TDM BERHAD

("TDM" or "the Company") [Registration No.: 196501000477 (6265-P)]

(Incorporated in Malaysia)

MINUTES OF THE FIFTY-NINTH ANNUAL GENERAL MEETING OF TDM BERHAD HELD VIRTUALLY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT ELYSIUM SKYBRIDGE, LEVEL 3, MENARA B, KTCC DRAWBRIDGE, JALAN SULTAN ZAINAL ABIDIN, KAMPUNG TANJUNG PANTAI, 20000 KUALA TERENGGANU, TERENGGANU ON THURSDAY, 6 JUNE 2024 AT 11.00 A.M.

PRESENT

BOARD OF DIRECTORS

1. Mr Ng Wai San

BUAK	D OF DIRECTORS	
<u>NO</u>	NAME	<u>DESIGNATION</u>
1.	YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil)	Chairman of the Board/ Non-Independent & Non- Executive Director
2.	Tuan Haji Najman bin Kamaruddin	Executive Director
3.	Tuan Haji Burhanuddin Hilmi bin Mohamed @ Harun	Non-independent & Non-Executive Director
4.	Tuan Haji Azlan bin Md Alifiah	Independent & Non-Executive Director
5.	Encik Mohd Kamaruzaman bin A Wahab	Independent & Non-Executive Director
6.	Dr Norhasiza binti Mat Jusoh	Independent & Non-Executive Director
7.	Dato' Roslee bin Chik	Independent & Non-Executive Director
8.	YB Tuan Haji Bakri bin Jamaluddin	Independent & Non-Executive Director
IN A	TTENDANCE	
1.	Encik Badrol bin Abu Bakar	Company Secretary
2.	Encik Wan Muhammad Akmal bin Wan Zawawi	Joint Company Secretary
SENI	OR MANAGEMENT	
1.	Encik Hasmadi bin Desa	Person In-Charge of Finance
BY IN	NTIVATION	

Engagement Partner, Ernst & Young PLT



Poll Administrator : Tricor Investor & Issuing House Services Sdn Bhd

Independent Scrutineer : Coopers Professional Scrutineers Sdn Bhd

TDM Group Management/ Shareholders/ Proxies/ Corporate Representatives/ Attorneys through Remote Participant and Voting ("RPV") via https://tiih.online

MATTERS DELIBERATED	REMARKS			
1. WELCOMING SPEECH BY CHAIRMAN				
YBM Tengku Seri Bijaya Raja ("the Chairman") presided over the 59 th Annual General Meeting of TDM Berhad ("the AGM" or "the Meeting"). The Chairman began by welcoming and thanking the Shareholders, Corporate Representatives, Proxies and the invited guests for their attendance.				
The Chairman introduced the members of the Board, the Company Secretaries, and the Person In-Charge of Finance who were present at the Broadcast Venue. The Chairman's introduction also included the virtual presence of the representative from Ernst & Young PLT.				
2. CHAIRMAN AS APPOINTED PROXY				
The Chairman confirmed that the total number of Shareholders, Proxies, Corporate Representatives and Attorneys who have logged in to the Remote Participation and Voting ("RPV") Facility are 134, representing 1,769,382 number of shares in TDM.				
The Chairman informed that, as at the close of submission of proxy forms at 11.00 a.m. on Tuesday, 4 June 2024, TDM had received in total 67 Proxy Forms from Shareholders representing a total of 1,030,989,950 of the total number of shares in TDM.				
Out of those, there were 5 Shareholders, Proxies and Corporate Representatives who appointed the Chairman as Proxy to vote on their behalf and the shares so represented are 2,599,000 of the total number of Shares in TDM.				
3. QUORUM				
The Company Secretary confirmed the presence of the requisite quorum for the purpose of the Meeting pursuant to Clause 96 of the Constitution of TDM.				
The Chairman called the Meeting to order at 11.05 a.m.				
4. NOTICE				
The Chairman informed that the notice convening the AGM which was circulated to the Shareholders and advertised in the press daily edition of the STAR on 29 April 2024.				



