



OUR GOVERNANCE

We adhere to and practice good corporate governance in all of our dealings with stakeholders. We embrace high standards of integrity and transparency in the way we conduct our business.





Corporate Governance Overview Statement

TM, collectively the Board of Directors, Management and staff, continue to strive for better implementation of the highest standards for corporate governance throughout the organisation, which is fundamental in delivering consistent financial performance, creating long-term economic and sustainable value to all stakeholders to achieve sustainable performance and business throughout the Group. TM believes that good corporate governance improves the Group's business oversight, management and operations, contributing to stakeholder value creation.

TM conducted an internal reorganisation in 2023 to streamline its core business and subsidiaries under TM Technology Services Sdn Bhd (TM Tech) to be the main operating entity of the Group. This initiative is expected to further improve operational efficiencies, streamline processes and simplify customer touchpoints to provide a more seamless customer experience, ensuring TM's sustainability in the industry.

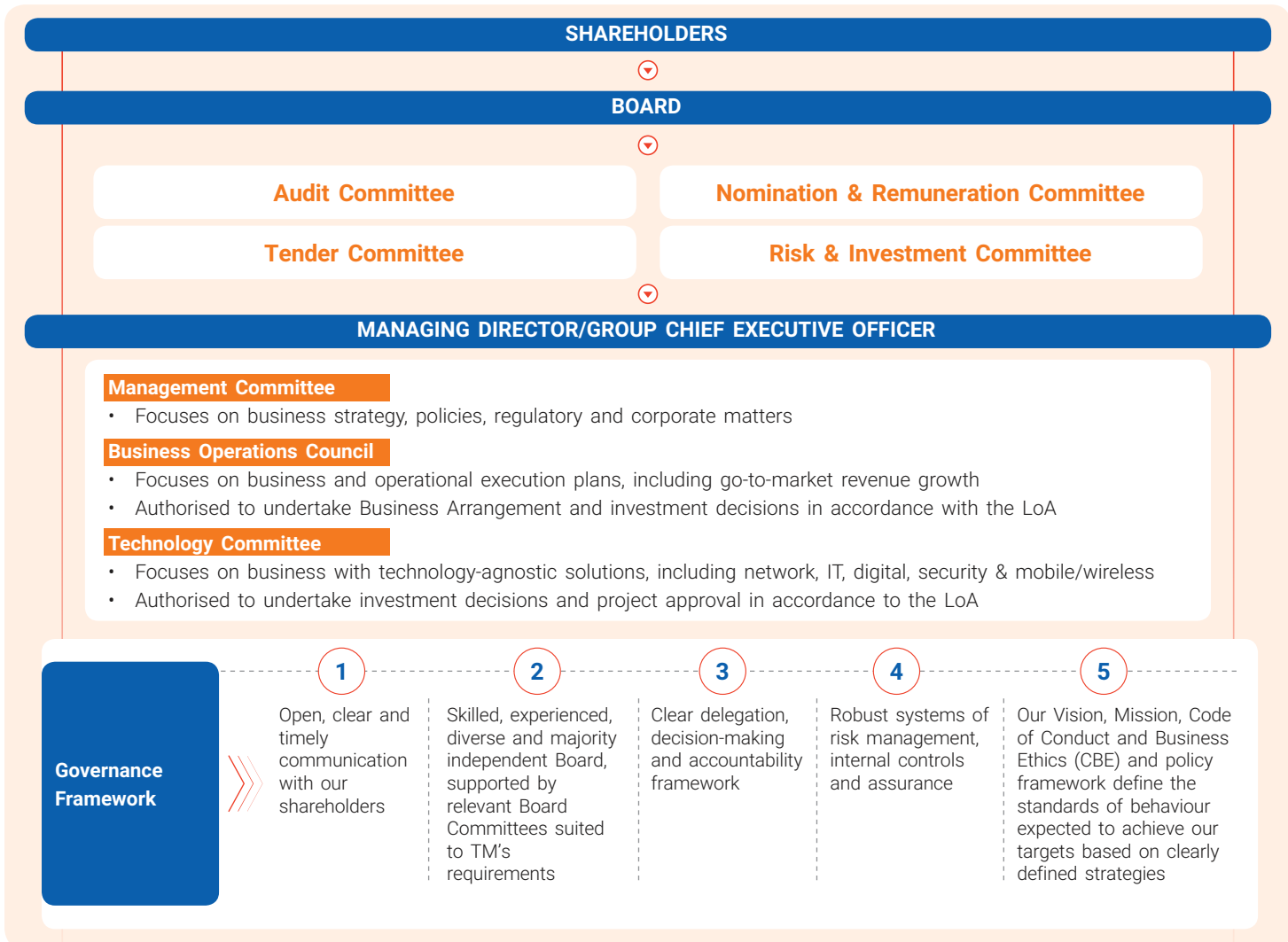
Our Board continues to align TM's role as a PLC and GLC whilst playing a key role in driving national initiatives towards Digital Malaysia, ensuring sustainable development through connectivity and technology, while providing support to the nation through various Corporate Responsibility initiatives.

TM's Governance Framework is crafted according to the rules, requirements and provisions laid out in the following documents:

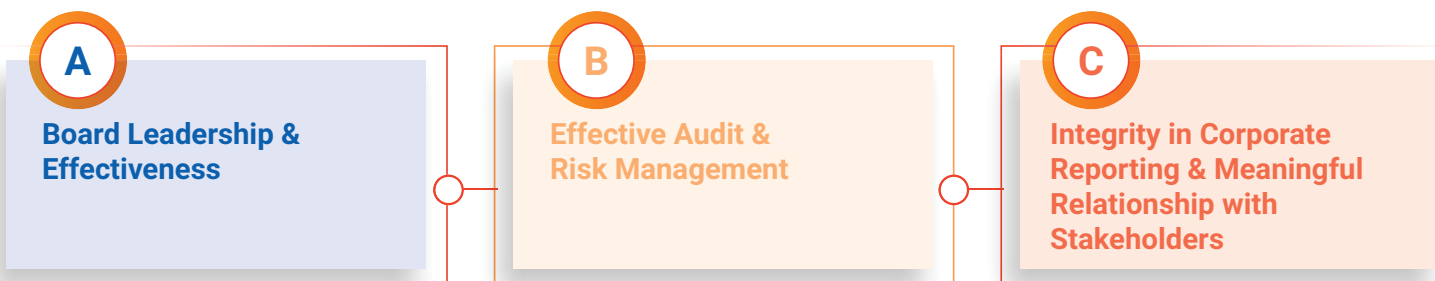
- Companies Act 2016;
- Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities);
- Malaysian Code on Corporate Governance (MCCG) issued by the Securities Commission Malaysia (SC);
- Corporate Governance Guide published by Bursa Malaysia Berhad;
- Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries issued by the SC; and
- International best practices and standards on corporate governance.

As part of the Group's Governance Framework, specific responsibilities are delegated to the relevant Board Committees and Management Committees, providing support to our Board in key areas such as financial review, human capital management, internal control and risk management, as well as governance, procurement and sustainability matters.

TM's Governance Framework is supported by the Board Charter, Limits of Authority (LoA) Matrix, Business Policy and Governance (BPG) and the recently approved Directors & Management's Conflict of Interest Policy (COI). An annual review of the Board Charter is conducted, whilst the LoA and BPG are reviewed and updated in line with the Group's internal reorganisation and transformation initiatives.



The following sections outline how TM has applied the three (3) principles under the MCCG:



As at the FYE 31 December 2023, TM has applied 46 out of the 48 recommended practices in the MCCG including the five (5) Step-up Practices save for Practice 8.3: Step Up on the disclosure of detailed remuneration of each member of senior management on a named basis and Practice 5.2: Composition of independent directors for large companies.

Changes to the Board composition since 1 November 2023, comprising a resignation and the appointments of two (2) new Non-Independent Non-Executive Directors (NINED), have resulted the Board composition ratio of independent and non-independent to be equal.

For comprehensive overview of TM's application of MCCG's practices, this Corporate Governance Overview Statement is to be read together with the Corporate Governance Report (CG Report) 2023, which further elaborates how the practices of the MCCG are applied and any departure thereto. The CG Report is available on the Company's website at tm.com.my.

During the year, the Board has undertaken to revitalise its investment review functions previously under the Board Investment Committee (BIC), which was disbanded in September 2021. The Board's scrutiny of TM Group's investment activities was revived and this function was cascaded to the existing Board Risk Committee (BRC), with powers to inter alia review, evaluate and recommend to the Board the Management's recommendations on investment and divestment. Pursuant thereto, on 1 January 2024, BRC was restructured and renamed as the Board Risk and Investment Committee (BRIC) to undertake a review of risk, investment and sustainability matters for TM Group.

Corporate Governance Overview Statement

PRINCIPLES

A

Board Leadership & Effectiveness

DISCHARGING THE BOARD RESPONSIBILITIES

The Board's principal responsibility is to promote the long-term success of our Company and deliver sustainable value to our shareholders. The Board assumes overall responsibility and accountability for the smooth functioning of core processes involving Board governance, business value and ethical oversight. It also collectively takes responsibility for the Company's leadership and to meet the objectives and goals of the Company. In discharging its roles and responsibilities, the Board is also mindful of the need to protect the interests of all stakeholders.

During the year, the Board has undergone several changes:

- Appointment of Dato' Zainal Abidin Putih, Non-Independent Non-Executive Chairman (NINEC), on 1 August 2023 in place of Tan Sri Mohammed Azlan Hashim as Chairman.
- Appointment of Amar Huzaimi Md Deris, Non-Independent Executive Director (NIED), on 1 August 2023 in place of Datuk Imri Mokhtar as MD/GCEO.
- Resignation of Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin, a NINED representing MOF Inc., and cessation of her alternate, Iszad Jeffri Ismail, on 25 September 2023.
- Appointment of Ahmad Taufek Omar, a NINED on 1 November 2023.
- Appointment of Datuk Dr. Sharazat Haji Ahmad on 15 December 2023, representing MOF Inc. and Iszad Jeffri as her alternate on the same day.

Board activities are structured to provide the Directors with effective management oversight to support the MD/GCEO and Management team. In December 2023, a two-day Board Retreat was held that encompassed both deliberation on strategic and annual operating plan (AOP) to re-evaluate and assess the Group's business direction and strategy following the change of top leadership in August 2023.

During the year, TM's existing sustainability framework was reviewed in line with the dynamic market and regulatory trends in the sustainability space and TM's business goals. Acknowledging the importance of continuously upholding strong sustainability ratings and corporate reputation, our Board has, in November 2023, adopted a revised framework for Sustainable Growth and Shared Value Creation as well as the updated Sustainability Roadmap for 2024-2026.

BOARD CHARTER

The Board Charter provides a clear description of the duties and responsibilities of the Board, its committees and Directors. It is a primary source of reference for the Board on our governance practices and Board policies and guidelines. Matters requiring approvals from Board and/or Committees are provided in the Board Charter.

The Board reviews the Board Charter from time to time to ensure it remains relevant to the Company's objectives and strategies in alignment with current rules and regulations. During the year, the Board Charter underwent two (2) revisions, involving enhancements to the terms of reference (ToR) of the Board, BAC, BTC and the reconstitution of BRC into BRIC which incorporates the ToR for risks, investments and sustainability elements.

DEMARICATION OF RESPONSIBILITIES BETWEEN THE BOARD, BOARD COMMITTEES & MANAGEMENT

The Board Charter demarcates the roles and responsibilities of the Board, Board Committees and Management, and identifies the specific roles and responsibilities of the Chairman, Senior Independent Director (SID), Non-Executive Director (NED) and the Executive Director (ED). Clear demarcation of functions provides ease of observation and avoids imbalance of authority or control by the Board, eliminating the prospect of one individual or group dominating the decision-making process.

Having Directors with diverse experiences, skills and expertise contributed to the Board's diversity, ensuring an effective and functioning Board, which promote healthy, engaging and robust discussions at meetings. With a sound CG Framework and clarity regarding the Board's roles and responsibilities, our Board has been able to make effective decisions.

Different individuals hold the positions of Chairman and MD/GCEO at all times and they have clear and distinct roles, as documented in the Board Charter. The composition of the committees' memberships was reviewed in 2023 and Q1 2024. TM Board Chairman is not Chairman or member in any Board Committees. In 2023, BAC Chairman also did not sit in any other Board Committees.

Chairman

- Provides leadership to the Board and ensures its effectiveness.
- Leads the Board in overseeing management.
- Acts as liaison between the Board and Management and carries out other duties as requested by the Board as a whole, depending on need and circumstance.
- Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders of our Company.
- Proactively engage with external stakeholders to promote the goals and objectives of the Company.



- During the first half of the year, Tan Sri Mohammed Azlan Hashim provided strong leadership to the Board. He left an admirable legacy for Dato' Zainal Abidin Putih to continue to lead the Board to greater heights.
- Dato' Zainal Abidin encourages thorough discussions between Directors to allow the Board to make informed decisions.
- Extensively involved in engagements with TM stakeholders, providing presence and support to the MD/GCEO in enhancing rapport with the Government and private sectors whenever required.
- NRC and the Board agreed that his leadership is a necessity to lead the Board and Management through the expected challenges in 2024 and beyond and guide Management in realising new growth areas.
- Based on the Board Performance Evaluation (BPA)/Board Effectiveness Evaluation (BEE) 2023, the Chairman was found to have set a clear tone and expectation from the Directors.

Senior Independent Director

- Leads confidential discussions with other NEDs in any concerns which may not have been considered by the Board as a whole.
- Provides an alternative channel of communication for shareholders and other stakeholders to convey their concerns and issues.
- Promotes high standards of corporate governance and ensures that the Company's obligations to shareholders are understood and complied with.



- Tunku Afwida Tunku Dato' A.Malek continues to play a strong role as a SID in upholding integrity and governance. She is also a sounding board for the Chairman and acts as an intermediary for other directors when required.
- While no specific session with NEDs was held during the year, SID was appointed as Chairperson in Board meetings in situations of conflicts of interest involving the Chairman and other Interested Directors.

Executive Director

- Implements the broad policies approved by the Board and reports and discuss at Board meetings all material matters currently or potentially affecting the Group and its performance, including all strategic projects and regulatory developments.
- Ensures the smooth running of the day-to-day operations of the Company.
- Maintains an effective communication channel that enables both the Board and Management to communicate effectively with stakeholders of the Company.



- Amar Huzaimi Md Deris, formerly EVP, TM Global with a five-year track record leading his division and a total of 25 years in TM. He was appointed as MD/GCEO on 1 August 2023. As an internal talent, he has both familiarity with the organisation and respect from his peers.
- He continued his predecessor's functions, focusing on the business and day-to-day management of the Company and led the Management team with hands-on knowledge, perspective, experience and ingrained knowledge of TM.
- He has demonstrated his leadership in formulating TM's Strategic Plans and the 2024-2025 AOP, ensuring alignment with the Board's priorities and expectations.
- Lead the Management team in identifying new growth areas to ensure the Company's sustainability.
- Prior exposure to the local and global telecommunication industry had equipped him to effectively interact with the Government, regulators, Investors and media.



FOSTERING COMMITMENT OF THE BOARD

The Directors' attendances at Board and Committees' Meetings were consistent throughout the year, with former and newly appointed Directors showing strong commitment to their tasks. As at the end of the year, all the Directors in office have attended more than 93% of Board meetings held, above the minimum threshold stipulated under Paragraph 15.05 of the Main LR. Attendance at Board Committees is above 85%, reflecting the commitment provided by the Directors.

In addition to the Board meetings, 11 circular resolutions were also issued to approve urgent proposals. To enable Directors to plan their participation in Board and Committee meetings, the annual meeting schedule was shared with all Directors at the end of the year.

Corporate Governance Overview Statement

Snapshot of the Directors' commitment through the attendance and time spent at Board and Committees' meetings during the FYE 2023:

No.	Director & Representation	Designation	No. of Attendance/No. of Meeting				
			Board Meeting	Committee			
				NRC	BAC	BRIC	BTC
			71.03 hr	53.18 hr	53.18 hr	27.91 hr	30.04 hr
A. Represent TM's Special and Major Shareholders							
1.	Dato' Zainal Abidin Putih (<i>Appointed on 1 August 2023</i>)	NINEC	7/7				
2.	Amar Huzaimi Md Deris (<i>Appointed on 1 August 2023</i>)	NIED	7/7				
3.	Datuk Dr. Sharazat Haji Ahmad (<i>Appointed on 15 December 2023</i>)	NINED	N/A				
4.	Dato' Mohamed Nasri Sallehuddin	NINED	16/16	9/10		6/7	
5.	Muhammad Afhzal Abdul Rahman	NINED	15/16				12/12
B. Represent Minority Shareholders							
6.	Tunku Afwida Tunku Dato' A.Malek	SID	15/16	10/10	11/11	7/7	
7.	Balasingham A. Namasiwayam	INED	15/16			7/7	12/12
8.	Saheran Suhendran	INED	15/16		11/11	7/7	
9.	Hisham Zainal Mokhtar	INED	16/16		11/11		
10.	Datuk Siti Zauyah Md Desa	INED	16/16	10/10			12/12
11.	Rossana Annizah Ahmad Rashid	INED	16/16	10/10	9/10		
12.	Ahmad Taufek Omar (<i>Appointed on 1 November 2023</i>)	NINED	3/3				

Noting that Directors' attendance at Board and Board Committees' meetings has been consistently recorded above 90% for the past several years and to ensure continued strong Board's commitment, the Board has increased the annual minimum attendance requirement from 50% to 75%, effective 1 January 2024.

KEY FOCUS AREAS/MATTERS REVIEWED & DELIBERATED BY THE BOARD IN 2023

Strategic Business Direction, including strategic projects & future growth

- Business Strategy of various sectors within the Group
- Budget and AOP for the Group for FY2023
- Industry Development for Internet and Data Business
- ESG: Participation and Acquisition of Carbon Credits
- Internal Organisation realignment
- Innovation and Talent Ecosystem
- 5G Implementation and Dual Network Transition
- Mandatory Standard Access Pricing (MSAP) matters
- New growth areas in ensuring the Group's Sustainability
- Strategic Projects: M&A and Inorganic Proposals

Human Capital Management

- Board and Leadership Succession Plans
- Pivotal Positions Definition and related matters
- Review of Performance Management Framework

Financial & Performance Management

- Financial Results review, including BAC Reports
- Quarterly Business Review
- Corporate Finance Matters

Governance

- Review of Board Charter and ToR of Board Committees
- BPA/BEE Exercise and Actionable Improvement Programme for the year
- Corporate Governance Disclosures in FY2022 Integrated Annual Report (IAR)
- COI matters

Sustainability

- Aligning TM with the Sustainable Development Goals
- Sustainability Framework and Roadmap.
- Board Training Programme on Task Force on Climate-Related Financial Disclosure (TCFD)
- TM's TCFD 2022

The Board adopts a top-down strategy to incorporate TM's values of good governance and accountability from the leadership level and cascades these across the Group. The CBE, Anti-Corruption Guide and Whistle Blowing Policy, with sound principles and standards of good practice, apply to Directors, employees and suppliers. These cultivate awareness, promote an anti-corruption culture and create integrity, transparency and accountability throughout our operations.

Details of the above can be referred to under Good Governance in the Sustainability section of this IAR.

