company's performance, the resolutions or issues to be discussed at the AGM. All questions shall be dealt during the Q&A session upon completion of the remaining business of this AGM.

AGM 20/2020

ORDINARY RESOLUTION 8 – 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

(1) Ordinary Resolution 8 on re-appointment of Messrs PricewaterhouseCoopers PLT (PwC) 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 was tabled.

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AGM 20/2020 (2) Based on the External Auditors Assessment Result for the
(cont'd) Financial Year 2019, the Board was satisfied with the External Auditors' performance and recommended their re-appointment for shareholders' approval at this AGM. PwC had given its consent to act as Auditors of the Company for the Financial Year ending 31 December 2020.

(3) Ordinary Resolution 8 was put to vote upon completion of the remaining businesses of the AGM.

AGM 21/2020 **ORDINARY RESOLUTION 9 – APPROVAL FOR PROPOSED GRANT AND ALLOTMENT OF SHARES TO DATUK SERI AMIR HAMZAH BIN AZIZAN**

(1) Ordinary Resolution 9 on the Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan, the P/CEO, under the Long Term Incentive Plan for the Eligible Employees of TNB and Its Subsidiaries and Executive Directors of TNB (LTIP), was tabled.

(2) Datuk Seri Amir, P/CEO is eligible to be awarded the Grant under LTIP.

(3) The approval was sought for the authority to be given to the Directors to offer and allocate to Datuk Seri Amir, of up to 900,000 ordinary shares in TNB (TNB Shares) under the LTIP, as they shall deem fit, which will be vested to him at a future date, subject to the terms and conditions of the By-Laws of LTIP.

(4) Datuk Seri Amir, being the Interested Director had been abstained and will continue to abstain from deliberation and voting on this matter at the respective Board Meetings of the Company and he was abstained from deliberation and voting for Ordinary Resolution 9.

(5) The Proposed Grant of up to 900,000 ordinary shares was the maximum number of TNB Shares that would be vested to Datuk Seri Amir until the expiration of LTIP in April 2025, subject to his performance and Company performance targets as set out by the Board and BLTIP. The Proposed Grant and vesting exercise would take effect upon the approval of the shareholders.

(6) Ordinary Resolution 9 was put to vote upon completion of the remaining businesses of the AGM.

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AGM 22/2020 **TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE ACT**

The Company Secretary confirmed that the Company had not received any notice of any other business in accordance with the Act.

AGM 23/2020 **QUESTION & ANSWER SESSION (Q&A SESSION)**

(1) All Resolutions set out in the Amended Notice of the 30th AGM were tabled. YB Dato' Seri Chairman proceeded with the Q&A Session. TNB had received questions from the shareholders through various medium. He then invited the P/CEO to address them accordingly.

(2) The questions/comments raised by the Meeting and the responses by P/CEO are summarised below:

Question 1:

(i) *How is the Company's fibre optics connectivity business provides fibre optic infrastructure for HSBB following its successful pilot project in Melaka?*

P/CEO responded that following the success of Melaka pilot project, TNB is expanding into another 14,700 houses in Melaka and currently is in-discussion with the other states on this. The Board had approved for TNB to pursue opportunities that had been identified of up to 135,000 home passes of which TNB hoped to achieve by mid-year 2021.

Question 2:

The percentage of fibre business contribution to the revenue of the Group?

P/CEO clarified that TNB's development of fibre business was still at its early stage, therefore it had minimal contribution to the overall Group earnings. Should TNB be awarded with more National Fiberisation and Connectivity Plan (NFCP) projects, the business estimated to contribute significantly to TNB's Group revenue in 2024 to 2025.

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Question 3:

When will Allo Technology Sdn. Bhd. (Allo) be available nationwide?

The P/CEO emphasised that TNB shall provide wholesale broadband connection as linkage into the backbone of the infrastructure, while the retailing would be done by the other service provider (i.e.: Astro, Maxis, Celcom etc.). As of now Allo would not venture into the retailing market.

P/CEO reiterated that, as for NFCP implementation roll-out, TNB currently is pursuing up to 135,000 home passes in Penang, Kedah, Perak, Selangor, Melaka and Johor.

Question 4:

We always see TNB workers come in group but only two (2) workers are working while the rest are just watching. TNB will make more profit if these wastage (waste of money, time and manpower) were cut.

The P/CEO took note on the comment/feedback made. TNB will continued to look for opportunities to improve its system & the teams in Distribution Network Division shall take this comment seriously.

