

Our Ref: TNB/SU 014/12/20 (A)

28 April 2022

TNB's Board of Directors:

Dato' Sri Hasan bin Arifin  
Datuk Seri Asri bin Hamidin @ Hamidon  
Datuk Amran Hafiz bin Affifudin  
Puan Juniwati Rahmat Hussin  
Encik Gopala Krishnan K.Sundaram  
Puan Ong Ai Lin  
Dato' Roslina binti Zainal  
Dato' Ir. Nawawi bin Ahmad  
Datuk Rawisandran a/l Narayanan  
Datuk Lau Beng Wei  
Dato' Merina binti Abu Tahir

**ANNOUNCEMENT TO BURSA MALAYSIA SECURITIES BERHAD (BMSB)**

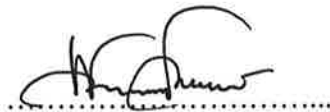
The above mentioned is hereby referred.

2. Kindly be informed that TNB has today made an announcement to BMSB on the Notice of the Thirty-Second Annual General Meeting (32<sup>nd</sup> AGM) of Tenaga Nasional Berhad to be held on Thursday, 2 June 2022 at 10.00 a.m., virtually 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).

3. The content of the said announcement is attached as **Appendix A**.

Thank you.

**"BETTER WORLD. BRIGHTER LIVES."**



(Norazni binti Mohd Isa)  
Company Secretary  
Tenaga Nasional Berhad

- c.c. President/Chief Executive Officer, TNB
- c.c. Chief Financial Officer, TNB
- c.c. Chief Corporate Services Officer, TNB
- c.c. Head (Investor Relations), COE – Investor Relations, Group Finance Division, TNB

## GENERAL MEETINGS: Notice of Meeting

### TENAGA NASIONAL BHD

<b>Type of Meeting</b>	General
<b>Indicator</b>	Notice of Meeting
<b>Description</b>	Notice of the Thirty Second Annual General Meeting (32nd AGM) of Tenaga Nasional Berhad
<b>Date of Meeting</b>	02 Jun 2022
<b>Time</b>	10:00 AM
<b>Venue(s)</b>	The Broadcast Venue: Dewan Seminar, Kompleks Balai Islam An-Nur Ibu Pejabat Tenaga Nasional Berhad No. 129, Jalan Bangsar 59200 Kuala Lumpur Malaysia  Meeting Platform: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> via Remote Participation and Voting (RPV) facilities Malaysia
<b>Date of General Meeting Record of Depositors</b>	26 May 2022

## Resolutions

### 1. For Information

<b>Description</b>	To receive the Audited Financial Statements for the Financial Year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
<b>Shareholder's Action</b>	For Information Only

### 2. Ordinary Resolution 1

<b>Description</b>	To re-elect Datuk 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.
<b>Shareholder's Action</b>	For Voting

### 3. Ordinary Resolution 2

<b>Description</b>	To re-elect Ong Ai Lin who retires by rotation in accordance with Clause 64(1) of the Company's Constitution and being eligible offers herself for re-election.
<b>Shareholder's Action</b>	For Voting

### 4. Ordinary Resolution 3

<b>Description</b>	To re-elect Dato' Roslina binti Zainal who retires by rotation in accordance with Clause 64(1) of the Company's Constitution and being eligible offers herself for re-election.
<b>Shareholder's Action</b>	For Voting

#### 5. Ordinary Resolution 4

Description	To re-elect Dato' Sri Hasan bin Arifin 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.
Shareholder's Action	For Voting

#### 6. Ordinary Resolution 5

Description	To re-elect Datuk Lau Beng Wei 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.
Shareholder's Action	For Voting

#### 7. Ordinary Resolution 6

Description	To re-elect Dato' Merina binti Abu Tahir 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.
Shareholder's Action	For Voting

#### 8. Ordinary Resolution 7

Description	(i) To approve the payment of Director's fee of RM30,000.00 per month for Dato' Sri Hasan bin Arifin, Non-Executive Chairman from the 32nd AGM until the next Annual General Meeting (AGM) of the Company; (ii) To approve the payment of Director's fees of RM7,000.00 and RM5,000.00 per month for TNB Subsidiaries Category II and III respectively to Dato Sri Hasan bin Arifin, Non-Executive Chairman from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