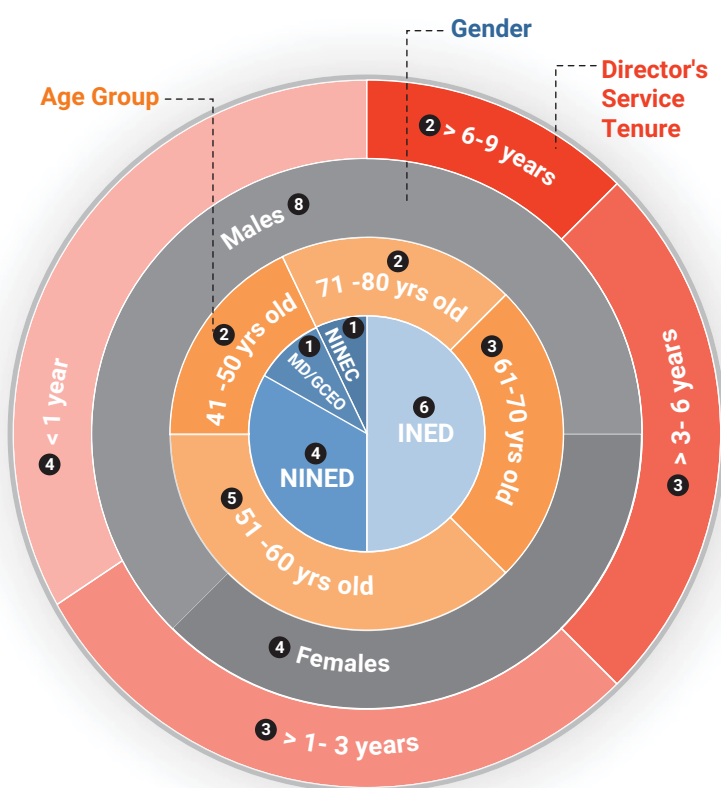
BOARD COMMITMENT TO SUSTAINABILITY

The Board has further strengthened Group-wide sustainability management by adopting an updated framework for Sustainable Growth and Shared Value Creation and the updated 2024-2026 Sustainability Roadmap.

Details of TM's sustainability targets and initiatives can be referred to the Sustainability section of this IAR.

BOARD COMPOSITION

The Board composition during the year under review represents a mix of skills, knowledge and expertise relevant to TM's business. The Board's composition underwent several changes during the financial year 2023. The overview of the Board current composition is as follows:



Board Composition

As at 31 December 2023, the Board composition continues to comply with Paragraph 15.02(1) of the Main LR, with more than one-third of the directors being independent, i.e. 50%. However, it falls short of the MCCG requirements for large companies to have majority independent directors. The Board took cognisance of the situation and is committed to comply with the Practice by reviewing the composition, taking into consideration the required skill sets, experience and diversity.

Details of the Directors, including their qualifications, experience and tenure (as at the date of this report) and any COI or potential COI, can be referred to in the Profile of Board of Directors section of this IAR.

BOARD SKILLS & EXPERTISE

NRC undertakes the responsibility of identifying, evaluating and selecting Directors with the right mix of skills, competencies, experience and other qualities that are required for a robust, fast paced telecommunication industry Board.

The rapid technological evolution in the telecommunication industry compels the Directors to be up to mark on relevant changes by attending more industry related training and courses during the year. A collective total of 154 training hours spent by the current Directors as at the financial year end on industry related courses (2022: 297 hours, 2021: 96 hours).

Financial & Performance Management
 Industry involvement through previously held positions

- Financial Services/Banking
- Professional Services
- Public Services
- Digital Technology

Domain Expertise
 Technical skills based on academic qualifications or roles played, such as Accountant, Lawyers

- Business/Management
- Finance
- Economics



Corporate Governance Overview Statement

BOARD SUCCESSION PLANNING & APPOINTMENT

Board Independence

The Directors' independence is assessed annually by the Board with NRC's advice prior to their reappointment. Directors' fit and proper assessment, including their skills, experiences, contributions, backgrounds and family relationships are the determinants in assessing the Directors' independence and objectivity needed in the Board. Criteria illustrated under Paragraph 1.01 of the Main LR are also assessed to ascertain the INED's independence. This include independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company and also being independent of the major shareholders.

Disclosure on Interest

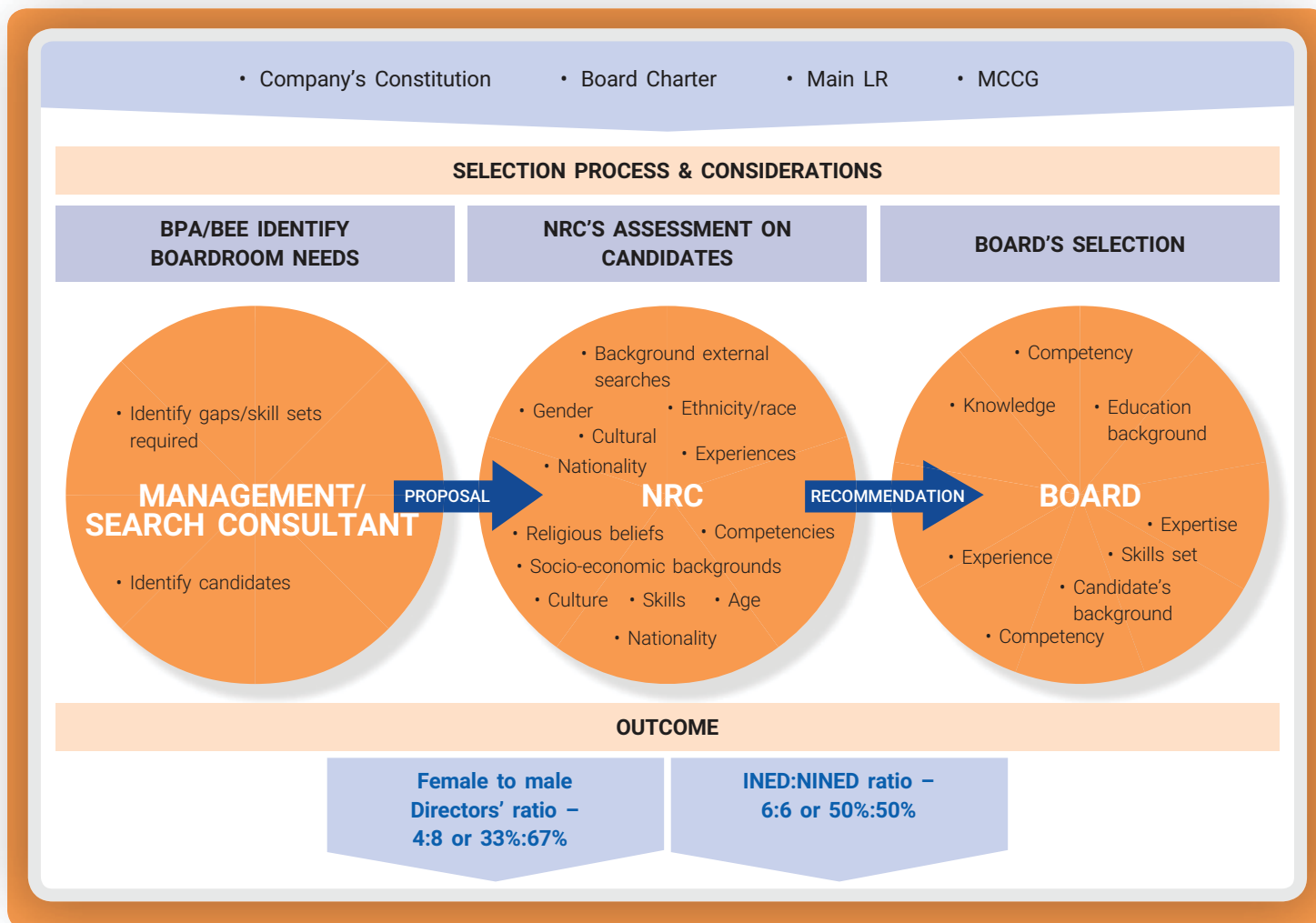
During the year, Directors have, to the best of their abilities, disclosed their interests or any possible COI on any matter put forth before the Board for consideration according to the requirements in the Main LR. Any interests and their extent and possible conflict that may arise from the said interest that the Director may have is recorded and registered and the Directors would abstain from participating in the deliberation and decision of the matter involved.

Compliance to MCCG

The Board has adopted Practice 5.4 of the MCCG on the limitation of nine (9) years cumulative tenure for INED without further extension. As at the date of this IAR, none of our INEDs' tenure exceeds the cumulative term limit of nine (9) years.

Board Diversity

To ensure TM has a diverse Board with a range of relevant skills and experiences, the selection process for Board members is imperative to ensure there is good governance and a constructive Board. The diversity elements include gender, ethnicity/race, nationality, religious beliefs, cultural or socio-economic backgrounds and age, which enable a wealth of perspective and vibrancy of discussion in the boardroom. Boardroom diversity also includes experiences, skills and competencies of the Directors which enable the Company to maximise business and governance performance.



2023 observed revisions to the Board membership and composition. Beginning 2023, TM complied with majority independence composition ratio but failed to maintain the position by end of December 2023.

An independent assessment on the Directors' performance and contribution based on the Self and Peer Assessment was carried out through the BPA/BEE for FYE 2023. Directors' fit and proper assessments, as well as the independence of the Independent Directors were also assessed.

The assessment on diversity ascertains the Directors' technical proficiencies based on their education, work experience, behavioural and technical competencies. The assessment evaluates diversity of the Board's background, education and skill sets that are needful in order to meet the needs of the Company. Various dimensions were taken into account in evaluating the diversification of the Board. These elements determine the presence of the Board's unification, respect, trust and camaraderie amongst the Directors that fosters a collaborative environment in the Board, but nonetheless maintaining the independence and influence-free members.

The Board was found to be collegial, with no domineering personalities, factionalism or disruptive power play. There is inclusivity and collaborative environment in the Boardroom.

DIRECTORS' RETIREMENT & RE-ELECTION

The four (4) newly appointed directors during the year will be retiring pursuant to Clause 106(2) of the Company's Constitution. These Directors are:

- a) Dato' Zainal Abidin Putih, NINEC, appointed on 1 August 2023, has demonstrated strong leadership and acts as an effective sounding board for Board and Management. With his extensive experience in the corporate sector, he is able to guide, advise, give views and support both the Board and Management. Based on the 2023 BPA/BEE assessment, the findings underscore the Chairman's pivotal role as a mediator and influential figure within TM, embodying a "fair process leadership" approach to bridge the gap between the Board and Management.
- b) Amar Huzaimi Md Deris, MD/GCEO and a NIED, has over 25 years of experience in the telecommunication industry. He has a strong understanding of TM's business and culture and recognises the fundamental issues affecting TM. He is confident and despite being new to the role, has demonstrated strong technical and industry knowledge, leadership qualities and astute business acumen. He was able to lead the Management team in formulating the Group's long-term strategy to become a Digital Powerhouse by 2030. Amar Huzaimi has a clear purpose of balancing TM's dual role of PLC and GLC, as well as nation building in support of Digital Malaysia's aspirations. Based on the 2023 BPA/BEE assessment, he displayed strategic thinking and ability to guide the Board and Management towards achieving the Company's goals.

- c) Datuk Dr. Shahrazat Haji Ahmad, NINED, is a dedicated Government employee who has served various divisions in MOF. She has displayed great interest and is committed to the new challenge of venturing into the telecommunication industry. She brings a fresh intake and different perspectives and ideas stemming from her previous experiences in other disciplines.
- d) Ahmad Taufek Omar, a NINED and a former employee of the Company, has familiarity and insights from the perspective of a former executor of Board's decisions on business directives and decisions. He has fitted seamlessly in his new role as a TM director. Ahmad Taufek is able to provide his perspective on the capabilities, advantages and challenges faced by the organisation. Based on the 2023 BPA/BEE assessment, he is seen as someone who is able to provide amplification to the strategic and tactical play of the Company.

Pursuant to Clause 112 of TM's Constitution, all directors shall retire from office once at least every three (3) years. Based on the requirement of Clause 113, the remaining one third or nearest to one third of the directors shall retire by rotation. The following Directors are to retire pursuant to Clause 112 and they were rated favourably in the BPA/BPE:

- a) Tunku Afwida Tunku Dato' A.Malek, SID, Chairman of NRC and member of BAC and BRIC, have actively provided leadership, constructive opinion, critical feedback and insights at Board and Committee meetings. She demonstrated her strong principles on governance and integrity-related matters throughout her tenure at TM.
- b) Balasingham A. Namasiwayam, INED and Chairman of BTC, actively participates in discussions and is cohesive in making his points and arguments based on his more than 50 years' experience in telecommunication industry. He continued to demonstrate his capabilities, commitment and dedication towards the Board and Company through the years of service for TM.
- c) Saheran Suhendran, INED, is an experienced corporate and commercial lawyer. He actively participates in discussions and is meticulous in putting forth his views at Board and Committee meetings. He is firm on issues, demonstrating professionalism and independence of judgement. Based on the 2023 BPA/BEE assessment, he is a highly detailed-oriented individual and acts as a gatekeeper to the board.

Having served as Directors for nearly eight (8) years, Tunku Afwida Tunku Dato' A.Malek and Balasingham A. Namasiwayam have expressed their intention not to seek for re-election at the forthcoming 39th AGM. Hence, both Directors will retain office until the conclusion of the 39th AGM.



Corporate Governance Overview Statement

BOARD EFFECTIVENESS & TRAINING

BPA/BEE and Board Management Effectiveness Programme (BMEP)

2023 marked the completion of the three-year cycle, where TM is to carry out the BEE externally by an independent consultant in accordance with Practice 6.1 of the MCCG. Deloitte Business Advisory Sdn Bhd (Deloitte) was engaged to conduct the board evaluations to ascertain the Board's overall level of effectiveness and identify areas for improvement.

In addition, the Group Company Secretary has also carried out the BMEP survey, an assessment tool to measure the strength of selected Pivotal Positions' (C-levels) working relationship and engagement with the Board. The results of the BMEP survey are incorporated in the Pivotal Positions and Group Company Secretary's Key Performance Indicators (KPI) Scorecard.

Further to the BPA/BEE 2023 findings and recommendation, the 9 improvement plans recommended based on the findings from the BEE 2022 were implemented and duly completed in 2023. They comprised the following:

- Strengthen the Board's capabilities, improving trust and relationship with Management;
- Improve management and meeting frequency and narrative on the proposal; and
- Review the composition of Board and Committees for effectiveness.

12 directors (including an alternate) and six (6) Senior Management, participated in the 2023 BPA/BEE. The assessment was conducted independently without any due interference from the Directors and Management. The findings were then presented to the NRC and Board for discussion. The assessment covered the following areas:

- Board Governance and Oversight;
- Board Processes and Infrastructure;
- Board Composition and Diversity Assessment;
- Self and Peer Assessments;
- Fit and Proper Assessment;
- Independence Assessment; and
- Board Committees' Assessments.

The 2023 BPA/BEE highlighted the virtuous commitment and accountability demonstrated by the Board. The Board is noted for their willingness to express their preferential view and objective opinions that contribute to a dynamic and engaged Board. The Board is consistent in its need to keep abreast of developments and initiatives in relation to ESG and sustainability. The BEE also indicated that sustainability warrants further attention and should form part of discussion in every aspect of the Board's consideration.

The BPA/BEE also assesses the effectiveness of the Board Committees, particularly their composition, succession plan, members' qualification, knowledge and expertise. The Committees were rated between 87% to 67% based on skills, composition functionalities and oversight responsibilities.

Self and Peer Evaluation is conducted to assess each Director's professional competency, attributes and personality. Directors' Peer Evaluation overall results were rated 3.7 and above.

Areas of Strength

- Leadership of the Board Chairman
- Board commitment and proactivity
- Experience of Board members
- Boardroom collegiality

Areas for Development

- Strategy & Direction Setting
- Relationship with management
- Succession planning
- Information flow

Board Training Programme (BTP)

BTP allows directors equal opportunity to keep abreast with current developments in the industry, whether internally or through external means. Directors are encouraged to equip themselves with a variety of information to better equip themselves with the changes and challenges in the telecommunication industry specifically and other programmes that could facilitate the effective discharge of their duties.

The Board Committees also participated in knowledge-sharing programmes designed to enhance members' skills and help them better serve their respective Committees.

Details of the training attended by the Board are further elaborated in the CG Report.

DIRECTORS & SENIOR MANAGEMENT'S REMUNERATION

The Directors' remuneration packages are enumerated in the Board Remuneration and Benefits Policy (BRBP) and have been carefully aligned with industry practices to be competitive and equitable with the intent to retain talent while upholding the interest of our shareholders. The policy and framework for the overall remuneration of the ED and NEDs are reviewed against market practices by the NRC, following which recommendations are submitted to the Board for approval.

Non-Executive Chairman (NEC) & Non-Executive Directors (NEDs)

TM Board Remuneration

NEC and NEDs' remuneration package is determined with the Board's consensus. Director's fee is based on a standard fixed fee while meeting allowances are paid based on attendance at Board and Committee meetings.

Since the last review of the BRBP in 2022, no revision has been proposed to the prevailing Directors' fee quantum, as they are still competitive, appropriate and in line with the prevalent market rate. The NEC and NEDs are not entitled to participate in any employee share scheme or variable performance-linked incentive schemes.

TM Subsidiaries' Remuneration

Directors on TM subsidiary are compensated in accordance to TM Subsidiary Tiering Framework (STF). TM subsidiaries are categorised into three (3) tiers according to the subsidiary's business importance, shareholding structure and profit contribution. On 1 November 2023, Board approved the revision to the Subsidiaries Remuneration Framework (SRF) whereby the Directors' fees for TM's NEC and NEDs appointed on Tier 1 and other subsidiaries were abolished.

Fees' Structure

The benefits payable applicable to NEC and NEDs based on the BRBP are meeting fees, emoluments and claimable benefits. The following is the current TM Directors' fee structure until the next AGM of the Company.

Position	Chairman	NED	SID
Monthly/Annually	30,000/360,000	20,000/240,000	22,250/267,000
Meeting Allowance/Per Meeting			
Board	5,000	3,000	
BAC	4,750	2,500	
NRC	2,500	2,000	
BTC	3,250	2,500	
BRIC	2,500	2,000	

The following is the fee structure for TM's Subsidiaries:

	NEC (RM)		NED (RM)		Committee Fee (RM)	
	Fixed Fee Monthly	Meeting Allowance	Fixed Fee Monthly	Meeting Allowance	Chairman Meeting allowance	Member Meeting Allowance
Tier 1 & UTSB*	–	3,000	–	2,000	500	300
Other Subsidiaries	–	1,500	–	1,000	–	–

* UTSB – Universiti Telekom Sdn Bhd

Directors are also accorded benefits such as claimable benefits on leave passage, business equipment, telecommunication bills, insurance and medical coverage.

Meeting attendance allowances are payable to NEDs only and payable for each Board and/or Board Committee meeting held on a per-meeting basis. The said allowances are payable to the Alternate Director who attends meetings in the absence of his/her substantive Director.

The approval for the Directors' fees and any benefits payments to NEDs according to Section 230(1) of the CA 2016 will be sought at the coming 39th AGM.

