



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting ("23rd AGM") of Tenaga Nasional Berhad will be held on **Thursday, 19 December 2013, at 10.00 a.m.** at Dewan Serbaguna, Kompleks Sukan TNB, Jalan Pantai Baru, 59200 Kuala Lumpur to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the Financial Year ended 31 August 2013 together with the Reports of the Directors and Auditors thereon.
Please refer to Note (i) of the Explanatory Notes on Ordinary Businesses.
- To approve the declaration of a final single-tier dividend of 15.0 sen per ordinary share for the Financial Year ended 31 August 2013. **Ordinary Resolution 1**
- To approve the following Directors' Fees:
(i) Increase in Directors' Fees amounting to RM180,000.00 per annum for the Non-Executive Chairman and RM120,000.00 per annum for the Non-Executive Director with effect from 1 January 2013; **Ordinary Resolution 2**
(ii) Payment of Directors' Fees of RM1,900,000.00 for the Financial Year ended 31 August 2013. **Ordinary Resolution 3**
- To re-elect the following Directors who retire in accordance with Article 135 of the Company's Articles of Association:
(i) Datuk Nozirah binti Bahari; **Ordinary Resolution 4**
(ii) Datuk Chung Hon Cheong. **Ordinary Resolution 5**
Tan Sri Dato' Hari Narayanan a/l Govindasamy who retires pursuant to Article 135 of the Company's Articles of Association, has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the 23rd AGM of the Company.
- To re-appoint the following Directors who retire in accordance with Section 129(6) of the Companies Act, 1965 ("Act") to hold office until the conclusion of the next Annual General Meeting ("AGM"):
(i) Tan Sri Leo Moggie; **Ordinary Resolution 6**
(ii) Tan Sri Dato' Seri Siti Norma binti Yaakob. **Ordinary Resolution 7**
- To re-appoint Messrs PricewaterhouseCoopers, 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. **Ordinary Resolution 8**

AS SPECIAL BUSINESS:

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

- Proposed Continuation in Office as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.
"THAT Dato' Zainal Abidin bin Puthi who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby authorised to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company." **Ordinary Resolution 9**
- Proposed renewal of authority for the purchase by the Company of its own shares.
"THAT subject to compliance with the Act, the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and all other applicable laws, guidelines, rules and regulations for the time being in force or as may be amended from time to time, and the approvals from all relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital through Bursa Malaysia Securities Berhad ("BMSB") upon such terms and conditions as the Directors of the Company ("Board") may deem fit and expedient in the interest of the Company provided that:
(i) the aggregate number of shares purchased pursuant to this resolution shall not exceed 10% of the total issued and paid-up share capital of the Company ("Proposed Share Buy-Back");
(ii) the maximum amount of funds to be utilised for the purpose of the Proposed Share Buy-Back shall not exceed the Company's aggregate retained profits and/or share premium account at the time of purchase be allocated by the Company for the Proposed Share Buy-Back;
(iii) the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:
(a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed by the shareholders of the Company in a general meeting, the authority is renewed either unconditionally or subject to conditions;
(b) the expiry of the period within which the next AGM of the Company is required by law to be held;
(c) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier."
"AND THAT authority be and is hereby given to the Board to decide in its discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares or to cancel them or a combination of both and/or to resell them on BMSB and/or to distribute them as share dividends."
"AND THAT the Board be and is hereby authorised to take such steps to give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company." **Ordinary Resolution 10**
- To transact any other business of which due notice shall have been given in accordance with the Act.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 23rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with Article 87(B)(1) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 ("SICDA") to issue a General Meeting Record of Depositors ("ROD") as at 12 December 2013. Only a depositor whose name appears on the ROD as at 12 December 2013 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

NOTICE ON ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of Members at the 23rd AGM to be held on 19 December 2013, a final single-tier dividend of 15.0 sen per ordinary share for the Financial Year ended 31 August 2013 will be paid on 31 December 2013 to Depositors whose names appear in the ROD on 20 December 2013.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred into the Depositor's securities account before 4.00 p.m. on 20 December 2013 in respect of ordinary transfers; and
- shares bought on BMSB on a cum entitlement basis according to the Rules of the BMSB.

