



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting (28th AGM) of the Company will be held at Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Tuesday, 7 May 2013 at 10:00 a.m. for the following purposes:

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A
- To declare a final single-tier dividend of 12.2 sen per ordinary share in respect of the financial year ended 31 December 2012. **(Ordinary Resolution 1)**
- To re-elect Dato' Fauziah Yaacob, who retires pursuant to Article 98(2) of the Company's Articles of Association. **(Ordinary Resolution 2)**
Please refer to Explanatory Note B
- To re-elect the following Directors, who retire pursuant to Article 103 of the Company's Articles of Association:
(i) Datuk Bazlan Osman **(Ordinary Resolution 3)**
(ii) Tunku Dato' Mahmood Fawzy Tunku Muhiyiddin **(Ordinary Resolution 4)**
(iii) Dato' Ir Abdul Rahim Abu Bakar **(Ordinary Resolution 5)**
(iv) Ibrahim Marsidi **(Ordinary Resolution 6)**
Please refer to Explanatory Note C
- To re-appoint Dato' Danapalan T.P Vinggrasalam, who retires pursuant to Section 129(2) of the Companies Act, 1965. **(Ordinary Resolution 7)**
Please refer to Explanatory Note D
- To re-appoint Messrs PricewaterhouseCoopers (PwC) having consented to act as Auditors of the Company for the financial year ending 31 December 2013 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**
Please refer to Explanatory Note E
- To approve the following Directors' Fees:
(i) Increase in Directors' Fees amounting to RM276,000 per annum for the Non-Executive Chairman, RM180,000 per annum for the Non-Executive Director; and introduction of Senior Independent Director's fee of RM27,000 per annum effective from 1 January 2012. **(Ordinary Resolution 9)**
(ii) Payment of Directors' Fees amounting to RM1,923,000 for the financial year ended 31 December 2012. **(Ordinary Resolution 10)**
Please refer to Explanatory Note F

As Special Business

- To consider and if thought fit, to pass the following Resolution:
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 12 April 2013, dispatched together with the Company's 2012 Annual Report, 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 pursuant to 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 earlier;
AND THAT the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all acts, deeds and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate." **(Ordinary Resolution 11)**
- To transact any other business of the Company of which due notice has been received.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a Member who shall be entitled to attend, speak and vote at this 28th 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 26 April 2013. Only a depositor whose name appears on the Register of Members/ROD as at 26 April 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

NOTICE ON ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of Members at the 28th AGM to be held on 7 May 2013, a final single-tier dividend of 12.2 sen per ordinary share for the financial year ended 31 December 2012 will be paid on 27 May 2013 to Depositors whose names appear in the ROD on 10 May 2013.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares deposited into the Depositor's Securities Account before 12:30 p.m. on 8 May 2013 (in respect of shares which are exempted from Mandatory Deposit);
- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 10 May 2013 (in respect of Ordinary Transfers); and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

Shareholders are reminded that pursuant to SICDA, all shares not deposited with Bursa Depository by 12:30 p.m. on 1 December 1998 and not exempted from Mandatory Deposit, have been transferred to the Ministry of Finance (MOF). Accordingly, the dividend for such undeposited shares will be paid to MOF.

By Order of the Board

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

Kuala Lumpur
12 April 2013

Notes:

Proxy and/or Authorised Representatives

- A Member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A Member may appoint any person to be his/her proxy without restriction to the proxy's qualification and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company.
- A Member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy is specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation has been received". If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under a Power of Attorney which is still in force, and no notice of revocation has been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.
- A corporation which is a Member, may by resolution of its Directors or other governing body 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 (AA).
- The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrars, Tricor Investor Services Sdn Bhd, 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 the Meeting or any adjournment thereof.
- Explanatory Note A
The Agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require the audited financial statements to be formally approved by the shareholders. As such, this item is not put forward for voting.
- Explanatory Notes B and C
Dato' Fauziah Yaacob, Datuk Bazlan Osman, Tunku Dato' Mahmood Fawzy Tunku Muhiyiddin, Dato' Ir Abdul Rahim Abu Bakar and Ibrahim Marsidi are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this 28th AGM.
The Board has conducted an assessment on the independence of the independent directors who are seeking re-election and re-appointment at this 28th AGM of the Company and is satisfied that the incumbents have complied with the independence criteria applied by the Company.
Details of the assessment on all the directors standing for re-election and re-appointment are on pages 100 and 101 inclusive, of the Statement on Corporate Governance in the 2012 Annual Report.
- Explanatory Note D
The re-appointment of Dato' Danapalan T.P Vinggrasalam, who has attained the age of 70 years as a Director of the Company to hold office until the conclusion of the next annual general meeting, shall take effect if the proposed Ordinary Resolution 7 is passed by a majority of not less than three-fourths of such members as being entitled to vote in person or, where proxies are allowed, by proxy at this 28th AGM of which not less than 21 days' notice has been given.
- Explanatory Note E
The Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and collectively agreed that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the Main LR.
- Explanatory Note F
The proposed Ordinary Resolution 9 is in accordance with Article 99(3) of the Company's AA and if passed, shall be effective from 1 January 2012. The proposed increase in Directors' Fees and introduction of Senior Independent Director's (SID) fee are to reflect the increase in responsibilities of the Non-Executive Chairman, Non-Executive Independent Directors and SID.

EXPLANATORY NOTES ON SPECIAL BUSINESS

12. Proposed Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 11, 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 annual general meeting unless authority for its renewal is obtained from shareholders of the Company at a general meeting.

Detailed information on the Proposed Renewal of Shareholders' Mandate is set out in Appendix I of the Circular to Shareholders dispatched together with the Company's 2012 Annual Report.