

**TDM BERHAD**  
**(“TDM” or “the Company”)**  
**[Registration No.: 196501000477 (6265-P)]**  
**(Incorporated in Malaysia)**

**MINUTES OF THE SIXTY-FIRST ANNUAL GENERAL MEETING (“61ST AGM”) OF TDM BERHAD HELD ON MONDAY, 22 JUNE 2026 AT 11.00 A.M. AT THE AVENUE, LEVEL 3, KMI KUALA TERENGGANU MEDICAL CENTRE, LOT 3963, JALAN SULTAN MAHMUD, 20400 KUALA TERENGGANU, TERENGGANU DARUL IMAN**

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**PRESENT**

**BOARD OF DIRECTORS**

<b><u>NO</u></b>	<b><u>NAME</u></b>	<b><u>DESIGNATION</u></b>
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.	Dato’ Haji Burhanuddin Hilmi bin Mohamed @ Harun	Non-independent Non-Executive Director
3.	YB Tuan Haji Bakri bin Jamaluddin	Independent Non-Executive Director
4.	Tuan Haji Azlan bin Md Alifiah	Independent Non-Executive Director
5.	Dato’ Roslee bin Chik	Independent Non-Executive Director
6.	Dr Norhasiza binti Mat Jusoh	Independent Non-Executive Director

**IN ATTENDANCE**

1.	Encik Wan Muhammad Akmal bin Wan Zawawi	Group Company Secretary
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**SENIOR MANAGEMENT**

1.	Tuan Haji Najman bin Kamaruddin	Group Chief Executive Officer
2.	Encik Hasmadi bin Desa	Financial Controller

**BY INTIVATION**

1.	Mr Ng Wai San	Engagement Partner, Ernst & Young PLT
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Poll Administrator : Tricor Investor & Issuing House Services Sdn Bhd

Independent Scrutineer : KMZ & Co.

TDM Group Management/ Shareholders/ Proxies/ Corporate Representatives/ Attorneys as per the Attendance Lists.

MATTERS DELIBERATED	REMARKS
<b>1. OPENING REMARK</b>	
<p>The Company Secretary informed that as stated in the Notification to Shareholders and Notice of TDM's 61st Annual General Meeting dated 28 April 2026, attendance at the 61st AGM was restricted to TDM's registered shareholders and their authorised representatives acting as proxies, corporate representatives or attorneys.</p>	
<b>2. WELCOMING SPEECH BY THE CHAIRMAN</b>	
<p>YBM Tengku Seri Bijaya Raja (“the Chairman”) presided over the 61st Annual General Meeting of TDM (“the AGM” or “the Meeting”). The Chairman began by welcoming and thanking the Shareholders, Corporate Representatives, Proxies and the invited guests for their attendance.</p> <p>The Chairman introduced the members of the Board, the Company Secretary, the Group Chief Executive Officer, Financial Controller and the representative from Ernst &amp; Young PLT, who were present to the floor.</p>	
<b>3. CHAIRMAN AS APPOINTED PROXY</b>	
<p>The Chairman informed that the total number of Shareholders, Proxies, Corporate Representatives and Attorneys attending the AGM was 45 persons, representing 1,058,683,336 number of shares in TDM.</p> <p>The Chairman further informed that as at the close of submission of proxy forms at 11.00 a.m. on Saturday, 20 June 2026, TDM had received in total 33 Proxy Forms from Shareholders representing a total of 1,031,795,791 of the total number of shares in TDM.</p> <p>Out of those, there were 9 Shareholders, appointed the Chairman as Proxy to vote on their behalf and the shares so represented are 280,458 of the total number of Shares in TDM.</p>	
<b>4. QUORUM</b>	
<p>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.</p> <p>The Chairman called the Meeting to order at 11.00 a.m.</p>	

MATTERS DELIBERATED	REMARKS
<b>5. NOTICE</b>	
<p>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 28 April 2026.</p> <p>The Chairman highlighted that TDM’s Integrated Annual Report 2025 and the Notice of the Meeting are available on both Bursa Malaysia and TDM’s website since 28 April 2026.</p> <p>With the consent of the Shareholders, the Chairman declared that the notice convening the 61st AGM was taken as read.</p>	
<b>6. PROCEDURES FOR MEETING</b>	
<p>The Chairman highlighted that in accordance with Paragraph 8.92A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the AGM must be voted by poll.</p> <p>The Chairman informed that TDM had appointed the Share Registrar, Tricor Investor &amp; Issuing House Services Sdn Bhd (“Tricor”), as the Poll Administrators, and KMZ &amp; Co. (“KMZ”) as the Independent Scrutineer to verify the poll results.</p> <p>The Meeting noted that the poll voting on all resolutions would be conducted upon completion of all items in the Agenda as set out in the Notice.</p> <p>The Chairman highlighted that all ordinary resolutions requires a simple majority vote of more than 50% of the Members or proxies or corporate representatives entitled to attend and vote at the AGM while a special resolution shall be passed by a majority of not less than three-fourths of such Members as being entitled so to vote in person or by proxy or corporate representatives entitled to attend and vote at the AGM.</p>	
<b>7. REMINDER ON Q&amp;A</b>	
<p>The Chairman informed that the Q&amp;A session would be conducted after the presentation of all resolutions. The Chairman invited the shareholders to submit their questions via the designated QR code. The Chairman further informed that questions of a similar nature would be consolidated and addressed collectively. Meanwhile, any questions that could not be addressed at the Meeting would be published on TDM’s corporate website within 7 business days from the conclusion of the AGM.</p>	

