



**TELEKOM MALAYSIA BERHAD**  
(Company No. 128740-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Telekom Malaysia Berhad ("TM" or 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 11.30 a.m. or immediately after the conclusion of the Twenty-Ninth Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10.00 a.m. whichever is later, or any adjournment of the EGM, for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions:

### ORDINARY RESOLUTION 1

#### **PROPOSED DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF TM ("SHAREHOLDERS") WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW ORDINARY SHARES OF RM0.70 EACH IN TM ("TM SHARES") ("PROPOSED DRS")**

**"THAT** subject to the approvals of the relevant regulatory authorities for the Proposed DRS being obtained and to the extent permitted by law, the Proposed DRS be and is hereby approved, and that the Board of Directors of the Company ("Board") be and is hereby authorised:

- (i) to establish and implement the Proposed DRS;
- (ii) to determine, at its sole and absolute discretion, whether the Proposed DRS will apply to any cash dividend(s) (whether interim, final, special or any other cash dividend) declared and/or approved by the Company;
- (iii) to allot and issue such number of new TM Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRS upon such terms and conditions as the Board may, in its absolute discretion deem fit and in the best interest of the Company; and
- (iv) to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Proposed DRS with full power to assent to any conditions, modifications, variations and/or amendments, or as the Board, in its absolute discretion, deems fit and in the best interest of the Company.

**THAT** the new TM Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing TM Shares, save and except that the new TM Shares shall not be entitled to any dividends, rights, allotments, entitlements and/or distributions, the entitlement date of which is prior to the allotment of the new TM Shares issued pursuant to the Proposed DRS.

**AND THAT** no document pertaining to the Proposed DRS shall be issued or sent to Shareholders having a registered address outside Malaysia or who have not provided an address in Malaysia at which such documents may be delivered to."

### ORDINARY RESOLUTION 2

#### **PROPOSED DRS BEING APPLICABLE TO THE COMPANY'S FINAL SINGLE-TIER DIVIDEND OF 16.3 SEN PER TM SHARE THAT WAS ANNOUNCED ON 27 FEBRUARY 2014 ("FINAL DIVIDEND") ("PROPOSED APPLICATION")**

**"THAT** subject to the passing of the Ordinary Resolution 1 above and the Shareholders' approval for the Final Dividend, the Proposed Application be and is hereby approved, and that the Board be and is hereby authorised:

- (i) to allot and issue such number of new TM Shares as may be required to be allotted and issued in relation to the Final Dividend pursuant to the Proposed DRS upon such terms and conditions as the Board may, in its absolute discretion deem fit and in the best interest of the Company; and
- (ii) to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Proposed Application with full power to assent to any conditions, modifications, variations and/or amendments, or as the Board, in its absolute discretion, deems fit and in the best interest of the Company.

**THAT** the new TM Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing TM Shares, save and except that the new TM Shares shall not be entitled to any dividends, rights, allotments, entitlements and/or distributions, the entitlement date of which is prior to the allotment of the new TM Shares issued in relation to the Final Dividend pursuant to the Proposed DRS.

**AND THAT** no document pertaining to the Proposed DRS shall be issued or sent to Shareholders having a registered address outside Malaysia or who have not provided an address in Malaysia at which such documents may be delivered to."

### ORDINARY RESOLUTION 3

#### **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

**"THAT** in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Appendix II of the Company's Circular to Shareholders dated 23 April 2014 which are necessary for the day-to-day operations **PROVIDED THAT** such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company.

**THAT** such approval shall continue to be in full force and effect until:

- (i) the conclusion of the next annual general meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under Section 143(1) of the Companies Act, 1965 ("CA 1965") (but shall not extend to such extension as may be allowed under Section 143(2) of the CA 1965); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting, whichever is the earlier.

**AND THAT** the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all acts, deeds and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."

### ORDINARY RESOLUTION 4

#### **PROPOSED ADDITIONAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED ADDITIONAL SHAREHOLDERS' MANDATE")**

**"THAT** in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Appendix III of the Company's Circular to Shareholders dated 23 April 2014 which are necessary for the day-to-day operations **PROVIDED THAT** such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company.

**THAT** such approval shall continue to be in full force and effect until:

- (i) the conclusion of the next annual general meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under Section 143(1) of the Companies Act, 1965 ("CA 1965") (but shall not extend to such extension as may be allowed under Section 143(2) of the CA 1965); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting, whichever is the earlier.

**AND THAT** the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all acts, deeds and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the Proposed Additional Shareholders' Mandate."

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a Member who shall be entitled to attend, speak and vote at this EGM, 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  
23 April 2014

### NOTES:

#### **Proxy and/or Authorised Representatives**

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.