



TELEKOM MALAYSIA BERHAD (128740-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting (29th AGM) of the Company will be held at Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Thursday, 8 May 2014 at 10:00 a.m. for the following purposes:

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A
- To declare a final single-tier dividend of 16.3 sen per ordinary share in respect of the financial year ended 31 December 2013. **(Ordinary Resolution 1)**
- To re-elect the following Directors, who retire pursuant to Article 98(2) of the Company's Articles of Association:
(i) Datuk Seri Fateh Iskandar Tan Sri Dato' Mohamed Mansor **(Ordinary Resolution 2)**
(ii) Gee Siew Yoong **(Ordinary Resolution 3)**
Please refer to Explanatory Note B
- To re-elect the following Directors, who retire pursuant to Article 103 of the Company's Articles of Association:
(i) Dato' Sri Dr Halim Shafie **(Ordinary Resolution 4)**
(ii) Tan Sri Dato' Sri Zamzamairani Mohd Isa **(Ordinary Resolution 5)**
(iii) Davide Giacomo Benello @ David Benello **(Ordinary Resolution 6)**
Please refer to Explanatory Note C
- To re-appoint Dato' Danapalan T.P Vinggrasalam, who retires pursuant to Section 129(2) of the Companies Act, 1965. **(Ordinary Resolution 7)**
Please refer to Explanatory Note D
- To re-appoint Messrs PricewaterhouseCoopers (PwC), having consented to act as Auditors of the Company for the financial year ending 31 December 2014 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**
Please refer to Explanatory Note E
- To note the payment of Directors' Fees amounting to RM1,791,596.75 for the financial year ended 31 December 2013.
Please refer to Explanatory Note F

As Special Business

- To consider and if thought fit, to pass the following Resolution:
8.1 Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965 [CA 1965]
"THAT, subject always to the CA 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised to issue and allot shares in the Company pursuant to Section 132D of the CA 1965, to any person other than a Director or major shareholder of the Company or person connected with any Director or major shareholder of the Company, at any time until the conclusion of the next annual general meeting, in such number and to such person and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued and paid up share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued **AND FURTHER THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next annual general meeting of the Company." **(Ordinary Resolution 9)**
- To transact any other business of the Company of which due notice has been received.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 29th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Article 74(3)(a) 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 30 April 2014. Only a depositor whose name appears on the Register of Member/ROD as at 30 April 2014 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

By Order of the Board

Idrus Ismail (LS0008400)
Hamizah Abidin (LS0007096)
Zaiton Ahmad (MAICSA 7011681)
Secretaries

Kuala Lumpur
15 April 2014

NOTES:

Proxy and/or Authorised Representatives

- A Member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A Member may appoint any person to be his/her proxy without restriction to the proxy's qualification and the provisions of Section 149(1)(a) and (b) of the CA 1965 shall not apply to the Company.
- A Member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of SICDA, it may appoint at least one (1) proxy but not more than 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 is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy is specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation has been received". If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under a Power of Attorney which is still in force, and no notice of revocation has been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.
- 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 92 of the Company's Articles of Association (AA).
- The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4, if any, must be deposited at the office of the Share Registrars, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. The Share Registrars will also provide a transparent box at the ground floor of its office building for drop-in of proxy forms.
- Explanatory Note A
The Agenda item is meant for discussion only as the provision of Section 169(1) of the CA 1965 does not require the audited financial statements to be formally approved by the shareholders. As such, this item is not put forward for voting.
- Explanatory Notes B and C
Datuk Seri Fateh Iskandar Tan Sri Dato' Mohamed Mansor, Gee Siew Yoong, Dato' Sri Dr Halim Shafie, Tan Sri Dato' Sri Zamzamairani Mohd Isa and Davide Giacomo Benello @ David Benello are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this 29th AGM.

The Board has conducted an assessment on the independence of the independent Directors who are seeking re-election and re-appointment at this 29th AGM of the Company and is satisfied that the incumbents have complied with the independence criteria applied by the Company. In addition, Gee Siew Yoong who was recently appointed as an Independent Non-Executive Director on 13 March 2014 also complied with the independence criteria.

Details of the assessment of all the Directors standing for re-election and re-appointment save for Gee Siew Yoong are provided on pages 140 and 141 inclusive, of the Nomination & Remuneration Committee Report in the 2013 Annual Report.

- Explanatory Note D
Dato' Danapalan T.P Vinggrasalam, who has attained the age of 71 years, has offered himself for re-election as a Director of the Company and to hold office until the conclusion of the next annual general meeting. The re-appointment, shall take effect if the proposed Ordinary Resolution 7 is passed by a majority of not less than three-fourth of such members as being entitled to vote in person or, where proxies are allowed, by proxy at this 29th AGM of which not less than 21 days' notice has been given.
- Explanatory Note E
The Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and collectively agreed that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Explanatory Note F
The Agenda item is meant for noting only as shareholders' approval on the increase of fees effective 1 January 2012 has been duly obtained at the 28th AGM held on 7 May 2013. In view that there is no revision to the existing Directors' Fees for the financial year ended 31 December 2013, the shareholders' approval in 2013 is still subsisting.
Details of the fees paid to the Directors for the financial year ended 31 December 2013 are enumerated on pages 112 and 113 inclusive, of the Statement on Corporate Governance in the 2013 Annual Report.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- The proposed Resolution 9 is a new mandate sought from shareholders for Directors to issue and allot new shares in the Company of up to an amount not exceeding 10% of the issued and paid up share capital of the Company for such purposes as the Directors may deem fit in the best interest of the Company including for any possible fund raising activities for the Company's working capital requirements and strategic investments.

This resolution if approved, will give the Company and its Directors the mandate and flexibility to issue and allot new shares in the Company for possible fund raising activities without the need to seek shareholders' approval via a general meeting subsequent to this 29th AGM, which will delay the capital raising initiatives and incur relevant cost in organising the general meeting.

The authority, unless revoked or varied by the Company at a general meeting, will be valid until the next annual general meeting of the Company.