

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-seventh Annual General Meeting (37th AGM) of Telekom Malaysia Berhad (“TM” or “the Company”) will be conducted on a virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting (RPEV) facilities available at <https://meeting.boardroomlimited.my> with the Broadcast Venue at Kristal Hall, TM Convention Centre (TMCC), Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Wednesday, 25 May 2022 at 10:00 a.m. to transact the following businesses, with or without modifications:

- 1.0 To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note A

- 2.0 To re-elect the following Directors, who retire pursuant to Clause 106(2) of the Company’s Constitution and being eligible, offer themselves for re-election:

- | | |
|------------------------------------|--------------------------------|
| (i) Tan Sri Mohammed Azlan Hashim | (Ordinary Resolution 1) |
| (ii) Rossana Annizah Ahmad Rashid | (Ordinary Resolution 2) |
| (iii) Muhammad Afhzal Abdul Rahman | (Ordinary Resolution 3) |

Please refer to Explanatory Note B

- 3.0 To re-elect the following Directors, who retire by rotation pursuant to Clause 112 of the Company’s Constitution and being eligible, offer themselves for re-election:

- | | |
|--|--------------------------------|
| (i) Dato’ Mohamed Nasri Sallehuddin | (Ordinary Resolution 4) |
| (ii) YM Tunku Afwida Tunku Dato’ A.Malek | (Ordinary Resolution 5) |
| (iii) Balasingham A. Namasiwayam | (Ordinary Resolution 6) |

Please refer to Explanatory Note C

- 4.0 To approve the payment of the following Directors’ fees with effect from the 37th AGM until the next AGM of the Company:

- | | |
|---|--|
| (i) RM30,000 per month for the Non-Executive Chairman (NEC), RM22,250 per month for Senior Independent Director (SID) and RM20,000 per month for each Non-Executive Director (NED); and | |
| (ii) Up to RM15,000 per month and RM10,000 per month for NEC and NEDs respectively, of TM subsidiaries. | |

Please refer to Explanatory Note D **(Ordinary Resolution 7)**

- 5.0 To approve the payment of benefits payable to NEC and NEDs of the Company up to an amount of RM2,350,000 from the 37th AGM until the next AGM of the Company.

Please refer to Explanatory Note E **(Ordinary Resolution 8)**

- 6.0 To re-appoint Ernst & Young PLT (EY), having consented to act as Auditors of the Company, for the financial year ending 31 December 2022 and to authorise the Board of Directors to determine their remuneration.

Please refer to Explanatory Note F **(Ordinary Resolution 9)**

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

7.1 Proposed Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares in the Company (TM Shares) in relation to the Dividend Reinvestment Scheme (DRS)

THAT pursuant to the DRS approved at the Extraordinary General Meeting (EGM) 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)-day 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 of TM Shares at the material time;

AND THAT the Board of Directors of the Company be and is 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.

Please refer to Explanatory Note G

(Ordinary Resolution 10)

7.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate) with Axiata Group Berhad and its Subsidiaries (Axiata Group)

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 RRPT of a revenue or trading nature with Axiata Group as set out in Appendix I of the Company's Circular to Shareholders dated 25 April 2022 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 340(2) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of the CA 2016); 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 Constitution of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate with Axiata Group.

Please refer to Explanatory Note H

(Ordinary Resolution 11)

7.3 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate) with Tenaga Nasional Berhad and its Subsidiaries (TNB Group)

THAT in accordance with Paragraph 10.09 of the Main LR of Bursa Securities, approval be and is hereby given for the Company and/or its subsidiaries to enter into RRPT of a revenue or trading nature with TNB Group as set out in Appendix I of the Company's Circular to Shareholders dated 25 April 2022 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 340(2) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of the CA 2016); 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 Constitution of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate with TNB Group.

Please refer to Explanatory Note H

(Ordinary Resolution 12)

7.4 Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature (Proposed Additional Shareholders' Mandate) with Petroliam Nasional Berhad and its Subsidiaries (Petronas Group)

THAT in accordance with Paragraph 10.09 of the Main LR of Bursa Securities, approval be and is hereby given for the Company and/or its subsidiaries to enter into RRPT of a revenue or trading nature with Petronas Group as set out in Appendix II of the Company's Circular to Shareholders dated 25 April 2022 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 340(2) of the Companies Act, 2016 (CA 2016) (but shall not extend to such extension as may be allowed under Section 340(4) of the CA 2016); 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 Constitution of the Company, as may be required) to give effect to the Proposed Additional Shareholders' Mandate with Petronas Group.