BY ORDER OF THE BOARD

Norazni binti Mohd Isa

(LS 0009635)
Company Secretary

Kuala Lumpur
21 November 2013

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

- Agenda item no. 1** is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item is not put forward for voting.
- Ordinary Resolution 2 – Proposed Increase in Directors' Fees**
The proposed increase of the Non-Executive Directors' (NEDs) Fees is in view that presently, the NEDs face increasingly demanding challenges in discharging their fiduciary duties, roles and responsibilities, whether individually or collectively and to ensure that it commensurate with the responsibilities and accountabilities of the NEDs.
The proposed increase of the NEDs' Fees is in accordance with Article 116(3) of the Company's Articles of Association and if passed, shall authorise the increase in NEDs' Fees amounting to RM180,000.00 per annum for the Non-Executive Chairman and RM120,000.00 per annum for the NEDs with effect from 1 January 2013 for the Financial Year ended 31 August 2013.
- Ordinary Resolution 5 – Proposed Re-election of Director**
The Board Nomination and Remuneration Committee (BNRC) has conducted assessment on the independence of the Independent Directors and is satisfied that the Independent Directors have complied with the independence criteria of the Company and continue to bring independent and objective judgment to the Board deliberations.
- Ordinary Resolution 7 – Proposed Re-appointment of Director in Accordance With Section 129(6) of the Act**
The BNRC is satisfied with the skills, competency, contribution and independent judgment that Tan Sri Dato' Seri Siti Norma binti Yaakob brings to the Board. She demonstrated that she is independent of management and free from any business or other relationship of which could interfere with the exercise or the ability to act in the best interest of the Company. In view of that, the Board further recommends and supports her re-appointment, as she has offered herself for re-appointment as the Director of the Company, to be approved by the shareholders at the 23rd AGM of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESSES:

- Ordinary Resolution 9 – Proposed Continuation in Office as Independent Non-Executive Director in Accordance With Recommendation 3.3 of The Malaysian Code On Corporate Governance 2012**
The BNRC and the Board have assessed the independence of Dato' Zainal Abidin bin Puthi, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and with their consent have recommended for Dato' Zainal Abidin bin Puthi to continue to act as Independent Non-Executive Director of the Company based on the following justifications:
(a) the criteria of the definition of Independent Director as stated in the MMLR has been fulfilled and he has expressed his willingness to continue in office as Independent Non-Executive Director of the Company;
(b) his vast experience and expertise enable the Board to discharge its duties effectively and in a competent manner;
(c) he has served the Company as Independent Director for a cumulative term of more than nine (9) years of which he has acted in the best interest of the Company, providing independent view to the deliberations and decision-making of the Board and Board Committee Meetings and fully understand the Company's objectives and strategies as well as the business operation of the Company and the electricity industry market;
(d) he has proven to be a reliable Independent Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and has also exercised due care diligence during his tenure in the best interest of the Company and the shareholders.
- Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Authority**
The proposed Ordinary Resolution, if passed, is to empower the Directors to purchase the Company's shares of up to 10% of the issued and paid-up share capital of the Company by utilising the funds allocated out of retained profits and share premium account of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

Information on the Proposed Renewal of Share Buy-Back Authority is set out in the Statement to Shareholders dated 21 November 2013, dispatched together with the 2013 Annual Report.

Abstention from Voting

- All the NEDs who are shareholders of the Company will abstain from voting on Resolutions 2 and 3 concerning Directors' Fees at the 23rd AGM.
- The Directors referred to in Resolutions 7 and 9, who are shareholders of the Company will abstain from voting on the resolution in respect of his/her re-election or re-appointment at the 23rd AGM.

Additional Information on Ordinary Resolutions 4 to 7 and 9

Additional information on the particulars of the retiring Directors, as required under Appendix 8A of the MMLR is detailed out in the Annual Report.

Notes:

- Only members registered in the ROD as at 12 December 2013 shall be eligible to attend the AGM or appoint proxy to attend and vote on their behalf.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that, 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.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportion 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 is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly appointed under a power of attorney.
- 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 Article 107(6) of the Company's Articles of Association.
- Duly completed Proxy Form must be deposited at Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the Meeting or **no later than 17 December 2013 at 10.00 a.m.**
- At any general meeting, every question submitted, a resolution put to the vote of the Meeting, and/or in the case of an equality of votes, shall be decided on a show of hands by members present and being entitled to vote at the General Meeting unless a poll is demanded by either:
(a) the Chairman (being a person entitled to vote); or
(b) at least five (5) members present in person or by proxy and being entitled to vote; or
(c) any member or members holding or representing by proxy or power of attorney not less than one-tenth of the issued share capital of the Company and entitled to vote.
- The demand for a poll may be withdrawn. Unless a poll be so demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- A poll demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment. In the case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
- The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business on which a poll has been demanded.

Registration of Members/Proxies

Registration of Members/Proxies attending the Meeting will be from 7.00 a.m. on the day of the Meeting. Members/Proxies are required to produce identification documents for registration.