GAS MALAYSIA BERHAD 199201008906 (240409-T)

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF GAS MALAYSIA BERHAD ("THE COMPANY") HELD VIRTUALLY FROM THE BROADCAST VENUE: GAS MALAYSIA BERHAD PUSAT SUMBER DAN LATIHAN, NO. 40, SEKITAR BUSINESS CENTRE, JALAN SERENDAH 26/41, SEKSYEN 26, 40400 SHAH ALAM, SELANGOR ON THURSDAY, 19 MAY 2022 AT 10.00 A.M.

PRESENT:

ESSENTIAL INDIVIDUALS AT THE BROADCAST VENUE

YBhg Tan Sri Wan Zulkiflee bin Wan Ariffin (Chairman of the Meeting)

YBhg Datuk Syed Abu Bakar bin S Mohsin Almohdzar (Director)

Encik Ahmad Hashimi bin Abdul Manap [Group Chief Executive

Officer ("GCEO")]

Encik Zafian bin Supiat (Chief Financial Officer)
Puan Yanti Irwani binti Abu Hassan (Company Secretary)

DIRECTORS' ATTENDANCE VIA VIDEO CONFERENCING (REMOTE DIRECTORS)

YBhg Dato' Sri Che Khalib bin Mohamad Noh

Encik Nobuhisa Kobayashi

Encik Kamalbahrin bin Ahmad

Encik Tan Lye Chong

YBhg Datuk Puteh Rukiah binti Abd. Majid

YBhg Datuk Ooi Teik Huat

OTHER ATTENDEE VIA VIDEO CONFERENCING

Puan Hew Chooi Yoke (External Auditors, Messrs
PricewaterhouseCoopers PLT)

POLL ADMINISTRATOR

Boardroom Share Registrars Sdn Bhd

AUDIO SUPPORT/WEBCASTER

Muhammad Loqman Hakim Zainuar (Boardroom Share Robinjot Singh Registrars Sdn Bhd)
Sabbir Hossain

SCRUTINEERS

SKY Corporate Services Sdn Bhd

[The above attendees are as listed in **Attachment I** of the Minutes of the 31st AGM of Gas Malaysia Berhad ("Meeting")].

[The attendance of Members/Corporate Representatives/Proxies is as per Summary of Attendance List via Remote Participation and Voting ("RPV") in **Attachment II** of the Minutes of the Meeting].

AGM 1/2022 PRELIMINARY

Tan Sri Wan Zulkiflee bin Wan Ariffin, the Chairman of the meeting extended a warm welcome to the shareholders and proxies who participated in the virtual Meeting.

There being a quorum in accordance with Clause 77 of the Company's Constitution, the Meeting was duly convened.

Based on the registration data given by the Share Registrars as at 10.00 a.m. on 18 May 2022, the Company has received in total of 85 numbers valid Form of Proxy from shareholders representing the total 1,154,903,782 Ordinary Shares which representing 89.95% of the total issued shares of the Company.

Out of those, 34 numbers of shareholders, proxies and corporate representatives have registered in the remote participation and voting have appointed the Chairman of the Meeting as proxy to vote on their behalf.

At this juncture, the Chairman of the Meeting introduced the essential individuals who were present at the Broadcast Venue. The Chairman of the Meeting also introduced the 6 members of the Board of Directors ("Board") and the External Auditors, who were in attendance via video conferencing.

AGM 2/2022 NOTICE OF MEETING

The 31st AGM Notice dated 20 April 2022 as stated in the Annual Report 2021 was tabled and taken as read.

At this juncture, the Chairman of the meeting invited Encik Ahmad Hashimi bin Abdul Manap, the GCEO to present the overview of the Company's performance for year 2021. The several pertinent points presented for the benefits of the shareholders amongst other are as follows:-

i) Group Overview

Another challenging year where continuous Covid-19 pandemic has led to the slowdown in economic activities. This has resulted in the volume instability during the reimposition of the Movement Control Order ("MCO") restrictions and lockdowns in the second half of 2021 in which the Group's monthly volume of natural gas sold fell to the lowest level in July 2021 (12.84 million MMBtu). Notwithstanding the above, the Group recorded slight growth in the volume which is 203.3 million MMBtu in year 2021 (200.1 million MMBtu in year 2020) due to the gradual easing in Covid-19 containment measures and the introduction of National Recovery Plan towards the end of 3rd quarter of 2021.

As year 2021 was the final year of making preparation towards full market liberalisation in gas industry which has taken place in January 2022, it is believed that the full market liberalisation of the gas market will create a more vibrant and competitive industry whilst offering the Group opportunities to participate in any relevant activities though out the value chain.

ii) Operational Performance

As for financial year ended 2021 ("FY2021"), the Company has completed a total pipeline length of 2,706km with the commissioned 106km Natural Gas Distribution System ("NGDS") network. The SAIDI recorded at 0.1247 minutes per customers with average response time at 25.76 minutes (below targeted 90 minutes).

