



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting (30th AGM) of the Company will be held at Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on **Thursday, 30 April 2015 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 2014 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A
- To declare a final single-tier dividend of 13.4 sen per ordinary share in respect of the financial year ended 31 December 2014. **(Ordinary Resolution 1)**
- To re-elect Tan Sri Dato' Seri Dr Sulaiman Mahbob, who retires pursuant to Article 98(2) of the Company's Articles of Association.
Please refer to Explanatory Note B **(Ordinary Resolution 2)**
- To re-elect the following Directors, who retire pursuant to Article 103 of the Company's Articles of Association:
(i) Dato' Fauziah Yaacob
(ii) Datuk Zalekha Hassan
(iii) Dato' Ibrahim Marsidi
Please refer to Explanatory Note C **(Ordinary Resolution 3)**
(Ordinary Resolution 4)
(Ordinary Resolution 5)
- To reappoint Dato' Danapalan T.P. Vinggrasalam, who retires pursuant to Section 129(2) of the Companies Act, 1965.
Please refer to Explanatory Note D **(Ordinary Resolution 6)**
- To reappoint Messrs PricewaterhouseCoopers (PwC), having consented to act as Auditors of the Company for the financial year ending 31 December 2015 and to authorise the Directors to fix their remuneration.
Please refer to Explanatory Note E **(Ordinary Resolution 7)**
- To approve Directors' fees of RM1,887,193.54 payable to Non-Executive Directors (NED) for the financial year ended 31 December 2014.
Please refer to Explanatory Note F **(Ordinary Resolution 8)**
- To approve the payment of the following Directors' fees with effect from 1 January 2015 until the next Annual General Meeting of the Company:
(i) Director's fee of RM23,000.00 per month for the Non-Executive Chairman (NEC);
(ii) Director's fee of RM15,000.00 per month for each NED; and
(iii) Director's fee of RM2,250.00 per month for Senior Independent Director (SID).
Please refer to Explanatory Note F **(Ordinary Resolution 9)**

As Special Business

- To consider and if thought fit, to pass the following Resolutions:
 - Authority to Allot and Issue 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, authority be and is hereby given to the Directors to allot and issue shares in the capital of 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 10)**
 - Proposed Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares of RM0.70 each in the Company (TM Shares) in relation to the Dividend Reinvestment Scheme (DRS)

"**THAT** pursuant to the DRS approved at the Extraordinary General Meeting held on 8 May 2014, approval be and is hereby given to the Company to allot and issue such number of new TM Shares for the DRS until the conclusion of the next Annual General Meeting, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new TM Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-days volume weighted average market price (VWAMP) of TM Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and not less than the par value of TM Shares at the material time;
AND THAT the Directors and the Secretaries of the Company be and are hereby authorised 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 DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion deem fit and in the best interest of the Company." **(Ordinary Resolution 11)**
 - 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 (Main LR) 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 I of the Company's Circular to Shareholders dated 6 April 2015, 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 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 12)**
10. To transact any other ordinary business for which due notice has been given in accordance with Section 151 of the CA 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 30th 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 (AA) and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA) to issue a General Meeting Record of Depositors (ROD) as at 22 April 2015. Only a depositor whose name appears on the Register of Members/ROD as at 22 April 2015 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
6 April 2015

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 are 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 AA.
 - The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. The Share Registrar will also provide a box at the ground floor of its office building for drop-in of proxy forms.
 - Explanatory Note A
The audited financial statements are laid before the shareholders pursuant to the provisions of Section 169(1) and (3) of the CA 1965. The same is for discussion and not put forward for voting.
 - Explanatory Notes B and C
Tan Sri Dato' Seri Dr Sulaiman Mahbob, Dato' Fauziah Yaacob, Datuk Zalekha Hassan and Dato' Ibrahim Marsidi are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this 30th AGM.
The Board has conducted an assessment on the independence of the independent directors who are seeking re-election and reappointment at this 30th AGM of the Company and is satisfied that the incumbents have complied with the independence criteria applied by the Company.
As stated in the Statement Accompanying the Notice of the AGM, the profiles of the retiring Directors are set out in the Profile of the Board of Directors on pages 92 to 97 inclusive, of the Annual Report.
Details of the assessment of all the directors standing for re-election and reappointment are provided on page 140 of the Nomination and Remuneration Committee Report in the 2014 Annual Report.
 - Explanatory Note D
Dato' Danapalan T.P. Vinggrasalam, who has attained the age of 72 years, has offered himself for reappointment as a Director of the Company and to hold office until the conclusion of the next annual general meeting. The reappointment shall take effect if the proposed Ordinary Resolution 6 is passed by a majority of not less than three-fourths of such members as being entitled to vote in person or, where proxies are allowed, by proxy at this 30th AGM of which not less than 21 days' notice has been given.
 - Explanatory Note E
The Board Audit Committee and the Board have considered the reappointment 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 LR of Bursa Securities.
 - Explanatory Note F
Article 99(1) of the Company's AA provides that the fees payable to the Directors shall be such fixed sum as may be determined by the Company in its general meeting. Such fees cannot be increased except pursuant to an ordinary resolution passed at the Company's general meeting.
In relation thereto, the shareholders, at the 28th AGM of the Company held on 7 May 2013, has approved the Directors' fee of RM276,000 per annum for the NEC, RM180,000 per annum for the NED; and SID's fee of RM27,000 per annum effective from 1 January 2012.
Whilst there is no proposed revision to the existing Directors' fees, the resolutions for the total directors' fees for the financial year ended 31 December 2014 and payment of the fees from 1 January 2015 until the conclusion of the next AGM are tabled herewith for good corporate governance and in ensuring a full disclosure.
Details of the fees paid to the Directors for the financial year ended 31 December 2014 are enumerated on page 119 of the Statement on Corporate Governance in the 2014 Annual Report.
- #### EXPLANATORY NOTES ON SPECIAL BUSINESS
- The Company has not issued any new shares under the general mandate for allotment and issuance of shares up to 10% of the issued and paid-up capital of the Company, which was approved at the 29th AGM held on 8 May 2014 and which shall lapse at the conclusion of the 30th AGM to be held on 30 April 2015.
The proposed Ordinary Resolution 10 is a renewal of the general mandate pursuant to Section 132D of CA 1965 obtained from the shareholders of the Company at the previous AGM. The renewal is sought from shareholders for Directors to allot and issue 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 any possible fundraising 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 allot and issue new shares in the Company for possible fundraising activities without the need to seek shareholders' approval via a general meeting subsequent to this 30th AGM, which may delay the capital raising initiatives and incur relevant cost in organising the general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will be valid until the next AGM of the Company.
 - The proposed Ordinary Resolution 11 is for the proposed renewal of the authority for Directors to allot and issue new ordinary shares of RM0.70 each in the Company in respect of dividends to be declared, if any, under the DRS, until the conclusion of the next AGM.
 - The proposed Ordinary Resolution 12, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on normal commercial terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at a general meeting.
Detailed information on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders despatched together with the Company's 2014 Annual Report.