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Details of the total remuneration received by each TM Director from TM Group of Companies, for the FYE 31 December 2023, are as follows:

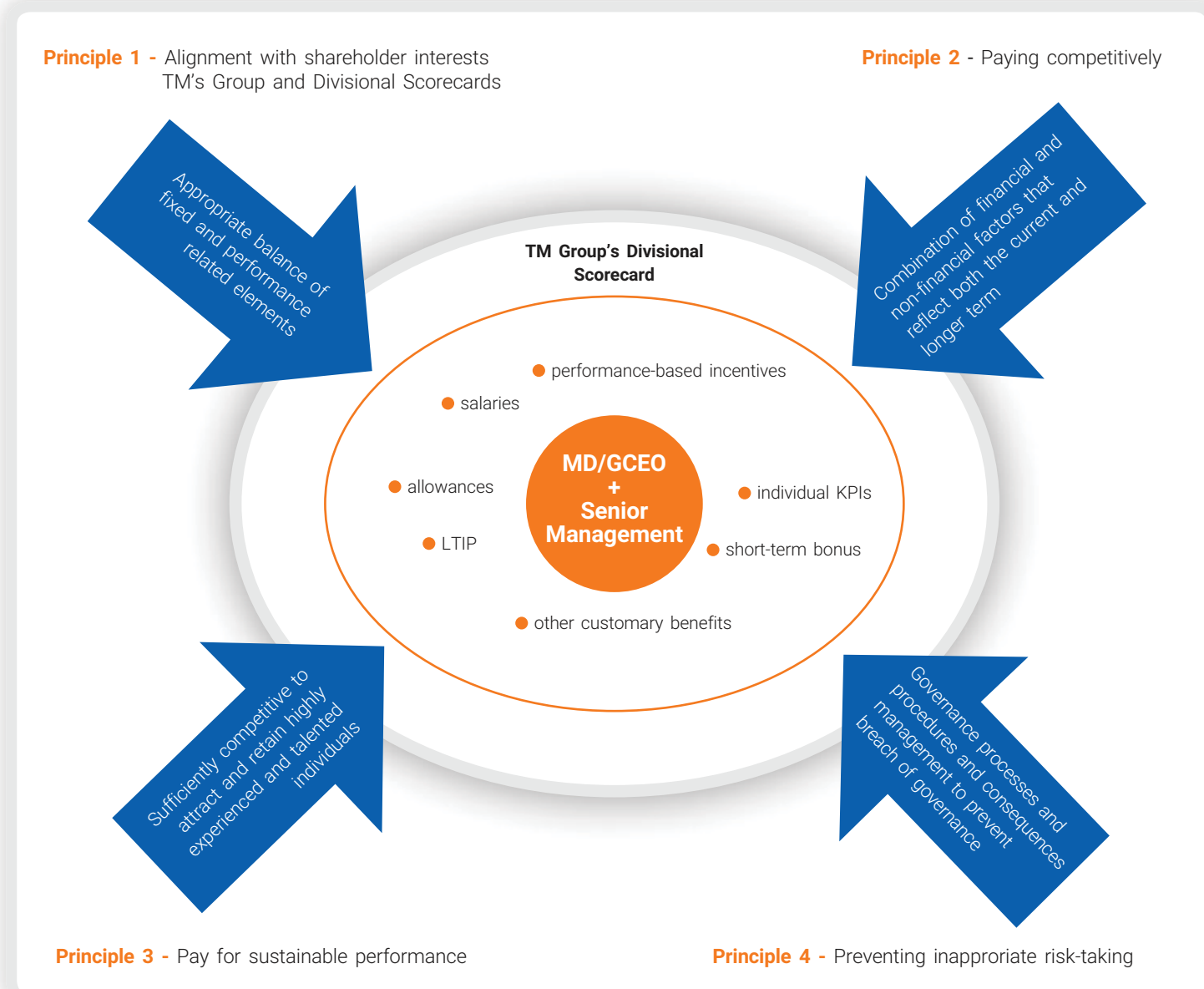
NAME OF DIRECTOR	SALARY RM	VARIABLE PAY RM	ALLOWANCE		BENEFIT IN KIND RM	TOTAL AMOUNT RM		
			TM RM					
NON-INDEPENDENT AND EXECUTIVE DIRECTORS (NIED)								
Amar Huzaimi Md Deris (MD/GCEO) (Appointed on 1 August 2023)	799,844.00 ^a	-	25,000.00 ^c		55,637.20	880,481.20		
Datuk Imri Mokhtar (Ceased as Director on 31 July 2023)	2,034,237.00 ^a	5,109,845.25 ^b	35,000.00 ^c		116,346.62	7,295,428.87		
TOTAL AMOUNT	2,834,081.00	5,019,845.25	70,000.00		171,983.82	8,175,910.07		
NAME OF DIRECTOR	SALARY RM	VARIABLE PAY RM	FEE		ALLOWANCE		BENEFIT IN KIND RM	TOTAL AMOUNT RM
			TM RM	SUBSIDIARY RM	TM RM	SUBSIDIARY RM		
NON-INDEPENDENT AND NON-EXECUTIVE DIRECTORS (NINED)								
Dato' Zainal Abidin Putih (Appointed on 1 August 2023)	-	-	150,000.00	-	25,000.00	-	25,665.10	200,665.10
Datuk Dr. Shahrazat Haji Ahmad (Appointed on 15 December 2023)	-	-	-	-	-	-	-	-
Dato' Mohamed Nasri Sallehuddin	-	-	d	d	d	d	62,485.80	62,485.80
Muhammad Afhzal Abdul Rahman	-	-	240,000.00 ^e	100,000.00 ^e	83,000.00	5,000.00	53,074.00	481,074.00
Ahmad Taufek Omar (Appointed on 1 November 2023)	-	-	40,000.00	-	3,000.00	-	12,885.05	55,885.05
INDEPENDENT AND NON-EXECUTIVE DIRECTORS (INED)								
Tunku Afwida Tunku Dato' A.Malek	-	-	297,000.00 ^f	100,000.00 ^a	136,500.00 ^f	4,000.00	91,354.10	628,854.10
Balasingham A. Namasiwayam	-	-	240,000.00	244,500.00 ^a	106,750.00	9,500.00	91,703.30	692,453.30
Hisham Zainal Mokhtar	-	-	240,000.00	-	127,000.00	-	73,893.28	440,893.28
Saheran Suhendran	-	-	240,000.00	-	106,000.00	-	101,414.64	447,414.64
Datuk Siti Zauyah Md Desa	-	-	240,000.00	150,000.00 ^a	116,750.00	7,500.00	66,450.35	580,700.35
Rossana Annizah Ahmad Rashid	-	-	260,000.00 ^f	150,000.00 ^a	115,500.00 ^f	7,500.00	70,064.40	603,064.40
ALTERNATE DIRECTOR (NON-INDEPENDENT AND NON-EXECUTIVE DIRECTOR):								
Iszad Jeffri Ismail a) Appointed as Alternate Director to Datuk Dr. Shahrazat on 15 December 2023 b) Ceased as Alternate Director to Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin on 25 September 2023	-	-	-	-	-	-	19,349.60	19,349.60
FORMER DIRECTORS								
NINEC								
Tan Sri Mohammed Azlan Hashim (Ceased as Director on 31 July 2023)	-	-	210,000.00	-	60,000.00	-	81,036.05	351,036.05
NINED								
Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin (Resigned on 25 September 2023)	-	-	176,000.00	-	81,000.00	-	94,074.00	351,074.00
TOTAL AMOUNT	-	-	2,333,000.00	744,500.00	960,500.00	33,500.00	843,449.67	4,914,949.67

Notes:

- Inclusive of Company's contribution to the provident fund.
- Bonus, ex-gratia, leave encashment and Performance Share Plan.
- Car allowances in lieu of the provision of a company car.
- In line with Khazanah Nasional Berhad's policy, no fee or allowance was paid in FY2023.
- 50% of director's fees paid directly to EPF.
- Inclusive of fees and allowances received from TM on behalf of a subsidiary.
- Effective 1 November 2023, Directors' fees for TM's NEC and NEDs on Tier 1 and other subsidiaries have been abolished.

MD/GCEO & SENIOR MANAGEMENT OF GROUP

TM believes in performance culture as well as an appropriate balance of risk and reward. Snapshot of Senior Management's compensation structure, fixed and performance-based elements:



Key elements of TM's remuneration package for Senior Management are summarised below:

Fixed elements

- Base salary: Supports the recruitment and retention of Senior Management of the calibre required to implement our strategy. Reflects the individual's skills, experience, performance and role within TM Group.
- Fixed allowances: Provides a simple competitive alternative to the provision of itemised benefits and pensions that are not linked to base salary.
- Other benefits: Provides certain benefits on a cost-effective basis to aid the attraction and retention of Senior Management.

Performance related elements

- Short-term bonus: Incentivises YoY delivery of stretching short-term financial, strategic and operational objectives and personal performance objectives selected to support our annual business strategy and the ongoing enhancement of shareholder value. The ability to recognise performance through annual bonuses enables us to control our cost base flexibly and react to events and market circumstances.
- LTIP: Encourages Top and Senior Management to focus firmly on the sustained delivery of high-performance results and sustainable returns for shareholders over the longer term and at the same time to encourage performance culture and as a retention tool.

Corporate Governance Overview Statement

The performances of the MD/GCEO, Pivotal Positions (direct reports to GCEO and positions that are critical to TM's business or other positions that are deemed strategic or material to the Company) and the Group Company Secretary, are assessed by NRC annually for recommendation to the Board for suitable adjustments to their remuneration and/or reward based on their contributions for the year. The assessment considers both quantitative and qualitative perspectives via the KPI Scorecard, face-to-face performance review and leadership competencies (SUCCESS) rating. These payments are competitive and aligned with the Group's corporate objectives and strategy.

MD/GCEO recused himself during the deliberations of his performance rewards and remuneration review at NRC and Board meetings.

For the financial year 2023, the remuneration packages of the top five (5) senior management (excluding the MD/GCEO) as approved by the NRC and the Board (including fixed and performance-related elements) in the year 2023 are disclosed hereunder, pursuant to Practice 8.2 of the MCGG:

Range of Remuneration (RM/per annum)	Name of TM's Top 5 Senior Management
2,950,000 – 3,000,000	Ir Azizi A. Hadi, Chief Technology & Information Officer <i>(Up to his end of service on 31 August 2023)</i>
2,850,000 – 2,900,000	Tengku Muneer Tengku Muzani, Chief Corporate & Regulatory Officer <i>(Up to his resignation on 30 November 2023)</i>
2,700,000 – 2,750,000	Razidan Ghazalli, Group Chief Financial Officer
1,950,000 – 2,000,000	Anand Vijayan, Chief Business & Consumer Officer
1,700,000 – 1,750,000	Shazurawati Abdul Karim, Executive Vice President TM One

During the year, TM vested the final LTIP for the eligible employees and ED (granted when he was EVP, TM Global) as approved by the shareholders at the Company's Extraordinary General Meeting held on 28 April 2016. The LTIP, which comprises Restricted Share (RS) and Performance Share (PS) grants, was intended to encourage performance culture and as a retention tool for performers. The grant was vested to the Eligible Employee based on the employee's eligibility, job grades, performance metrics and vesting periods.

NOMINATION & REMUNERATION COMMITTEE (NRC)



Chairperson:
Tunku Afwida Tunku Dato' A. Malek
 Senior Independent Director

Meeting Attendance **10/10**

Members:

Dato' Mohamed Nasri Sallehuddin

Non-Independent Non-Executive Director
 [Meeting Attendance 9/10]

Datuk Siti Zauyah Md Desa

Independent Non-Executive Director
 [Meeting Attendance 10/10]

Rossana Annizah Ahmad Rashid

Independent Non-Executive Director
 [Meeting Attendance 10/10]

Ahmad Taufek Omar

Non-Independent Non-Executive Director
Appointed as Member on 1 March 2024

Key Objectives

The NRC has carried a dual role since its inception. The nomination and remuneration were combined for the purpose of expediency and practicality, whereby the same members were entrusted with both functions. In addition, the NRC oversees corporate governance matters.

Membership

During 2023, the existing number of four (4) members was maintained, all of whom are NEDs. As of 20 March 2024, NRC increased its membership to five (5) whilst continuing to maintain majority of independent directors. Tunku Afwida, being the SID, continues her role as the Chairperson, effectively providing the needed leadership to the NRC. The addition of Ahmad Taufek Omar as a new member adds diversity to the skill sets and experience in the committee based on his experience in senior leadership roles in various local organisations.

Responsibilities

NRC's nomination primary role is to assist the Board in reviewing and determining its appropriate size and balance to provide the required mix of responsibilities, skills and experiences. NRC ensures the Board composition meets the needs of the Company and develops, maintains and reviews the criteria to be used in the recruitment process and annual assessment of directors.

NRC's primary remuneration function is to support the Board in maintaining, assessing and developing a policy framework on all elements of the remuneration for the ED and Pivotal Positions, including terms of employment, reward structure and benefits, with the aim to attract, retain and motivate, as well as maintaining and administering remuneration entitlements of the NEDs.

NRC also supports the Board in ensuring the efficiency and transparency of board governance matters, primarily on BEE, the Board Performance Improvement Programme and Board Operations management, including other matters as directed by the Board.



Corporate Governance Overview Statement

Key activities of the NRC in 2023 (up to the date of this report)

NRC considered and, where applicable, made recommendations to the Board on the following matters:

Board Composition & Succession Planning

- Reviewed the overall size and composition of the Board and its Committees
- Assessed and recommended the appointments of NINEC, MD/GCEO, NINEDs and INEDs
- Reviewed the membership of TM Directors on subsidiaries' board
- Reviewed the succession plan for the Board and its Committees

Directors Pool & Reappointment of Directors

- Updated the list of potential candidates in the Directors Pool based on the background, skills and experience for future appointments on the Board
- Considered the re-appointments and re-elections of TM Directors for the 38th AGM with reference to the Directors' fit and proper policy

Succession Planning of Pivotal Positions

- Reviewed the contract expiry and retirement of Pivotal Positions
- Reviewed the talent pool and succession plan for Pivotal Positions
- Assessed potential candidates for Pivotal Positions

Remuneration

- Reviewed the performance evaluation of MD/GCEO, Pivotal Positions and the Group Company Secretary against pre-set KPIs
- Reviewed the FY2022 Bonus Pool and Salary Increment for TM employees
- Assessed the FY2023 Scorecard and KPIs for TM, MD/GCEO and the Pivotal Positions
- Reviewed Remuneration for Pivotal Positions with expanded roles
- Assessed the eligibility for vesting of RS and PS shares pursuant to the LTIP
- Reviewed and enhanced the guiding principles for the FY2023 Scorecard for Pivotal Positions
- Reviewed the Voluntary Separation Scheme

BEE

- Reviewed the results of the BEE exercise for FY2022 and deliberated the results with Chairman and Board for follow up actions
- Considered the implementation and scope for the 2023 BEE by an external independent consultant
- Assessed the 2023 Results and identified improvement plans

Governance

- Deliberated on the conduct of the 38th AGM ensuring compliance to relevant guidelines and best practices
- Updated the status of Directors' continuing education programme in compliance with the BTP
- Monitored the BTP as an agenda at the Board and its Committees' meetings
- Observance and monitoring of governance requirements by the Directors pursuant to the Main LR and internal guidelines
- Periodic review of the Board Charter
- Amended the ToR of Board Committees
- Reconstitution of BRC into BRIC
- Reviewed the CG Overview and CG Report for the IAR

NRC Effectiveness Review & Performance

Based on the 2023 BPA/BEE findings, it was deduced that the Committee benefits from appropriate governance structure and members with requisite independence to discharge their duties.

There is sound oversight by NRC on succession and remuneration of Senior Management. An area for improvement is for NRC to consider in depth the Board skill set and succession planning.

BOARD TENDER COMMITTEE (BTC)



Chairman:
Balasingham A. Namasiwayam
 Independent Non-Executive Director
*Redesignated as Chairman on
 1 September 2023*

Meeting Attendance **12/12**

Key Objectives

BTC is tasked to consider all procurement proposals in TM Group based on the approved LoA in line with the Board's delegation of powers. BTC facilitates the Board in:

- Ensuring transparent, efficient and faster decision-making process;
- Closer monitoring of procurement matters;
- Ensuring all procurement policies and procedures are fully adhered to; and
- Ensuring that the best interests of the Company and Group are met and protected at all times.

Members:

Datuk Siti Zauyah Md Desa

Independent Non-Executive Director

[Meeting Attendance 12/12]

Redesignated as Member on 1 September 2023

Muhammad Afhzal Abdul Rahman

Non-Independent Non-Executive Director

[Meeting Attendance 12/12]

Datuk Dr. Shahrazat Haji Ahmad

Non-Independent Non-Executive Director

Appointed as Member on 1 March 2024

Ahmad Taufek Omar

Non-Independent Non-Executive Director

Appointed as Member on 1 March 2024

Iszad Jeffri Ismail

Non-Independent Non-Executive Alternate Director

*Appointed as Alternate Member to Datuk Dr. Shahrazat Haji Ahmad on
 1 March 2024*

Former Member who served during the year under review:

Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin

Non-Independent Non-Executive Director

[Meeting Attendance 9/9]

Ceased as a Member on 25 September 2023

Iszad Jeffri Ismail

Alternate Member to Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin

Ceased as Alternate Member on 25 September 2023

Membership

The membership of BTC has been strengthened in 2023 and early 2024 with rotation of its chairmanship and appointment of new members, befitting our aspiration as a TechCo.

As of 20 March 2024, BTC comprises five (5) members together with an Alternate Member, an increase of two (2) members from three (3) members as of 31 December 2023. All BTC members are NEDs, majority of whom have relevant experience in procurement matters.

Responsibilities

BTC's responsibilities are:

- Ensure the procurement process complies with applicable procurement ethics, policies and procedures;
- Verify the validity of the technical and financial capabilities of the tenderers;
- Consider and approve or recommend offers based on multitudes of relevant factors; and
- Monitor the achievement of Bumiputera Vendor Development Programme (BVDP).



Corporate Governance Overview Statement

Overview

BTC is supported by Management procurement committees chaired by the MD/GCEO and GCFO, based on the LoA accorded to the respective sub-procurement committees.

Throughout the BTC meetings, the MD/GCEO and CPO are invited to attend and relevant process owners are invited to present Management's justifications for their respective procurement proposals to BTC.

Key Activities of BTC in 2023

- Deliberated procurement proposals in accordance with the LoA
- Reviewed Procurement Processes and Policies e.g. Customer Purchase and Business Alliance, realignment of Sole/Single Sourcing, Variation Order and Emergency Purchase Method
- Reviewed and monitored the achievement of BVDP
- Considered the 2023 Group Procurement Digital Transformation Initiative and Procurement Modernisation
- Deliberated on Sustainable Supply Chain Roadmap for 2024 – 2026
- Reviewed on BTC's ToR
- Briefed on technology updates, procurement plans and strategies
- Considered Group Procurement's performance reports and procurement updates
- Identified strategic and critical procurement issues to be addressed

BTC Effectiveness Review & Performance

Based on the 2023 BPA/BEE conducted, BTC scored 87%. It was deduced that the BTC Chairman's leadership drives the effectiveness of BTC. BTC is in the mode of continuous improvement in its review of procurement policies, practices and alignment with risk management. BTC will continuously identify and address the gaps in procurement issues.

Responding to the proposed succession planning of the Board and Committees, BTC's succession planning was addressed in February 2024 with the enhancement of its membership.

PRINCIPLES

B

Effective Audit & Risk Management



Chairman:
Hisham Zainal Mokhtar
 Independent Non-Executive Director

Meeting Attendance **11/11**

Members:

Tunku Afwida Tunku Dato' A.Malek

Senior Independent Director
 [Meeting Attendance 11/11]

Saheran Suhendran

Independent Non-Executive Director
 [Meeting Attendance 11/11]

Rossana Annizah Ahmad Rashid

Independent Non-Executive Director
 [Meeting Attendance 9/10*]

**Note: Rossana Annizah Ahmad Rashid abstained from one (1) BAC meeting during the year as she was deemed interested and conflicted in the proposal.*

Key Objectives

BAC oversees independent review of financial information and reports, its effectiveness, efficiency and internal controls, identifying the audit findings' root causes and recommends corrective measures. BAC also oversees ethics, integrity and governance matters, and instils good governance practices throughout the Group.

Audit committee extended oversight functions also encompass COI situation that arose, persist or may arise within the Group including any transaction, procedure or course of conduct that raises questions of Management integrity and the measures taken to resolve, eliminate or mitigate such conflicts.

Membership

No change to the BAC membership since the last report. As at 20 March 2024, Members remain at four (4) of whom all are INEDs.

