

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty-eighth Annual General Meeting (38<sup>th</sup> AGM) of Telekom Malaysia Berhad ("TM" or "the Company") will be held virtually through live streaming and online remote voting using the Remote Participation and Electronic Voting (RPEV) facilities available at <https://meeting.boardroomlimited.my> with the Broadcast Venue at Left Wing, Level 1, TM Cyberjaya Complex, Lingkaran Usahawan 1 Timur, 63000 Cyberjaya, Selangor on Thursday, 25 May 2023 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 2022 together with the Reports of the Directors and Auditors thereon.
- 2.0 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' Shazril Imri Mokhtar **(Ordinary Resolution 1)**
  - (ii) Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin **(Ordinary Resolution 2)**
  - (iii) Datuk Siti Zauyah Md Desa **(Ordinary Resolution 3)**
  - (iv) Hisham Zainal Mokhtar **(Ordinary Resolution 4)**
- 3.0 To approve the payment of the following Directors' fees with effect from the 38<sup>th</sup> 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. **(Ordinary Resolution 5)**
- 4.0 To approve the payment of benefits payable to NEC and NEDs of the Company up to an amount of RM2,350,000 from the 38<sup>th</sup> AGM until the next AGM of the Company. **(Ordinary Resolution 6)**
- 5.0 To re-appoint Ernst & Young PLT (EY), having consented to act as Auditors of the Company, for the financial year ending 31 December 2023 and to authorise the Board of Directors to determine their remuneration. **(Ordinary Resolution 7)**
- 6.0 To consider and if thought fit, to pass the following resolutions:
  - 6.1 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. **(Ordinary Resolution 8)**

6.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate) with the following Related Parties:

- (i) Axiata Group Berhad and/or its subsidiaries (Axiata Group)
- (ii) Tenaga Nasional Berhad and/or its subsidiaries (TNB Group)
- (iii) Petroliaam Nasional Berhad and/or its subsidiaries (Petronas Group)

**(Ordinary Resolution 9)**  
**(Ordinary Resolution 10)**  
**(Ordinary Resolution 11)**

**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 with each of the abovementioned parties, respectively pursuant to Ordinary Resolutions 9 to 11, as set out in Appendix I of the Company's Circular to Shareholders dated 26 April 2023;

**PROVIDED THAT** such transactions are necessary for the day-to-day operations and 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.

6.3 Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Additional Shareholders' Mandate) with the following Related Parties:

- (i) Astro Malaysia Holdings Berhad and/or its subsidiaries (AMHB Group)
- (ii) CelcomDigi Berhad and/or its subsidiaries (CelcomDigi Group)
- (iii) Digital Nasional Berhad (DNB)

**(Ordinary Resolution 12)**  
**(Ordinary Resolution 13)**  
**(Ordinary Resolution 14)**

**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 with each of the abovementioned parties, respectively pursuant to Ordinary Resolutions 12 to 14 as set out in Appendix II of the Company's Circular to Shareholders dated 26 April 2023;

**PROVIDED THAT** such transactions are necessary for the day-to-day operations and 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.

7.0 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 38<sup>th</sup> 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 2023. Only a depositor whose name appears in the ROD as at 18 May 2023 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 202308000182)

Secretaries

Kuala Lumpur

26 April 2023

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

- 1.1 The 38<sup>th</sup> AGM will be conducted on virtual basis through live streaming from the Broadcast Venue. 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> (Domain Registration No. with MYNIC-D6A357657).
- 1.2 Registration for RPEV is open from the date of Notice of the 38<sup>th</sup> AGM on Wednesday, 26 April 2023 until 10.00 a.m. on Wednesday, 24 May 2023. Please follow the procedures provided in the Administrative Guide to register and participate remotely via the RPEV facilities.
- 1.3 The Broadcast venue is strictly for the purpose of complying with Section 327(2) of the CA 2016 which requires the Chairman of the meeting to be present at the main venue of the 38<sup>th</sup> AGM and to facilitate the conduct of the virtual meeting.
- 1.4 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 and during the 38<sup>th</sup> AGM**

- 2.1 Members may submit questions electronically in relation to the agenda items for the 38<sup>th</sup> AGM prior to the meeting via <https://investor.boardroomlimited.com> not later than 10:00 a.m. on Wednesday, 24 May 2023. The responses to these questions will be shared at the 38<sup>th</sup> AGM.
- 2.2 Members may also pose questions via real time submission of typed text at the 38<sup>th</sup> AGM via <https://meeting.boardroomlimited.my>.