Please refer to Explanatory Note H

(Ordinary Resolution 13)

7.5 Proposed Amendments to the Constitution of the Company (Proposed Amendments).

THAT approval be and is hereby given for the amendments to the following Clauses of the Constitution of the Company as stated below:

Clause No.	Existing Clause	Proposed Amendments
Clause 104(a)	The Directors, shall not be less than 5 nor more than 15, a majority of which shall be independent directors.	The Directors, shall not be less than 5 nor more than 15.
Clause 124	A resolution in writing signed by a majority of the Directors or their Alternates, majority of which are independent, taking the form of one or more documents in writing or by other written electronic communication shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors.	A resolution in writing signed by a majority of the Directors or their Alternates, taking the form of one or more documents in writing or by other written electronic communication shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts necessary to give effect to the Proposed Amendments, with full powers assenting to any modifications, variations and/or amendments as may be required by any relevant authorities.

Please refer to Explanatory Note I

(Special Resolution 1)

8.0 To transact any other business for which due notice has been given in accordance with Section 340(1) of the CA 2016 and the Company's Constitution.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 37th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Clause 80(3)(a) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA) to issue a General Meeting Record of Depositors (ROD) as at 18 May 2022. Only a depositor whose name appears on the ROD as at 18 May 2022 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

Hamizah Abidin (LS 0007096) (Practicing Certificate 201908001071)

Mohammad Yazmi Mat Raschid (MAICSA 7028878) (Practicing Certificate 202008001905)

Secretaries

Kuala Lumpur

25 April 2022

NOTES:

1.0 Registration for Remote Participation and Electronic Voting (RPEV) Facilities

- 1.1 The 37th AGM will be conducted on a virtual basis through live streaming. Members can attend, participate and vote remotely online using the RPEV facilities provided by Boardroom Share Registrars Sdn Bhd which will be made available at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide of the 37th AGM in order to register and participate remotely via the RPEV facilities.
- 1.2 The Broadcast venue of the 37th AGM is strictly for the purpose of complying with Section 327(2) of the CA 2016 which requires the Chairman of the 37th AGM to be present at the main venue of the general meeting and to facilitate the conduct of the virtual meeting.
- 1.3 Members, proxies or corporate representatives are not allowed to be physically present at the Broadcast Venue. Only essential individuals and authorised personnel as determined by the Company shall be allowed entry into the Broadcast Venue.

2.0 Submission of questions before the 37th AGM

- 2.1 Members may login via <https://investor.boardroomlimited.com> to pose and submit questions electronically in relation to the agenda items for the 37th AGM prior to the meeting and no later than 9.00 a.m. on Tuesday, 24 May 2022. The responses to these questions will be shared at the 37th AGM.

3.0 Proxy and/or Authorised Representative

- 3.1 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.
- 3.2 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.
- 3.3 Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy are specified.

- 3.4 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 "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 "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.
- 3.5 A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Clause 100 of the Company's Constitution.
- 3.6 The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 3.4 above, if any, must be deposited or submitted in the following manner not less than 24 hours before the time appointed for the taking the poll or no later than 12:00 noon on 24 May 2022. Any alteration to the instrument appointing the proxy must be initialled:
- (i) in hard copy:
By hand or post to the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.
or;
 - (ii) by electronic means:
By electronic submission via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide of the 37th AGM for further information on the electronic submission.

Explanatory Notes:

1.0 Note A

The Audited Financial Statements are laid before the shareholders, pursuant to the provisions of Sections 266(1)(a) and 340(1)(a) of the CA 2016, for discussion only and will not be put forward for voting.

2.0 Notes B and C

Clause 106(2) of the Company's Constitution provides that any Director appointed shall hold office only until the next AGM and shall then be eligible for re-election. Tan Sri Mohammed Azlan Hashim, Rossana Annizah Ahmad Rashid and Muhammad Afhzal Abdul Rahman who were appointed since the last AGM are standing for re-election as Directors and they have consented to be re-elected as Directors of the Company.