In addition, the Kinta Valley Project, a collaboration with the Ministry of International Trade and Industry (MITI) and Perak State Government under Private Public Partnership which has started in year 2018 to construct 140km of NGDS infrastructure from Ayer Tawar to Chemor to support economic activities within the vicinity has been completed in 2021.

iii) Business Performance

Total volume sold for Natural Gas and LPG for 2021 is 203.3 million MMBtu as compared to 200.1 million MMBtu in 2020. The Group total number of customers in 2021 is 25,696 as compared to 28,632 in 2020 across the industrial, commercial and residential sectors. The industrial segment continued to be the largest growth driver, accounting for over 99% of total gas volume sales. For 2021, the Company has added 41 new industrial customers.

Non-Regulated Business Ventures

The non-regulated business component within the group are as follows:-

- (a) Virtual Pipeline business under the Gas Malaysia Virtual Pipeline Sdn Bhd ("GMVP") has growth in supplied volume of about 1.6 times from FY2020. GMVP distributes compressed natural gas (CNG) to customers who are remote and not within the vicinity of NGDS network or customers who are waiting to be connected to the NGDS network.
- (b) Combined Heat & Power ("CHP") segment had made continuous effort to acquire additional clients who require electricity and steam or hot water in their processing activities in order to be more efficient. At the end of 2021, the Company have secured an additional 6.4MW CHP. For records, GMEA owned two cogeneration plants in Northern (33MW) and Central (2MW).
- (c) Green Gas is another project that the Company has embarked on. Apart from the commitment to advance focus on growing renewable energy, the Company has also secured first supply of biomethane from two palm oil mills to purchase compressed processed of biogas which will be injected into the NGDS network.

iv) Key Financial Highlights for FY2021

The Group's revenue for FY2021 is lower by 12.5% as compared to the financial year ended 2020, this was mainly due to the lower average natural gas tariff despite higher volume.

The Group Profit After Zakat & Tax ("PAZT") for FY2021 is higher by 17.4% compared to the financial year ended 2020. PAZT was recorded 249.6 in 2021 is higher than 212.6 in 2020. The improvement recorded was mainly due to higher volume and higher gross profit margin as well as lower administrative costs and lower finance cost.

v) Achievements and Recognition

- (a) Highest Return on Equity over Three Years for Utilities Sector (The Edge Billion Ringgit Club Corporate Awards 2021);
- (b) Retained Four Management Systems Certification by SIRIM and extended the scope to include GMES, GMD and GMRS (i.e. ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 & ISO/IEC 27001:2013); and
- (c) Gas Malaysia Distribution has signed an Infrastructure Development Agreement with Perlis State Government for Chuping Valley Area Development Project.

vi) Outlook for 2022

<u>Delivering value & sustainable future</u>

(a) Market liberalisation

For the natural gas industry, 2022 will be the first year in which the natural gas industry will be fully liberalised. In essence, the price of natural gas will be entirely dependent on the market forces of demand and supply. It will create a competition amongts the industy players. Nonetheless, the market liberalisation also provide an opportunity for the Group to unlock value.

(b) Pipeline network development

Gas Malaysia continues to expand infrastructure development with further expansion for over 100 km of pipeline in the areas of PROTON City, Chuping Valley, Kedah Rubber City and Padang Meha. This marks the Group's continous contribution to nation-building as the additional gas pipeline will go a long-way towards improving the investment prospects of the repsective areas.

(c) Service excellence

Gas Malaysia will continue to provide integrated solutions (through Tecnical Services pre and after sales service) and enhanced customer relationship management (via digitalisation such as through mobile apps, e-service portal and new customer care center system).

(d) Other businesses

The liberalisation of the industry sees potential in business and investment opportunities throughout the gas value chain. This, in turn, opens up avenues for the Group's other businesses namely the expansion of cogeneration plants and virtual pipelines, and the introduction of renewable energy initiatives, as well as raising the potential for diversification into other areas within the natural gas industry value chain.

At this juncture, Encik Ahmad Hashimi expressed his sincere appreciation to the stakeholders, particularly the esteemed customers, regulatory bodies, government agencies and business communities for their continued support and trust in Gas Malaysia throughout the year.

The meeting also noted that the year 2022 also marks Gas Malaysia's 30th anniversary, celebrating three decades playing a vital role in supporting nation building as the Group provides the clean, safe and reliable energy solutions to power the nation's economic growth.

AGM 3/2022 PRESENTATION ON QUESTIONS FROM THE MINORITY SHAREHOLDERS WATCH GROUP

The Chairman of the Meeting informed that the Company had responded to the letter dated 24 April 2022 from the Minority Shareholders Watch Group ("MSWG"). The reply of which was requested to be read at the meeting for the benefit of all shareholders, the Chairman then invited Encik Kamarul Ariffin bin Ibrahim, Head of Corporate Affairs to read out the questions raised by MSWG and the written responses to each question.

A copy of the said letter together with Gas Malaysia's written reply dated 17 May 2022 are attached as **Attachment III**.

AGM 4/2022 **VOTING OF RESOLUTIONS AT THE MEETING**

The Chairman of the Meeting informed the Members, corporate representatives and proxies present that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that any resolution set out in the notice of any general meeting would be conducted by way of poll.

The Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the polling process, and SKY Corporate Services Sdn Bhd as Scrutineer to verify the poll results.

A video presentation was made by the Boardroom Share Registrars, the poll administrator which guided the shareholders who have attended the 31st AGM through live streaming on the electronic voting.

AGM 5/2022 QUESTIONS AND ANSWERS SESSION

The Chairman of the Meeting then opened the Questions and Answers ("Q&A") session and invited shareholders to submit questions on all the proposed resolutions of the 31st AGM.