**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 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.
- 3.5 The instrument appointing the proxy must be deposited or submitted in the following manner not less than 24 hours before the time appointed for the taking of the poll or not later than 12:00 noon on Wednesday, 24 May 2023:
  - (i) in hard copy, by hand or post to the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.  
or
  - (ii) by electronic submission at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on the electronic submission.
- 3.6 By submitting the duly executed Proxy Form, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 38<sup>th</sup> AGM and any adjournment thereof.

#### 4.0 Voting by Poll

Pursuant to Paragraph 8.29A of the Main LR, all resolutions set out in the Notice of 38<sup>th</sup> AGM will be put to vote by poll.

#### 5.0 Audited Financial Statements for financial year ended 31 December 2022

The Audited Financial Statements are laid before the shareholders, pursuant to the provisions of Sections 266(1)(a) and 340(1)(a) of CA 2016, for discussion only under Agenda 1.0. They do not require shareholders' approval and hence, will not be put for voting.

#### 6.0 Ordinary Resolutions 1 to 4: Re-election of Directors who retire pursuant to Clause 112 of the Company's Constitution

- 6.1 Clause 112 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), then the number nearest to one third, shall retire by rotation. Clause 113 also stipulates that the Directors to retire, shall be the Directors who have been longest in office since their last election.
- 6.2 At this AGM, four (4) out of eleven (11) Directors are to retire in accordance with Clause 112. Dato' Shazril Imri Mokhtar, Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin, Datuk Siti Zauyah Md Desa and Hisham Zainal Mokhtar being the longest in office since their last retirement are to stand for re-election as Directors of the Company. Being eligible, the Directors, have offered themselves for re-election.
- 6.3 For the purpose of determining the eligibility of Director to stand for re-election at the 38<sup>th</sup> AGM, the Board through its Nomination and Remuneration Committee (NRC) had assessed the retiring Directors and considered the following:
- (i) The Directors' performance and contribution based on the Self and Peer Assessment results of the Board Effectiveness Evaluation (BEE) 2022;
  - (ii) The Directors' level of contribution to the Board deliberations through their skills, experience, character and commitment;
  - (iii) The level of independence demonstrated by the Independent Directors and their ability to act in the best interests of the Company in decision-making; and
  - (iv) The Director's fitness and propriety with reference to the Directors' Fit and Proper Policy which include and not limited to, character and integrity, experience and competence, time and commitment and diversity.
- 6.4 In line with Practice 6.1 of the Malaysian Code on Corporate Governance (MCCG), the Board had conducted an assessment of the Directors based on the relevant performance criteria via the BEE 2022. Based on the results of the Self and Peer Assessment, the Directors met the performance criteria required of an effective and a high-performance Board. In addition, the retiring Directors via their BEE's Self-Assessment also provided their fit and proper declarations including non-conflict of interest and independence confirmations, where applicable.
- 6.5 Based on the above, the Board approved the NRC's recommendation that the aforesaid four (4) Directors who retire in accordance with Clause 112 of the Company's Constitution, are eligible to stand for re-election. The retiring Directors had abstained from deliberation and decision on their respective eligibility to stand for re-election at the relevant NRC and/or Board meetings.
- 6.6 All aforesaid four (4) Directors have consented to be re-elected as Directors of the Company and those whom are shareholders will abstain from voting involving their re-election at the 38<sup>th</sup> AGM. Their profiles are set out in the Profile of Directors' section on pages 176, 177, 182 and 184 inclusive of the Integrated Annual Report (IAR) 2022.