#### 9. Ordinary Resolution 8

Description	To approve the payment of Director's fee of RM20,000.00 per month for Datuk Seri Asri bin Hamidin @ Hamidon from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

#### 10. Ordinary Resolution 9

Description	To approve the payment of Director's fee of RM20,000.00 per month for Juniwati Rahmat Hussin from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

#### 11. Ordinary Resolution 10

Description	To approve the payment of Director's fee of RM20,000.00 per month for Gopala Krishnan K.Sundaram from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 12. Ordinary Resolution 11

Description	To approve the payment of Director's fee of RM20,000.00 per month for Ong Ai Lin from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 13. Ordinary Resolution 12

Description	To approve the payment of Director's fee of RM20,000.00 per month for Dato' Roslina binti Zainal from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 14. Ordinary Resolution 13

Description	To approve the payment of Director's fee of RM20,000.00 per month for Dato' Ir. Nawawi bin Ahmad from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 15. Ordinary Resolution 14

Description	To approve the payment of Director's fee of RM20,000.00 per month for Datuk Rawisandran a/l Narayanan from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 16. Ordinary Resolution 15

Description	To approve the payment of Director's fee of RM20,000.00 per month for Datuk Lau Beng Wei from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 17. Ordinary Resolution 16

Description	To approve the payment of Director's fee of RM20,000.00 per month for Dato' Merina binti Abu Tahir from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 18. Ordinary Resolution 17

Description	To approve the payment of benefits payable to the Non-Executive Directors (excluding Non-Executive Directors' fees) amounting to RM1,956,200.00 from the 32nd AGM until the next AGM of the Company.
Shareholder's Action	For Voting

## 19. Ordinary Resolution 18

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

Shareholder's Action

For Voting

## 20. Ordinary Resolution 19

Description

Proposed Grant and Allotment of Shares to Akmal Aziq bin Baharin.  
"THAT the Board (save for Datuk Ir. Baharin bin Din) be and is hereby authorised at any time and from time to time, to cause or procure the offering and allocation to Akmal Aziq bin Baharin, Electrical Engineer of the Company, being Person Connected to Datuk Ir. Baharin bin Din, of up to 900 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 to such terms and conditions of the LTIP By-Laws."  
"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 in accordance with the vesting of his Grant."

Shareholder's Action

For Voting

Please refer attachment below.

### Attachments



TNB Notice of 32nd AGM.pdf  
51.1 kB



### Announcement Info

Company Name	TENAGA NASIONAL BHD
Stock Name	TENAGA
Date Announced	28 Apr 2022
Category	General Meeting
Reference Number	GMA-28042022-00040
Corporate Action ID	MY220428MEET0040



## NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Second Annual General Meeting (32<sup>nd</sup> AGM) of Tenaga Nasional Berhad (TNB or the Company) will be held on **Thursday, 2 June 2022 at 10.00 a.m.**, virtually 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)** to transact the following businesses:

### AGENDA

#### AS ORDINARY BUSINESS:

- 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)*
- 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:
  - Datuk Amran Hafiz bin Affudin
  - Ong Ai Lin
  - Dato' Roslina binti Zainal*Please refer to Explanatory Note (b)*
- To re-elect the following Directors who were appointed to the Board and retire in accordance with Clause 63(2) of the Company's Constitution and being eligible offer themselves for re-election:
  - Dato' Sri Hasan bin Arifin
  - Datuk Lau Beng Wei
  - Dato' Merina binti Abu Tahir*Please refer to Explanatory Note (b)*
- To approve the payment of the following Non-Executive Directors' fees from the 32<sup>nd</sup> AGM until the next Annual General Meeting (AGM) of the Company:
  - Director's fee of RM30,000.00 per month for Dato' Sri Hasan bin Arifin, Non-Executive Chairman
  - Director's fee of RM7,000.00 and RM5,000.00 per month for TNB Subsidiaries Category II and III respectively to Dato' Sri Hasan bin Arifin, Non-Executive Chairman
  - Director's fee of RM20,000.00 per month for the following Non-Executive Directors:
    - Datuk Seri Asri bin Hamidin @ Hamidin
    - Juniwati Rahmat Hussin
    - Gopala Krishnan K.Sundaram
    - Ong Ai Lin
    - Dato' Roslina binti Zainal
    - Dato' Ir. Nawawi bin Ahmad
    - Datuk Rawisdran a/l Narayanan
    - Datuk Lau Beng Wei
    - Dato' Merina binti Abu Tahir*Please refer to Explanatory Note (c)*