At this juncture, Encik Ahmad Hashimi bin Abdul Manap, the GCEO was invited to share the questions received prior to the meeting and the response as per **Attachment IV**.

After which, the Chairman and GCEO attended to the live questions submitted by the shareholders during the live webcast of the 31st AGM. The questions raised by the shareholders and the responses provided by the GCEO are as follows:

Question 1 by Mr Teh Peng Tin, a shareholder enquired on the following matters:

- Cost for the virtual AGM.
- Consideration on giving shareholder an e-wallet as token of appreciation for attending the virtual AGM.
- Plan to reward shareholder with bonus issue, if any.

Responses:

The meeting was informed that, for the past 2 years, the total cost of conducting virtual AGM was within the range of RM90,000 to RM200,000, which is less than half of the cost that normally incurred to conduct a physical meeting.

On the gift, the Company has clearly stated in the Administrative Details in the Annual Report that there will be no door gifts provided instead the Company would focus on shareholder return in the form of dividend payment.

The GCEO also mentioned that currently there is no plan on bonus issue and the Company concentrates to pay steady dividends to the valued shareholders and this is evidenced over the last 10 years where the Company continuously declared not less than 75% payout from PAZT.

Upon all the live questions have been dealt with, the Chairman declared that the Q&A session be closed.

At this point, the Chairman announced that the poll has been opened for all shareholders and proxies to cast their votes on all the proposed resolutions.

AGM 6/2022 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman explained that the Audited Financial Statements ("AFS") for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon were meant for discussion only, as it did not require shareholders' approval under the provision of Section 340(1) of Companies Act 2016. Hence, it would not be put for voting.

The Chairman of the Meeting declared that the AFS for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon were received and duly tabled at the 31st AGM in accordance with Section 340(1)(a) of the CA 2016.

AGM 7/2022 ORDINARY RESOLUTION 1

RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 101 OF THE COMPANY'S CONSTITUTION – DATUK SYED ABU BAKAR BIN S MOHSIN ALMOHDZAR

The Ordinary Resolution 1 on re-election of Datuk Syed Abu Bakar bin S Mohsin Almohdzar who retired in accordance with Clause 101 of the Company's Constitution was tabled.

The Meeting was notified that Datuk Syed Abu Bakar bin S Mohsin Almohdzar has indicated his willingness to be re-elected as a Director of the Company.

AGM 8/2021 ORDINARY RESOLUTION 2

RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 101 OF THE COMPANY'S CONSTITUTION – DATUK OOI TEIK HUAT

The Ordinary Resolution 2 on re-election of Datuk Ooi Teik Huat who retired in accordance with Clause 101 of the Company's Constitution was tabled.

The Meeting was notified that Datuk Ooi Teik Huat has indicated his willingness to be re-elected as a Director of the Company.

AGM 9/2022 ORDINARY RESOLUTION 3

RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 107 OF THE COMPANY'S CONSTITUTION – TAN SRI WAN ZULKIFLEE BIN WAN ARIFFIN

Since Ordinary Resolution 3 is on re-election of Tan Sri Wan Zulkiflee bin Wan Ariffin as Independent Non-Executive Director of the Company, Tan Sri Wan Zulkiflee bin Wan Ariffin passed the chair to Datuk Syed Abu Bakar to conduct the proceeding of the Meeting.

The Ordinary Resolution 3 on re-election of Tan Sri Wan Zulkiflee bin Wan Ariffin who retired in accordance with Clause 107 of the Company's Constitution was tabled.

The Meeting was notified that Tan Sri Wan Zulkiflee bin Wan Ariffin has indicated his willingness to be to be re-elected as a Director of the Company. Upon his re-election as Director Tan Sri Wan Zulkiflee bin Wan Ariffin will continue to act as the Chairman of Gas Malaysia Berhad.

AGM 10/2022 ORDINARY RESOLUTION 4

PAYMENT OF DIRECTOR' FEES AND ANY BENEFITS PAYABLE TO THE DIRECTORS FROM 20 MAY 2022 TO THE NEXT AGM OF THE COMPANY

The Ordinary Resolution 4 on the payment of directors' fees and any benefits payable to the directors from 20 May 2022 to the next AGM amounting to RM1,700,000.00 and RM600,000.00, respectively was tabled.

The Meeting was informed that if the resolution passed, it will allow the payment of Directors' fees to the Non-Executive Directors on monthly basis.

AGM 11/2022 ORDINARY RESOLUTION 5

RE-APPOINTMENT OF MESSRS. PRICEWATERHOUSECOOPERS PLT AS THE AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022 AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION

The Ordinary Resolution 5 on re-appointment of Messrs. PricewaterhouseCoopers PLT ("Messrs. PwC") as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration was tabled.

Messrs. PwC has indicated their willingness to continue to serve as the Company's Auditors for the financial year ending 31 December 2022.

The Meeting was notified that PwC has indicated their willingness to continue to serve as the Company's Auditors for the financial year ending 31 December 2022.

AGM 12/2022 SPECIAL BUSINESS: ORDINARY RESOLUTION 6 CONTINUATION IN OFFICE OF ENCIK TAN LYE CHONG AS INDEPENDENT

NON-EXECUTIVE DIRECTOR

The Ordinary Resolution 6 on continuation in office of Encik Tan Lye Chong as Independent Non-Executive Director was tabled.