BAC Chairman, Hisham Zainal Mokhtar, is a CFA charterholder® and member of the CFA Institute of the USA, appointed to BAC since 2020.

Tunku Afwida Tunku Dato' A.Malek is a member of the Malaysian Institute of Accountants (MIA) and a qualified Chartered Accountant with the Institute of Chartered Accountants in England and Wales (ICAEW) fulfilling the requirement for a member to belong to a professional accounting body as stipulated in Paragraph 15.09(1)(c)(i) of the Main LR.

Rossana Annizah Ahmad Rashid has prior experience running a finance organisation. She is also a member of CPA Australia. Therefore, she meets the requirement of Paragraph 15.09(1)(c)(ii) of the Main LR.

Meanwhile, Saheran Suhendran, an experienced legal practitioner in the corporate sector, brings in the viewpoint of legal aspects, further strengthening the BAC's composition. None of the BAC members are alternate Directors.



Corporate Governance Overview Statement

Responsibilities

The ToR establishes the powers, duties and responsibilities of the BAC is incorporated in the Board Charter, which is accessible on the Company's official website at www.tm.com.my.

How the Committee Operates

11 BAC meetings spanning over 16 separate days, including continuation meetings, were held in 2023. The attendance at all BAC Meetings in 2023 fulfilled the requisite quorum as stipulated in its ToR. BAC meetings were structured into two (2) deliberation clusters, ensuring efficient planning by Management and Group Internal Audit (GIA) and sufficient time spent for the members to deliberate and discuss various matters. Members' attendance and total time spent for the BAC meeting are tabulated on page 174.

The MD/GCEO, GCFO and Chief Internal Auditor (CIA) and the external auditors attended each meeting where the quarterly, half-yearly and year-end results were discussed.

Private sessions with the external auditors were held twice a year, without the presence of Management. Whilst private sessions with the GIA were conducted as and when necessary. The BAC Chairman also conducts regular informal discussions with GCEO, GCFO, CIA, the external auditors and the Chief Integrity and Governance Officer (CIGO) as and when required.

The Company Secretaries and CIA act as joint secretariat for BAC meetings. Reports on the proceeding of the BAC meetings are presented to the Board while minutes are circulated to all members for comments prior to tabling at the subsequent BAC meeting for confirmation. Significant matters reserved for the Board's approval are tabled at TM Board meetings.

BAC spent considerable time in 2023 discussing the investment in a RPT, particularly on TM's participation in Digital Nasional Berhad (DNB), a Government-led operating entity responsible for the rollout of the 5G network in Malaysia. Two (2) out of 11 meetings in June and August 2023 were jointly conducted with the members of BRC (now reconstituted as BRIC) to consider TM's position in respect of the proposal.

Main Activities of BAC in 2023 (up to the date of this report)

Financial Reporting

- a) Deliberated on the recommendation from the Best Practices Committee (BPC) on the TM Group's quarterly financial performance and statements.
- b) Reviewed the quarterly financial statements of TM Group in compliance with Malaysian Financial Reporting Standards (MFRS) 134 and the Main LR prior to recommending the same for approval by TM Board.
- c) Reviewed the draft announcements of the quarterly financial results to Bursa Securities, to ensure compliance with applicable accounting standards in Malaysia and other legal and regulatory requirements prior to tabling to the Board for approval.
- d) Discussed the quarterly internal audit reviews to ensure compliance with MFRS 134.
- e) Reviewed and recommended the audited financial statements of TM Group for the FYE 31 December 2023 for Board's approval.
- f) Assessed and recommended the dividend pay-outs in line with the Company's dividend policy, ensuring compliance with the provisions of the CA 2016.

Internal Control

- a) Deliberated on the Directors' Statement on Risk Management and Internal Control (DSORMIC), which was reviewed by the external auditors, in February 2023 and 2024 for inclusion in the IAR 2022 and 2023.
- b) Reviewed the reports on the adequacy, effectiveness and reliability of internal control systems based on controlled self-assessments performed annually by the Management of the LoBs and subsidiaries.
- c) Deliberated and monitored the progress and status of the audit issues for TM Group raised by both internal and external auditors, respectively.
- d) Deliberated on the reports from the BPC, a BAC sub-committee headed by the GCFO, in ensuring compliances and best practices for TM Group in terms of statutory, regulatory and financial standards in TM Group's disclosures.
- e) Monitored specific issues or concerns affecting the Company's efficiency and performance until BAC was satisfied sufficient controls were in place.

External Audit

- a) Reviewed the external auditor's report for the FYE 31 December 2022 and FYE 31 December 2023 and the respective 2022 and 2023 SORMIC before recommending to TM Board for approval.
- b) Reviewed the Management Letter Recommendation (MLR), together with Management's response to the findings. The audit issues raised by the external auditors were deliberated and monitored by GIA and Group Finance. The activity, status and progress thereof were reported on a quarterly basis to BAC by the CIA and GCFO.
- c) Recommended the reappointment of external auditors for the Board's consideration. The shareholders at the 38th AGM approved the reappointment of Ernst & Young PLT (EY) for the FY 31 December 2023. Board also accepted BAC's recommendation for EY's reappointment for FY 31 December 2024 for shareholders' approval at the forthcoming 39th AGM.
- d) Reviewed the 2023 external auditor's audit plan for TM Group.
- e) Reviewed and monitored the non-audit services provided by the external auditors while ensuring there was no impairment of independence or objectivity. GCFO was authorised by BAC to approve the proposed non-audit engagement valued below 50% of the cumulative value of statutory audit fee for the current year and to present to BAC for tracking and noting.

Non-audit service fees paid to the external auditors and member firms of EY during the year relative to the statutory audit fees are as follows:

	Company (RM'000)	Group (RM'000)
2023 Audit Fees		
Statutory Audit	393.7	3,600.0
Other Audit Related Services	-	740.0
Total Audit & Audit-Related Services	393.7	4,340.0
2023 Non-Audit Fees		
Other Services Approved in the previous financial year	29.5	526.9
Consultancy Services Approved in the current financial year	-	47.9
Total Non-Audit Fees	29.5	574.8
Percentage of Non-Audit Fees over Statutory Audit & Other Audit-related Services & Fees	7.5%	14.1%

The abovementioned non-audit fees paid/payable for the FY2023 to EY and its affiliates for the following non-audit works were within the limit provided in the BAC ToR:

- Special review on cyber security programme and management; and
- Tax advisory and compliance services

Internal Audit

- a) Reviewed GIA's and CIA's performance for FYE 31 December 2022.
- b) Deliberated and recommended the appointment of the new CIA.
- c) Reviewed the internal audit plan and its budget to ensure adequate scope and comprehensive coverage of the Group's activities.
- d) Reviewed GIA's quarterly performance and progress.
- e) Reviewed the 2023 KPI targets, performances, competency and resources of the internal audit functions to ensure that, collectively, GIA has the required expertise and professionalism to discharge its duties.
- f) Deliberated on the internal audit reports, audit recommendations and Management's action plan.
- g) Reviewed Management's implementation of the internal audit recommendations on outstanding issues on a quarterly basis to ensure that all key risks and control weaknesses were being properly addressed.
- h) Ensured the internal audit personnel are free from any relationships or COI, which could impair their objectivity and independence.
- i) Reviewed the assistance and cooperation given by TM's officers to the Internal Auditors.

Corporate Governance Overview Statement

RPTs & Recurrent Related Party Transactions (RRPTs)

- Reviewed reports of RPTs and RRPTs, ensuring they were in the best interest of TM, fair and reasonable, on normal commercial terms and not detrimental to the interest of the minority shareholders. This includes the interests of related parties; major shareholders, directors and person connected. Based on the approved RRPT mandate, BAC discovered that there were reasonable controls in the monitoring and tracking of the RRPT amount transacted during the year.
- Reviewed the estimated RRPT Mandates for the ensuing year and Circular to Shareholders on the Renewal of Shareholders Mandate and Additional Mandates for RRPT amount transacted during the year.
- Periodically reviewed the RRPTs that were mandated at the 38th AGM and transactions against the mandated amount.

Conflicts or Potential Conflict of Interest (COI)

- Deliberated and recommended TM's responses to a query from Bursa Securities' Corporate Surveillance Division on the potential COI matter involving an INED. Accordingly, the INED has vacated her directorship in the competing company.
- Deliberated and recommended moving forward plans on the proposed measures taken to resolve, eliminate and mitigate persistent COI, including the enhancement to BAC ToR, COI policy and processes. The proposal was approved by TM Board on 25 August 2023.
- Deliberated on COI disclosure of Directors and Management for proposals presented at each meetings.

Integrity, Ethics & Governance

- Reviewed 2022 and 2023 KPI's target performances, competency and resources of the GIG functions to ensure that, collectively, GIG has the required expertise and professionalism to discharge its duties.
- Deliberated on GIG's Quarterly Performance and Progress Report.
- Reviewed the update on investigation matters, findings, root causes and actions taken including proposed enhancement on internal controls and processes.
- Deliberated on the prevention matters undertaken by GIG for Group-wide implementation.
- Deliberated and monitored the status of OACP.

Amendment to ToR

Reviewed and approved the amendments to BAC ToR to ensure compliance with relevant changes and updates to the Main LR and MCCG.

Significant Judgements & Issues

Deliberated on key audit matters during the year as identified by the external auditors and based on the assessments, concluded the accounting treatments applied under the financial reporting standards, the significant judgement and key assumptions used in the preparation of the financial statements and conclusions reached were appropriate.

BAC Effectiveness Review & Performance

The review on contributions and areas for potential enhancement of BAC, including the assessment on BAC's skills and composition and functionalities and oversight responsibilities, was conducted by an independent expert.

Based on the 2023 BPA/BEE results, BAC benefits from its composition of members with the relevant expertise and objectivity in discharging its duties. The Committee has also exercised vigilant oversight on RPT matters. An area of development for BAC to address is its succession planning.

Training

During the year, BAC members, as part of the BTP, attended various conferences, seminars and training programmes held in Malaysia and abroad to enhance their knowledge in order to efficiently discharge their duties as Directors of the Company, generally to enhance their technical competencies in their respective fields of expertise but not limiting to accounting and auditing standards. Their attendances for training are elucidated under Practice 2.1 of the CG Report.

BOARD RISK & INVESTMENT COMMITTEE (BRIC)



Chairman:
Dato' Mohamed Nasri Sallehuddin
 Non-Independent
 Non-Executive Director
*Redesignated as Chairman on
 1 October 2023*

Meeting Attendance 6/7

Members:

Tunku Afwida Tunku Dato' A.Malek

Senior Independent Director
 [Meeting Attendance 7/7]

Balasingham A. Namasiwayam

Independent Non-Executive Director
 [Meeting Attendance 7/7]
Redesignated as Member on 1 October 2023

Saheran Suhendran

Independent Non-Executive Director
 [Meeting Attendance 7/7]

Hisham Zainal Mokhtar

Independent Non-Executive Director
Appointed as Member on 1 March 2024

Former member who served during the year under review:

Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin

Non-Independent Non-Executive Director
 [Meeting Attendance 6/6]
Ceased as a Member on 25 September 2023

Iszad Jeffri Ismail

Alternate Member to Dato' Anis Rizana Mohd Zainudin
 @ Mohd Zainuddin
Ceased as Alternate Member on 25 September 2023

Key Objectives

The former Board Risk Committee (BRC) was reconstituted as Board Risk and Investment Committee (BRIC) effective 1 January 2024, with expanded scope from reviewing of risks on strategic investment to reviewing of strategic investments proposals.

BRIC assists the Board in:

- Ensuring the existence of a sound and robust enterprise risk management (ERM) framework to achieve TM's strategic objectives;
- Focusing on risk issues by identifying, assessing and monitoring key business risks to safeguard shareholders' investment and the Group's assets;
- Reviewing and providing guidance on strategic investment proposals, focusing on assessment of the key associated risks and the mitigation strategies; and
- Ensuring the Group's strategies, priorities, targets and practices relating to sustainability are aligned with the Group's commitment towards sustainability.

Membership

During the year, BRIC's composition reduced from five (5) to four (4) due to the cessation of Dato' Anis Rizana Mohd Zainudin @ Mohd Zainuddin and her alternate, Iszad Jeffri Ismail following her resignation as TM's NINED on 25 September 2023. On 1 October 2023, Dato' Mohamed Nasri Sallehuddin assumed the role of Chairman in place of Balasingham A. Namasiwayam who remained as member as part of Board succession planning. As at 20 March 2024, the composition increased to five (5) members with enhanced majority independent directors following the appointment of Hisham Zainal Mokhtar as additional member.



Corporate Governance Overview Statement

Responsibilities

Following its expanded scope, BRIC's ToR was duly revised and it may be referred in the official website at www.tm.com.my. The summarised key responsibilities of BRIC are as follows:

1. Risk Management

- Ensure the establishment of sound ERM framework and its effectiveness
- Recommend the levels of tolerance and appetite and monitoring the risks to be managed within the said tolerance and appetite.
- Review, evaluate and assess the adequacy of risk management policies and framework including emerging key risks
- Advise the Board on risk-related issues

2. Investment

- Review and evaluate investment and divestment related proposals
- Review any business collaboration and partnership

3. Sustainability

- Establish and review the sustainability frameworks, strategies, policies, plans and initiatives
- Ensure continuous monitoring and assessment of Sustainability matters and their impact to TM
- Monitor and report Sustainability KPI and implementation
- Review TM's Sustainability Statement

Overview

BRIC continues to engage with BAC and GIA to ensure better monitoring and mitigation of risks at TM Group. BRIC also assisted the Board in the continuous review and improvement of internal monitoring systems and processes and proactively highlighted corporate, strategic and emerging risk issues and deliberated extensively on risks controls to mitigate and/or pre-empt the risks.

During the year, BRIC reviewed and assessed the risks relating to several strategic investment proposals prior to the tabling of the proposals to the Board.

In relation to sustainability, BRIC had reviewed and enhanced the Group's Sustainability Framework and Sustainability Roadmap with the focus of improving TM's ability to retain and capture business opportunities in an increasingly sustainability-conscious market, as well as improving TM's efficiency and resiliency and value chains.

Main Activities of BRIC in 2023

Risk Management

- Reviewed and approved TM's updated Corporate Risk Management Policy and Risk Appetite Statement
- Reviewed the Corporate/Operational Risk Tolerance and Measures
- Reviewed TM's Business Support System (BSS) risks and mitigation controls
- Assessed the risks and impacts arising from legal actions taken by or on TM Group on business operation and reputation
- Continued its monitoring of the ERM and Corporate Risk Report on quarterly basis to ensure that the risks are monitored and mitigated to improve the risk movements
- Continued the focus on strategic and emerging risks including cyber security, climate change and sustainability
- Deliberated on health check of TM's key IT Systems and Network assets/facilities

Investment

- Reviewed key risks, mitigation plans and process flow for strategic investments
- Reviewed three (3) investment proposals and recommended two (2) for the approval of TM Board
- Reviewed and assessed the risk elements of high risks projects and endorsed the moving forward recommendation

Sustainability

- Reviewed the revision to TM Sustainability Framework and Roadmap
- Deliberated on Sustainable Development Goals in relation to TM's core and non-core business areas
- Reviewed and recommended the Sustainability Report and Materiality matters as part of IAR 2022
- Training on Task Force on Climate-related Financial Disclosures (TCFD)
- Reviewed and recommended the inaugural TCFD Report
- Reviewed the proposed ESG KPI for Pivotal Positions

Governance

- Deliberated the 2022 BEE for BRC and enhancement plans
- Reviewed and recommended the expanded role of BRC into BRIC and enhanced ToR

BRIC Effectiveness Review & Performance

The review on the contributions and areas for potential enhancement of BRIC including the assessment on BRIC's skills and composition, and functionalities and oversight responsibilities, was conducted by an independent expert.

Based on the 2023 BPA/BEE results, BRIC benefits from the members' objectivity when considering issues presented thereat. An area of development is for BRIC to enhance its oversight on selected specialised areas and focus more on sustainability risk and industry-related risk areas.

PRINCIPLES

C

Integrity in Corporate Reporting & Meaningful Relationship with Stakeholders

COMMUNICATION, INTERACTION AND RELATIONSHIP WITH STAKEHOLDERS

Timely and effective communication are imperative to ensure the Group's performance and position are conveyed clearly to all stakeholders. TM has constantly disseminated relevant and material information in order to maintain effective, comprehensive, timely and continuing disclosure of information. An Internal Communication Policy and Best Practices facilitate the management and dissemination of accurate and timely information to shareholders. The Policy, based on openness and transparency, two-way communication, accountability, timeliness, accuracy and simplicity, ensures compliance with the disclosure requirements of the Main LR and other relevant laws.

TM utilised various platforms to ensure nationwide reachability for news and activities concerning the Company that are of interest. Specific information to shareholders, investors and other stakeholders may also be accessed through engagement with the media, TM's website and teleconferences arranged by Investor Relations Unit. The Company's performances and critical information of shareholders' interests were announced through Bursa Malaysia Berhad's website and through media conferences held to ensure wide reachability to various stakeholders.

Relevant and important information involving the Group were accessible through Microsoft Teams, Zoom, Webex, on top of TM website for the engagement with investors and shareholders. Further, investors and shareholders also received the updates through their registered email service from TM's Investor Relations.

Several engagements have been executed with key shareholders, institutional investors, analysts, fund managers and other market participants, including the general public. Amongst others:

- Analyst briefing via teleconferencing with a presentation from the MD/GCEO and GCFO;
- Investor spotlight sessions;
- Conferences/Group meetings; and
- Feedback from queries.

CONDUCT OF GENERAL MEETING

TM continued to convene general meetings virtually post-COVID-19 pandemic in accordance with the guidelines from the SC Guidance on the Conduct of General Meetings for Listed Issuer. At the virtual meeting, the Chairman, BAC Chairman, NRC Chairperson, MD/GCEO, GCFO and Group Company Secretary were present in person at the Broadcast Venue with other Directors attending the meeting remotely. Shareholders, corporate representatives and proxies participated in the 38th AGM remotely via live streaming and online voting using Remote Participation and Electronic Voting (RPEV) Facilities.

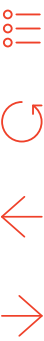
Shareholders participated actively during the questions and answers session and were provided with ample opportunity to post their queries and were given answers to all the queries. Relevant responses were provided live and posted on the Company's website after the AGM. For an interactive and meaningful engagement, the CIA was tasked to ensure that pertinent and relevant questions posed by the shareholders during the AGM were responded to accordingly.

A total of 1,228 shareholders and proxies participated remotely via RPEV facilities. The proceedings of the 38th AGM include the MD/GCEO's presentation of the Company's performance and long-term strategies, as well as responses to the points raised by the Minority Shareholders Watch Group. The results of the online voting were scrutinised by the appointed independent scrutineers, Sky Corporate Services Sdn Bhd, before the poll results were announced by the Chairman.

COMPLIANCE STATEMENT

This Corporate Governance Overview Statement observes the Intended Outcome as prescribed in MCCG. The Board remains dedicated and committed to strengthen the Group's governance practices for the interest of all its stakeholders.

This Statement is made in accordance with the resolution of the Board of Directors duly passed on 4 April 2024.