	MATTERS DELIBERATED	REMARKS		
on	e Chairman highlighted that TDM's Integrated Annual Report 2023 is available both Bursa Malaysia and TDM's website since 29 April 2024. The Notice of the eting was made available since 29 April 2024.			
	th the consent of the Shareholders, the Chairman declared that the notice evening the 59th AGM was taken as read.			
5.	ADMINISTRATIVE PROCEDURES			
The	e Company Secretary briefed on the administrative procedures as follows: -			
 3. 4. 5. 	The Annual General Meeting was live from the Broadcast Venue at Elysium Skybridge, KTCC Drawbridge, Kuala Terengganu, Terengganu. The meeting order of the AGM compliant with Section 327 of the Companies Act 2016 as well as the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers dated 7 April 2022 issued by the Securities Commission Malaysia. Shareholders and Proxies are to participate and vote remotely using the RPV provided by Tricor. The Meeting noted that the attendance of AGM is restricted to Shareholders, proxies and authorised representatives of Corporate Shareholders who have registered to join the meeting remotely. As all discussion that transpires in this AGM is deemed confidential, any visual or audio recording whilst this AGM is conducted is strictly prohibited unless prior written consent is obtained. The quality of the broadcast may be affected by the self-internet bandwidth connection.			
6.	PROCEDURES FOR MEETING			
Mai set The Inve	e Chairman highlighted that in accordance with Paragraph 8.92A of the Main rket Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions out in the Notice of 59th AGM must be voted by poll. e Chairman informed that TDM had appointed the Share Registrar, Tricor estor & Issuing House Services Sdn Bhd ("Tricor"), as the Poll Administrators, d Coopers Professional Scrutineers Sdn Bhd ("CPS") as the Independent			
The	utineer to verify the poll results. Meeting noted that the poll on all resolutions will be conducted after dealing h all items stated in the Agenda of the Notice.			
mo	e Chairman highlighted that all resolutions required a simple majority vote of re than 50% of the Members or Proxies or Corporate Representatives entitled attend and vote at the AGM.			
	e Chairman further informed that online remote voting as facilitated via RPV uld be accessible throughout the AGM until a later announcement.			
	ideo from Tricor explaining the voting procedure and how to raise questions the meeting through the RPV application was played.			



MATTERS DELIBERATED	REMARKS
7. REMINDER ON Q&A	
The Chairman informed that the Q&A session will be conducted after the presentation of all Resolutions of the Meeting. The Chairman invited questions from the Shareholders via submission through the query box. The Chairman further informed that the questions that are similar in nature will be grouped and answered together. Meanwhile, any questions and answers that could not be answered at the AGM, would be published on TDM corporate website within 7 business days.	
The Chairman informed the Meeting that there were questions submitted by Minority Shareholders Watch Group ("MSWG") prior to the 59th AGM. The Chairman then invited Tuan Haji Najman bin Kamaruddin, Executive Director to read out the questions submitted by the MSWG prior to the Meeting and the answers thereto. The details of which were set out in Appendix 'A' attached.	
BUSINESS OF MEETING ORDINARY BUSINESS:	
8. AGENDA ITEM NO. 1: TO RECEIVE THE AUDITED FINANCIAL STATEMEN FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPODIRECTORS AND THE AUDITORS THEREON	
The Chairman proceeds with the business of the Meeting as set out in the Notices in relation to the proposed resolutions for the 59th AGM of TDM.	
The Chairman highlighted that the first item on the agenda was to receive the Audited Financial Statements of TDM Berhad for the Financial Year Ended 31 December 2023 together with the Directors' and the Auditors' Reports.	
The Chairman informed that the agenda item is meant for discussion only as the provision of Section 340 (1) of the Companies Act 2016 provides that no formal approvals of the shareholders are required for Audited Financial Statements. Hence, the agenda item was not put forward to the shareholders for voting.	
9. AGENDA ITEM NO. 2: ORDINARY RESOLUTIONS 1 & 2 TO RE-ELECT DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFER THEMSEL ELECTION	
The Chairman proceeds to Agenda Item No. 2 in relation to the re-election of Tuan Haji Burhanuddin Hilmi bin Mohamed @ Harun and Encik Mohd Kamaruzaman bin A Wahab, who retire in accordance with Clause 119 of the Company's Constitution.	
The Chairman informed that Tuan Haji Burhanuddin Hilmi bin Mohamed @ Harun and Encik Mohd Kamaruzaman bin A Wahab have given their respective consents and offered themselves for re-election to the Board. Furthermore, the Board has also endorsed the recommendation of the Nomination and Remuneration	

Committee that the Directors who retire in accordance with Clause 119 of the

Company's Constitution are eligible to stand for re-election.