#### 7.0 Ordinary Resolutions 5 and 6: Directors' Fees and Benefits Payable by the Company

- 7.1 Section 230(1) of CA 2016 provides amongst others, that "the 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 shall be sought at the 38<sup>th</sup> AGM on the Directors' remuneration in two (2) separate resolutions as follows:
- (i) Ordinary Resolution 5 on the payment of Directors' fees for the Company and TM Subsidiaries as determined by the Board from the date of the 38<sup>th</sup> AGM until the next AGM.
- A comprehensive review of the NEDs remuneration was last undertaken in 2017 and tabled to the shareholders for approval at the AGM in 2018. The Board approved NRC's recommendation for the directors' fees for the Company and other TM Subsidiaries to remain unchanged, as they are still competitive, appropriate and in line with the prevalent market rate.
- (ii) Ordinary Resolution 6 on the payment of benefits payable to the NEC and NEDs from the 38<sup>th</sup> AGM until the next AGM.

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

- (a) 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

- (b) 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
Other Subsidiaries	1,500	1,000	Nil	Nil

- (c) Benefits such as leave passage, business equipment, telecommunication bills, insurance and medical coverage.

- 7.2 The exact amount of remuneration received by each director is provided in the Directors and Senior Management Remuneration section of the Corporate Governance Overview Statement and Note 6(b) on page 75 of the Audited Financial Statements for the financial year ended 31 December 2022. The Directors do not participate in decisions regarding their own remuneration package at NRC and/or Board meetings.
- 7.3 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. As there is no change to the prevalent benefits payable, the Board is recommending an estimated total amount of RM2,350,000 as per the previous AGM.
- 7.4 Subject to the shareholders' approval of Ordinary Resolutions 5 and 6, the payment for fees and benefits for the period commencing from the 38<sup>th</sup> 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.
- 7.5 Any NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the 38<sup>th</sup> AGM.

## 8.0 Ordinary Resolution 7: Re-appointment of Auditors and Audit Fees

- 8.1 The Board Audit Committee (BAC) had undertaken and deliberated on the annual assessment of the external auditors, Ernst & Young PLT (EY) which include the following key areas:
- Quality of services and sufficiency of resources;
  - Communication and interaction with external auditor; and
  - Independence, objectivity and professionalism.
- 8.2 BAC has also deliberated on the information in EY's 2022 Transparency Report and was satisfied in its review that the provision of non-audit services by EY to the Company for the financial year 2022 did not in any way impair their objectivity and independence as external auditors of TM. Accordingly, BAC recommended the reappointment of EY as external auditors of the Company for the financial year 2023.
- 8.3 The Board at its Meeting on 4 April 2023 approved BAC's recommendation for shareholders' approval to be sought at the 38<sup>th</sup> AGM in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.



#### **9.0 Ordinary Resolution 8: Allotment of Shares in relation to DRS**

The proposed Ordinary Resolution 8 if passed, will give authority to the Directors to allot and issue new TM Shares pursuant to the DRS in respect of dividends to be declared after this AGM, if any. This authority shall expire at the conclusion of the next AGM.

#### **10.0 Ordinary Resolutions 9 to 14: Proposed Renewal and Additional Shareholders' Mandate**

10.1 Ordinary Resolutions 9 to 14 if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties i.e. Axiata Group, TNB Group, Petronas Group, AMHB Group, CelcomDigi Group and DNB, 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.

10.2 The Interested Directors as indicated in Section 6 of the Circular to Shareholders dated 26 April 2023 and their Persons Connected will abstain from voting on Ordinary Resolutions 9 to 14. Detailed information on the proposals is as set out in the Circular.