Question 5:

(I) *Please display the Board's replies to MSWG questions in text form so that the shareholders who attended this virtual meeting can understand better.*

(II) *Can the Board publish all questions and answers from the shareholders?*

P/CEO replied that apart from reading out MSWG questions and responses at this AGM, TNB will also upload the same in the website, as per usual practice. All questions and answers during this meeting will be incorporated in the AGM minutes of which will also be available in the website.

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Question 6:

Hoping that with the appointment of the new Chairman, the Company will not get involved in politics and the interest of the Company remains priority. How will the new Chairman's background contribute to TNB in coming years?

P/CEO responded that Dato' Seri Mahdzir bin Khalid, new Chairman of TNB, brought wealth of experience and in-depth knowledge of the industry, having served as Deputy Minister of Energy, Green Technology and Water from May 2013 to July 2015.

With his strong connection within the Government, P/CEO hoped TNB may further strengthen its relationship with its stakeholders, by allowing TNB to share its ideas to better improve TNB in future.

TNB has always practised high level of governance and shall continue to do so moving forward. The P/CEO added that this is viewed as positive remark than a concern for TNB.

Question 7:

In term of percentage, how much did the electricity usage drop during the Movement Control Order (MCO) period?

P/CEO clarified that during MCO period, the electricity demand of March 2020, April 2020 and May 2020 fell by 10.0%, 22.4% and 10.6% respectively. In June 2020, the electricity demand increased by 1.0% and it is expected to improve as businesses resumed.

Question 8:

How much does the Company spend for holding this virtual AGM including RPV?

The cost of holding this virtual AGM, via RPV is approximately RM60,000.00.

Question 9:

May the Board consider giving the shareholders e-vouchers for attending this meeting, as Bursa Malaysia and MBSB.

P/CEO replied that during the Financial Year 2019, TNB declared its highest dividend so far of RM1.00 per ordinary share comprised of interim single-tier dividend, final single-tier dividend and special dividend of 30.0 sen per ordinary share, 20.0 sen per ordinary share and 50.0 sen per ordinary share respectively. The dividends were consistent with TNB's commitment to maximise long term value creation and to reward the loyal shareholders.

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In addition, as stated in the Administrative Details of the 30th AGM which was circulated to the shareholders on 29 May 2020, TNB would not provide e-vouchers or any sort of souvenir to the shareholders at this fully virtual AGM.

Question 10:

In total, there have been RM250 million discount and waivers under Bantuan Prihatin Elektrik and Bantuan Prihatin Elektrik Tambahan on the Company's receivables.

(I) Is this decision made out of the interest of the Company, Shareholders or Malaysia Government?

(II) Is there any tax incentive to TNB?

P/CEO explained that as a responsible corporate citizen, TNB had step up to facilitate the country's economy stimulation with the aim to stabilise the economy during this difficult time.

The contribution of 250million was reasonable and will be accounted for as tax deductible expenses. In coming to that decision, the Board had considered all aspects among others including the cash needs and capital expenditure.

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(cont'd)

Question 11:

What is the profit contribution from overseas businesses, in term of percentage?

P/CEO responded that as at December 2019 TNB international investment was approximately RM2.93billion representing 2% of the Group Total Asset of RM179.0billion. In Financial Year 2019, all international investments performance remained positive at EBITDA level.

He updated the Meeting on the current status of TNB international investment as summarised below:

- (i) that Malaysian Shoaiba Consortium Sdn. Bhd. and TNB Liberty Power Limited are stable and had been strong dividend payers over the years.
- (ii) that the Renewable Energy (RE) assets in UK, namely Vortex Solar Investments S.A.R.L and Tenaga Wind Ventures UK Ltd also contributed significantly to TNB profit. Hence TNB is now trying to take full control of the solar assets in growing TNB RE business in future.
- (iii) for Turkey investment, it had stabilised after TNB took the impairment for the last two (2) years and TNB is now considering on financial restructuring of the investment. It is likely that TNB will dealt with challenges from this portfolio.
- (iv) for India investment, TNB is currently on the lookout for the impact of COVID-19 pandemic towards the investment, which is still being assessed.

Question 12:

How much will the electricity discount under PENJANA impacts the Group's profit margin?

P/CEO responded that the Government had allocated total discount of RM2.2billion to customers from 1 April 2020 to 30 September 2020. TNB contribution of RM250million was a segment of that, as the Company support towards this effort.

