



TELEKOM MALAYSIA BERHAD
(Company No. 128740-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-third Annual General Meeting (33rd AGM) of Telekom Malaysia Berhad (“TM” or “the Company”) will be held at the Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on **Thursday, 26 April 2018 at 10:00 a.m.** to transact the following businesses, with or without modifications:

As Ordinary Business

- 1.0 To receive the Audited Financial Statements for the financial year ended 31 December 2017 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 Article 98(2) of the Company’s Articles of Association and being eligible offer themselves for re-election:
 - (i) Dato’ Sri Mohammed Shazalli Ramly **(Ordinary Resolution 1)**
 - (ii) Nik Rizal Kamil Tan Sri Nik Ibrahim Kamil **(Ordinary Resolution 2)***Please refer to Explanatory Note B*
- 3.0 To re-elect the following Directors, who retire by rotation pursuant to Article 103 of the Company’s Articles of Association and being eligible offer themselves for re-election:
 - (i) Datuk Bazlan Osman **(Ordinary Resolution 3)**
 - (ii) YM Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin **(Ordinary Resolution 4)**
 - (iii) Datuk Zalekha Hassan **(Ordinary Resolution 5)***Please refer to Explanatory Note C*
- 4.0 To approve the payment of the following Directors’ fees with effect from the 33rd AGM until the next AGM of the Company:
 - (i) RM30,000 per month for the Non-Executive Chairman (NEC), RM20,000 per month for each Non-Executive Director (NED) and RM2,250 per month for Senior Independent Director (SID); and
 - (ii) RM15,000 per month and RM10,000 per month for NEC and NEDs respectively, of Tier 1 subsidiaries.**(Ordinary Resolution 6)**
Please refer to Explanatory Note D
- 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 33rd AGM until the next AGM of the Company.
(Ordinary Resolution 7)
Please refer to Explanatory Note E
- 6.0 To re-appoint PricewaterhouseCoopers PLT (PwC), having consented to act as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration.
(Ordinary Resolution 8)
Please refer to Explanatory Note F

As Special Business

- 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 Shares pursuant to Section 75 of the Companies Act, 2016 (CA 2016)**
THAT subject always to the CA 2016, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, where such approval is necessary, authority be and is hereby given to the Directors to issue and allot shares in the capital of the Company pursuant to Section 75 of the CA 2016, 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.
Please refer to Explanatory Note G **(Ordinary Resolution 9)**
 - 7.2 **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, deemed fit and in the best interest of the Company.
Please refer to Explanatory Note H **(Ordinary Resolution 10)**
 - 7.3 **Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders’ Mandate)**
THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements (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 28 March 2018 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(1) 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.
Please refer to Explanatory Note I **(Ordinary Resolution 11)**

7.4 Proposed Additional Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Additional Shareholders’ Mandate)

THAT in accordance with paragraph 10.09 of the Main Market Listing Requirements (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 II of the Company’s Circular to Shareholders dated 28 March 2018 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(1) 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.
Please refer to Explanatory Note J **(Ordinary Resolution 12)**

7.5 Proposed Grant to Executive Directors pursuant to the existing Long Term Incentive Plan of the Company

a) Proposed Grant to Dato’ Sri Mohammed Shazalli Ramly, Managing Director/Group Chief Executive Officer of the Company
THAT pursuant to the Long Term Incentive Plan (LTIP) of up to ten percent (10%) of the issued ordinary capital of the Company (excluding Treasury Shares, if any) for eligible employees and Executive Directors of the Company and its subsidiaries, as approved by the shareholders at the Extraordinary General Meeting (EGM) held on 28 April 2016, the Board (save for Dato’ Sri Mohammed Shazalli Ramly) be and is hereby authorised, at any time and from time to time during the duration of the LTIP, to procure the allocation and grants to Dato’ Sri Mohammed Shazalli Ramly, Managing Director/Group Chief Executive Officer of the Company, of up to 6,000,000 TM Shares under the LTIP, subject to the vesting conditions and such other terms and conditions of the By-Laws for the LTIP;
AND THAT the Board of Directors of the Company be and is hereby authorised to allot and issue new TM Shares pursuant to the LTIP to him from time to time pursuant to the vesting of his Grant.
Please refer to Explanatory Note K **(Ordinary Resolution 13)**

b) Proposed Grant to Datuk Bazlan Osman, Executive Director/Deputy Group Chief Executive Officer of the Company
THAT pursuant to the Long Term Incentive Plan (LTIP) of up to ten percent (10%) of the issued ordinary capital of the Company (excluding Treasury Shares, if any) for eligible employees and Executive Directors of the Company and its subsidiaries, as approved by the shareholders at the Extraordinary General Meeting (EGM) held on 28 April 2016, the Board (save for Datuk Bazlan Osman) be and is hereby authorised, at any time and from time to time during the duration of the LTIP, to procure the allocation and grants to Datuk Bazlan Osman, Executive Director/ Deputy Group Chief Executive Officer of the Company, of up to 5,400,000 TM Shares under the LTIP, subject to the vesting conditions and such other terms and conditions of the By-Laws for the LTIP;
AND THAT the Board of Directors of the Company be and is hereby authorised to allot and issue new TM Shares pursuant to the LTIP to him from time to time pursuant to the vesting of his Grant.
Please refer to Explanatory Note L **(Ordinary Resolution 14)**