The Meeting was informed that if the resolution passed, it will allow Encik Tan Lye Chong to continue to act as Independent Non-Executive Director until the conclusion of the next AGM.

AGM 13/2022 SPECIAL BUSINESS: ORDINARY RESOLUTION 7

CONTINUATION IN OFFICE OF DATUK PUTEH RUKIAH BINTI ABD. MAJID AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Ordinary Resolution 7 on continuation in office of Datuk Puteh Rukiah binti Abd. Majid as Independent Non-Executive Director was tabled.

The Meeting was informed that if the resolution passed, it will allow Datuk Puteh Rukiah binti Abd. Majid to continue to act as Independent Non-Executive Director until the conclusion of the next AGM.

AGM 14/2022 SPECIAL BUSINESS: ORDINARY RESOLUTION 8 CONTINUATION IN OFFICE OF DATUK SYED ABU BAKAR BIN S MOHSIN ALMOHDZAR AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Ordinary Resolution 8 on continuation in office of Datuk Syed Abu Bakar bin S Mohsin Almohdzar as Independent Non-Executive Director was tabled.

The Meeting was informed that if the resolution passed, it will allow Datuk Syed Abu Bakar bin S Mohsin Almohdzar to continue to act as Independent Non-Executive Director until the conclusion of the next AGM.

AGM 15/2022 SPECIAL BUSINESS: ORDINARY RESOLUTION 9 CONTINUATION IN OFFICE OF DATUK OOI TEIK HUAT AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Ordinary Resolution 8 on continuation in office of Datuk Ooi Teik Huat as Independent Non-Executive Director was tabled.

The Meeting was informed that if the resolution passed, it will allow Datuk Ooi Teik Huat to continue to act as Independent Non-Executive Director until the conclusion of the next AGM.

AGM 16/2022 SPECIAL BUSINESS: ORDINARY RESOLUTION 10

RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR SUBSIDIARIES
OF THE COMPANY TO ENTER INTO RECURRENT RELATED PARTY
TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE WITH
RELATED PARTIES INVOLVING INTEREST OF PETROLIAM NASIONAL
BERHAD ("PETRONAS") AND PETRONAS GAS BERHAD

The resolution on the proposed renewal of existing Shareholders' mandate for the subsidiaries of the Company to enter into RRPT of revenue or trading nature with related parties involving interest of PETRONAS and PETRONAS Gas Berhad ("Proposed Shareholders' Mandate") was tabled.

The details of the Proposed Shareholders' Mandate were elaborated in the Circular to Shareholders dated 20 April 2022.

AGM 17/2022

SPECIAL BUSINESS: ORDINARY RESOLUTION 11

RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE SUBSIDIARIES OF THE COMPANY TO ENTER INTO RRPT OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES INVOLVING INTEREST OF TAN SRI DATO' SERI SYED MOKHTAR SHAH BIN SYED NOR, INDRA CITA SDN BHD, SEAPORT TERMINAL (JOHORE) SDN BHD, MMC CORPORATION BERHAD AND ANGLO-ORIENTAL (ANNUITIES) SDN BHD

The resolution on the proposed renewal of existing Shareholders' mandate and new mandate for the subsidiaries of the Company to enter into RRPT of revenue or trading nature with related parties involving interest of Tan Sri Dato' Seri Syed Mokhtar Shah bin Syed Nor, Indra Cita Sdn Bhd, Seaport Terminal (Johore) Sdn Bhd, MMC Corporation Berhad and Anglo-Oriental (Annuities) Sdn Bhd ("Proposed Shareholders' Mandate") was tabled.

The details of the Proposed Shareholders' Mandate were elaborated in the Circular to Shareholders dated 20 April 2022.

AGM 18/2022

SPECIAL BUSINESS: ORDINARY RESOLUTION 12

RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE SUBSIDIARIES OF THE COMPANY TO ENTER INTO RRPT OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES INVOLVING INTEREST OF MITSUI & CO. LTD, MITSUI & CO. (MALAYSIA) SDN BHD AND TOKYOGAS MITSUI & CO. HOLDINGS SDN BHD

The resolution on the proposed renewal of existing Shareholders' mandate for the subsidiaries of the Company to enter into RRPT of revenue or trading nature with related parties involving interest of Mitsui & Co. Ltd, Mitsui & Co. (Malaysia) Sdn Bhd and Tokyo-Gas Mitsui & Co. Holdings Sdn Bhd ("Proposed Shareholders' Mandate") was tabled.

The details of the Proposed Shareholders' Mandate were elaborated in the Circular to Shareholders dated 20 April 2022.

AGM 19/2022 SPECIAL BUSINESS: ORDINARY RESOLUTION 13

NEW SHAREHOLDERS' MANDATE FOR THE SUBSIDIARIES OF THE COMPANY TO ENTER INTO RRPT OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES INVOLVING INTEREST OF TOKYO GAS CO. LTD, TOKYO GAS INTERNATIONAL HOLDINGS B.V AND TOKYO-GAS MITSUI & CO. HOLDINGS SDN BHD

The resolution on the proposed renewal of existing Shareholders' mandate for the subsidiaries of the Company to enter into RRPT of revenue or trading nature with related parties involving interest of Tokyo Gas Co. Ltd, Tokyo Gas International Holdings B.V and Tokyo-Gas Mitsui & Co. Holdings Sdn Bhd ("Proposed New Shareholders' Mandate") was tabled.

