

**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 an Extraordinary General Meeting ("EGM") 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 Thursday, 28 April 2016 at 12.30 p.m. or immediately after the conclusion of our 31st Annual General Meeting 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 of the EGM, for the purpose of considering and if thought fit, passing with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTION 1**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF TM (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF TM AND ITS SUBSIDIARIES ("PROPOSED LTIP")**

"THAT subject to the approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities or parties being obtained and to the extent permitted by law and the Memorandum and Articles of Association of the Company, approval be and is hereby given to the Company to establish, implement and administer the Proposed LTIP which comprises a restricted share grant of ordinary share of RM0.70 each in TM ("TM Shares") ("RS Grant") and a performance share grant of ordinary share of RM0.70 each in TM ("PS Grant") for the benefit of the eligible employees and executive directors of the Company and its subsidiaries who fulfil the conditions of eligibility for participation in the Proposed LTIP and are granted the RS Grant and/or the PS Grant (collectively the "Grants") ("Grantees") in accordance with the by-laws of the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix I of this Circular to Shareholders dated 13 April 2016 ("Circular");

THAT the Board of Directors of TM ("Board") be and is hereby authorised:

- to allot and issue from time to time such number of new TM Shares as may be required by the committee appointed and authorised by the Board to implement and administer the Proposed LTIP in accordance with the By-Laws ("LTIP Committee") pursuant to the vesting of the Grants under the Proposed LTIP, provided always that the total number of TM Shares allotted and issued upon the vesting of TM Shares shall not in aggregate exceed ten per cent (10%) of the issued and paid-up ordinary share capital of the Company (excluding treasury shares, if any) at any point in time and from time to time over the duration of the Proposed LTIP;
- to add, modify, alter, delete and/or amend the Proposed LTIP, the By-Laws and/or all rules, regulations and administration relating to the Proposed LTIP and/or the administration thereof, from time to time as may be required or permitted or deemed necessary by the authorities or the Board or the LTIP Committee, provided that such additions, modifications, alterations, deletions and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and terms of the By-Laws;

THAT the proposed By-Laws, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved;

AND THAT the Board be and is hereby empowered and authorised with full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as may be imposed by the relevant regulatory authorities and to take all steps as it may consider necessary or expedient to implement, finalise and give full effect to and in connection with the above."

ORDINARY RESOLUTION 2**PROPOSED GRANT TO TAN SRI DATO' SRI ZAMZAMZAIRANI MOHD ISA, MANAGING DIRECTOR/GROUP CHIEF EXECUTIVE OFFICER**

"THAT subject to the passing of Ordinary Resolution 1 above and subject further to the approvals of Bursa Securities and any other relevant authorities or parties being obtained, the Board (save for Tan Sri Dato' Sri Zamzamzairani Mohd Isa) be and is hereby authorised, at any time and from time to time during the duration of the Proposed LTIP, to procure the allocation and Grants to Tan Sri Dato' Sri Zamzamzairani Mohd Isa, Managing Director/Group Chief Executive Officer of the Company, of up to 5,000,000 TM Shares under the Proposed LTIP, subject to the vesting conditions and such other terms and conditions of the By-Laws for the Proposed LTIP;

AND THAT the Board be and is hereby authorised to allot and issue new TM Shares pursuant to the Proposed LTIP to him from time to time pursuant to the vesting of his Grant."

ORDINARY RESOLUTION 3**PROPOSED GRANT TO DATUK BAZLAN OSMAN, EXECUTIVE DIRECTOR/GROUP CHIEF FINANCIAL OFFICER**

"THAT subject to the passing of Ordinary Resolution 1 above and subject further to the approvals of Bursa Securities and any other relevant authorities or parties being obtained, 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 Proposed LTIP, to procure the allocation and Grants to Datuk Bazlan Osman, Executive Director/Group Chief Financial Officer of the Company, of up to 2,400,000 TM Shares under the Proposed LTIP, subject to the vesting conditions and such other terms and conditions of the By-Laws for the Proposed LTIP;

AND THAT the Board be and is hereby authorised to allot and issue new TM Shares pursuant to the Proposed LTIP to him from time to time pursuant to the vesting of his Grant."

ORDINARY RESOLUTION 4**PROPOSED GRANT TO DANIAL ZAMZAMZAIRANI, ASSISTANT MANAGER**

"THAT subject to the passing of Ordinary Resolution 1 above and subject further to the approvals of Bursa Securities and any other relevant authorities or parties being obtained, the Board (save for Tan Sri Dato' Sri Zamzamzairani Mohd Isa) be and is hereby authorised, at any time and from time to time during the duration of the Proposed LTIP, to procure the allocation and Grants to Danial Zamzamzairani, Assistant Manager of the Company, of up to 40,000 TM Shares under the Proposed LTIP, subject to the vesting conditions and such other terms and conditions of the By-Laws for Proposed LTIP;

AND THAT the Board be and is hereby authorised to allot and issue new TM Shares pursuant to the Proposed LTIP to him from time to time pursuant to the vesting of his Grant."

ORDINARY RESOLUTION 5**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 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 Circular, 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:

- 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;
- 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
- revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier;

AND THAT the Board 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 ("AA") of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."

BY ORDER OF THE BOARD

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

Kuala Lumpur
13 April 2016

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 the Securities Industry (Central Depositories) Act 1991 ("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 shareholdings to be represented by each proxy are specified.
- 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 hand of an 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 AA.
- The instrument appointing a 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, at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The Share Registrar will also provide a box at the ground floor of its office building for drop-in of proxy forms.

Members Entitled to Attend

- For the purpose of determining a member who shall be entitled to attend the EGM and to speak and vote thereat, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 74(3)(a) of the Company's AA and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors ("ROD") as at 20 April 2016. Only a depositor whose name appears on the Register of Member/ROD as at 20 April 2016 shall be entitled to attend, speak and vote the said meeting or appoint proxies to attend, speak and vote on his/her behalf."