Profile of Board of Directors



DATO' ZAINAL ABIDIN PUTIH

Non-Independent Non-Executive Chairman

Date of Appointment : 1 August 2023

Date of Last Re-election : -

Attendance at Board & Board Committee Meetings in 2023:

TM Board

7/7



Nationality:
Malaysian



Age:
78



Gender:
Male

BOARD COMMITTEE

- Nil

QUALIFICATIONS

- Fellow of the Institute of Chartered Accounts in England and Wales (ICAEW)
- Member of the Malaysian Institute of Accountants (MIA)
- Member of the Malaysian Institute of Certified Public Accountants (MICPA)

DIRECTORSHIPS

Listed Issuers:

- Telekom Malaysia Berhad
- Land & General Berhad

Public Company:

- Tokio Marine Insurance (Malaysia) Berhad

WORKING EXPERIENCE

Dato' Zainal was formerly the Country Managing Partner of Messrs Hanafiah Raslan and Mohamad and was an Adviser with Messrs Ernst & Young Malaysia until his retirement in 2005. He brings with him decades of extensive experience in audit, having worked as a practising accountant throughout his career covering many principal industries including banks, insurance, energy, transport, manufacturing, Government agencies, plantations, properties, hotels, investment companies and unit trusts. He also has good knowledge of taxation matters and management consultancy, especially in the areas of acquisition, takeovers, amalgamations, restructuring and public listing of companies.

He is currently the Chairman of Yayasan Telekom Malaysia (YTM) and several other companies including Land & General Berhad and Tokio Marine Insurance (Malaysia) Berhad. He also sits on the boards of several private limited companies.

Dato' Zainal also serves as the current Chairman of Financial Reporting Foundation and a Trustee of IJN Foundation. He was previously a Director of Khazanah Nasional Berhad, CIMB Bank Berhad, Dutch Lady Milk Industries Berhad, Pengurusan Danaharta Nasional Berhad, Petron Malaysia Refining & Marketing Berhad and Touch 'n Go Sdn Bhd. He was formerly the President of MICPA and Chairman of the Malaysia Accounting Standards Board, a member of the Malaysian Communications and Multimedia Commission (MCMC) and Investment Panel of Employees Provident Fund (EPF).

Other Information:

- Non-Executive Chairman (NEC) nominated by TM's Special Shareholder, the Minister of Finance (Incorporated) (MOF Inc.), a corporate body established under the Minister of Finance (Incorporation) Act 1957.



AMAR HUZAIMI MD DERIS

Non-Independent Executive Director

Date of Appointment : 1 August 2023
Date of Last Re-election : -

Attendance at Board & Board Committee Meetings in 2023:	TM Board	7/7	Nationality: Malaysian	Age: 48	Gender: Male
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BOARD COMMITTEE

- Nil

QUALIFICATIONS

- Master of Business Administration, Deakin University, Australia
- Bachelor of Commerce (Accounting and Finance), Monash University (Clayton), Australia
- Fellow Certified Practicing Accountant Australia (CPA), Australia
- Member of the Malaysian Institute of Certified Public Accountants
- Former Certified Information System Auditor (CISA)
- Attended various leadership programmes, including Proteus at London Business School (LBS); the Global CEO Programme at The Wharton School, National University of Singapore and IESE Business School

DIRECTORSHIP

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil

WORKING EXPERIENCE

Amar brings with him over two (2) decades of experience in the telecommunication industry. Prior to his appointment as MD/GCEO, he served as the Executive Vice President (EVP) of TM Global, overseeing the Group's wholesale domestic and international business arm since 1 September 2018. During his tenure, Amar led TM Global in strategic ventures across diverse sectors, including sales, marketing, customer experience and relationship management, leveraging his entrepreneurial and financial acumen.

Amar, a home-grown talent, started his career in 1998 as part of TM's Group Financial Controller Division. Over the years, he has ascended through the ranks, holding the positions of Deputy Chief Internal Auditor, General Manager of Group Corporate and Regulatory, General Manager of Group CEO's Office and Vice President of Carrier Sales in TM Global. With a solid grasp of global leading technologies and a combination of strategic vision and operational experience, Amar is well-positioned to steer TM's journey to become a Digital Powerhouse by 2030.

Amar's leadership and vision have earned him recognition in his field. He was selected as one of CPA Australia's 40 young business leaders, a list that showcases highly talented individuals across regions and sectors. Additionally, he was included in Capacity Media's Power 100 in 2019 and 2023, a global index comprising influential leaders in the wholesale telecommunication sector.

Amar also sits on the board of TM Technology Services Sdn Bhd, TM Digital Innovation Sdn Bhd (Credence), Asean Telecom Holding Sdn Bhd, Bluetel Networks Pte Ltd and a member of Board of Trustee of YTM. He is also the chairman of TM's regional offices located in the United Kingdom (UK), United States of America (USA), Hong Kong, Singapore, Australia and Dubai.

Other Information:

- Executive Director nominated by MOF Inc.

Profile of Board of Directors



**DATUK DR. SHAHRAZAT
HAJI AHMAD**

Non-Independent Non-Executive Director

Date of Appointment : 15 December 2023
Date of Last Re-election : -

**Attendance at Board & Board
Committee Meetings in 2023:**

TM Board
BTC*

N/A
N/A



Nationality:
Malaysian



Age:
55



Gender:
Female

* Appointed as a member with effect from 1 March 2024

BOARD COMMITTEE

- Member of BTC

QUALIFICATIONS

- Doctorate in Social Sciences in International Economics, The University of Kitakyushu, Japan
- Master in Social Sciences in International Economics, International University, Japan
- Advanced Diploma in Accounting, MARA Institute of Technology (ITM), Malaysia

DIRECTORSHIP

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil

WORKING EXPERIENCE

Datuk Dr. Shahrazat began her service with the Government at the Ministry of Finance (MOF) in January 1995 at the Government Investment Company Division. First as Assistant Secretary then later as Principal Assistant Secretary. Subsequently in April 2010, she joined the Implementation Coordination Unit (ICU) in the Prime Minister's Department, where she served for 11 years until November 2021. She started with the position of Deputy Director of Infrastructure Division, before being promoted as Director in several different divisions including Economic, Social and Outcome Evaluation Divisions. Datuk Dr. Shahrazat was later appointed as Deputy Director General of Development, the last post she held in the ICU in the Prime Minister's Department before being transferred to the Ministry of Defence (MINDEF) in November 2021. She held the position of Deputy Secretary General of Development for two (2) years before being transferred to her current position at MOF as Deputy Secretary General of Treasury (Investment).

She is currently a director of the Retirement Fund (Incorporated) (KWAP), The National Trust Fund of Malaysia (KWAN), Armed Forces Fund Board (LTAT) and Securities Commission. She also served as director in private companies under the purview of MOF Inc.

Other Information:

- Non-Executive Director (NED) nominated by MOF Inc.



DATO' MOHAMED NASRI SALLEHUDDIN

Non-Independent Non-Executive Director

Date of Appointment : 26 August 2019
Date of Last Re-election : 25 May 2022

Attendance at Board & Board Committee Meetings in 2023:	TM Board	16/16	Nationality: Malaysian	Age: 53	Gender: Male
	NRC	9/10			
	BRIC	6/7			

BOARD COMMITTEES

- Chairman of BRIC
- Member of NRC

QUALIFICATIONS

- Master of Business Administration, University of Strathclyde Business School, UK
- Utter Barrister by the Honourable Society of Gray's Inn, UK
- LLB (Honours), Aberystwyth University, Wales

DIRECTORSHIPS

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- UEM Group Berhad

WORKING EXPERIENCE

Dato' Nasri is currently Executive Director, General Counsel, Company Secretary and Head, Corporate & Support Services at Khazanah Nasional Berhad. He obtained his Bachelor of Laws (Honours) Degree from Aberystwyth University, Wales in 1993. He was subsequently admitted to Gray's Inn as a Barrister-at-Law in 1995 and after having completed his pupillage in Malaysia, he was admitted to the High Court of Malaya as an Advocate & Solicitor in 1996. Dato' Nasri also holds a Master of Business Administration (MBA) from University of Strathclyde, United Kingdom.

Dato' Nasri serves as a member of Khazanah's Management Committee and a permanent invitee to the Investment Committee. He is chairman of Destination Resorts and Hotels Sdn Bhd and Taman Tugu Development Sdn Bhd. He is also a director of UEM Group Berhad and Think City Sdn Bhd.

Other Information:

- NED nominated by Khazanah, a major shareholder of TM.



Profile of Board of Directors



**MUHAMMAD AFHZAL
ABDUL RAHMAN**

Non-Independent Non-Executive Director

Date of Appointment : 1 December 2021

Date of Last Re-election : 25 May 2022

**Attendance at Board & Board
Committee Meetings in 2023:**

TM Board
BTC

15/16
12/12

Nationality:
Malaysian

Age:
48

Gender:
Male

BOARD COMMITTEE

- Member of BTC

QUALIFICATION

- Bachelor of Science Degree in Electrical Engineering, Columbia University, New York, USA

DIRECTORSHIP

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil

WORKING EXPERIENCE

Afhzal is currently the Employees Provident Fund's (EPF) Chief Digital Technology Officer (CDTO). As CDTO, he is responsible for driving digital technology strategy, business digital enablement, technology adoption and operations comprising 345 technology personnel.

He has over 25 years of experience in technology, areas of strategy and architecture, business transformation and enablement, technology implementations for large scale enterprises in the financial services and oil & gas industries. Out of these, he spent over 16 years with global multinational organisations such as Maybank, Shell, T-Systems, DHL, IBM and Esso (now ExxonMobil) in the execution and implementation of strategic technology initiatives that deliver business outcomes.

Afhzal is a director of TM Digital Innovation Sdn Bhd (Credence), a wholly-owned subsidiary of TM.

Other Information:

- NED nominated by EPF, a major shareholder of TM.



**TUNKU AFWIDA
 TUNKU DATO' A.MALEK**

Senior Independent Director

Date of Appointment : 28 April 2016
Date of Last Re-election : 25 May 2022

Attendance at Board & Board Committee Meetings in 2023:	TM BOARD	15/16	Nationality: Malaysian	Age: 58	Gender: Female
	BAC	11/11			
	NRC	10/10			
	BRIC	7/7			

BOARD COMMITTEES

- Chairman of NRC
- Member of BAC
- Member of BRIC

QUALIFICATIONS

- Bachelor of Science (Honours) in Economics and Accountancy, City University, UK
- Chartered Accountant of the Institute of Chartered Accountants in England and Wales (ICAEW)
- Member of Malaysian Institute of Accountants

DIRECTORSHIPS

Listed Issuers:

- Telekom Malaysia Berhad
- SAM Engineering & Equipment (M) Berhad
- ENRA Group Berhad
- DXN Holdings Berhad

Public Company:

- Affin Hwang Investment Bank

WORKING EXPERIENCE

Tunku Afwida has held senior roles in investment banks. From 2006 until 2008, she was CEO and Executive Director (ED) of Kenanga Investment Bank Berhad. Prior to that, from 2003 to 2006, she was CEO and ED of MIMB Investment Bank Berhad (now known as Hong Leong Investment Bank Berhad) and from 1995 to 2003, she was ED/Chief Investment Officer of Commerce Asset Fund Managers Sdn Bhd.

She is currently a director of ENRA Group Berhad, DXN Holdings Berhad and SAM Engineering & Equipment (M) Berhad as well as chairman of Affin Hwang Investment Bank.

Tunku Afwida is a director of GITN Sdn Bhd, a wholly-owned subsidiary of TM.



Profile of Board of Directors



BALASINGHAM A. NAMASIWAYAM

Independent Non-Executive Director

Date of Appointment : 28 April 2016
Date of Last Re-election : 25 May 2022

Attendance at Board & Board Committee Meetings in 2023:

TM Board	15/16
BTC	12/12
BRIC	7/7



Nationality:
Malaysian



Age:
72



Gender:
Male

BOARD COMMITTEES

- Chairman of BTC
- Member of BRIC

QUALIFICATIONS

- Bachelor of Science (Honours) in Electrical Engineering, Portsmouth Polytechnic, United Kingdom (UK)
- Diploma in Electrical Engineering, Technical College, Kuala Lumpur, Malaysia
- Fellow of the Institution of Engineers, Malaysia
- Member of the Institution of Engineering and Technology, UK
- Professional Engineer of the Board of Engineers, Malaysia

DIRECTORSHIP

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil

WORKING EXPERIENCE

Balasingham has been involved in the telecommunications industry for more than 50 years. He began his career with the then Jabatan Telekom Malaysia in 1972 as Technical Assistant and thereafter served in various capacities, covering planning, implementation, maintenance and control of key technical projects and operational aspects within TM Group. His last position in TM was General Manager of Specialised Network Services, responsible for the marketing, implementation, operation and maintenance of networks for various customers.

In 2003, he was appointed as CEO of Fiberail Sdn Bhd (Fiberail), TM's joint venture company which is involved in the deployment of fibre cable and sale of fibre products. In 2008, he was appointed as Business Advisor of Fiberail, assisting the Board and Management in all aspects of the company, until the expiry of his contract in June 2009. He was previously a director of TIME dotCom Berhad from July 2009 until mid-April 2016.

Balasingham is a director of Universiti Telekom Sdn Bhd and a member of its Board of Governors.



HISHAM ZAINAL MOKHTAR

Independent Non-Executive Director

Date of Appointment : 3 October 2018
Date of Last Re-election : 25 May 2023

Attendance at Board & Board Committee Meetings in 2023:	TM Board	16/16	Nationality: Malaysian	Age: 62	Gender: Male
	BAC	11/11			
	BRIC*	-			

* Appointed as a member with effect from 1 March 2024

BOARD COMMITTEES

- Chairman of BAC
- Member of BRIC

QUALIFICATIONS

- Chartered Financial Analyst®, CFA Institute, USA
- Master of Business Administration, Massachusetts Institute of Technology, USA
- Master of Science in Mathematics, Illinois State University, USA
- Bachelor of Science in Mathematics, Illinois State University, USA

DIRECTORSHIPS

Listed Issuers:

- Telekom Malaysia Berhad
- KPJ Healthcare Berhad
- Aeon Co. (M) Bhd.

Public Company:

- Nil

WORKING EXPERIENCE

Hisham served as a Director in the Group Managing Director's Office at Malaysian Industrial Development Finance Berhad Group since July 2018 until 31 March 2019 and is a Business Coach at Asia School of Business since August 2018.

He was the Chief Operating Officer (COO) with Astro Overseas Limited from July 2014 until June 2018 and Director in the Investments Division at Khazanah from April 2009 to June 2014. He joined Khazanah in May 2005 from Tricubes Berhad where he was an Executive Director and Vice President of Corporate and Financing Planning. He started his career in the insurance industry at Universal Life and General Insurance in 1987 and thereafter William M. Mercer Sdn Bhd in 1988 before becoming an investment analyst initially with Crosby Research (M) Sdn Bhd in 1991. He later joined Barings Research (Malaysia) Sdn Bhd in 1994 and subsequently, UBS Research (Malaysia) Sdn Bhd in 1996.

In 1998, Hisham became a financial consultant at Sithe Pacific LLC, a regional independent power producer before he ventured out to set up a boutique investment advisory firm, KE Malaysia Capital Partners Sdn Bhd with another partner.

Hisham is a director of KPJ Healthcare Berhad and Aeon Co. (M) Bhd and also sits on other private companies.



Profile of Board of Directors



SAHERAN SUHENDRAN

Independent Non-Executive Director

Date of Appointment : 3 October 2018

Date of Last Re-election : 25 May 2021

Attendance at Board & Board Committee Meetings in 2023:

TM BOARD	15/16
BAC	11/11
BRIC	7/7

Nationality:
Malaysian

Age:
63

Gender:
Male

BOARD COMMITTEES

- Member of BAC
- Member of BRIC

QUALIFICATIONS

- LLM, University of Cambridge, UK
- LLB (Honours), University of London, UK
- Barrister-at-law of Gray's Inn, UK

DIRECTORSHIP

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil

WORKING EXPERIENCE

Saheran is currently a consultant at Messrs Sanjay Mohan. He has been practicing law for over 36 years including as a partner at Zul Rafique & Partners and Kadir Andri & Partners before joining Messrs Sanjay Mohan in 2019.

Saheran has extensive experience in corporate restructuring and insolvency work. He is also highly regarded in the niche practice of corporate and commercial malpractices and corporate and shareholder disputes and has appeared in derivative actions and oppression petitions. He has considerable experience advising on contentious acquisitions and take-overs and has successfully defended many notable financial institutions and Government-linked institutions. He is a member of IPAM (Insolvency Practitioners Association of Malaysia).



DATUK SITI ZAUYAH MD DESA

Independent Non-Executive Director

Date of Appointment : 10 June 2020
Date of Last Re-election : 25 May 2023

Attendance at Board & Board Committee Meetings in 2023:	TM BOARD	16/16	Nationality: Malaysian	Age: 64	Gender: Female
	NRC	10/10			
	BTC	12/12			

BOARD COMMITTEES

- Member of NRC
- Member of BTC

QUALIFICATIONS

- Master of Business Administration (International Banking), University of Manchester, UK
- Bachelor of Science (Honours) in Quantity Surveying (Second Class Upper), University of Reading, UK
- Diploma in Public Administration (Excellent), INTAN, Malaysia
- Completed the Oxford High Performance Leadership Programme at Said Business School, University of Oxford, UK

DIRECTORSHIPS

Listed Issuers:

- Telekom Malaysia Berhad
- Westports Holdings Berhad

Public Companies:

- Cagamas Holdings Berhad
- Cagamas SRP Berhad

WORKING EXPERIENCE

Datuk Siti Zauyah began her career in civil service in 1982 as a Quantity Surveyor with the Public Works Department and later moved on to hold several other positions with a higher learning institution and several private sectors before pursuing her Diploma in Public Administration at INTAN. Upon graduation, she joined the Ministry of Finance Malaysia (MOF) and served in the Contract Management Division as Assistant Secretary from 1989 to 1993 before pursuing her Master and graduating in 1995. She continued to serve as Assistant Secretary with the Tax Division and Finance Division at MOF before being promoted as Principal Assistant Secretary in 2001.

In 2003, she was seconded to the Asian Development Bank, Manila as Director's Advisor until August 2006. Upon her return, she continued her service with MOF in the Loans Management Division and was appointed as the Deputy Secretary (Economy, Public Transportation and Infrastructure), Investment, MOF Inc and Privatisation Division in April 2008. She was promoted as Secretary, Loan Management Division in November 2012 and later as Secretary, Government Investment Company Division on 13 January 2014 and subsequently served as Director of National Budget, National Budget Office from 12 December 2014 until 1 February 2016. She was then appointed as Deputy Secretary General (Policy) from 2 February 2016 until her retirement on 13 November 2019.

Datuk Siti Zauyah serves as a director in several listed and non-listed companies and is also a member of Board of Trustee of Capital Market Development Fund.

She is the chairperson of GITN Sdn Bhd, a wholly-owned subsidiary of TM.



Profile of Board of Directors



ROSSANA ANNIZAH AHMAD RASHID

Independent Non-Executive Director

Date of Appointment : 22 November 2021
Date of Last Re-election : 25 May 2022

Attendance at Board & Board Committee Meetings in 2023:

TM Board	16/16
BAC*	9/10
NRC	10/10



Nationality:
Malaysian



Age:
58



Gender:
Female

* Abstained from 1 BAC meeting during the year as she was deemed interested in the proposal

BOARD COMMITTEES

- Member of BAC
- Member of NRC

QUALIFICATIONS

- Bachelor of Arts in Banking and Finance, Canberra College of Advanced Education (now known as University of Canberra), Australia
- Member of Certified Public Accountant (CPA), Australia

DIRECTORSHIPS

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Prudential BSN Takaful Berhad

WORKING EXPERIENCE

Rossana was a career professional having held several leadership positions in the telecommunications and banking sectors. She previously served in various senior management roles with TIME dotCom Berhad, Maxis Berhad and RHB Bank Berhad, after beginning her career with Citibank Malaysia.

With more than 30 years of experience, she has gained broad experience in business strategy, identifying sustainable monetisation models, understanding customers and competition, as well as the need for reviewing monetisation models with a focus on revenue and cost management.