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Question 13:

(I) *When can SEDA P2P Energy Trading be introduced to all TNB consumers?*

(II) *Will it have any impact on our financial bottom line?*

P/CEO explained that Sustainable Energy Development Authority Malaysia (SEDA) introduced a Peer-to-Peer (P2P) Energy Trading Sandbox in October 2019. Under the program, those who generated excess energy through their solar photovoltaic (PV) panels would be able to sell the additional power to other consumers.

The implementation of the second phase is currently under reviewed by the Ministry partly due to economic slowdown following COVID-19 pandemic and MCO.

At this juncture, it would not affect TNB financial bottom line as it is a small scale test. Nonetheless TNB would relook in terms of TNB participation in this program to mitigate the financial impact, if any.

Question 14:

(I) *Is GSPARX Sdn. Bhd. still TNB wholly owned subsidiary?*

(II) *Is the Company operating as usual?*

(III) *Kindly advise the Financial Result for GSPARX Sdn. Bhd. for FYE 2018 & FYE 2019?*

P/CEO confirmed that GSPARX Sdn. Bhd. is TNB indirect wholly owned subsidiary. It operates as usual and represents the core part of TNB Retail portfolio.

For 2020, GSPARX Sdn. Bhd. target is to secure 50MW to 100MW solar capacity with capital expenditure of RM300million that will generate estimated revenue of approximately RM22million to RM44million. The target set may be achieved amid economic slowdown due to COVID-19 and MCO.

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Question 15:

In view of the pandemic and since the Company has been badly affected by the MCO, in which earnings are expected to be depressed, is the Board going to lay off staff and/or cut salaries?

P/CEO recapped that TNB operates under the Incentive Based Regulatory (IBR) framework whereby TNB returns are well protected under the said framework.

TNB business segment that would be affected by the MCO is the Retail Division particularly on the bad debts. TNB currently is working with Suruhanjaya Tenaga (ST) to mitigate the exposure towards TNB. TNB would probably need to consider higher provision than it normally do, but it will be within TNB means.

P/CEO emphasised that there is no plan for retrenchment/lay off at this juncture. Although within TNB, a few options are in placed such as compulsory and voluntary retirement as well as voluntary early retirement scheme.

Question 16:

What's the prospect of special dividends in FY2020? Will Tenaga maintain the dividend policy for FYE 2020 & 2021? In my personal opinion, having more dividends declared is also part of corporate social responsibilities.

P/CEO responded that TNB takes its responsibility towards its shareholders seriously. Thus TNB adopts a dividend policy of paying between 30% to 60% of Group's adjusted PATAMI.

Over the past three (3) years TNB had been abiding its policy by paying dividend at the higher end of dividend policy. For FY2020, TNB will continue to honor its dividend policy, even during this difficult period, if possible.

Special dividend may be considered on adhoc basis under circumstances where there is excess in term of capacity and capability in TNB accounts as per last year.

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Question 17:

Is the COVID-19 pandemic affecting TNB's plan for MESI 2.0?

P/CEO reiterated that TNB business model has stability based on IBR framework.

The COVID-19 pandemic had multiple effect to TNB. In term of short term effect, the Company saw drop on the electricity demand due to the imposition of MCO. In term of long term effect, TNB needed to relook on long term forecast of electricity demand in the country. TNB currently is in discussion with ST and is proposing for a gap year to identify the long term effect so as to enable the Regulatory Period 3 to start off in 2022 rather than 2021.

MESI 2.0 is under the purview of Ministry of Energy and Natural Resources. TNB will continue to furnish feedback as required by the Ministry on this.

Question 18:

To overcome the public doubts on digital meter installation, any road show will be carried out to bring awareness to public on meter change exercise for nationwide?

P/CEO informed that TNB has started the Selangor roll-out and engaged with the relevant community. For every roll-out, TNB conducts major rounds of communication within the community. This method is much targeted, in such a way.

Question 19:

Why did the previous Chairman only attend 10 out of 19 board meeting?

P/CEO responded YBhg. Tan Sri Ahmad Badri Mohd Zahir was appointed as Director on 1 November 2018, and later was re-designated as Chairman on 12 March 2020. He was an Appointed Director by the MOF Inc.

Due to his responsibilities as the former Secretary General of Treasury, Ministry of Finance, he attended 10 out of 19 Board Meetings during the Financial Year ended 31 December 2019. Nonetheless, he complied with the minimum attendance as prescribed by the MMLR.