The details of the Proposed New Shareholders' Mandate were elaborated in the Circular to Shareholders dated 20 April 2022.

AGM 20/2022 POLLING PROCESS

At 11.08 a.m., all resolutions were put to vote via RPV. At 11.23 a.m., the Chairman of the Meeting then announced that the voting session for the 31st AGM of Gas Malaysia had ended.

[The poll results were handed over to the Scrutineers for validation].

AGM 21/2022 ANNOUNCEMENT OF POLL RESULTS

At 11.40 a.m., the Chairman called the meeting to order for the declaration of the results. He informed that he had received the poll results from Boardroom Share Registrars Sdn Bhd and SKY Corporate Services Sdn Bhd, attached as **Attachment V**. The Chairman read out the results of the poll to the members and proxies present.

(a) Re-election of Director – Datuk Syed Abu Bakar bin S Mohsin Almohdzar

Resolution	FOR		AGAINST	
	No. of %		No. of	%
	Shares		Shares	
Ordinary	939,428,598	81.3099	215,939,540	18.6901
Resolution 1				

The Chairman declared that Ordinary Resolution 1 was duly passed as follows:

"THAT Datuk Syed Abu Bakar bin S Mohsin Almohdzar who retired by rotation in accordance with Clause 101 of the Company's Constitution, be re-elected as Director of the Company."

(b) Re-election of Director - Datuk Ooi Teik Huat

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of	%
			Shares	
Ordinary	1,064,085,041	92.0994	91,280,997	7.9006
Resolution 2				

The Chairman declared that Ordinary Resolution 2 was duly passed as follows:

"THAT Datuk Ooi Teik Huat who retired by rotation in accordance with Clause 101 of the Company's Constitution, be re-elected as Director of the Company."

(c) Re-election of Director – Tan Sri Wan Zulkiflee bin Wan Ariffin

Resolution	FOR		AGAIN	ST
	No. of Shares	%	No. of	%
			Shares	
Ordinary	1,090,704,477	94.4032	64,663,661	5.5968
Resolution 3				

The Chairman declared that Ordinary Resolution 3 was duly passed as follows:

"THAT Tan Sri Wan Zulkiflee bin Wan Ariffin who retired by rotation in accordance with Clause 107 of the Company's Constitution, be re-elected as Director of the Company."

(d) Payment of Directors' Fees and Any Benefits Payable to the Directors from 20 May 2022 to the next AGM

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4	1,155,294,722	99.9938	71,416	0.0062

The Chairman declared that Ordinary Resolution 4 was duly passed as follows:

"THAT payment of directors' fees amounting to RM1,700,000.00 and benefits payable to the directors amounting to RM600,000 from 20 May 2022 to the next AGM, be approved."

(e) Re-appointment of Auditors

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5	1,055,930,152	91.3934	99,437,986	8.6066

The Chairman declared that Ordinary Resolution 5 was duly passed as follows:

"THAT the appointment of Messrs. PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2022 and authorisation to the Board of Directors to determine their remuneration, be approved."

(f) Continuation In Office – Encik Tan Lye Chong

Resolution	FOR		AGAINST	
	No. of	%	No. of	%
	Shares		Shares	
Ordinary	826,285,944	71.5203	329,030,194	28.4797
Resolution 6				

The Chairman declared that Ordinary Resolution 6 was duly passed as follows:

"THAT approval be and is hereby given to Encik Tan Lye Chong who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Director of the until the conclusion of the next Annual General Meeting."

(g) Continuation In Office – Datuk Puteh Rukiah binti Abd. Majid

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of	%
			Shares	
Ordinary	826,324,545	71.5206	329,041,593	28.4794
Resolution 7				

The Chairman declared that Ordinary Resolution 7 was duly passed as follows:

"THAT approval be and is hereby given to Datuk Puteh Rukiah binti Abd. Majid who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Director of the until the conclusion of the next Annual General Meeting."

(h) Continuation In Office – Datuk Syed Abu Bakar bin S Mohsin Almohdzar

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 8	826,327,837	71.5209	329,038,301	28.4791

The Chairman declared that Ordinary Resolution 8 was duly passed as follows:

"THAT approval be and is hereby given to Datuk Syed Abu Bakar bin S Mohsin Almohdzar who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Director of the until the conclusion of the next Annual General Meeting."

(i) Continuation In Office - Datuk Ooi Teik Huat

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of	%
			Shares	
Ordinary	964,669,534	83.4947	190,696,604	16.5053
Resolution 9				

The Chairman declared that Ordinary Resolution 9 was duly passed as follows:

"THAT approval be and is hereby given to Datuk Ooi Teik Huat who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Director of the until the conclusion of the next Annual General Meeting."

(j) Proposed renewal mandate to enter into RRPTs with PETRONAS Group

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary	965,325,986	99.9967	32,152	0.0033
Resolution 10				

The Chairman declared that Resolution 10 was duly passed as follows:-

"THAT subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties involving interest of Petroliam Nasional Berhad ("PETRONAS") and PETRONAS Gas Berhad, as set out in Section 2.4 of the Circular to Shareholders dated 20 April 2022, which are necessary for the day-to-day operations; and are undertaken in the ordinary course of business of the Company and its subsidiaries, on arm's length basis, on normal commercial terms which are not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this Ordinary Resolution."