Clause 112 further provides that all Directors shall retire from office once at least every three (3) years, but shall be eligible for re-election. At every AGM of the Company, one third of the Directors of the Company for the time being or if not a multiple of three (3), nearest to one third, shall retire by rotation. Clause 113 also stipulates that the Directors to retire, shall be the one that has been longest in office since his/her last re-election. At this AGM, three (3) out of eight (8) eligible Directors are to retire in accordance with Clause 112. Dato' Mohamed Nasri Sallehuddin, YM Tunku Afwida Tunku Dato' A.Malek and Balasingham A. Namasiwayam being the longest in office since their last retirement are standing for re-election as Directors and have consented to be re-elected as Directors of the Company.

The NRC and the Board have conducted an assessment on the Directors via the 2021 Board Effectiveness Evaluation (BEE) as well as the independence of the Independent Directors who are seeking re-election at this 37th AGM, inclusive of their skills, experience, character, integrity, competency, commitment and contribution. NRC and the Board, save for the abovenamed Directors, are satisfied that the Directors fulfilled the independence criteria as required by the Main LR which is also provided in the Board Charter. The profiles of Directors seeking re-elections are set out in the Profile of Directors' section on pages 154 to 164 inclusive of the Integrated Annual Report (IAR) 2021.

3.0 Explanatory Note D and E

Section 230(1) of CA 2016 provides amongst others, that fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees and benefits payable to NEC and NEDs, in two (2) separate resolutions as follows:

- (i) Ordinary Resolution 7 on the payment of Directors' fees for the Company and TM Subsidiaries as determined by the Board from the date of the 37th AGM until the next AGM. Pursuant to the revised Subsidiary Tiering Framework (STF) and Subsidiary Board Representation Framework (SBRF) approved by the Board in January 2022, the list of TM subsidiaries as well TM Board's representation in the subsidiaries have been reviewed.

The Board is recommending the same Directors' fees for the Company and other TM Subsidiaries as approved at the 33rd AGM of the Company held on 26 April 2018, for shareholders' approval. There is no revision to the amount proposed since then.

- (ii) Ordinary Resolution 8 on the payment of benefits payable to the NEC and NEDs from the 37th AGM until the next AGM.

In determining the estimated amount of benefits payable for the NEC and NEDs, various factors, including the number of scheduled meetings for the Board, Board Committees and boards of subsidiaries as well as the number of NEDs involved in these meetings were considered. The Board is recommending an estimated total amount of RM2,350,000 as per the previous AGM.

The benefits payable applicable to NEC and NEDs comprise meeting fees, emoluments and claimable benefits are as stipulated below:

- (i) Meeting fee structure for Board and Board Committees:

	TM Board (RM)	Board Audit Committee (RM)	Nomination & Remuneration Committee (RM)	Board Tender Committee (RM)	Board Risk Committee (RM)
Chairman	5,000	4,750	2,500	3,250	2,500
NED	3,000	2,500	2,000	2,500	2,000

- (ii) Pursuant to the Subsidiaries' Remuneration Framework (SRF), NEC and NEDs appointed on the boards of TM subsidiaries are entitled to the following meeting fees:

Category of TM Subsidiaries	NEC	NED	Committee Fee	
	Meeting Fee (RM)	Meeting Fee (RM)	Chairman Meeting Fee (RM)	Member Meeting Fee (RM)
Tier 1	1,500	1,000	500	300
Tier 2	1,500	1,000	Nil	Nil

- (iii) Customary benefits such as claimable benefits on annual overseas business development trips, leave passage, business equipment, telecommunication bills, insurance and medical coverage.

Subject to the shareholders' approvals of Ordinary Resolutions 7 and 8, the payment of fees and benefits for the period commencing from the 37th AGM until next AGM will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred. The Board opined that the payments to the NEC and NEDs are just and equitable taking into account their roles and responsibilities towards the Group and the services that they have rendered to the Company and its subsidiaries.

NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the 37th AGM.

4.0 Explanatory Note F

The Board Audit Committee (BAC) had deliberated on the annual assessment of the external auditors, Ernst & Young PLT (EY) which include the following key areas:

- i) Quality of services and sufficiency of resources;
- ii) Communication and interaction with external auditor; and
- iii) Independence, objectivity and professionalism.