**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**

**Ordinary Resolution 4**  
**Ordinary Resolution 5**  
**Ordinary Resolution 6**

**Ordinary Resolution 7**

**Ordinary Resolution 8**  
**Ordinary Resolution 9**  
**Ordinary Resolution 10**

**Ordinary Resolution 11**  
**Ordinary Resolution 12**  
**Ordinary Resolution 13**  
**Ordinary Resolution 14**  
**Ordinary Resolution 15**  
**Ordinary Resolution 16**

- To approve the payment of benefits payable to the Non-Executive Directors (excluding Non-Executive Directors' fees) amounting to RM1,956,200.00 from the 32<sup>nd</sup> AGM until the next AGM of the Company.  
*Please refer to Explanatory Note (c)*
- 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 17**

**Ordinary Resolution 18**

#### AS SPECIAL BUSINESS:

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

- Proposed Grant and Allotment of Shares to Akmal Aziq bin Baharin.  
"THAT the Board (save for Datuk Ir. Baharin bin Din) be and is hereby authorised at any time and from time to time, to cause or procure the offering and allocation to Akmal Aziq bin Baharin, Electrical Engineer of the Company, being Person Connected to Datuk Ir. Baharin bin Din, of up to 900 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 in him at a future date, subject to such terms and conditions of the LTIP By-Laws."  
"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 in accordance with the vesting of his Grant."  
*Please refer to Explanatory Note (e)*
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 (Act).

**Ordinary Resolution 19**

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 32<sup>nd</sup> 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 26 May 2022. Only a depositor whose name appears on the ROD as at 26 May 2022 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 Practising Certificate No. 201908000492)  
Company Secretary  
Kuala Lumpur  
29 April 2022

#### EXPLANATORY NOTES ON ORDINARY BUSINESSES:

- Agenda No. 1** is meant for discussion only as 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.
- Ordinary Resolutions 1 to 6 - 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 with the assistance of the Board Nomination and Remuneration Committee (BNRC) conducted an independence assessment of all Independent Directors including Ong Ai Lin, Dato' Roslina binti Zainal and Datuk Lau Beng Wei, and are satisfied that they have complied with the independence criteria as required by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (MMLR) and continue to bring independent and objective judgment to the Board deliberations.  
Through the engagement of Willis Towers Watson (WTW) on 1 July 2021, as Independent Expert for 2021 Board Evaluation Assessment, the BNRC and Board also considered the Board Evaluation Assessment including the Self and Peer Assessment results of Datuk Amran Hafiz bin Affudin, Ong Ai Lin, Dato' Roslina binti Zainal and Dato' Sri Hasan bin Arifin, 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 Company Directors.  
The Board on 30 September 2021 approved, with the concurrence of Minister of Finance (Incorporated), the Special Shareholder of TNB for the appointment of Dato' Sri Hasan bin Arifin as Chairman, Non-Independent Non-Executive Director with effect from 1 October 2021.  
The Board on 25 November 2021 approved, on the appointment of Datuk Lau Beng Wei as Independent Non-Executive Director with effect from 1 December 2021. Subsequently the Board on 27 January 2022 had approved on the appointment of Dato' Merina binti Abu Tahir as Independent Non-Executive Director with effect from 1 February 2022.  
Pursuant to Clause 63(2) of the Company's Constitution, Dato' Sri Hasan bin Arifin, Datuk Lau Beng Wei and Dato' Merina binti Abu Tahir are standing for re-election. With their expertise and experience that they bring to the Board, shall further strengthen the Board composition and dynamics.  
The BNRC and Board hereby recommend for the re-election of each Director who is retiring at the 32<sup>nd</sup> AGM.
- Ordinary Resolutions 7 to 17 - 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 32<sup>nd</sup> AGM on the Non-Executive Directors' remuneration of the Company and TNB Subsidiaries Category II and III through separate resolutions as follows:
  - Ordinary Resolutions 7 to 16 on the payment of Non-Executive Directors' fees for the Non-Executive Chairman and each Non-Executive Director separately from the 32<sup>nd</sup> AGM until the next AGM of the Company.
  - Ordinary Resolution 17 on the payment of benefits payable (excluding Non-Executive Directors' fees) to the Non-Executive Directors from the 32<sup>nd</sup> 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 30 September 2021 has engaged WTW to undertake Non-Executive Directors' Remuneration Benchmarking exercise. Based on the findings, the Non-Executive Directors' remuneration, inclusive of benefits, is generally aligned with the market practice. It is recommended for the existing remuneration be retained and reviewed in three (3) years time.  
The proposed Ordinary Resolutions 7 to 17 for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company from the 32<sup>nd</sup> AGM until the conclusion of the next AGM are tabled herewith in line with the provision of the Act and Guidance 7.2 of the Malaysian Code on Corporate Governance 2021 to ensure full disclosure.  
No separate resolution for Khazanah Nasional Berhad (Khazanah) Nominee Director, Datuk Amran Hafiz bin Affudin, in lieu of Khazanah's waiver of Director's fees and meeting allowances to its Nominee Directors who are Khazanah employees. The said waiver is applicable to all Khazanah's investee companies.  
The Non-Executive Directors remuneration policy of 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 - RM16,000 Category II - RM7,000 Category III - RM5,000	Category I - RM13,000 Category II - RM5,000 Category III - RM3,000
*Meeting Allowances (per meeting)				
iii Board	RM2,500	RM2,000	Category I - RM2,000 Category II & III - RM1,500	Category I - RM1,500 Category II & III - RM1,000
iii Board Committees	RM2,000	RM1,500	Category I - RM1,500 Category II & III - RM1,000	Category I - RM1,000 Category II & III - RM800
Benefits	Medical, Business Peripherals, Utilities Bills, Travelling & Telecommunication and other claimable benefits			