P/CEO added that he was the Chairman of Board Tender Committee where he was in full attendance for the meetings in the Financial Year 2019. He was an active Board Member.

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Question 20:

Shouldn't our new TNB Chairman open the floor to any questions on the Audit Report as in the practice in all past TNB AGMs?

P/CEO responded that the conduct of this virtual AGM complied with the best practice and guidance of proper virtual meeting. As such having the Q&A session at the completion of businesses of the AGM offered more open and robust platform and ensured orderly conduct of the meeting proceedings.

P/CEO ended the Q&A session by thanking all shareholders who participated and had shared their thoughts or comments during this AGM.

YB Dato' Seri Chairman also thanked the shareholders for their participation. The Management had tried its best endeavours to answer all questions raised and hoped that all concerns had been adequately addressed. With that, the Q&A Session closed.

AGM 24/2020

e-POLLING PROCESS

(1) With that, all Resolutions as set out in the Amended Notice of the 30th AGM were tabled and discussed. The Representative from Boardroom Share Registrars Sdn. Bhd. then briefed the Meeting on the e-polling procedures and instructions.

(2) YB Dato' Seri Chairman thanked the Boardroom Share Registrars Sdn. Bhd. and informed that he was also appointed as proxy for a number of shareholders and would vote in accordance with the instructions given. Subsequently, YB Dato' Seri Chairman adjourned the 30th AGM for approximately 10 - 15 minutes for the casting and verification of votes.

AGM 25/2020

ANNOUNCEMENT OF POLL RESULTS

(1) The 30th AGM re-convened at 11.30 a.m. and YB Dato' Seri Chairman called the Meeting to order. The Company Secretary confirmed that there was sufficient quorum to reconvene the Meeting.

(2) YB Dato' Seri Chairman then resumed the Meeting for the deliverance of the poll results. The poll results were compiled and verified by Boardroom Corporate Services Sdn. Bhd. and were also projected to the Meeting.

(3) Tan Sri Chairman announced the poll results of 30th AGM as follows:-

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**e-POLLING RESULTS OF 30TH AGM HELD ON TUESDAY, 30 JUNE 2020
RESOLVED:-**

Resolution	Voted in Favor		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 1</u>					
To re-elect Amran Hafiz bin Affifudin who retires by rotation in accordance with Clause 64(1) of the Company's Constitution and being eligible offers himself for re-election.	4,081,751,731	98.4121	65,860,990	1.5879	Accepted
<u>Ordinary Resolution 2</u>					
To re-elect Noraini binti Che Dan who retires by rotation in accordance with Clause 64(1) of the Company's Constitution and being eligible offers herself for re-election.	4,838,802,716	99.5969	19,582,733	0.4031	Accepted
<u>Ordinary Resolution 3</u>					
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 offers himself for re-election.	4,858,434,795	99.9964	176,152	0.0036	Accepted

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Resolution	Voted in Favor		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 4</u> To re-elect Datin Rashidah binti Mohd Sies who was appointed to the Board and retires in accordance with Clause 63(2) of the Company's Constitution and being eligible offers herself for re-election.	4,531,833,048	97.9731	93,756,295	2.0269	Accepted
<u>Ordinary Resolution 5</u> To re-elect Dato' Seri Mahdzir bin Khalid who was appointed to the Board and retires in accordance with Clause 63(2) of the Company's Constitution and being eligible offers himself for re-election.	3,501,250,866	95.3670	170,094,735	4.6330	Accepted
<u>Ordinary Resolution 6</u> 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	4,634,853,653	99.7945	9,543,508	0.2055	Accepted

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Resolution	Voted in Favor		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
(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.					
<u>Ordinary Resolution 7</u> 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.	4,642,181,862	99.9523	2,213,987	0.0477	Accepted
<u>Ordinary Resolution 8</u> 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.	4,825,191,708	99.3179	33,136,381	0.6821	Accepted

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Resolution	Voted in Favor		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 9</u>					
<p>Proposed Grant and Allotment of Shares to Datuk Seri Amir Hamzah bin Azizan.</p> <p>"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."</p> <p>"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."</p>	4,158,072,472	89.3417	496,048,213	10.6583	Accepted

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AGM 26/2020	<u>CLOSURE OF MEETING</u>
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TNB's 30th AGM ended at 12.30 p.m. with the Chairman thanked all shareholders and proxies of the Company present at the Meeting.