MATTERS DELIBERATED	REMARKS
The Chairman highlighted that the proposed Ordinary Resolutions 1 and 2 will be voted on individually, in a separate motion. The justification for the said recommendation was set out in the Explanatory Notes to Item 2 of the Notice of AGM.	
The Chairman further highlighted that the Profiles of both Directors are set out on Pages 86 and 88 respectively of the Company's Integrated Annual Report 2023.	
The Chairman put forth the respective Ordinary Resolution 1 and Ordinary Resolution 2 to the Shareholders for voting by poll: -	
Ordinary Resolution 1	
"THAT Tuan Haji Burhanuddin Hilmi bin Mohamed @ Harun who will be retiring pursuant to Clause 119 of the Constitution, be re-elected as a Director of the Company."	
Ordinary Resolution 2	
"THAT Encik Mohd Kamaruzaman bin A Wahab who will be retiring pursuant to Clause 119 of the Constitution, be re-elected as a Director of the Company."	
10. AGENDA ITEM NO. 3: ORDINARY RESOLUTIONS 3 & 4 TO RE-ELECT DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFER THEMSEL ELECTION	
The Chairman then proceeds to Agenda Item No. 3 which is Ordinary Resolutions 3 and 4.	
The Chairman highlighted that Item 3 on the agenda was related to the re- election of Dato' Roslee bin Chik and YB Tuan Haji Bakri bin Jamaluddin, who retire in accordance with Clause 118 of the Company's Constitution.	
The Chairman informed that Dato' Roslee bin Chik and YB Tuan Haji Bakri bin Jamaluddin have given their respective consents and offered themselves for reelection to the Board. Furthermore, the Board has also endorsed the recommendation of the Nomination and Remuneration Committee that the Directors who retire in accordance with Clause 118 of the Company's Constitution are eligible to stand for re-election.	
The Chairman highlighted that the proposed Ordinary Resolutions 3 and 4 will be voted on individually, in a separate motion. The justification for the said recommendation was set out in the Explanatory Notes to Item 3 of the Notice of AGM.	
The Chairman further highlighted that the Profiles of both Directors are set out on Pages 89 and 91 respectively of the Company's Integrated Annual Report 2023.	



MATTERS DELIBERATED	REMARKS
The Chairman put forth the respective Ordinary Resolution 3 and Ordinary Resolution 4 to the Shareholders for voting by poll: -	
Ordinary Resolution 3	
"THAT Dato' Roslee bin Chik who will be retiring pursuant to Clause 118 of the Constitution, be re-elected as a Director of the Company."	
Ordinary Resolution 2	
"THAT YB Tuan Haji Bakri bin Jamaluddin who will be retiring pursuant to Clause 118 of the Constitution, be re-elected as a Director of the Company."	
11. AGENDA ITEM NO. 4: ORDINARY RESOLUTION 5 TO APPROVE THE PAYMENT OF DIRECTORS' FEES UP TO AN RM765,917.00 FOR THE PERIOD FROM 1 JULY 2024 UNTIL 30 JUNE 2025	
The Chairman proceeded with Ordinary Resolution 5 on the payment of the fees payable to Directors amounting to RM765,917.00 with effect from 1 July 2024 until 30 June 2025.	
The Meeting noted that the rationale for the proposed resolution was explained under Explanatory Notes to Item 4 of the Notice of AGM.	
The Chairman put forth the Ordinary Resolution 5 to the Shareholders for voting by poll: -	
"THAT the payment of Directors' Fees up to an amount of RM765,917.00 for the period from 1 July 2024 until 30 June 2025 be approved."	
12. AGENDA ITEM NO. 5: ORDINARY RESOLUTION 6 TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS TO THE NOI DIRECTORS UP TO AN AMOUNT OF RM1,276,000.00 FOR THE PERIOD F 2024 UNTIL 30 JUNE 2025	
The Chairman then proceeded with Ordinary Resolution 6 on the payment of the benefits payable to Non-Executive Directors amounting to RM1,276,000.00 with effect from 1 July 2024 until 30 June 2024.	
The Meeting noted that this resolution is to facilitate payment of the Directors' Benefits from 1 July 2024 until 30 June 2025. The rationale for the proposed resolution was explained in Explanatory Notes to Item 5 of the Notice of AGM.	
The Chairman put forth the Ordinary Resolution 6 to the Shareholders for voting by poll: -	
"THAT the payment of Directors' Benefits to the Non-Executive Directors up to an amount of RM1,276,000.00 for the period from 1 July 2024 until 30 June 2025 be approved."	