BAC was satisfied in its review that the provision of non-audit services by EY to the Company for the FY 2021 did not in any way impair their objectivity and independence as external auditors of TM, and based on the assessment, recommended the reappointment of EY as external auditors of the Company for the FY 2022. The Board at its Meeting on 25 February 2022 approved BAC's recommendation for shareholders' approval to be sought at the 37th AGM in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.

5.0 Explanatory Note G

Ordinary Resolution 10 is for the proposed renewal of the authority for Directors to allot and issue new ordinary shares in the Company in respect of dividends to be declared, if any, under the DRS, until the conclusion of the next AGM.

6.0 Explanatory Note H

Ordinary Resolutions 11, 12 and 13, if passed, will authorise the Company and/or its subsidiaries to enter into RRPT with related parties i.e. Axiata Group, TNB Group and Petronas Group 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.

The Interested Directors as indicated in Section 6 of the Circular to Shareholders dated 25 April 2022 and their Persons Connected will abstain from voting on Ordinary Resolutions 11, 12 and 13.

7.0 Explanatory Note I

The Special Resolution 1 in relation to the amendment to Clauses 104(a) and 124 will provide flexibility and contribute to the Board's administrative efficiency. The proposed revised Clause 104(a) will provide flexibility for the Board to appoint a new independent director within three (3) months per paragraph 15.02(3) of the Main LR, should its number fall below majority. This enable the Board sufficient time to thoroughly assess and consider suitable independent candidate.

The amendment to Clause 124 allows the passing of Directors' Circular Resolutions upon procuring majority approvals from existing Directors considering that all directors have the same roles and responsibilities towards the Company, irrespective of their status.

The Proposed Amendments, if passed, would be effective from the date of the 37th AGM.

Statement Accompanying Notice of the 37th AGM

pursuant to Paragraph 8.72(2) and Appendix 8A of the Main LR of Bursa Securities

1.0 Re-election of Directors pursuant to the Company's Constitution

- 1.1 The profiles of the following Directors who are retiring pursuant to Clause 106(2) of the Company's Constitution as per Ordinary Resolutions 1 to 3 are stated on pages 154, 164 and 158 of the Integrated Annual Report (IAR) 2021, respectively:
 - (i) Tan Sri Mohammed Azlan Hashim (Ordinary Resolution 1)
 - (ii) Rossana Annizah Ahmad Rashid (Ordinary Resolution 2)
 - (iii) Muhammad Afhzal Abdul Rahman (Ordinary Resolution 3)

- 1.2 The profiles of the following Directors who are retiring pursuant to Clause 112 of the Company's Constitution as per Ordinary Resolutions 4 to 6 are on pages 157, 159 and 160 of the IAR 2021:
 - (i) Dato' Mohamed Nasri Sallehuddin (Ordinary Resolution 4)
 - (ii) YM Tunku Afwida Tunku Dato' A.Malek (Ordinary Resolution 5)
 - (iii) Balasingham A. Namasiwayam (Ordinary Resolution 6)

- 1.3 None of the above Directors has any interest in the securities of the Company, save for Balasingham A. Namasiwayam whose interests in shares are disclosed on page 25 of the Financial Statements.

- 1.4 None of the abovenamed Directors has any family relationship with any Director and/or major shareholder of the Company. Dato' Mohamed Nasri Sallehuddin and Muhammad Afhzal Abdul Rahman are employees and nominee directors of TM's major shareholders, Khazanah Nasional Berhad and Employees Provident Fund respectively.

- 1.5 The three (3) independent directors, Rossana Annizah Ahmad Rashid, YM Tunku Afwida Tunku Dato' A.Malek and Balasingham A. Namasiwayam satisfy the criteria of independent directors as defined under Paragraph 1.01 of Bursa Securities' Main LR, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of the major shareholders.

Administrative Guide for the 37th AGM

VIRTUAL AGM MEETING

Although we are preparing to transition into the endemic phase of COVID-19, preventive and precautionary measures should still be implemented. Pursuant to the Government's official guidance on social distancing and the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers by the Securities Commission (SC), the Board of TM has decided that the 37th AGM of the Company shall be held on a virtual basis and entirely via Remote Participation and Electronic Voting (RPEV) facilities, as stipulated below:

DATE:

Wednesday, 25 May 2022

TIME:

10:00 a.m.