7.6 Proposed Adoption of a New Constitution of the Company in place of the existing Memorandum & Articles of Association (Proposed New Constitution)

THAT approval be and is hereby given for the Company to adopt the new Constitution in the form and manner as set out in Appendix III of the Circular to Shareholders dated 28 March 2018, in place of the existing Memorandum & Articles of Association; **AND THAT** the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts necessary to give effect to the Proposed New Constitution.
Please refer to Explanatory Note M **(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 Articles of Association.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 33rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Article 74(3)(a) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA) to issue a General Meeting Record of Depositors (ROD) as at 18 April 2018. Only a depositor whose name appears on the ROD as at 18 April 2018 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 (LS0007096)
Zaiton Ahmad (MAICSA 7011681)
Secretaries
Kuala Lumpur
28 March 2018

NOTES:

Proxy and/or Authorised Representatives

1. A Member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A Member may appoint any person to be his/her proxy without restriction to the proxy’s qualification.
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 (ombibus account), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds.
3. Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy are specified.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly appointed under a Power of Attorney or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation has been received”. If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading “signed under a Power of Attorney which is still in force, and no notice of revocation has been received”. A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.
5. A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Article 92 of the Company’s Articles of Association.
6. The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 25 April 2018 at 12:00 noon**. 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 for discussion only as it does not require shareholders’ approval pursuant to the provisions of Section 340(1)(a) of CA 2016. Hence, it is not put forward for voting.

Explanatory Notes B and C

Article 98(2) provides that any Director appointed during the year shall hold office only until the next AGM and shall then be eligible for re-election. The Directors shall not be taken into account in determining the Directors who are to retire on rotation at the AGM. Dato’ Sri Mohammed Shazalli Ramly and Nik Rizal Kamil Tan Sri Nik Ibrahim Kamil were appointed on 1 May 2017 and 30 April 2017 respectively and are standing for re-elections as Directors of the Company and being eligible, have offered themselves for re-elections.

Article 103 provides that one third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. All Directors shall retire from office one after the other three years but shall be eligible for re-election. Three out of 10 Directors are to retire in accordance with Article 103. Datuk Bazlan Osman, YM Tunku Dato’ Mahmood Fawzy Tunku Muhiyiddin and Datuk Zalekha Hassan are standing for re-elections as Directors of the Company and being eligible, have offered themselves for re-elections.

The Board has conducted an assessment on the independence of the Independent Directors who are seeking re-election at this 33rd AGM, inclusive of their skills, experience, character, integrity, competency and contribution. The profiles of Directors seeking re-elections are set out in the Profile of Directors’ section on pages 91 to 94 inclusive in the Corporate Overview of the Company’s Integrated Annual Report (IAR) 2017. Details of the assessment of all Directors standing for re-election are provided on page 124 in the Corporate Overview.

Explanatory Notes 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 separate resolutions as follows:

- (i) Ordinary Resolution (OR 6) on the payment of a revised Directors’ fees for the Company and Tier 1 Subsidiaries from the date of the 33rd AGM until the next AGM; and
- (ii) OR 7 on the payment of benefits payable to the NEC and NEDs from the 33rd AGM until the next AGM.

OR 6: Directors’ Fees

The shareholders had at the 32nd AGM held on 26 April 2017, approved the payment of directors’ fees with effect from the 32nd AGM until the 33rd AGM of the Company. The fees for the NEC and NEDs were last reviewed and approved at the 28th AGM held on 7 May 2013 with effect from 1 January 2012 following an independent review conducted by an external consultant.

After a lapse of six years, the Board is proposing a review of the existing directors’ fees, to ensure that the Company is able to attract and retain the right Board talent as well as motivate the Directors to drive the Company’s long-term objectives. The remuneration proposed takes into account the demands, complexities and performance of the Company as well as skills and experience required. Hence, the NEDs remuneration should reflect the increasing complexities of the duties, responsibilities, expectation and commitment of the work of the NEDs. The proposed review is to ensure that the remuneration is comparable with the prevalent market. For this purpose, an external consultant was engaged in October 2017 to undertake the benchmarking analysis and recommend the appropriate revised fees. In addition, the review takes into consideration the Report on NEDs Remuneration 2017 by a prominent audit firm.

The proposed review was comprehensively deliberated by the Board Nomination and Remuneration Committee (NRC) in January and February 2018, and was duly approved by the Board for tabling at the 33rd AGM for the shareholders’ approval. The proposal involve the revision to the Directors’ fixed fee only, to be effective from the 33rd AGM until the next AGM (Stipulated Period), as follows:

- (i) Increase of NEC fee from RM23,000 per month to RM30,000 per month; and
- (ii) Increase of NED fee from RM15,000 per month to RM20,000 per month.

The Board was of the view that the proposed increase is fair and reasonable as the directors’ fees had not been reviewed since 2012.