Rossana is presently the Country Chairman of Jardine Matheson Group in Malaysia. She is also the chairman of Prudential BSN Takaful Berhad and a member of International Advisory Council in Malaysia for Singapore Management University (SMU). She also sits on the boards of several private limited companies.

Rossana is the chairperson of TM Digital Innovation Sdn Bhd (Credence), a wholly owned subsidiary of TM.



AHMAD TAUFEK OMAR

Non-Independent Non-Executive Director

Date of Appointment : 1 November 2023
Date of Last Re-election : –

Attendance at Board & Board Committee Meetings in 2023:	TM Board	3/3	Nationality: Malaysian	Age: 55	Gender: Male
	NRC*	–			
	BTC*	–			

* Appointed as a member with effect from 1 March 2024

BOARD COMMITTEES

- Member of NRC
- Member of BTC

QUALIFICATIONS

- Bachelor of Business Administration (B.BA Hons), International Islamic University Malaysia (IIUM), Malaysia
- Completed the INSEAD General Management Programme

DIRECTORSHIP

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil

WORKING EXPERIENCE

Ahmad Taufek has more than 30 years' experience in the telecommunication and IT industry, particularly in business development and sales, having worked with almost all major telcos in Malaysia namely Maxis Communications Berhad, Celcom Axiata Berhad, Digi Telecommunications Berhad, Time dotcom Berhad, including TM.

His last position was as Chief Business Development and Marketing Officer of Sapura and prior to that, as the Chief Commercial Officer of Digital Nasional Berhad. He was the Executive Vice President of TM One from August 2019 to August 2021 entrusted to lead TM One as a fully integrated digital enabler for enterprises and public sector.

Besides being in the telecommunication industry, Ahmad Taufek has also served as the Chief Digital Marketing and Information Technology Officer for QSR Brands Berhad and Chief Enterprise and Business Solutions Officer of PT Smartfren TBK in Indonesia.



Profile of Board of Directors



ISZAD JEFFRI ISMAIL

Non-Independent Non-Executive Alternate Director

Date of Appointment : 15 December 2023

Date of Last Re-election : N/A

Attendance at Board & Board Committee Meetings in 2023:

TM Board
BTC*

N/A
N/A



Nationality:
Malaysian



Age:
43



Gender:
Male

* Appointed as alternate member with effect from 1 March 2024

BOARD COMMITTEE

- Nil

QUALIFICATIONS

- Masters Science in Finance, Daniels College of Business, University of Denver, USA
- Bachelor of Financial Engineering, Multimedia University, Malaysia

DIRECTORSHIPS

Listed Issuer:

- Telekom Malaysia Berhad

Public Companies:

- Keretapi Tanah Melayu Berhad
- Ocean Sunshine Berhad

WORKING EXPERIENCE

Iszad is currently a Principal Assistant Secretary at the Government Investment Companies Division, MOF, responsible for managing and monitoring corporate matters, investment and strategic direction of MOF Inc. companies, particularly on land public transportation sector. Apart from that, he is also the covering Section Head of Strategic Sector, which also covers MOF Inc. companies and interests in utilities, energy and telecommunication sectors. In line with his portfolio, he is involved in monitoring mega infrastructure projects such as Mass Rapid Transit (MRT) Line 1, MRT Line 2, East Coast Rail Link (ECRL), Rapid Transit System (RTS) and KL-Singapore High-Speed Rail.

Prior to his current position, Iszad was a Senior Private Secretary to the Minister of Finance II, responsible for managing and administering his ministerial. Iszad also served as the Principal Assistant Secretary at the Economic and International Division, MOF for six (6) years, where he was involved in the macroeconomic policy and budget strategy formulation. He was also involved in the National Blue Ocean Strategy (NBOS) initiatives at MOF level. Iszad was a member of the National Budget Speech Team for two (2) years, responsible for drafting and formulating the national budget speech.

Iszad is also a director of Keretapi Tanah Melayu Berhad and serves as director in private companies under the purview of MOF Inc.

Additional Information:

- Alternate Director to Datuk Dr. Shahrazat Haji Ahmad, NED nominated by MOF Inc.

Notes:

1. Dato' Zainal Abidin Putih resigned as director of Khazanah Nasional Berhad (Khazanah), TM's major shareholder, on 5 December 2023. He is deemed interested in contracts, proposed contracts or transactions entered into by the Company involving Khazanah Group, until 4 June 2024, being the expiry of the 6-month period from the date of his resignation.
2. Ahmad Taufek's son operates a competitor's outlet.
3. Save as disclosed above, none of the directors has:
 - a) Any family relationship with any Directors/major shareholders of the Company;
 - b) Any COI or potential COI, including in any competing business with the Group;
 - c) Any conviction for offences (other than traffic offences) within the past five (5) years; and
 - d) Any public sanction or penalty imposed by the relevant regulatory bodies during the FYE 31 December 2023.

Profile of Company Secretaries



HAMIZAH ABIDIN
Group Company Secretary (GCS)



Date of Appointment : 1 September 2020

 **Nationality:** Malaysian
 **Age:** 53
 **Gender:** Female

QUALIFICATIONS

- Bachelor of Law (First Class Honours), International Islamic University of Malaysia (IIUM), Malaysia
- Licenced Secretary, Companies Commission of Malaysia since December 1998

WORKING EXPERIENCE

Hamizah spent the early years of her career in legal practice before joining TM in 1996 where she climbed the rank from being Assistant Company Secretary to GCS on 1 January 2017. She left TM on 31 December 2019 and rejoined on 1 September 2020, heading the Group Company Secretarial Division.

She brings with her more than 27 years of experience on corporate secretarial, compliance and corporate governance matters as well as due diligence exercises and special projects.

MOHAMMAD YAZMI MAT RASCHID
Joint Secretary



Date of Appointment : 1 January 2020

 **Nationality:** Malaysian
 **Age:** 50
 **Gender:** Male

QUALIFICATIONS

- Chartered Secretary and Chartered Governance Professional of The Chartered Governance Institute, United Kingdom
- Associate of the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA) since 2001

WORKING EXPERIENCE

A graduate of Institute Professional Baitulmal Kuala Lumpur, Yazmi started his career in a company secretarial service firm in 1996 prior to joining TM in 2001 as an Assistant Company Secretary. He was then promoted to Assistant General Manager in 2013 and subsequently as Joint Secretary following his appointment as General Manager, Group Company Secretarial Division on 1 January 2020.

He has over 25 years of experience in corporate secretarial matters, corporate governance, compliance, special projects and due diligence exercises.

Profile of Senior Management



AMAR HUZAIMI MD DERIS
 Managing Director/
 Group Chief Executive Officer (MD/GCEO)

Date of Appointment			
Male	Age 48	Malaysian	1 September 2018 ¹

QUALIFICATIONS

- Master of Business Administration, Deakin University, Australia
- Bachelor of Commerce (Accounting and Finance), Monash University (Clayton), Australia
- Fellow Certified Practising Accountant Australia (CPA), Australia
- Member of the Malaysian Institute of Certified Public Accountants
- Former Certified Information System Auditor (CISA)
- Attended various leadership programmes, including Proteus at London Business School (LBS); the Global CEO Programme at The Wharton School, National University of Singapore and IESE Business School

WORKING EXPERIENCE

Amar brings with him over two (2) decades of experience in the telecommunication industry. Prior to his appointment as MD/GCEO on 1 August 2023, he served as the Executive Vice President (EVP) of TM Global, overseeing the Group's wholesale domestic and international business arm since 1 September 2018. During his tenure, Amar led TM Global in strategic ventures across diverse sectors, including sales, marketing, customer experience and relationship management, leveraging his entrepreneurial and financial acumen.

Amar's leadership and vision have earned him recognition in his field. He was selected as one of CPA Australia's 40 young business leaders, a list that showcases highly talented individuals across regions and sectors. Additionally, he was included in Capacity Media's Power 100 in 2019 and 2023, a global index comprising influential leaders in the wholesale telecommunication sector.

Amar also sits on the board of TM Technology Services Sdn Bhd, TM Digital Innovation Sdn Bhd (Credence), Asean Telecom Holding Sdn Bhd, Bluetel Networks Pte Ltd and a member of Board of Trustee of YTM. He is also the chairman of TM's regional offices located in the UK, USA, Hong Kong, Singapore, Australia and Dubai.

DIRECTORSHIP

Listed Issuer:

- Telekom Malaysia Berhad

Public Company:

- Nil



RAZIDAN GHAZALLI
 Group Chief Financial Officer (GCFO)

Date of Appointment			
Male	Age 61	Malaysian	1 November 2019

QUALIFICATIONS

- Chartered Accountant of the Malaysian Institute of Accountants, Malaysia
- Certified Practising Accountant (CPA), CPA Australia
- Bachelor of Commerce (Accounting & Finance), University of Tasmania, Australia
- Post Graduate Diploma in Marketing, Chartered Institute of Marketing, UK
- Associate member of the Chartered Institute of Marketing, UK

WORKING EXPERIENCE

Razidan first joined TM on 16 September 2019 as Financial Advisor and was subsequently appointed as GCFO on 1 November 2019.

He has more than 36 years of working experience in public accounting and commercial sectors within the telecommunications, plantation and oil & gas industry. He has a strong grasp of core finance functions including treasury, corporate finance, merger and acquisition and corporate restructuring & transformation including international experiences in Indonesia, Vietnam, Germany, Singapore, Australia, Iran and the Netherlands, amongst others.

Razidan also sits on the board of several subsidiaries of TM.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Tulip Maple Berhad



ANAND VIJAYAN
 Chief Business & Consumer Officer (CBCO)

Date of Appointment			
Male	Age 49	Malaysian	1 February 2020 ¹

QUALIFICATIONS

- Master of Business Administration (e-Commerce), Charles Sturt University, Australia
- Bachelor of Business (Accountancy), Royal Melbourne Institute of Technology (RMIT) University, Australia
- Certified Practising Accountant, CPA Australia
- Certified Information Systems Auditor (CISA), Information Systems Audit & Control Association (ISACA)

WORKING EXPERIENCE

Anand was previously appointed as Chief Commercial Officer of TM on 1 February 2020 where he was primarily responsible for the Unifi business. Under his leadership, TM's consumer segment experienced exceptional growth. He assumes the new position on 15 November 2023.

He started his career in 1996 providing professional services in the big four (4) accounting firms working several years in assurance and advisory services across several countries including in Kazakhstan, Bulgaria, Russia, Albania and Uzbekistan.

He has vast and diverse experience in consultancy, risk management, business turn-around and most notably telecommunications.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



JASMINE LEE SZE INN
 Chief Commercial Officer (CCO), Consumer

Date of Appointment			
Female	Age 53	Malaysian	1 October 2022 ¹

QUALIFICATIONS

- Bachelor of Arts in Communication & Social Sciences (Honours), Universiti Kebangsaan Malaysia, Malaysia

WORKING EXPERIENCE

Jasmine first joined TM on 1 October 2022 as TM's EVP Mobile where she was responsible for the Unifi mobile segment. She has over 20 years' of experience in building and expanding different technology-based businesses and has also served in various telecommunications and technology industries. She was appointed to the new position on 15 November 2023.

Her strengths in driving the mobile business, marketing, innovation, new business development, digital and customer relations marketing are crucial driving forces for sales, product and marketing at TM to meet the Convergence's market demand while innovating the future.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



Profile of Senior Management



SHANTI JUSNITA JOHARI
Chief Commercial Officer (CCO), Consumer Strategy & Business

Date of Appointment			
Female	Age 48	Malaysian	1 February 2021 ¹

QUALIFICATIONS

- Master of Business Administration (Strategic Management), Universiti Teknologi Malaysia, Malaysia with Tampere University, Finland
- Bachelor of Engineering (Electronics) Vanderbilt University, USA

WORKING EXPERIENCE

Shanti Jusnita was previously the Chief Marketing Officer of TM from 1 February 2021 and was responsible for the overall strategy, transformation and management of TM brand & marketing as well as customer experience and touchpoints before assuming her current position on 15 November 2023.

She started her career with TM in 1997 under the Corporate & Multinational Sales division, where she held roles in key account management, sales and product consultancy. She has more than 25 years' experience in various strategy, commercial and operational roles in the telecommunication industry, mainly in areas of marketing, product management and sales for both consumer and enterprise market segments.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



SHAZURAWATI ABD KARIM
Executive Vice President, TM ONE

Date of Appointment			
Female	Age 50	Malaysian	1 January 2022

QUALIFICATIONS

- Master of Arts, Cambridge University, UK
- Master of Engineering, Cambridge University, UK
- Bachelor of Arts (Electrical Engineering) (Honours), Cambridge University, UK
- Leadership programme, Stanford University, USA

WORKING EXPERIENCE

Shazurawati is an experienced professional who has held various leadership capacities across multiple domains and portfolios within TM Group.

She was previously the Vice President (VP) at TM Chief Operating Officer and Transformation Office, driving the Group's performance improvement programmes. She also served as VP, Partnership where she led TM One's partnership programme and alliances across industry verticals, technologies, products, services and solutions with both local and global partners. As the VP of TM One Business Services, she was in charge of the customer experience management outsourcing business portfolio in Malaysia and Indonesia. Shazurawati was the COO of VADS Berhad, responsible for ICT business operations for large organisations in the country. Prior to that, being the VP of Technology and Innovation TM, she was responsible for technical design, product development and technology business strategy at TM.

Shazurawati sits on the board of several subsidiaries of TM and is appointed as the Industry Advisory Committee for the Department of Polytechnic and Community College Education under Ministry of Higher Education Malaysia.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- VADS Berhad



KHAIRUL LIZA IBRAHIM
 Executive Vice President, TM Global
 (Covering)

Date of Appointment			
Female	Age 54	Malaysian	1 August 2023

QUALIFICATIONS

- Bachelor of Engineering (Major in Electrical Engineering), Universiti Teknologi Malaysia, Malaysia
- Strategic Board Leadership Programme in collaboration between Multimedia University and Henley Business School
- Digital Transformation Journey Programme by IMD Business School

WORKING EXPERIENCE

Khairul Liza is the VP Product & Marketing of TM Global, where her main focus is to drive TM Global's portfolio of products and services, catering to both domestic and international markets. Her primary mission is to explore new business potential and capitalise on emerging opportunities. She is the covering EVP Global since 1 August 2023.

She joined TM in 1992 and was one of the pioneers in the development of Malaysia's high-speed broadband (HSBB) network. She was also responsible for formulating the strategic marketing plan for TM Global.

Her leadership and vision have earned her recognition in her field. She was recognised as Capacity Media's '20 Women to Watch' in 2020, a power listing honouring top 20 Women leaders in the wholesale telecom sector.

She also sits on the boards of several subsidiaries of TM.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



MOHAMED REJAB SULAIMAN
 Chief Executive Officer, Credence (Covering)

Date of Appointment			
Male	Age 46	Malaysian	17 October 2023

QUALIFICATIONS

- Master of Applied Statistics, University of Malaya, Malaysia
- Bachelor of Electronic & Electric Engineering, University College London, UK

WORKING EXPERIENCE

Mohamed Rejab is the Senior Vice President, Cloud Services of Credence. With his 20 years' experience in the telecommunications industry, Mohamed Rejab is currently leading the Credence team in spearheading TM technology and digital innovations and covering the role as CEO Credence effective 17 October 2023.

He has led key projects in TM namely Streamyx nationwide expansion, HSBB planning and Go-To-Market (GTM), public switch telephone network (PSTN) and several legacy network migrations and transformation to HSBB network and was also instrumental in Long-Term Evolution (LTE) network rollout project.

He was also involved in the growth and expansion of Hyperscale Data Centre and the setting up of Cloud Alpha, under the Government's MyDIGITAL initiative.

He sits on the board of several subsidiaries of TM.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



Profile of Senior Management



MOHAMED TAJUL MOHAMED SULTAN
Chief Network Officer (CNO)

Date of Appointment			
Male	Age 53	Malaysian	1 November 2020

QUALIFICATIONS

- Master of Business Administration (Strategic Management), International Business School, Universiti Teknologi Malaysia, Malaysia
- Bachelor's Degree in Electrical Engineering, Hanyang University, Seoul, South Korea

WORKING EXPERIENCE

Mohamed Tajul is responsible for the end to end network planning, roll out and operations of TM network. His focus is on TM network modernisation, process simplification and automation, as well as ensuring the best customer experience for Unifi, TM One and TM Global customers.

He has over 27 years of experience spearheading the full spectrum of new technology adoption, operations management, service enhancements and network infrastructure transformation for telecommunication.

He also sits on the board of several subsidiaries of TM.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



IVAN CHONG
Chief Information Officer (CIO)

Date of Appointment			
Male	Age 42	Malaysian	1 September 2022

QUALIFICATIONS

- Master of Business Administration, Leadership Programme, Harvard Business School, USA
- Bachelor of Business Information and Technology (Honours), Coventry University, UK
- Professional Certification of PMP, Advanced Scrum Master, ITIL V3 and Data Centre Professional

WORKING EXPERIENCE

Ivan has 19 years of professional experience in his field where he spent 15 years working in Technology and Management Consulting firms such as Accenture and Hewlett Packard (HP). He has worked in over 13 countries across Asia Pacific and Europe. He brings with him the depth and breadth of experiences across multiple industries namely, telecommunications, financial services, healthcare, energy and resources.

Due to his achievements in driving innovation, rapid change, building good cultures and influencing leadership teams in TM, he has been recognised as Top 3 CIO in ASEAN and Hong Kong at the CIO100 Awards organised by International Data Corporation (IDC) on 31 October 2023. Subsequently, he was awarded the winner of Transformative CIO in Southeast Asia by Economic Times on 29 January 2024.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



SARINAH ABU BAKAR
 Chief Human Capital Officer (CHCO)

Date of Appointment			
Female	Age 57	Malaysian	15 June 2021

QUALIFICATIONS

- Master of Business Administration, University of South Australia, Australia
- Bachelor's Degree in Chemical Engineering, Queen's University of Belfast, UK

WORKING EXPERIENCE

Sarinah has over 30 years of diverse experiences in strategic human resources business partnering with global portfolio, organisational transformation, integrated talent management, executive coaching and merger & acquisition across global industrial technology companies. Sarinah is responsible in delivering a future-proof organisation to realise new TM aspirations with her human resource best practices and strong stakeholder management in highly complexed and demanding environments.

Sarinah is currently a member of the Board of Trustees of YTM and director of Universiti Telekom Sdn Bhd.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



DATO' NAJMUDDIN ABDULLAH
 Chief Corporate and Regulatory Officer (CCRO) (Covering)

Date of Appointment			
Male	Age 54	Malaysian	1 December 2023

QUALIFICATIONS

- Master of Arts in Economics, University of Toledo, Ohio, USA
- Bachelor of Arts in Economics, University of Toledo, Ohio, USA
- Diploma in Public Administration, Universiti Teknologi Mara, Malaysia
- Advanced Management Programme, Columbia Business School, New York, USA
- Leadership Programme, the Wharton School, University of Pennsylvania, USA

WORKING EXPERIENCE

Dato' Najmuddin has over 25 years' experience in leadership roles, strategic communication, media relations, crisis management, stakeholder management, Government liaison, internal communication, event management, marketing and sustainability management.

He is also an experienced professional managing senior leadership roles in notable companies such as Celcom Axiata Berhad, Malaysia Airlines Berhad, FGV Holdings Berhad, Pharmaniaga Berhad and etc.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



Profile of Senior Management



NOR AZURA AB. WAHAB
Chief Procurement Officer (CPO)

Date of Appointment			
Female	Age 54	Malaysian	1 October 2021

QUALIFICATIONS

- Master of Business Administration, Multimedia University (MMU), Malaysia
- Bachelor of Accountancy, Sheffield University, UK
- Postgraduate Diploma in Accountant, Demontfort University Leicester, UK

WORKING EXPERIENCE

Nor Azura is TM's home grown talent and is responsible in leading the overall TM Procurement strategy and contract management services in supporting the business requirement whilst ensuring full compliance to TM's policy, process and governance. She has more than 21 years of experience working in TM in different areas and divisions.