MATTERS DELIBERATED	REMARKS
<b>BUSINESS OF MEETING</b> <b>ORDINARY BUSINESS:</b>	
<b>8. AGENDA ITEM NO. 1: TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON</b>	
<p>The Chairman proceeded with the business of the Meeting as set out in the Notice in relation to the proposed resolutions for the 61st AGM of TDM.</p> <p>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 2025 together with the Reports of the Directors and Auditors thereon.</p> <p>The Chairman informed that this agenda item was meant for discussion only, as Section 340(1) of the Companies Act, 2016 (“the Act”) does not require the Audited Financial Statements to be formally approved by shareholders. Accordingly, this agenda item was not put to the shareholders for voting.</p>	
<b>9. AGENDA ITEM NO. 2: ORDINARY RESOLUTIONS 1 &amp; 2 TO RE-ELECT DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 119 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFER THEMSELVES FOR RE-ELECTION</b>	
<p>The Chairman proceeded to Agenda Item No. 2, which comprised Ordinary Resolutions 1 and 2.</p> <p>The Chairman highlighted that Agenda Item No. 2 related to the re-election of Dato’ Haji Burhanuddin Hilmi bin Mohamed @ Harun and Dr Norhasiza binti Mat Jusoh, who are retiring in accordance with Clause 119 of the Company’s Constitution.</p> <p>The Chairman informed that Dato’ Haji Burhanuddin Hilmi bin Mohamed @ Harun and Dr Norhasiza binti Mat Jusoh had each given their consent and offered themselves for re-election to the Board. The Chairman further informed that the Board had endorsed the recommendation of the Nomination and Remuneration Committee that the Directors retiring in accordance with Clause 119 of the Company’s Constitution were eligible to stand for re-election.</p> <p>The Chairman highlighted that the proposed Ordinary Resolutions 1 and 2 would be voted on individually as separate motions. The justification for the recommendation was set out in the Explanatory Notes to Agenda Item No. 2 of the Notice of the AGM.</p> <p>The Chairman further highlighted that the profiles of the two Directors were set out on pages 73 and 77 respectively, of the Company’s Integrated Annual Report 2025.</p> <p>The Chairman put forth the respective <b>Ordinary Resolution 1</b> and <b>Ordinary Resolution 2</b> to the Shareholders for voting by poll:</p>	

MATTERS DELIBERATED	REMARKS
<p><b><u>Ordinary Resolution 1</u></b></p> <p>“THAT Dato’ 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.”</p> <p><b><u>Ordinary Resolution 2</u></b></p> <p>“THAT Dr Norhasiza binti Mat Jusoh who will be retiring pursuant to Clause 119 of the Constitution, be re-elected as a Director of the Company.”</p>	
<p><b>10. AGENDA ITEM NO. 3: ORDINARY RESOLUTION 3 TO APPROVE THE PAYMENT OF DIRECTORS’ FEES UP TO AN AMOUNT OF RM765,917.00 FOR THE PERIOD FROM 1 JULY 2026 UNTIL 30 JUNE 2027</b></p>	
<p>The Chairman then proceeded with Ordinary Resolution 3 on the payment of the fees payable to Directors amounting to RM765,917.00 with effect from 1 July 2026 until 30 June 2027.</p> <p>The Meeting noted that the rationale for the proposed resolution was explained under Explanatory Notes to Item 3 of the Notice of the AGM.</p> <p>The Chairman put forth the <b>Ordinary Resolution 3</b> to the Shareholders for voting by poll:</p> <p>“THAT the payment of Directors’ Fees up to an amount of RM765,917.00 for the period from 1 July 2026 until 30 June 2027 be approved.”</p>	
<p><b>11. AGENDA ITEM NO. 4: ORDINARY RESOLUTION 4 TO APPROVE THE PAYMENT OF DIRECTORS’ BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM1,337,685.00 FOR THE PERIOD FROM 1 JULY 2026 UNTIL 30 JUNE 2027</b></p>	
<p>The Chairman proceeded with Ordinary Resolution 4 on the payment of the benefits payable to Non-Executive Directors amounting to RM1,337,685.00 with effect from 1 July 2026 until 30 June 2027.</p> <p>The Meeting noted that this resolution is to facilitate payment of the Directors’ Benefits from 1 July 2026 until 30 June 2027. The rationale for the proposed resolution was explained in Explanatory Notes to Item 5 of the Notice of the AGM.</p> <p>The Chairman put forth the <b>Ordinary Resolution 4</b> to the Shareholders for voting by poll:</p> <p>“THAT the payment of Directors’ Benefits to the Non-Executive Directors up to an amount of RM1,337,685.00 for the period from 1 July 2026 until 30 June 2027 be approved.”</p>	