\* subject to not more than three (3) payments in a month.  
\*\* save for TNB Non-Executive Chairman, none of TNB Non-Executive Directors are currently on the board of TNB subsidiaries.

In determining the estimated total amount of benefit is payable, the Board had 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 payable 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 17 be passed at the 32<sup>nd</sup> AGM. The Board is of the view that it is fair and justifiable for the payment of benefits payable 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 2021 are enumerated on page 96 of the Corporate Governance Overview Statement of Integrated Annual Report 2021.

#### Ordinary Resolution 18 - 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 objectively and professionalism demonstrated by the External Auditors in carrying out their duties. 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:

- Ordinary Resolution 18 - Proposed Grant and Allotment of Shares**  
Pursuant to Paragraph 6.06 of the MMLR, any offer and issuance of shares to the director, major shareholder or chief executive and persons connected with them must be approved by the shareholders at the general meeting stating the specific allotment.  
The proposed Ordinary Resolution 18, 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 Akmal Aziq bin Baharin, being Person Connected to Datuk Ir. Baharin bin Din, such number of TNB Shares as they shall deem fit, which will be vested in him for the remaining LTIP period until 29 April 2025, subject to such terms and conditions of the LTIP By-Laws, which was approved at the Extraordinary General Meeting of the Company held on 18 December 2014.  
Datuk Ir. Baharin bin Din and Person Connected to him will abstain from voting on Ordinary Resolution 18.

#### NOTES:

- 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.
- 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.
- A member entitled to participate and vote at the Meeting is entitled to appoint not more than two (2) proxies to participate and vote on his/her behalf. Where a member appoints two (2) proxies, the appointments shall be invalid unless the provision of the Shareholdings to be represented by each proxy is specified.
- The instrument appointing a proxy/Proxy Form shall be in writing under the hand of the appointor 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 in its common seal or under the hand of any officer or attorney duly appointed under a power of attorney.
- 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.
- Duly completed Proxy Form must be deposited at Roadroom 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 not less than 48 hours before the time appointed for the taking of the poll or no later than 31 May 2022 at 12:00 p.m.
- Alternatively, you may lodge the Proxy Form online via the Broadcastroom Smart Portal at <https://investor.tnb.com/online> or by email to [helpdesk@khabar.com](mailto:helpdesk@khabar.com) not later than the above mentioned cut-off time. For further details on proxy lodgement, kindly refer to the Administrative Details of 32<sup>nd</sup> AGM.
- Pursuant to Paragraph 6.29A(1) of the MMLR, voting at the 32<sup>nd</sup> AGM of the Company will be conducted by poll.