## STATEMENT ACCOMPANYING NOTICE OF THE 38<sup>TH</sup> AGM

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

### 1.0 Re-election of Directors at the 38<sup>th</sup> AGM

- 1.1 The profile of the following Directors who are retiring pursuant to Clause 112 of the Company's Constitution and standing for re-election are stated in the IAR 2022:
- (i) Dato' Shazril Imri Mokhtar (Ordinary Resolution 1) – page 176
  - (ii) Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin (Ordinary Resolution 2) – page 177
  - (iii) Datuk Siti Zauyah Md Desa (Ordinary Resolution 3) – page 184
  - (iv) Hisham Zainal Mokhtar (Ordinary Resolution 4) – page 182
- 1.2 None of the above Directors has any interest in the securities of the Company, save for Dato' Shazril Imri Mokhtar, whose interests in shares in the company are disclosed on page 158 of the Financial Statements.
- 1.3 None of the abovenamed Directors has any family relationship with any Director and/or major shareholders of the Company. They do not have any conflict of interest with TM, convicted for any offences other than traffic offences for the past five (5) years, or have been imposed any sanction or penalty by any regulatory bodies during the financial year ended 31 December 2022.
- 1.4 Based on assessment, the two (2) independent directors, Hisham Zainal Mokhtar and Datuk Siti Zauyah Md Desa satisfy the criteria of independent directors as defined under Paragraph 1.01 of the Main LR of Bursa Securities, 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 38<sup>TH</sup> AGM

### VIRTUAL AGM MEETING

The Thirty-eighth Annual General Meeting (**38<sup>th</sup> AGM**) of the Company will be conducted virtually through live streaming via Remote Participation and Electronic Voting (RPEV) facilities, as stipulated below:

DAY, DATE AND TIME	BROADCAST VENUE	MEETING MODE AND PLATFORM
Thursday, 25 May 2023 @ 10.00 a.m.	Left Wing, Level 1, TM Cyberjaya Complex, Lingkaran Usahawan 1 Timur, 63000 Cyberjaya, Selangor	Virtual basis through live streaming and online remote voting via meeting platform <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>
MODE OF COMMUNICATION		
<p>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 Thursday, 25 May 2023.</p> <p>2) Shareholders may submit their questions in advance on AGM resolutions prior to commencement of the 38<sup>th</sup> AGM via the following modes:</p> <p>Login to Boardroom's website at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> 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 26 April 2023 until 24 May 2023.</p>		

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 38<sup>th</sup> AGM from your home, office or any place at your convenience, safely and securely.

The AGM will be held in a transparent manner, technology-enabled to allow shareholders to attend the AGM from anywhere.

### Remote Participation and Electronic Voting (RPEV)

- Please note that the RPEV is available to (i) Individual Shareholders; (ii) Corporate Shareholders; (iii) Authorised Nominees; and (iv) Exempt Authorised Nominees.
- 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 (BSIP) (For first time registration only)

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

- Access website <https://investor.boardroomlimited.com>
- Click **Register**>> to sign up as a user.
- Please select the correct account type i.e. sign up as "Shareholder" or "Corporate Holder".
- Complete registration with all required information. Upload and attach a softcopy of your or representative's MyKad (front and back) or passport in JPEG, PNG or PDF format. For Corporate Holder, kindly upload the authorisation letter as well. Click "Sign Up".
- You will receive an email from BSIP for email address verification. Click on "**Verify Email Address**" from the email received to continue with the registration.
- Once your email address is verified, you will be re-directed to BSIP for verification of mobile number. Click on "**Request OTP Code**" and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click "Enter" to complete the process.
- Your registration will be verified and approved within one (1) business day and an email notification will be provided.

#### STEP 2

##### Submit Request for Remote Participation User ID and Password

*[Note: The registration for remote access will be opened on **26 April 2023**]*

##### For Individual/ Corporate Shareholders

- Login to <https://investor.boardroomlimited.com> using your user ID and Password from Step 1 above.
- Select "**TELEKOM MALAYSIA BERHAD (38<sup>th</sup>) ANNUAL GENERAL MEETING**" from the list of Corporate Meetings and click "**Enter**".

##### (i) To attend the virtual AGM

- 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.

**STEP 2 (cont'd)****(ii) To appoint proxy**

- Click on **"Submit eProxy Form"**.
- Select the company you would like to be represented (if more than one, for Corporate Shareholder).
- Enter your CDS Account Number and number of securities held.
- Select your proxy – either the Chairman of the meeting or individual named proxy(ies).
- Read and accept the General Terms and Conditions by clicking **"Next"**.
- Enter the required particulars of your proxy(ies).
- 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**.
- Review and confirm your proxy(ies) appointment.
- Click **"Apply"**.
- Download or print the eProxy Form as acknowledgement.