MATTERS DELIBERATED	REMARKS
<p><b>12. AGENDA ITEM NO. 5: ORDINARY RESOLUTION 5 TO RE-APPOINT ERNST &amp; YOUNG PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2026 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION</b></p>	
<p>The Chairman tabled the Ordinary Resolution 5 on the re-appointment of Ernst &amp; 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.</p> <p>The Chairman informed that the auditors, Ernst &amp; 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.</p> <p>The Chairman put forth the <b>Ordinary Resolution 5</b> to the Shareholders for voting by poll:</p> <p>“THAT Ernst &amp; 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.”</p>	
<p><b>SPECIAL BUSINESS:</b></p>	
<p><b>13. AGENDA ITEM NO. 6: ORDINARY RESOLUTION 6 AUTHORITY TO ISSUE SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</b></p>	
<p>The Chairman informed that the Meeting would move on to the Special Business of the AGM.</p> <p>The Chairman then informed that Agenda Item No. 6, which is Ordinary Resolution 6, 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.</p> <p>The Meeting noted that the rationale for the proposed mandate is explained in Explanatory Notes to Item 6 of the Notice of the AGM.</p> <p>The Chairman put forth the <b>Ordinary Resolution 6</b> to the Shareholders for voting by poll:</p> <p>“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;</p>	

MATTERS DELIBERATED	REMARKS
<p>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.</p> <p>AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”</p>	
<p><b>14. AGENDA ITEM NO. 7: ORDINARY RESOLUTION 7 PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE</b></p>	
<p>The Chairman then proceeds with Agenda Item No. 7, which is Ordinary Resolution 7, to seek shareholders’ approval for the proposed renewal of existing shareholders’ mandate for recurrent related party transactions.</p> <p>The Meeting noted that the details of the Proposed Renewal of Shareholders’ Mandates are set out in Part A and Part B of the Circular to Shareholders dated 28 April 2026.</p> <p>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.</p> <p>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.</p> <p>The Chairman put forth the <b>Ordinary Resolution 7</b> to the Shareholders for voting by poll at the end of the Meeting:</p> <p>“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 28 April 2026 (Recurrent RPTs) provided that such transactions are:</p> <ul style="list-style-type: none"> <li>i) recurrent transactions of a revenue or trading nature;</li> <li>ii) necessary for the day-to-day operations;</li> <li>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</li> <li>iv) are not to the detriment of the minority shareholders.</li> </ul> <p>(RRPT Mandate)</p> <p>AND THAT such approval shall continue to be in force until:</p> <ul style="list-style-type: none"> <li>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</li> </ul>	

MATTERS DELIBERATED	REMARKS
<p>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</p> <p>c) revoked or varied by a resolution passed by shareholders in a general meeting.</p> <p>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' Mandates.”</p>	
<p><b>15. AGENDA ITEM NO. 8: ORDINARY RESOLUTION 8 PROPOSED TO BUILD AND SUBLEASE LAND OWNED BY TAWAU HEALTHCARE SDN BHD THROUGH DEVELOPMENT OF AN EXTENSION OF FIVE (5) STOREY HOSPITAL BUILDING OF 59 BEDS FOR KMI TAWAU MEDICAL CENTRE SDN BHD (“PROJECT”)</b></p>	
<p>The Chairman proceeded with Agenda Item No. 8, which is Ordinary Resolution 8, to seek shareholders' approval for the proposed to build and sublease land owned by Tawau Healthcare Sdn Bhd through development of an extension of five (5) storey hospital building of 59 beds for KMI Tawau Medical Centre Sdn Bhd.</p> <p>The Meeting noted that the details of the proposal were set out in the Circular to Shareholders dated 28 April 2026.</p> <p>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.</p> <p>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.</p> <p>The Chairman put forth the <b>Ordinary Resolution 8</b> to the Shareholders for voting by poll at the end of the Meeting:</p> <p>“THAT, subject to fulfilment of the conditions precedent and approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Company and/or its subsidiaries (the Group) to enter into an Agreement to Build and Sublease (“ATBSL”) with Tawau Healthcare Sdn Bhd (“THSB”) (Company No. 200901041269 (884419-D)) for the purpose of building and subleasing the land owned by THSB through development of an extension of five (5) storey hospital building of 59 Beds for KMI Tawau Medical Centre Sdn Bhd (“KMITMC”) (Company No. 202101010833 (1411132-A)), a subsidiary of Kumpulan Medic Iman Sdn Bhd (“KMI”) (Company No. 201301032521 (1062350-H)) in accordance with the terms and conditions of the ATBSL dated 14 April 2026 as described in the Circular to Shareholders dated 28 April 2026.</p>	