Prior to becoming CPO, Nor Azura was appointed as Head of Partnership for TM One where she had successfully centralised the partnership function and transformed the overall partnership process and governance as part of internal control improvements.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



AZWEEN ZAKARIA
Chief Strategy Officer (CSO) (Covering)

Date of Appointment			
Female	Age 52	Malaysian	1 August 2023

QUALIFICATIONS

- Master of Business Administration in Strategic Management, Universiti Teknologi Malaysia, Malaysia
- Bachelor of Business Administration (Honours), IIUM, Malaysia

WORKING EXPERIENCE

Azween has held various senior leadership positions in her 29 years' serving TM. She is currently VP Strategy and covering the CSO position effective 1 August 2023.

Throughout her tenure in TM, she has overseen and led key strategic initiatives in the new TM transformation journey, across TM Group, focused on aligning TM core business and new growth areas, strategic business development and stakeholder engagement.

Azween is a seasoned mentor and leader. She has consistently demonstrated strong leadership and maturity, the ability to inspire her team and collaborate with stakeholders.

She also sits on the board of a subsidiary of TM.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



NIK AZLI ABU ZAHAR
 Group General Counsel (GGC)

Date of Appointment			
Male	Age 53	Malaysian	1 October 2022

QUALIFICATIONS

- Bachelor of Laws (Honours), University of Newcastle Upon Tyne, UK
- Certificate of Legal Practice, Malaysia
- Advocate and Solicitor of the High Court of Malaya

WORKING EXPERIENCE

Nik Azli has extensive experience as an in-house legal counsel, where he has been part of the leadership team of several prominent organisations. Prior to joining TM, Nik Azli held several pivotal positions at companies such as Sapura Energy Berhad and Malaysia Airlines Berhad with notable and commendable achievements.

Whilst practicing law, he was one of the advisers for several multinational companies in commercial transactions and energy and utility projects, including overseas transactions and projects spanning from China to the Middle East.

He was also one of the recipients of the Energy and Resources In-House Legal Team Award at the prestigious Asia Legal Business (ALB) Malaysia Law Awards in 2015. In 2023, he was recognised and enlisted in the Legal 500 GC Powerlist Malaysia 2023.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



HAIKEL ISMAIL
 Chief Risk Officer (CRO)

Date of Appointment			
Male	Age 49	Malaysian	1 November 2019 ¹

QUALIFICATIONS

- Master of Business Administration, Edinburgh Business School of Heriot Watt University, UK
- Bachelor of Commerce & Management, Lincoln University, New Zealand
- Associate, Chartered Institute of Management Accountant (ACMA), CIMA, UK
- Chartered Accountant of the Malaysian Institute of Accountant (MIA)
- Chartered Global Management Accountant (CGMA), CIMA, UK Chartered Institute of Management Accountants, UK
- Certified Internal Auditor (CiA), The Global Institute of Internal Auditors, USA
- Certification in Risk Management Assurance (CRMA), The Global Institute of Internal Auditors, USA
- Certified Fraud Examiner (CFE), Association of Certified Fraud Examiners, USA
- Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA)

WORKING EXPERIENCE

Haikel has over 25 years of experience in internal audit and risk management and is currently responsible for identifying business challenges and driving risk strategy for the future sustainability of TM. Prior to becoming CRO on 1 February 2023, he was the Chief Internal Auditor of TM.

He has led various internal audit and risk management functions at both private and public listed companies.

Haikel is currently a member of the Board of Governors for the Institute of Internal Auditors Malaysia. He was a Central Committee member and the founding Secretary General for the Society of Certified Risk Professionals from 2017 to 2019.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



Profile of Senior Management



HAWABY SULTAN MUHAMAD
Chief Internal Auditor (CIA)

Date of Appointment			
Female	Age 51	Malaysian	1 November 2023

QUALIFICATIONS

- Bachelor of Accounting and Finance, De Montfort University, UK
- Fellow member of the Association of Chartered Certified Accountants (FCCA)
- Certified Internal Auditor (CiA)
- Master certification in Project Management
- Leadership Programme from IMD and Harvard Business School, USA

WORKING EXPERIENCE

Hawaby brings with her over two (2) decades of corporate experiences in Financial Audit, Internal Audit or Review of Internal Controls, Enterprise Risk Management, Strategic Project Management, Strategic Planning, Quality Management and Stakeholder Management.

She joined TM in 2005 and has served in several roles within the Group Internal Audit Department, notably at VADS Berhad. Prior to her current position, she was the Chief Financial Officer of Unifi Mobile in TM Technology Services Sdn Bhd, and also acted as a strategic business leader and trusted advisor to stakeholders focusing on implementing financial strategies for business and performance improvement, enhancing efficiencies of finance operations and refining process.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



MUHAMAD ASRI DOLLAH
Chief Integrity & Governance Officer (CIGO)

Date of Appointment			
Male	Age 49	Malaysian	2 October 2023

QUALIFICATIONS

- Master of Corruption Studies, Universiti Kebangsaan Malaysia, Malaysia
- Bachelor's Degree in Communication, Universiti Sains Malaysia, Malaysia
- Certified Integrity Officer, Malaysian Anti-Corruption Academy, Malaysia

WORKING EXPERIENCE

Muhamad Asri has served in several pivotal roles in MACC before he was assigned to TM as CIGO to spearhead TM's strategy in combatting corruption through prevention, education and awareness as well as enforcement in strengthening an ethical culture in TM Group.

He is a Certified Integrity Officer from the Malaysian Anti-Corruption Academy which reflects his core dedication towards upholding integrity culture at its core.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil



HAMIZAH ABIDIN
 Group Company Secretary (GCS)

Date of Appointment			
Female	Age 53	Malaysian	1 September 2020

QUALIFICATIONS

- Bachelor of Law (First Class Honours), IIUM, Malaysia
- Licenced Secretary, Companies Commission of Malaysia since December 1998

WORKING EXPERIENCE

Hamizah spent the early years of her career in legal practice before joining TM in 1996 where she climbed the rank from being Assistant Company Secretary to GCS on 1 January 2017. She left TM on 31 December 2019 and rejoined on 1 September 2020, heading the Group Company Secretarial Division.

She brings with her more than 27 years of experience on corporate secretarial, compliance and corporate governance matters as well as due diligence exercises and special projects.

DIRECTORSHIP

Listed Issuer:

- Nil

Public Company:

- Nil

Notes:

1. Date of appointment refers to the first date of appointment as TM's senior management.
2. The spouse of Shazurawati Abd Karim, is an employee of EPF, TM's major shareholder.
3. Save as disclosed above, none of the senior management has:
 - a) Any family relationship with any Directors/major shareholders of the Company;
 - b) Any conflict of interest or potential conflict of interest, including in any competing business with the Group;
 - c) Any conviction for offences (other than traffic offences) within the past five (5) years; and
 - d) Any public sanction or penalty imposed by the relevant regulatory bodies during the FYE 31 December 2023.



Directors' Statement on Risk Management & Internal Controls

Under Paragraph 15.26(b) of the Main LR of Bursa Malaysia Securities Berhad (Bursa Securities), the Board of Directors of listed issuers is required to include in their annual report a statement about the state of risk management and internal control of the listed issuer as a group.

TM's Board of Directors ("Board") is pleased to provide the following statement that has been prepared in accordance with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed issuers endorsed by Bursa Securities, which outlines the nature and scope of the risk management and internal control within TM Group during the financial year under review. SORMIC is jointly endorsed by the BRC and Board Audit Committee (BAC).

RESPONSIBILITY & ACCOUNTABILITY

The Board

The Board is responsible for establishing and overseeing the Group's risk management framework and internal control systems, guided by the Group's risk appetite to ensure alignment within acceptable tolerance levels. This aims to achieve the Group's goals and objectives in generating returns for shareholders. The Board periodically reviews the effectiveness and adequacy of the framework and systems by identifying, assessing, monitoring and communicating key risks to safeguard shareholders' investment and the Group's assets.

The two (2) Board committees that have primary risk management and internal control oversight responsibilities are:

1 Board Risk & Investment Committee (BRIC)

The primary responsibility of the BRIC is to assist the Board in ensuring a robust ERM framework and its effective implementation, thereby enhancing the Group's corporate governance practices. This involves a concentrated focus on risk issues through the identification, assessment and monitoring of key business and investment risks. In 2023, recognising the growing importance of sustainability/ESG, as well as heightened risk profiles of Cyber Security, Regulatory Policy Shift, Mobile and IT and Digital Resilience, these subjects continue to take centre stage on the Board's agenda. The BRIC serves as the oversight platform to engage in discussions concerning these risks and the associated control implementations.

The Terms of Reference (ToR) and primary duties of the BRIC concerning risk management are incorporated in the Board Charter, which is accessible on the company's official website at www.tm.com.my.

2 Board Audit Committee (BAC)

The primary responsibility of the BAC is to assist the Board in assessing the effectiveness of the Group's internal control structure and review of the financial reporting. To achieve this, the BAC:

- ⊕ Reviews the Group's internal control systems and management information systems' adequacy and integrity, including compliance with applicable laws, rules, directives and guidelines through the Group Internal Audit (GIA) function.
- ⊕ Reviews and provides oversight on the Group's management of investigations and prosecutions, fraud and disciplinary issues, ethics, integrity principles and whistle-blowing processes through the Group Integrity & Governance (GIG) function.
- ⊕ GIA and GIG report directly to the Board Audit Committee.

The BAC's ToR is stipulated in the Board Charter, accessible on the company's website. The primary duties of the BAC in assessing the adequacy and effectiveness of the internal control systems implemented within the Group are elaborated on pages 188 to 190.

Other Board Committees, such as the Nomination and Remuneration Committee (NRC) and Tender Committee, are also established with clearly defined duties and responsibilities to oversee various key business activities involved within the Group.

The Board acknowledges that it remains responsible for all the committees' actions regarding the execution of the delegated roles, including the outcomes of the review and disclosure of key risks and internal control systems in this IAR.

Management

Management is accountable to the Board and responsible for implementing the processes of identifying, evaluating, monitoring and reporting risks and the effectiveness of internal control systems, taking appropriate and timely corrective actions as required. The Management has assured the Board that the Group’s risk management and internal control systems are operating adequately and effectively in all material aspects, based on the ERM framework and internal control systems adopted by the Group. In respect of risk management, the Management has implemented the necessary processes to:

- ⊕ Identify and analyse the risk appetite relevant to the business and determine the level of risk tolerance towards the achievement of the Group’s objectives and strategies;
- ⊕ Design, implement and monitor the ERM framework according to the Group’s strategic vision and overall risk appetite; and
- ⊕ Identify changes to risks or emerging risks, take appropriate actions and bring these promptly to the Board’s attention.

ENTERPRISE RISK MANAGEMENT

ERM Framework

ERM remains an integral part of the organisational governance processes, ensuring all inherent and emerging risks are assessed, mitigated and monitored to safeguard the Group’s interests.

TM has adopted the ISO 31000:2018 Risk Management Standard, which serves as a guideline for identifying, evaluating, managing and monitoring significant risks by the Group to align its ERM process with industry best practices.



Figure 1: ISO 31000: 2018 Risk Management Standard – Risk Management Principles, Framework & Process

The ERM practice has been progressively implemented throughout TM, including its subsidiaries, to support the execution of business strategies and operations.

Directors' Statement on Risk Management & Internal Controls

TM's ERM Governance & Framework

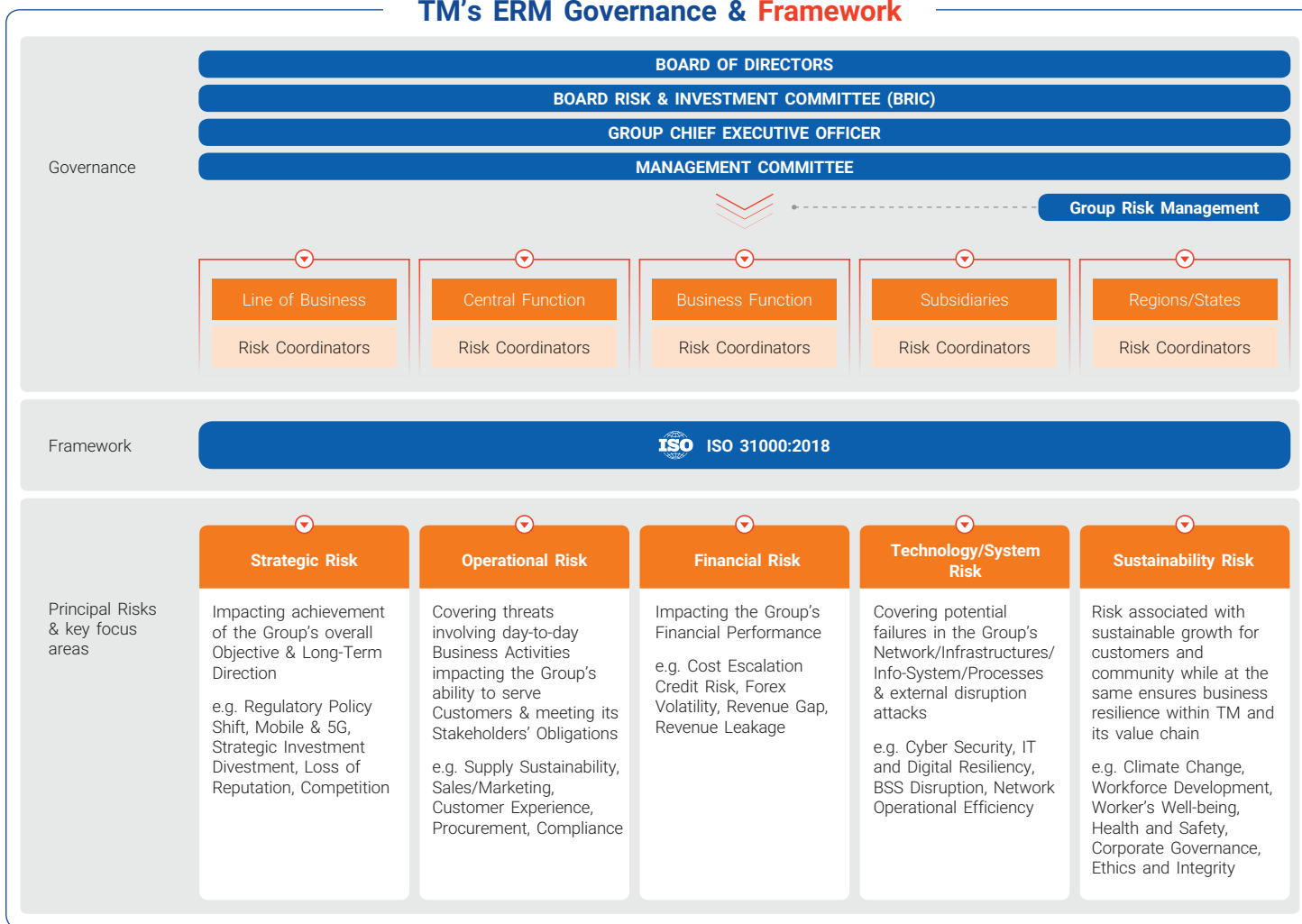


Figure 2: TM's ERM Governance & Framework

TM's ERM structure spans the entire organisation, from the Board to all levels of operations. Through such governance and framework, material risks are consolidated from all customer-facing business units to the MC and escalated up to the BRIC and Board. Applying a TM Group-wide perspective, leaders will evaluate, scrutinise, warrant further exploration and approve the top risks (including Principal Risks) through the BRIC platform.

There are appointed Risk Coordinators at every LoB, central function, business function, subsidiary and region/state. Their primary role is to lead the coordination of risk management activities with an aspiration to build a risk-based decision-making workforce, together with strong accountability and responsibility from the respective Heads of Divisions to ensure the discipline is successfully instituted. The outcome is reflected through the encouraging feedback from the 2023 TM's Risk Maturity Survey. In all ERM activities, the importance of the staff's role is always emphasised.

For more information on our Principal Risks, please see pages 230 to 231.

TM Principal Risk Management Policy & Risk Appetite Statement

Established in 2005, TM's Risk Management and Internal Control Policy Statement ("Policy Statement") emphasises TM's commitment to a systematic and proactive approach to risk management practices. It provides reasonable assurance to achieve business objectives and highlights the responsibility and accountability relating to risk management. The Policy Statement was enhanced in 2021 to incorporate the Principal Risk Appetite Statement.

With this incorporation, it has been renamed "TM's Principal Risk Management Policy and Risk Appetite Statement", which aims to minimise risks and optimise opportunities in line with TM Group's risk appetite. The statement is as stipulated below, including how this can be cascaded to the operational level.

Cascading the Principal Risk Appetite to Operational

TM Principal Risk Management Policy & Risk Appetite Statement

- ⊕ TM Group is committed to deliver shareholder's value through sustainable growth without compromising our integrity, ethical values and reputation by continuously upholding our brand promises, best customer experience, resilient network, compliance to regulatory requirements as well as ensuring a safe and healthy working environment for all TM's workforce.
- ⊕ TM Group will defend, improve and expand our market position in Malaysia and selected overseas locations through a good risk management discipline.
- ⊕ TM Group shall assess and pursue new growth in tandem with the evolving industry and market conditions.

Operational

- ⊕ Likelihood: Principal Risk appetite guides the determination of the risk occurrence's probability by ensuring the risk assessments at the operational level align with the organisation's tolerance level.
- ⊕ Impact: The Principal Risk appetite guides the determination of the severity level of the impact parameter at the operational level.



The Risk Appetite of TM is reviewed annually to ensure it is aligned to the strategic objectives of the company.

Principal Risks

The Principal Risks are based into five (5) categories: Strategic Risk, Financial Risk, Technology/System Risk, Operational Risk and Sustainability Risk. TM continuously reviews and updates the risks, including incorporating relevant emerging risks within the telecommunication industry to ensure relevance and adequate risk coverage. The risks are further prioritised based on their residual risk ratings, key risk indicators, key control indicators and risk outlooks. The Principal Risks monitored by the Board are listed on pages 230 to 231.

Exposure to compliance risk is monitored through the Corporate Compliance Dashboard, with the potential and actual impact of non-compliance presented to the MC.

The BRIC and MC continue to provide oversight and appraise the adequacy and effectiveness of the ERM practices given the challenging operating environment.

INTERNAL CONTROL

The Board acknowledges that the internal control systems are designed to manage and reduce risks that hinder the Group from achieving its goals and objectives. It provides reasonable assurance against any material misstatement of management, including financial information, business, operational, environmental, compliance and financial losses or fraud. The internal control systems are embedded within the Group's operating activities and exist for fundamental business reasons.

These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. It can only provide reasonable and not absolute assurance against material misstatement or loss.

The internal control systems are developed based on the COSO (Committee of Sponsoring Organisations of the Treadway Commission) Internal Control-Integrated Framework. They are reviewed regularly throughout the year by the Board, considering any changes in regulation, applicable laws or the business environment to ensure the adequacy and integrity of the internal control systems.

Key elements of the internal control systems established by the Board that provide good governance and effective internal control systems that support the sustainability of the company are further elaborated below:

Sustainability objectives:

- i Enable Sustainable Growth for Customers & the Community**
 - a. Solutions Provider
 - b. Digital Inclusion

- ii Ensure Business Resilience within TM & our Value Chain**
 - a. Environmental Management
 - b. Responsible Employer
 - c. Ethical Business

Directors' Statement on Risk Management & Internal Controls

Governance:

● Clearly Defined Lines of Responsibility & Authority

The Group has clearly defined lines of responsibility and authority to facilitate prompt responses in the continuously evolving business environment, adequate supervision of day-to-day business conduct, timely resolution of audit issues and accountability of the internal controls. These include a formal organisation structure and establishing a Limit of Authority (LoA) matrix that clearly outlines the Board and Management's limits and approval authorities across various key processes. The Board duly approves the LoA and subject to regular review and enhancement to ensure it reflects changes in accountability and the Group's risk appetite.