*Note for Corporate Shareholders: if you wish to appoint more than one (1) company, kindly click the home button and select "Edit Profile" in order to add Company name.*

**(iii) For Corporate Shareholders (via email)**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Shareholder and CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case maybe) to submit the request.
- Please provide a copy of Corporate Representative's or Proxy Holder's MyKad (Front and Back) or Passport in JPEG, PNG or PDF format together with his/her email address.

**For Authorised Nominee and Exempt Authorised Nominee****(i) Via BSIP**

- Login to <https://investor.boardroomlimited.com> using your User ID and Password from Step 1 above.
- Select **"TELEKOM MALAYSIA BERHAD (38<sup>th</sup>) ANNUAL GENERAL MEETING"** from the list of Corporate Meetings and click **"Enter"**.
- Click on **"Submit eProxy Form"**.

- Select the company you would like to be represented (if more than one (1)).
- Proceed to download the file format for **"Submission of Proxy Form"**.
- Prepare the file for the appointment of proxies by inserting the required data.
- Proceed to upload the duly completed Proxy Appointment file.
- Review and confirm your proxy appointment and click **"Submit"**.
- Download or print the eProxy form as acknowledgement.

*Note: if you wish to appoint more than one (1) company, kindly click the home button and select "Edit Profile" in order to add Company name.*

**(ii) Via email**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Shareholders and CDS Account Number accompanied with the Form of Proxy to submit the request.
- Please provide a copy of the Proxy Holder's MyKad (front and back) or Passport in JPEG, PNG or PDF format together with 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 an email from Boardroom if your registration is approved.
  - d. You are encouraged to submit your request **at least twenty four (24) hours before the commencement of the Virtual AGM, i.e. by 10.00 a.m. on 24 May 2023** to avoid any delay in the registration process.

**STEP 3****Login to Virtual Meeting Portal**

*[Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast 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 2023**.
- 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 2023 shall be entitled to attend the 38<sup>th</sup> 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 38<sup>th</sup> 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 [tm.com.my/jar2022](https://tm.com.my/jar2022)
- 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 2023 at the following address:

**Boardroom Share Registrars Sdn Bhd**

11<sup>th</sup> Floor, Menara Symphony  
No. 5 Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia  
Office: +603 7890 4700  
Fax: + 603 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 2023. For further information, kindly refer to the RPEV step 1 to 3 above.
- 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](mailto: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.
- For the purpose of this AGM, e-voting will be carried out using the following voting devices:
  - a. Personal smart mobile phones;
  - b. Tablets; or
  - c. Laptops.
- There are two (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, Questions and Voting**

- TM welcomes participation and questions from shareholders on the AGM Resolutions at the 38<sup>th</sup> 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 38<sup>th</sup> AGM via the following mode:
  - 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 26 April 2023 and not later than 9.00 a.m. on 24 May 2023.
- Shareholders may also pose questions during the live streaming of the 38<sup>th</sup> AGM via <https://meeting.boardroomlimited.my>

**How to Access the Integrated Annual Report 2022 (IAR 2022) and Related AGM Documents**

- As part of our dedicated commitment to Environmental, Social and Governance (ESG), the IAR 2022 can be downloaded from our website at [tm.com.my/iar2022](http://tm.com.my/iar2022) and also at Bursa Malaysia website.
- Shareholders may request for a printed copy of IAR 2022, 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 email: [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or 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.

**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:

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

Help desk : +603-7890 4700

[bsr.helpdesk@boardroomlimited.com](mailto: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.):

**Group Company Secretarial Division**

<b>Contact persons</b>	<b>Telephone No.</b>
Puan Noorsham Abdul Rahman	+603-2240 1225
Puan Khatijah Mohd Noor	+603-2240 1223
Puan Sitinor Athirah Azli	+603-2240 1220