(k) Proposed renewal and new mandate to enter into RRPTs with MMC Group

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of	%
			Shares	
Ordinary	758,130,883	99.9923	58,215	0.0077
Resolution 11				

The Chairman declared that Resolution 11 was duly passed as follows:-

"THAT subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties involving interest of Tan Sri Dato' Seri Syed Mokhtar Shah bin Syed Nor, Indra Cita Sdn Bhd, Seaport Terminal (Johore) Sdn Bhd, MMC Corporation Berhad and Anglo-Oriental (Annuities) Sdn Bhd, as set out in Section 2.4 of the Circular to Shareholders dated 20 April 2022, which are necessary for the day-to-day operations; and are undertaken in the ordinary course of business of the Company and its subsidiaries, on arm's length basis, on normal commercial terms which are not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this Ordinary Resolution."

(I) Proposed renewal of existing mandate to enter into RRPTs with Mitsui Group

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 12	917,789,440	99.9964	32,598	0.0036

The Chairman declared that Resolution 12 was duly passed as follows:-

"THAT subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties involving interest of Mitsui & Co. Ltd, Mitsui & Co. (Malaysia) Sdn Bhd and Tokyo-Gas Mitsui & Co. Holdings Sdn Bhd, as set out in Section 2.4 of the Circular to Shareholders dated 20 April 2022, which are necessary for the day-to-day operations; and are undertaken in the ordinary course of business of the Company and its subsidiaries, on arm's length basis, on normal commercial terms which are not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

 the conclusion of the next AGM of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;

- ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this Ordinary Resolution."

(m) Proposed renewal of existing mandate to enter into RRPTs with Tokyo Gas Group

Resolution	FOR		AGAINST			
	No. of Shares	%	No. of Shares	%		
Ordinary Resolution 13	917,789,025	99.9964	33,013	0.0036		

The Chairman declared that Resolution 13 was duly passed as follows:-

"THAT subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties involving interest of Tokyo Gas Co. Ltd, Tokyo Gas International Holdings B.V and Tokyo-Gas Mitsui & Co. Holdings Sdn Bhd, as set out in Section 2.4 of the Circular to Shareholders dated 20 April 2022, which are necessary for the day-to-day operations; and are undertaken in the ordinary course of business of the Company and its subsidiaries, on arm's length basis, on normal commercial terms which are not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this Ordinary Resolution."

AGM 22/2022 TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE ACT

Upon confirmation by the Company Secretary, the Chairman confirmed that the Company had not received any notice of any other business in accordance with the Act.

AGM 23/2022 CLOSURE OF MEETING

There being no other business to be transacted, the meeting ended at 11.45 a.m. with a vote of thanks to the Chair.

GAS MALAYSIA BERHAD 199201008906 (240409-T)

ATTANDANCE LIST FOR THE 31ST ANNUAL GENERAL MEETING OF GAS MALAYSIA BERHAD ("THE COMPANY") HELD VIRTUALLY FROM THE BROADCAST VENUE: GAS MALAYSIA BERHAD PUSAT SUMBER DAN LATIHAN, NO. 40, SEKITAR BUSINESS CENTRE, JALAN SERENDAH 26/41, SEKSYEN 26, 40400 SHAH ALAM, SELANGOR ON THURSDAY, 19 MAY 2022 AT 10.00 A.M.

ESSENTIAL INDIVIDUALS AT THE BROADCAST VENUE

YBhg Tan Sri Wan Zulkiflee bin Wan Ariffin YBhg Datuk Syed Abu Bakar bin S Mohsin Almohdzar Encik Ahmad Hashimi bin Abdul Manap

Encik Zafian bin Supiat Puan Yanti Irwani binti Abu Hassan (Chairman of the Meeting)
(Director)
[Group Chief Executive
Officer ("GCEO")]
(Chief Financial Officer)
(Company Secretary)

DIRECTORS' ATTENDANCE VIA VIDEO CONFERENCING (REMOTE DIRECTORS)

YBhg Dato' Sri Che Khalib bin Mohamad Noh Encik Nobuhisa Kobayashi Encik Kamalbahrin bin Ahmad Encik Tan Lye Chong YBhg Datuk Puteh Rukiah binti Abd. Majid YBhg Datuk Ooi Teik Huat

OTHER ATTENDEE VIA VIDEO CONFERENCING

Puan Hew Chooi Yoke

(External Auditors, Messrs PricewaterhouseCoopers PLT)

POLL ADMINISTRATOR

Boardroom Share Registrars Sdn Bhd

AUDIO SUPPORT/WEBCASTER

Muhammad Loqman Hakim Zainuar Robinjot Singh Sabbir Hossain (Boardroom Share Registrars Sdn Bhd)

SCRUTINEERS

SKY Corporate Services Sdn Bhd

Attachment II

Attendance Summary Report

Registered Attendees: 543
Total Votes Represented: 730,307,161
Total Accounts Represented: 538

	Sub Total:	543		0	730,307,161
<u>Capacity</u>	Registered Attendees	Re	egistered Non-Voting Attendees	Regi	stered Votes
Shareholder (web)		478		0	504,606
3rd Party Proxy (web)		63		0	492,206,555
Shareholder		1		0	50,000
3rd Party Proxy		1		0	237,546,000

24 April 2022

(Fax No: +603 5192 6766)

The Board of Directors **GAS MALAYSIA BERHAD** No. 3, Jalan Serendah 26/17 Seksven 26 40732 Shah Alam Selangor Darul Ehsan

Attention: Cik Yanti Irwani Binti Abu Hassan

Company Secretary

Dear Directors.

