



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM” or “Meeting”) of Telekom Malaysia Berhad (“TM” or “Company”) will be held at Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Tuesday, 8 May 2012 at 11.30 a.m., or upon conclusion of the 27th Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REPAYMENT TO SHAREHOLDERS OF RM0.30 CASH PER ORDINARY SHARE OF RM1.00 EACH IN TM OR A TOTAL CASH PAYMENT OF APPROXIMATELY RM1,073.2 MILLION (“PROPOSED CAPITAL REPAYMENT”)

“**THAT**, subject to the passing of Special Resolution 2 and all requisite consents/approvals being obtained from the relevant authorities or persons in respect of the Proposed Amendments and this Special Resolution 1 including the relevant confirmation/approval by the High Court of Malaya (“High Court”), approval be and is hereby given for the Company to reduce its existing issued and paid-up capital pursuant to Section 64 of the Companies Act, 1965 by reducing the par value of each ordinary share of RM1.00 in the Company (“TM Share”) to RM0.70;

AND THAT, following the par value reduction, approval is hereby given for the Company to carry out a capital repayment to shareholders of approximately RM1,073.2 million or equivalent to RM0.30 for each TM Share held by the shareholders as at a date to be determined and announced later by the Board of Directors of the Company;

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 and to execute, sign and deliver on behalf of the Company and any of its subsidiaries, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Capital Repayment, with full powers to assent to any conditions, modifications, variations and/or amendments as the Board of Directors of the Company may deem fit and/or as may be imposed by the High Court and/or any relevant authorities in connection with the Proposed Capital Repayment.”

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO TM’S MEMORANDUM AND ARTICLES OF ASSOCIATION (“PROPOSED AMENDMENTS”)

“**THAT**, subject to the passing of Special Resolution 1 and all requisite consents/approvals being obtained from the relevant authorities or persons in respect of the Proposed Capital Repayment and this Special Resolution 2, approval be and is hereby given for the Company to amend the Memorandum and Articles of Association of the Company in the form and manner as set out in Appendix II of the Company’s Circular to Shareholders dated 13 April 2012.

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 and execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Amendments, with full powers to assent to any conditions, modifications, variations and/or amendments as the Board of Directors of the Company may deem fit and/or as may be required by any relevant authorities in connection with the Proposed Amendments.”

ORDINARY RESOLUTION 1

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

"**THAT**, in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Appendix I of the Company's Circular to Shareholders dated 13 April 2012, which are necessary for the day-to-day operations **PROVIDED THAT** such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

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

whichever is the earlier;

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

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd 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 27 April 2012. Only a member or depositor whose name appears on the Company's Register of Members or ROD as at 27 April 2012 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

Idrus Ismail (LS0008400)
Hamizah Abidin (LS0007096)
Zaiton Ahmad (MAICSA 7011681)
Secretaries

Kuala Lumpur, Malaysia
13 April 2012

Notes:

Proxy and/or Authorised Representative

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. A Member shall not be entitled to appoint more than two (2) proxies to attend 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.

For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

3. Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the holding to be represented by each proxy is specified.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation have been received". If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under a Power of Attorney which is still in force, and no notice of revocation has been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.
5. A corporation which is a Member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with Article 92 of the Company's Articles of Association.
6. The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrars, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.