MATTERS DELIBERATED

REMARKS

13. AGENDA ITEM NO. 6: ORDINARY RESOLUTION 7
RE-APPOINTMENT OF ERNST & YOUNG PLT AS AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION

The Chairman tabled the Ordinary Resolution 7 on the re-appointment of Ernst & Young PLT as Auditors of the Company, who will hold office until the conclusion of the next AGM and authorise the Directors to fix their remuneration.

The Chairman informed that the auditors, Ernst & Young PLT, had indicated to the Board their willingness to continue in office. Furthermore, the Board has also endorsed the recommendation by the Audit Committee on the proposed auditors' re-appointment.

The Chairman put forth the **Ordinary Resolution 7** to the Shareholders for voting by poll: -

"THAT Ernst & Young PLT be re-appointed as the Auditor of the Company and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

SPECIAL BUSINESS:

14. AGENDA ITEM NO. 7: ORDINARY RESOLUTION 8
AUTHORITY TO ISSUE SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76
OF THE COMPANIES ACT, 2016

The Chairman informed that the Meeting would move on to the Special Business of the AGM.

The Chairman then informed that Agenda 7, which is Ordinary Resolution 8, was to seek shareholders' mandate to empower the Directors of the Company to issue new ordinary shares of up to 10% of the total number of issued shares (excluding treasury shares) of the Company.

The Meeting noted that the rationale for the proposed mandate is explained in Explanatory Notes to Item 7 of the Notice of AGM.

The Chairman put forth the **Ordinary Resolution 8** to the Shareholders for voting by poll: -

"THAT subject always to the Act, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other Governmental/Regulatory Authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being;



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MATTERS DELIBERATED	REMARKS
AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.	
AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."	
15. AGENDA ITEM NO. 8: ORDINARY RESOLUTION 9 PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	RECURRENT
The Chairman the proceeds with Item 8, which is Ordinary Resolution 9, to seek shareholders' approval for the proposed renewal of existing shareholders' mandate for recurrent related party transactions.	
The Meeting noted that the details of the Proposed Renewal of Shareholders' Mandate are set out in Part A and Part B of the Circular to Shareholders dated 29 April 2024.	
The Chairman reminded to those who are deemed interested in the proposal as detailed in the said circular to abstain from voting on the same.	
The Chairman further reminded the Interested Directors to also abstain from voting in respect of their direct and indirect interest in the above stated resolution.	
The Chairman put forth the Ordinary Resolution 9 to the Shareholders for voting by poll at the end of the Meeting: -	
"THAT, subject always to the Act, the Constitution of the Company and the Main Market Listing Requirements ("MMLR") of Bursa Securities, approval be and is hereby given to the Company and or its subsidiaries (the Group) to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and or major shareholders of the Group (Related Parties) as described in the Part A and Part B of the Circular to Shareholders dated 29 April 2024 (Recurrent RPTs) provided that such transactions are:-	
 i) recurrent transactions of a revenue or trading nature; ii) necessary for the day-to-day operations; iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and iv) are not to the detriment of the minority shareholders. 	
(RRPT Mandate)	
AND THAT such approval shall continue to be in force until:-	
a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or	