Re: 31st Annual General Meeting ("AGM") of Gas Malaysia Berhad ("Gas Malaysia"

or the "Company") to be held on Thursday, 19 May 2022

In the interest of minority shareholders and all other stakeholders of the Company, we would like to raise the following questions: -

Operational & Financial Matters

- 1. While the number of industrial customers has increased from 965 to 998, the number of commercial customers and residential customers have dropped from 2,159 and 25,508 to 1,825 and 22,873 respectively (page 3 of FY2021 annual report and page 3 of FY2020 annual report). What were the reasons for the decline in the number of commercial customers and residential customers?
- 2. The Management of Gas Malaysia Berhad has charted a new strategic direction to ensure the company is on a growth trajectory in the long term. Hence, the birth of the idea Gas Malaysia 30,30 was launched on 6 April. In reflection of this, a launching ceremony was held at our Resource and Training Centre in Shah Alam (page 14 of FY2021 annual report). Please provide the outlines of the growth plan.
- For the natural gas industry, the Third-Party Access (TPA) regulatory framework was implemented in 2021, and 2022 will be the first year in which the natural gas industry will be fully liberalized. This opens up the market to new industry players

Gas Malaysia Berhad 31st AGM, 19 May 2022 Page **2** of **2**

and may result in more competition within the industry while simultaneously offering the group attractive growth opportunities throughout the value chain.

- a) How do these industry developments affect Gas Malaysia?
- b) What is the Board's view on the net impact of the implementation of TPA regulatory framework on the group?

Please present the questions raised herein, and the related answers, to the shareholders present at the forthcoming AGM. At the same time, we await a written reply as soon as possible for our records.

Thank you.

Yours sincerely

Devanesan EvansonChief Executive Officer
DE/OBH/GASM/AGM2021

BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD





Ref. No.: CSD/GMB/AGM/2022/MSWG

17 May 2022

Mr. Devanesan Evanson

Chief Executive Officer Minority Shareholders Watch Group Level 23, Unit 23-2, Menara AIA Sentral No. 30 Jalan Sultan Ismail 50250 Kuala Lumpur

By Email

Dear Sir,

Re: 31st Annual General Meeting ("AGM") of Gas Malaysia Berhad ("Gas Malaysia" or "the Company") to be held on 19 May 2022

Thank you for your letter dated 24 April 2022. We would be happy to highlight the points raised in your letter and present our answers at the forthcoming AGM for the benefits of our shareholders. Our written reply is set out below for your record.

Operational and Financial Matters

While the number of industrial customers has increased from 965 to 998, the number of 1. commercial customers and residential customers have dropped from 2,159 and 25,508 to 1,825 and 22,873 respectively (page 3 of FY2021 annual report and page 3 of FY2020 annual report).

What were the reasons for the decline in the number of commercial customers and residential customers?

Answer:

The decline in the number of commercial and residential customers was mainly due to closure of business caused by the prolonged Covid-19 restrictions and some due to customers switching to different suppliers. The reduction in numbers of the above customers has no significant impact to the overall volume consumption.



Re: 31st Annual General Meeting ("AGM") of Gas Malaysia Berhad ("Gas Malaysia" or "the Company") to be held on 19 May 2022

2. The Management of Gas Malaysia Berhad has charted a new strategic direction to ensure the company is on a growth trajectory in the long term. Hence, the birth of the idea Gas Malaysia 30,30 was launched on 6 April. In reflection of this, a launching ceremony was held at our Resource and Training Centre in Shah Alam (page 14 of FY2021 annual report).

Please provide the outlines of the growth plan.

Answer:

On 16 May 2022, we celebrated our 30th Anniversary. Gas Malaysia 30,30 provides the thrust to chart pathway for both short-term (year 2022) and long-term (year 2030) business sustainability. Amongst the considerations to drive the strategies are to strengthen our presence, enhance our efficiencies, explore new businesses, and foster sustainable growth.

For growth in existing business, we shall leverage on those that generates sustainable profit. In addition, we plan to further enhance our customer relationship management through companywide digitalization and provide comprehensive services as well as increase operational efficiency in the gas network infrastructure.

Whilst for new businesses, we shall explore business diversification and pursue opportunities within and adjacent to the gas value chain.

- 3. For the natural gas industry, the Third-Party Access (TPA) regulatory framework was implemented in 2021, and 2022 will be the first year in which the natural gas industry will be fully liberalized. This opens up the market to new industry players and may result in more competition within the industry while simultaneously offering the group attractive growth opportunities throughout the value chain.
 - a) How do these industry developments affect Gas Malaysia?

Answer:

Gas Malaysia strongly views the implementation of TPA as a positive development in the natural gas supply industry, where the unbundling and deregulation of the industry allows for healthy competition to take place as well as unlocking values in the supply chain.