TM has also in place a Subsidiaries’ Board Remuneration Framework (SRF) in which subsidiaries are categorised into tiers based on its strategic, revenue and impact levels to TM, as well as focus of business. Based on SRF’s policy, directors’ fees for Tier 1 Subsidiaries has been set at 50% of TM’s Remuneration Framework. In view thereof, the fees for NEC and NEDs appointed on the boards of the Tier 1 Subsidiaries shall be revised from RM11,500 per month to RM15,000 per month for the NEC, and from RM7,500 per month to RM10,000 per month for the NEDs, for the Stipulated Period.

OR 7 : Benefits Payable

Despite the trend for companies to introduce and pay retainer fees for Board Committees, NRC and TM Board agreed to maintain existing benefits. Benefits Payable applicable to NEC and NEDs pursuant to the Board Charter comprise meeting fee, emoluments and claimable benefits as stipulated below:

- (i) No revision proposed for the following existing 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) | Board Investment Committee (RM) | LTIP Committee (RM) |
|----------|---------------|----------------------------|--|-----------------------------|---------------------------|---------------------------------|---------------------|
| Chairman | 3,500 | 3,250 | 2,500 | 3,250 | 2,500 | 2,500 | 2,500 |
| NED | 3,000 | 2,500 | 2,000 | 2,500 | 2,000 | 2,000 | 2,000 |

Note: Board is authorised to determine the fees for ad-hoc Board Committees.

- (ii) No revision proposed for the following prevailing meeting fees under the SRF:

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

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

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. Subject to the shareholders’ approval of ORs 6 and OR 7, the payment of fees and benefits throughout the Stipulated Period will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred. The Board opined that it is just and equitable for the NEC and NEDs to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company and its subsidiaries. Any NEDs who are shareholders of the Company will abstain from voting on ORs 6 and 7 concerning remuneration to the NEDs at the 33rd AGM.

10. Explanatory Note F

The Board Audit Committee (BAC) and the Board at their Meetings on 20 February 2018 and 27 February 2018 respectively have considered the re-appointment of PwC as Auditors of the Company and collectively agreed that PwC met the relevant criteria as prescribed by Paragraph 15.21 of the Main LR of Bursa Securities.

11. Explanatory Note G

The Company has not issued any new shares under the general mandate for issuance and allotment of shares up to 10% of the issued and paid-up capital of the Company, which was approved at the 32nd AGM held on 26 April 2017 and which shall lapse at the conclusion of the 33rd AGM to be held on 26 April 2018. The proposed OR 9 is a renewal of the general mandate obtained from the shareholders of the Company at the previous AGM. In accordance with Section 75 of CA 2016, a renewal is sought from shareholders for Directors to issue and allot new shares in the Company of up to an amount not exceeding 10% of the issued and paid up share capital of the Company for such purposes as the directors may deem fit in the best interest of the Company including for any possible fund raising activities for the Company’s working capital requirements and strategic investments. This resolution if approved, will give the Company and its Directors the mandate and flexibility to issue and allot new shares in the Company for possible fund raising activities without the need to seek shareholders’ approval via a general meeting subsequent to this 33rd 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.

12. Explanatory Note H

The proposed OR 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.

13. Explanatory Note I & J

The proposed ORs 11 and 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.

14. Explanatory Note K & L

TM shareholders at the EGM held on 28 April 2016 has approved the allocation of TM Shares under the LTIP to then TM MD/Group CEO and ED/Group Chief Financial Officer. Under the Main LR, approvals of shareholders are required for any allocation to the Directors.

The proposed OR 13, if passed, will allow Dato’ Sri Mohammed Shazalli Ramly, the new MD/Group CEO appointed on 1 May 2017 to participate in the LTIP. In addition, the proposed OR 14, if passed, will also enable Datuk Bazlan Osman to participate further in the LTIP based on his new designation as ED/Deputy Group CEO effective on 1 April 2017.

The proposed grant is the maximum number of TM Shares that may be vested to Dato’ Sri Mohammed Shazalli Ramly and Datuk Bazlan Osman, subject to the meeting of stretched individual and company performance targets, at the point of vesting. Dato’ Sri Mohammed Shazalli Ramly and Datuk Bazlan Osman, and persons connected to them will abstain from voting on this resolution, and they have also abstained from all deliberation and voting on this resolution at the Board Meeting.

The LTIP Committee, NRC and TM Board (save for Dato’ Sri Mohammed Shazalli Ramly and Datuk Bazlan Osman) have deliberated on the proposal and agreed that the proposed maximum allowable grant is fair and reasonable, to align the interest of the EDs with long-term shareholders’ value enhancement and long-term success of TM Group.

15. Explanatory Note M

The Special Resolution 1, if passed, will streamline the Company’s Constitution with the new provisions of the new CA 2016, amendments made to the Main LR and enhance administrative efficiency. The Board proposed that the existing Memorandum & Articles of Association be amended in its entirety by the replacement of a new Constitution in view of the substantial amount of the amendments. The Proposed New Constitution shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 33rd AGM.