MATTERS DELIBERATED	REMARKS
b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or	
c) revoked or varied by a resolution passed by shareholders in a general meeting.	
AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary (including executing all such documents as may be required) to give effect to the Proposed Renewal of Existing Shareholders' Mandate.	
16. AGENDA ITEM NO. 11: ANY OTHER BUSINESS	
The Chairman informed that the Company Secretary had advised that the Company did not receive notice proposing other business for the AGM.	
17. QUESTION & ANSWER SESSION	
The Chairman informed the Meeting that there were questions received via Query Box from the Shareholders, Proxies and Corporate Representatives during the Meeting, and provided the responses thereto accordingly, details of which were set out in Appendix 'B' attached.	
The Chairman then reiterated that responses to all the questions received prior to and during the AGM would be published on the TDM corporate website within 7 business days.	
18. REMOTE VOTING	
Having dealt with all items on the Agenda of the Notice, the Chairman informed that polling for all resolutions set out in the Notice would commence.	
The Chairman declared that he was appointed to act as proxy for several shareholders and that his voting would be in accordance with the instructions given.	
The Chairman reminded the shareholders on RPV voting via the TIIH Online website at https://tiih.online whereby the voting session would be available for the next 15 minutes and automatically end as per the countdown on the screen.	
At 11.50 a.m., the Chairman informed that the Meeting would be adjourned for about 15 minutes for verification of votes and would resume thereafter for the declaration of the poll results.	



MATTERS DELIBERATED REMARKS

19. DECLARATION OF POLL RESULTS

Upon the completion of the vote counting, the Chairman confirmed the poll results that were verified by CPS, the Independent Scrutineer. The poll results for the proposed Resolutions 1 to 9 of TDM were as follows:

B 1.0	Vote F	or	Vote Against		
Resolution	No. of Shares %		No. of Shares	%	
Ordinary Resolution 1	1,034,143,977	99.9533	483,004	0.0467	
To re-elect Haji Burhanuddin Hilmi bin Mohamed @ Harun who retires in accordance with Clause 119 of the Constitution of the Company and being eligible, offer himself for reelection.					
Ordinary Resolution 2	1,034,317,136	99.9701	309,845	0.0299	
To re-elect Encik Mohd Kamaruzaman bin A Wahab who retires in accordance with Clause 119 of the Constitution of the Company and being eligible, offer himself for re-election.					
Ordinary Resolution 3	1,034,317,797	99.9701	309,184	0.0299	
To re-elect Dato' Roslee bin Chik who retires in accordance with Clause 118 of the Constitution of the Company and being eligible, offer himself for re- election.					
Ordinary Resolution 4	1,034,331,386	99.9714	295,595	0.0286	
To re-elect YB Haji Bakri bin Jamaluddin who retires in accordance with Clause 118 of the Constitution of the Company and being eligible, offer himself for reelection.					



MATTERS DELIBERATED					
Resolution	Vote For		Vote Against		
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 5 To approve the payment of Directors' Fees up to an amount of RM765,917.00 for the period from 1 July 2024 until 30 June 2025.	1,034,076,525	99.9502	515,366	0.0498	
Ordinary Resolution 6	1,033,965,743	99.9429	591,148	0.0571	
To approve the payment of Directors' Benefits to the Non-Executive Directors up to an amount of RM1,276,000.00 for the period from 1 July 2024 until 30 June 2025.					
Ordinary Resolution 7	1,034,273,765	99.9701	309,216	0.0299	
To re-appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration.					
Ordinary Resolution 8	1,034,120,086	99.9544	471,895	0.0456	
Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016.					
Ordinary Resolution 9	6,309,924	96.8608	204,504	3.1392	
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.					
The Chairman declared that Ordinary Resolutions 1 to 9 carried.					
20. CLOSURE OF MEETING					
There being no other business, the Chairman closed the Meeting at 12.25 p.m. and thanked those present for their attendance.					



CONFIRMED AS CORRECT RECORD

YBM NENGKU SERI BIJAYA RAJA

(DATO' SERI TENGKU FAROK HUSSIN BIN TENGKU ABDUL JALIL)

Chairman

Dated: 6 June 2024