MATTERS DELIBERATED	REMARKS
<p>AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and to give full effect to complete the ATBSL including without limitation, with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and/or parties in connection with the ATBSL.”</p>	
<p><b>16. AGENDA ITEM NO. 9: ANY OTHER BUSINESS</b></p>	
<p>The Chairman informed that the Company Secretary had advised that the Company did not receive any notice proposing any other business to be transacted at the AGM.</p>	
<p><b>17. QUESTION &amp; ANSWER SESSION</b></p>	
<p>The Chairman invited questions from the shareholders, corporate representatives and proxies during the Meeting and provided responses thereto, the details of which were set out in <u>Appendix “A”</u> attached.</p> <p>The Chairman then reiterated that responses to all questions received after the AGM would be published on TDM’s corporate website within 7 business days.</p>	
<p><b>18. VOTING</b></p>	
<p>Having dealt with all items on the Agenda as set out in the Notice of the Meeting, the Chairman informed that electronic polling would be conducted for all resolutions set out in the Notice of Meeting.</p> <p>The Chairman declared that he had been appointed as proxy for several shareholders and that he would vote in accordance with the instructions given.</p> <p>The Chairman then invited all present to pay attention to the voting procedure video displayed on the screen as a guide to the poll voting process.</p> <p>At 12.00 p.m., the Chairman informed that the Meeting would be adjourned for approximately 15 minutes to allow for the conduct of the poll voting and verification of votes, and would resume thereafter for the declaration of the poll results.</p>	
<p><b>19. DECLARATION OF POLL RESULTS</b></p>	
<p>Upon the completion of the vote counting, the Chairman confirmed the poll results that were verified by KMZ &amp; Co., the Independent Scrutineer. The poll results for the proposed Resolutions 1 to 8 of TDM were as follows:</p>	

MATTERS DELIBERATED					REMARKS
Resolution	Vote For		Vote Against		
	No. of Shares	%	No. of Shares	%	
<p>Ordinary Resolution 1</p> <p>To re-elect Dato' Haji Burhanuddin Hilmi bin Mohamed @ Harun who retires in accordance with Clause 119 of the Constitution of the Company and being eligible, offers himself for re-election.</p>	1,058,683,336	100.0000	0	0.0000	
<p>Ordinary Resolution 2</p> <p>To re-elect Dr Norhasiza binti Mat Jusoh who retires in accordance with Clause 119 of the Constitution of the Company and being eligible, offers herself for re-election.</p>	1,058,683,336	100.0000	0	0.0000	
<p>Ordinary Resolution 3</p> <p>To approve the payment of Directors' Fees up to an amount of RM765,917.00 for the period from 1 July 2026 until 30 June 2027.</p>	1,058,683,336	100.0000	0	0.0000	
<p>Ordinary Resolution 4</p> <p>To approve the payment of Directors' Benefits to the Non-Executive Directors up to an amount of RM1,337,685.00 for the period from 1 July 2026 until 30 June 2027.</p>	1,058,683,336	100.0000	0	0.0000	
<p>Ordinary Resolution 5</p> <p>To re-appoint Ernst &amp; Young PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.</p>	1,058,683,336	100.0000	0	0.0000	

MATTERS DELIBERATED					REMARKS
Resolution	Vote For		Vote Against		
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 6 Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016.	1,058,683,336	100.0000	0	0.0000	
Ordinary Resolution 7 Proposed Renewal of Existing Shareholders' Mandates for Recurrent Related Party Transactions of a Revenue or Trading Nature.	27,465,767	100.0000	0	0.0000	
Ordinary Resolution 8 Proposed to Build and Sublease Land Owned by Tawau Healthcare Sdn. Bhd. through development of an Extension of Five (5) Storey Hospital Building of 59 Beds for KMI Tawau Medical Centre Sdn Bhd	1,055,564,150	100.0000	0	0.0000	
The Chairman declared that Ordinary Resolutions 1 to 8 carried.					
<b>20. CLOSURE OF MEETING</b>					
There being no other business, the Chairman closed the Meeting at 12.18 p.m. and thanked those present for their attendance.					

CONFIRMED AS CORRECT RECORD



YBM TENGKU SERI BIJAYA RAJA  
(DATO' SERI TENGKU FAROK HUSSIN BIN TENGKU ABDUL JALIL)  
Chairman

Dated: 22 June 2026