BROADCAST VENUE:

Kristal Hall, TM Convention Centre (TMCC), Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia

MEETING MODE & PLATFORM:

 Virtual basis through live streaming and online remote voting via meeting platform <https://meeting.boardroomlimited.my>
MODE OF COMMUNICATION :

- 1) Type text in the meeting platform. The Messaging window facility will be opened concurrently with the Virtual Meeting Portal, i.e. one (1) hour before the AGM, which is from 9:00 a.m on Wednesday, 25 May 2022.
- 2) Shareholders may submit their questions in advance on AGM resolutions prior to commencement of the 37th AGM via the following modes:

Login to Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in **Step 2**, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions"). The questions may be submitted commencing from 25 April 2022 until 24 May 2022.

The main and only venue of the virtual Meeting as indicated above is strictly to serve as the Broadcast Venue where the Chairman of the Meeting is physically present and no shareholders/proxies/corporate representatives shall be physically present at the broadcast venue.

The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 which provides that the main venue of the AGM shall be in Malaysia and the Chairman must be present at the main venue of the AGM.

With the RPEV facilities, you may exercise your right as a shareholder of the Company to participate and pose questions to the Board/Management of the Company, and vote during the 37th AGM from your home, office or any place at your convenience, safely and securely.

Remote Participation and Electronic Voting (RPEV)

- Please note that the RPEV is available to (i) Individual Member; (ii) Corporate Shareholder; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.
- By participating the Meeting online, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the meeting is in progress.
- Kindly follow the following steps on how to request for login ID and password.

STEP 1

Register Online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]

- a. Access website <https://investor.boardroomlimited.com>
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKad (front and back) or Passport in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

STEP 2

Individual Members

Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on 25 April 2022.]

- Login to <https://investor.boardroomlimited.com> using your user id and password above.
- Select "**TM 37th Virtual AGM**" from the list of Corporate Meetings and click "**Enter**".
- Click on "**Register for RPEV**".
- Read and accept the General Terms & Conditions and click "**Next**".
- Enter your CDS Account Number and thereafter submit your request.

Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport in JPEG, PNG or PDF format as well as his/her email address.
 - a. You will receive a notification from Boardroom that your request has been received and is being verified.
 - b. Upon system verification against the AGM's Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
 - d. Please note that the closing time to submit your request is not later than **10:00 a.m on 24 May 2022**.

STEP 3

Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- a. The Virtual Meeting portal will be opened for login starting an hour (1 hour) before the commencement of AGM at **9:00 a.m. on 25 May 2022**.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2(c) above).
- c. The steps will also guide you on how to view live webcast, ask questions and vote.
- d. The live webcast will end and the Messaging window will be disabled the moment when the Chairman announces the closure of the AGM.
- e. You can now logout from Virtual Meeting Portal.

*** FOR THE BEST LIVE STREAMING EXPERIENCE, IT IS ADVISABLE TO KEEP YOUR VIDEO RESOLUTION AT 240P.**

Entitlement to Participate and Vote

- Only a member or depositor whose name appears in the Register of Members/Record of Depositors (ROD) as at 18 May 2022 shall be entitled to attend the 37th AGM or appoint proxies to attend on his/her behalf.

Form(s) of Proxy

- Shareholders are encouraged to go online, participate and vote at the 37th AGM using the RPEV facilities. If you are unable to attend the online AGM virtually, you can appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the proxy form(s).
- Please take note that you must complete the proxy form for the AGM should you wish to appoint a proxy(ies).
- You may download the proxy form(s) from our website at <https://www.tm.com.my/annualreport/#/home>
- Please ensure that the original proxy form is deposited at the Share Registrar's office not less than 24 hours before the time appointed for holding taking the poll or no later than 12:00 noon on 24 May 2022 at the following address:

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Office : +60 3 7890 4700
Fax : +60 3 7890 4670
- Alternatively, you may deposit your proxy form(s) by electronic means via Boardroom Smart Investor Online Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to log in and submit your proxy form, not later than 24 hours before the time appointed for taking the poll or no later than 12:00 noon on 24 May 2022. For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below:

STEP 1

Register Online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]

- a. Access website <https://investor.boardroomlimited.com>
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKad (front and back) or Passport in JPEG or PNG format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

STEP 2




e-Proxy Lodgement

- a. Login to <https://investor.boardroomlimited.com> using your user id and password above.
 - b. Select "**TM 37th Virtual AGM**" from the list of Corporate Meetings and click "**Enter**".
 - c. Click on "**Submit eProxy Form**".
 - e. Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of our proxy(ies).
 - f. Indicate your voting instructions – **FOR** or **AGAINST** or **ABSTAIN**. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate **DISCRETIONARY**.
 - g. Review and confirm your proxy appointment.
 - h. Click "**Apply**".
 - i. Download or print the e-Proxy form as acknowledgement.
- If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with the proxy appointed by you.

Revocation of Proxy

If you have submitted your proxy form prior to the AGM and subsequently decide to appoint another person or wish to participate in the virtual AGM by yourself, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least 24 hours before the AGM. On revocation, your proxy(ies) will not be allowed to participate in the virtual AGM. In such event, kindly advise your proxy(ies) accordingly.

Voting Procedure

- The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements (Main LR). The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Sky Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
- During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
- For the purpose of this AGM, e-Voting will be carried out using the following voting devices:
 -  Personal smart mobile phones;
 -  Tablets; or
 -  Laptops.
- There are 2 methods for members and proxies who wish to use their personal voting device to vote as follows:
 - a. Launch LUMI AGM by scanning the QR Code given to you along with your remote participation User ID and Password; or
 - b. Access to LUMI AGM via URL: <https://meeting.boardroomlimited.my>
- The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
- The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Scrutineers will announce the results, and the Chairman will declare whether the resolutions put to vote are successfully carried or otherwise.

Participation Through Live Webcast and Questions

- TM welcomes participation and questions from shareholders on the AGM Resolutions at the 37th AGM. The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions tabled at the AGM, as well as financial performance/prospect of the Company. In the event some of the replies cannot be provided during the meeting, the relevant responses will be provided in the Investor Relations' section in TM website.
- Shareholders may submit their questions in advance on AGM resolutions prior to commencement of the 37th AGM via the following modes:
 - a. Submit to Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in **Step 2** above, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions"). The questions may be submitted commencing from 25 April 2022 and not later than 9.00 a.m. on 24 May 2022.
- Shareholders may also pose questions during the live streaming of the 37th AGM via <https://meeting.boardroomlimited.my>

How to Access the Annual Report & Related AGM Documents

- Shareholders may request for a printed copy of TM Annual Report for Financial Year Ended 31 December 2021, through our Share Registrar's Smart Investor Portal at <https://investor.boardroomlimited.com>. Select "Request for Annual Report" under the "Investor Services" menu.
- Alternatively, you may also make your request to our Share Registrar via e-mail: bsr.helpdesk@boardroomlimited.com or contact us at +603-7890 4700.
- Please note that the delivery of the document may be curtailed or delayed due to the increased demand for courier services.

Integrated Annual Report 2021

- As part of our dedicated commitment to Environmental, Social and Governance (ESG), the Integrated Annual Report 2021 can be downloaded from our website at <https://www.tm.com.my/annualreport/#/home> and also at Bursa Malaysia website.

Gift Policy

- There will be NO DISTRIBUTION of door gifts for members/proxies who join or participate at this virtual AGM.

Enquiry

- For enquiries on voting procedure and e-polling, please refer to Boardroom Share Registrars Sdn Bhd:

Contact persons	Telephone No.
1. Puan Rozleen Monzali	+603-7890 4739
2. Encik Ibnu Suffian Mas'on	+603-7890 4743

Help desk: +603-7890 4700
Email: bsr.helpdesk@boardroomlimited.com

- For enquiries on the administrative guide of this meeting, please contact the Group Company Secretarial Division's representatives, during office hours (Monday - Friday from 8:30 a.m. to 5:30 p.m.):

Contact persons	Telephone No.
1. Puan Noorsham Abdul Rahman	+603-2240 1225
2. Puan Khatijah Mohd Noor	+603-2240 1223
3. Puan Sitinor Athirah Azli	+603-2240 1220