Re: 31st Annual General Meeting ("AGM") of Gas Malaysia Berhad ("Gas Malaysia" or "the Company") to be held on 19 May 2022

Market liberalization allows our shipping entity, Gas Malaysia Energy and Services Sdn Bhd to offer flexible terms in the gas supply agreement, and provides opportunity to offer better services and attractive packages. Whilst our distribution business remains regulated, this will ensure stability in Gas Malaysia Distribution Sdn Bhd's regulated earnings. We believe the above would sustain our presence in the gas industry and position ourselves as the premier energy solutions provider.

b) What is the Board's view on the net impact of the implementation of TPA regulatory framework on the group?

Answer:

The Board strongly believes that with over 30 years of experience in the gas distribution business, extensive gas pipeline network coverage, competent workforce, proven operational excellence and good customer relationship, Gas Malaysia has the competitive advantage to thrive in the TPA environment.

We thank MSWG for the valuable observations and look forward to meeting your representative(s) at our AGM.

Thank you.

Yours faithfully,

GAS MALAYSIA BERHAD

AHMAD HASHIMI BIN ABDUL MANAP

Group Chief Executive Officer





Question 1:

The company has been growing its dividends year on year, is this sustainable? (Teo Cher Ming)

Answer:

The Company has consistently maintained a Dividend payout of not less than 75% of PAZT over the last 9 years. However, for any distribution of dividend, the Board will deliberate and take into consideration the profitability, CAPEX requirements and cash flow position of the Group.

Question 2:

Q1 2022 was a surprisingly good one for Gas Malaysia. Many analyst reports state this shows market liberalization might not be a bad thing to the company. Could the management further comment on this? (Teo Cher Ming)

Answer:

Generally, market liberalization introduces both challenges and opportunities to Gas Malaysia. We believe we have the competitive advantages given our experience, competency, long-term relationship with our customers and with the right strategies, we are able to reap the benefits of full market liberalization.

Question 3:

Is cukai makmur expected to adversely impact the company. Any numbers that can be shared? (Teo Cher Ming)

Answer:

Based on our analysis, Cukai Makmur will not have an adverse impact to the Group financial result of 2022.

Question 4:

The war was brought price volatile on global market. Does Gas Malaysia benefitial? (Kow Lih Shi)

Answer:

The recent conflict between Russian and Ukraine does have an impact on World Gas Price. As for Gas Malaysia, our selling price formula to the customers are based on Willing Buyer-Willing Seller. Our buying and selling price are linked to certain market indices and as such shall change in line with the world gas market price albeit with certain lagging in time.

However, should the war continue, there could be potential impact especially to those customers importing raw materials and exporting their goods to European countries or countries affected directly by the war.

Question 5: Any intention of company merging with other good business partner network company in next steps? (Kow Lih Shi)

Answer:

We continue to look for any viable opportunity. That includes merger & acquisition.

Question on GIFT: Why no door gift provided?

Answer:

As stated in the Administrative Details, no door gift will be provided. We would like to thank the shareholders for your unwavering support to the Company, we continue to prioritise and focus on our shareholder returns instead.

GAS MALAYSIA BERHAD

31ST ANNUAL GENERAL MEETING

Broadcast Venue at Gas Malaysia Berhad Pusat Sumber dan Latihan, No. 40 Sekitar Business Centre, Jalan Serendah 26/41, Seksyen 26, 40400 Shah Alam Selangor Thursday, 19 May 2022

Polling Results

		Vote FOR NO. OF			Vote AGAINST NO. OF			TOTAL Vote NO. OF	
RESOLUTION	RECORDS	SHARES	%	RECORDS	SHARES	%	RECORDS	SHARES	
RESOLUTION 1	453	939,428,598	81.3099	128	215,939,540	18.6901	581	1,155,368,138	
RESOLUTION 2	460	1,064,085,041	92.0994	119	91,280,997	7.9006	579	1,155,366,038	
RESOLUTION 3	467	1,090,704,477	94.4032	114	64,663,661	5.5968	581	1,155,368,138	
RESOLUTION 4	435	1,155,294,722	99.9938	145	71,416	0.0062	580	1,155,366,138	
RESOLUTION 5	501	1,055,930,152	91.3934	80	99,437,986	8.6066	581	1,155,368,138	
RESOLUTION 6	455	826,285,944	71.5203	124	329,030,194	28.4797	579	1,155,316,138	
RESOLUTION 7	446	826,324,545	71.5206	134	329,041,593	28.4794	580	1,155,366,138	
RESOLUTION 8	444	826,327,837	71.5209	136	329,038,301	28.4791	580	1,155,366,138	
RESOLUTION 9	463	964,669,534	83.4947	117	190,696,604	16.5053	580	1,155,366,138	
RESOLUTION 10	481	965,325,986	99.9967	99	32,152	0.0033	580	965,358,138	
RESOLUTION 11	463	758,130,883	99.9923	117	58,215	0.0077	580	758,189,098	
RESOLUTION 12	484	917,789,440	99.9964	95	32,598	0.0036	579	917,822,038	
RESOLUTION 13	482	917,789,025	99.9964	97	33,013	0.0036	579	917,822,038	

Yours faithfully, For and on behalf of

(q may 2022 @ (1,34 q. m