● Strategic Theme, Objectives & Core Values

Set to enable a Digital Malaysia, TM has a comprehensive suite of communication services and digital offerings to serve and empower communities, businesses and Government. This includes fixed connectivity, mobile, content, WiFi, cloud, data centre, cyber security, IoT and smart services.

As Malaysia's leading integrated Telco, TM has the strategic role of being the catalyst in shaping the nation's economic growth, social inclusion and digital adoption. Carrying a dual role as a PLC and GLC, require TM to continue playing the balancing act. The primary focus is on long-term commercial sustainability, as it is important for TM to be financially reliable to continue as a strategic partner for nation building.

TM is consistently driven by stakeholder value creation and places high emphasis on delivering an enhanced customer experience in today's highly competitive environment. This is made possible via continuous customer service quality improvements and innovations that include enhanced customer touchpoints and developed a more personalised and seamless digital omnichannel experience.

Through the first phase of its three-year transformation journey (2021-2023), TM has turned around its core business with better profitability, increased operational efficiency, as well as productivity. Our initial transformation has set a solid foundation, edging TM towards becoming a TechCo company. The next phase for TM is to protect our leadership position in connectivity and embark on platform play to capture future opportunities. This is aligned with TM's long-term aspiration to become a Digital Powerhouse by 2030. As the future shapers of tomorrow and enabler of a Digital Malaysia, we continue driving Malaysia towards becoming a digital nation and setting Malaysia as a digital hub for the region.

In its pursuit of sustainable future growth, TM will continue to place the highest standards of integrity in its business dealings. The commitment to an ethical working environment is reflected in TM CBE. All TM employees are also committed to embracing KRISTAL core values, which includes total commitment to customers, uncompromising integrity and respect & care in our interactions, whether internal or external stakeholders.

● Risk Management & Internal Control Policy Statement

The board and management issued our TM Principal Risk Management Policy and Risk Appetite Statement to provide reasonable assurance that the Group will achieve its business objectives, while safeguarding and enhancing shareholders' investments and the Group's assets. The Group CEO, Heads of LoBs, Heads of Business and Support Groups and TM subsidiaries'

CEOs are responsible for implementing the Enterprise Risk Management framework and practices.

● Product Governance Framework

Product Governance Framework is established to govern and oversee the business value creation related to product creation and management, especially cross-functional collaborations in creating values via product initiatives to support TM's Vision.

● Procurement Policy

Procurement policies, processes and guidelines are established to govern the procurement process, i.e., related activities in the procurement value chain, relevant authority limits and the stakeholders' accountability, including TM's employees and suppliers. The procurement governance in TM is made referencing the GLC Red Book (the primary procurement guideline for GLCs launched in 2006 under the GLC Transformation Programme) on Procurement Guidelines and Best Practices. The three (3) objectives of the Red Book are to drive value creation for the nation, develop a robust and competitive Bumiputera Commercial and Industrial Community (BCIC), minimise graft, increase corporate transparency and enhance corporate governance. TM's procurement activities are driven by the 5R: Right Quality, Right Quantity, Right Time, Right Place and Right Price.

● Policy, Manual & Procedures

TM's Business Policy & Governance (BPG) is the primary reference document that outlines the overall business policies and governance with clearly defined process owners across key functional areas within the Group. The sub-policies, processes, procedures and guidelines are developed, periodically reviewed and maintained by the respective process owners to provide the details in supporting the overall policies and governance in BPG.

● Insurance & physical safeguards

Adequate insurance and physical safeguards for significant assets are in place to ensure the Group's assets are sufficiently covered to minimise material loss against any mishap.

● Corporate Committees

Three (3) Corporate Committees, namely the Management Committee (MC), Business Operations Council (BOC) and Technology Committee (TechCom), were established to provide timely guidance and decisions in their respective scope and focus. The demarcation of roles is clearly defined, with specific authority levels assigned to ensure effective and efficient business execution balancing with control.

MC focuses on strategic and policy matters, while BOC and TechCom concentrate on operational performance, execution and deployment in areas of business and technology.

● Best Practice Committee (BPC)

BPC is a Management Committee that reports to the BAC. The BPC serves as a platform to review, update and discuss developments in listed issuer compliance, policies, best practices, corporate governance and changes in statutory and regulatory requirements set by the relevant regulatory authorities and statutory bodies.

● **Business Continuity Management (BCM)**

The BCM Steering Committee, chaired by the Group CEO, is committed to enhancing service reliability and resilience via an improved BCM programme implementation. The programme serves as guidance to identify potential adversities to the Group and its impacts on TM's business operations and customer experience. Subsequently, an overall BCM framework was established to build organisational resilience with an adequate response capability mechanism to safeguard TM's key stakeholders' interests, brand reputation and value-creating activities.

● **Recording to Reporting (R2R) Framework**

R2R is a financial non-compliance reporting framework adopted by the Management to enhance the quality and integrity of the recording to reporting process by instilling and enforcing behaviour change across the organisation. It serves as a mechanism to determine financial non-compliance incidents and the arising consequence management. At the same time, it promotes awareness of compliance and increases senior management's accountability.

● **Procurement Compliance Committee (PCC)**

PCC was established to ensure the effective implementation of procurement consequence management, ensuring compliance with procurement policies and procedures, including the Authority Limits. Procurement personnel, as the gatekeepers, are required to highlight non-compliances. Subsequently, PCC is responsible for deliberating on procurement compliance-related matters and identifying the appropriate consequence actions.

● **TM Sponsorship Management Guidelines**

This Guideline serves to provide and implement rules and procedures in relation to giving out sponsorship, donation, gift and hospitality. This is to ensure that the objective of doing sponsorship and donation is met, to prevent any unethical activities so that any potential associated risks resulting thereof can be minimised. Through sponsorship, the objective is to provide value in the areas of business growth, technology advancement, people development and nation building and, where applicable, enhance TM's brand image through the deliverables assured by the sponsorship activities.

● **Human Capital Policy & Framework**

Human Resource Policies and Procedures are in place to clarify all aspects of human capital management within the Group. Our learning and development programmes are designed to enhance the skills and capabilities of our employees, mitigating the risk of skill gaps and ensuring a competent workforce. Periodic succession planning is in place to identify and groom internal talent and ensure organisational continuity. In achieving the next level of productivity, we have established a performance management framework to monitor, assess and enhance employee performance, aligning individual goals with organisational objectives and mitigating the risk of suboptimal performance. As a part of the new TM transformation, we have introduced the Culture Statement to set the expected behaviour and shape the desired culture in TM.

● **OSHE Policy**

TM aims to create a Digital Malaysia through technology that empowers communities, businesses and Government and is committed to achieving the highest attainable level in providing a safe, healthy and environmentally sustainable workplace for its employees, contractors, visitors and other persons throughout all areas of its activities.

TM demonstrates leadership and commitment through its leaders, complies with legislation and other requirements, takes proactive steps to prevent and eliminate the risk of injuries and health hazards, takes commitment to building a culture of high environmental standards and compliance, prevention of pollution and damage to properties, including the preservation and conservation of the environment, awareness in the communication and ongoing education, training and supervision of all TM employees and contractors and continuous improvement in the OSHE management system.

● **Management Information Systems**

TM Group utilises key information systems to support processes, promote effective and efficient operations and timely and accurate communication with internal and external stakeholders. Governing these key systems is the TM IT Policy and Enterprise Architect Standard, which is in place to control and monitor access adequately.

● **TM Cyber Security Management**

• **Information Security Governance & Certifications**

In addressing compliance with security requirements for TM's Mission Critical (MC)/Business Critical (BC) services, continuous assessments are conducted to ensure the implementation of essential security controls, focusing on systems that store Personally Identifiable Information (PII) and/or public-facing.

To increase the organisation's resilience to cyber attacks and maintain positive relationships with our customers, TM maintains existing internationally accepted certifications and has completed the certification standards on Information Security Management Systems, Business Continuity Management Systems and Payment Card Industry Data Security Standard for TM's cloud services, Network Operations and IT systems/Applications.

• **Technology Uplift**

To mitigate security risk at endpoints and prioritise key businesses in TM, the following critical assets and business data, security controls as below have been implemented:

- i. Enhance Endpoint Control (for servers and user endpoints) – with the objective of mitigating security risks at endpoints, prioritising key MC/BC servers, admins, normal/basic user devices and shared terminals.
- ii. Fortify Identity and Access Control – with the objective to protect user access, secure the Active Directory and improve staff experience in accessing applications in TM.
- iii. TM's public-facing a Web/Applications are protected by Web Application Firewall (WAF) – with the objective of reducing TM's attack surface and PII Data Exposure.



Directors' Statement on Risk Management & Internal Controls

- **Cyber Security Focused People Development**

In ensuring complete coverage of reaching out to both the technical and overall *Warga TM*, previous and new programmes were initiated towards and taking advantage of technology mainly in elevating the awareness of social engineering and to test the organisation's cyber capacity by measuring its ability to detect and respond to a security incident, as well as develop security capabilities amongst lead software developers. TM's Information Security team has conducted email phishing simulation, TM Cyber Security Month/Day and Application Security Workshop for TM Internal Developers.

- **Third-Party Information Security Requirements**

To enhance security requirements in managing 3rd party risks, security requirements are embedded at all touchpoints to safeguard the security of the TM's information asset.

- Supplier on-boarding registration requires security criteria to be met.
- Technical cyber security clauses and requirements are part of the technical specification of any IT and network solutions.
- In 2023, the Vendor Security Index (VSI) was initiated by GIS to assess and measure the key aspects of vendors' cyber security hygiene. Periodic assessment of Vendor Security Index will be performed during the Preventive Maintenance.

- **Sustainability Management Function**

Led by the Chief Corporate and Regulatory Officer (CCRO), a dedicated function focuses on the overall sustainability management in TM, including planning and executing sustainability programmes across TM. We have integrated sustainability-related risks as part of our group-wide ERM to expand our horizon further for a holistic view of ERM in the organisation. With structured sustainability management and risk framework in place, TM progressively assesses the emerging sustainability risks such as carbon emission, supply chain, labour standard, customer experience & privacy, safety & health and social well-being, with a focus given on environmental, particularly climate change risk. Starting in 2021, TM started to alleviate the climate change risk as part of Principal Risks monitored by BRIC.

We continue our progressive effort in optimising our opportunities in the sustainability agenda while at the same time minimising related risks. During the year, as part of our key improvement areas in sustainability, we revised our framework and roadmap, which detailed our latest execution plan for 2024 to 2026, tapping into the opportunities of enabling sustainable growth for our customers and community while ensuring resilience within TM's our value chain. The Sustainability Committee, comprising of key members of the top management, has been appointed to oversee the implementation of TM's Sustainability Framework and Integration Plan. Details of the framework and integration plan are as per the Sustainability chapter from page 86 to 89.

- **Integrity:**

The Group's commitment to upholding integrity in carrying out its duties is evidenced by:

- **TM Code of Conduct & Business Ethics (CBE) & Anti-Corruption Guide (ACG)**

TM is committed to conducting business in an open, honest and ethical manner. Our CBE and TM ACG have always been the primary reference for all employees when dealing with various internal and external stakeholders. TM CBE is also highlighting the Anti-Corruption Policy, Provision 13, which focuses on the TM zero-tolerance approach against all forms of corruption and our top-level commitment to ensuring the approach is being implemented in TM.

TM ACG, which supplements the CBE, sets out the policy statements and guidelines for all TM employees concerning improper solicitation, bribery, or other corrupt activities and issues that may arise in the course of conducting business. In view of the provisions of Section 17A, Corporate Liability of MACC Act 2009, our controls and initiatives are implemented based on the T.R.U.S.T Principles. This is to ensure that TM has adequate control to conduct its business with integrity and eradicate corrupt practices.

- **Awareness & Briefing Sessions**

Ongoing awareness and briefing sessions on CBE and Corporate Liability Section 17(A) are essential for TM employees to have sufficient knowledge and understanding of CBE. This includes a strong understanding of Corporate Liability Provision Section 17A of MACC Act 2009, which has been enforced since 1 June 2020. More than 7,300 employees have attended the awareness session, which includes both physical and virtual, for the year 2023. In 2023, GIG has also issued 26 awareness snippets on the understanding of TM CBE with a sample of scenarios/case studies.

- **Organisational Anti-Corruption Plan (OACP)**

The OACP is positioned as a new initiative to strengthen controls & monitoring of Corruption, Integrity & Governance risks and as a defence towards compliance with Section 17A of MACC Act 2009. TM adopted the framework from the Institute Integrity of Malaysia by analysing and interpreting data from multiple sources internally & externally, defining the corruption-related risks and understanding the root causes based on the TM ERM framework adopted from the ISO 31000:2018 Risk Management Guidelines. The scope covered 20 divisions from various LoBs and support functions. The corruption risk assessment results were further analysed to focus on the moderate or higher risks. A total of 91 action plans were generated based on corruption risk assessments with 20 divisions in 2021. However, in 2023, 103 action plans have been generated based on corruption risk assessment undertaken by the divisions in TM. For 2023, we managed to achieve a completion rate of 82% over five (5) years.

● **TM CBE e-Learning**

In ensuring comprehensive coverage of reaching out to the overall population in TM and taking advantage of technology in line with Digital Malaysia, GIG has rolled out an e-Learning programme known as TM CBE e-Learning. This programme has been designed and developed to address how employees should demonstrate the value of integrity in their daily work via interactive learning videos and messages based on real case scenarios. More than 18,000 employees have completed this e-Learning exercise for the Phase 2 in 2023.

● **TM Integrity Day 2023**

To demonstrate its commitment and continuous effort to uphold high integrity, governance and transparency in its business operations, TM organised its annual TM Integrity Day 2023 (TMID) on 1 November 2023, in conjunction with the National Integrity Day. The key highlights of TMID include a special forum featuring prominent speakers and a special theatre performance on corruption and its impact. This event is attended by the TM BOD, Chairman, GCEO, Management, *Warga TM* and Business Partners nationwide via this Hybrid event.

● **MS ISO 37001: 2016 Anti-Bribery Management System (ABMS)**

TM has adopted MS ISO 37001, an international anti-bribery management system standard, to help our organisation implement, maintain and improve the anti-bribery compliance programme to prevent, detect and respond to occurrences of corrupt practices. TM have appointed 18 coordinators to oversee their respective divisions and trained 52 lead auditors to maintain the ABMS effectively. TM has maintained our MS ISO 37001:2016 ABMS certification since 2021, which shows our commitment to good governance and integrity. Currently, high corruption risk processes under seven (7) divisions nationwide (Unifi, TM One, TM Global, Group Procurement, GNT, GITD and Support Business) have been certified under the ABMS scope.

● **Declaration of Assets & Interest (DOA) & Integrity Pledge (IP)**

Annual DOA and IP are important to ensure transparency in TM's daily business dealings and to avoid any conflict of interest. This is one of the many initiatives that TM has put in place to build a culture of integrity throughout the organisation. In 2023, 100% of TM Employees had completed the DOA and IP. The declaration of interest includes the employees' declaration of any employment or business outside TM and a declaration of their family members' involvement in business dealings with TM or who work or provide services to TM's competitor. This DOA exercise is in compliance with the provision stipulated under the TM CBE.

● **Whistle-Blowing Policy**

TM and its BOD are committed to whistle-blowing policy, which enables any employee, supplier or other third party to report actual or suspected malpractice, misconduct or violation of the Group's policies and regulations safely and confidentially through TM Ethics Line.

● **Integrity, Governance & Anti-Corruption Award**


In 2023, TM won the Highest Gold Award at the Anugerah Integriti, Governans dan Antirasuah 2023 (AIGA 2023). Additionally, TM has been awarded the anti-corruption accolade by UNGC (United Nations Global Compact) on November 2023. TM's achievements underscore a steadfast commitment to transparency, accountability and creating an ethical corporate culture guided by the TM CBE.



INTERNAL AUDIT

GIA is an in-house internal audit function that reports to the BAC to provide risk-based and objective assurance, advice and insight designed to enhance and protect organisational value. GIA helps the Group accomplish its objectives by bringing a systematic, disciplined approach to evaluating and improving ERM effectiveness, control and governance processes. During the financial year, the internal audit function provided continuous assurance on matters related to governance and internal controls. It further evaluated the effectiveness and efficiency of the governance, ERM framework and internal control systems and provided recommendations for improvement. The Management then followed through and reviewed the status of actions taken on the internal auditors' recommendations.

Audit reviews are carried out on units identified through a risk-based approach, in line with the Group's objectives and policies in the context of its evolving business and regulatory environment, with input from the senior management and the Board.

 Further information on Internal Audit is provided on pages 227 to 229 of this IAR.

Directors' Statement on Risk Management & Internal Controls

ADEQUACY & EFFECTIVENESS OF THE GROUP'S RISK MANAGEMENT & INTERNAL CONTROL SYSTEMS

The TM Risk Maturity Assessment 2023 (TMRMA 2023) plays a vital role in our ERM framework towards ensuring the adequacy and effectiveness of our ERM and internal control systems. The TMRMA aims to achieve the following objectives:

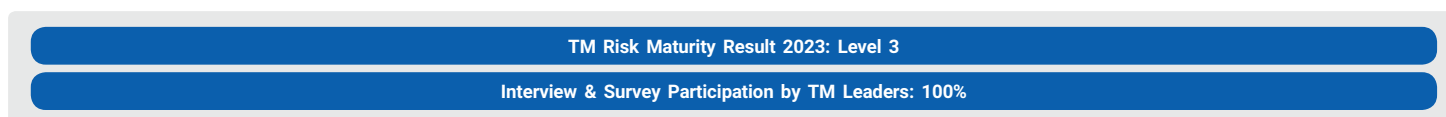
- Understanding the current risk management maturity level within the organisation
- Identifying areas where TM can improve risk management processes
- Providing business assurance in meeting organisational targets/goals
- Enabling more informed decisions about risk and integrated analytics to manage opportunities as well as potential negative impacts

Spearheaded by the Group Risk Management (GRM), this assessment actively engages key stakeholders, including selected Directors, Heads of Divisions and risk coordinators across the organisation.

Risk Maturity Results

An initiative to gauge our Risk Maturity level and benchmarking was conducted with an appointed consultant from September to December 2023 involving interviews with selected Directors and TM leaders, survey and validation with the GRM and risk coordinators.

The assessment was conducted in accordance with the consultant's risk maturity framework, covering the following nine (9) components. Overview of Risk Maturity results summarised in the following illustration:



Risk Maturity Framework 2023



The Board has received assurance from the GCEO and GCFO that the Group's risk management framework and internal control systems are operating adequately during the financial year under review. Taking into consideration the Management's assurance and input from the relevant assurance providers, the Board is of the view that the risk management framework and internal control systems are satisfactory and adequate to safeguard shareholders' investments, customers' interests and the Group's assets and have not resulted in any material loss, contingency or uncertainty. TM's internal control systems do not apply to its associate companies, which fall within their majority shareholders' control.

Nonetheless, TM's interests are served through representation on the BOD and senior management posting(s) to the various subsidiaries and through the review of management accounts received. These provide the Board with performance-related information to enable informed and timely decision-making on the Group's investments in such companies.

REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS

As required by Paragraph 15.23 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Controls. Their limited assurance review was performed following the Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and Audit and Assurance Practice Guide 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants. AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

Statement of Internal Audit

Group Internal Audit (GIA) supports TM Group in achieving its business objectives by implementing a systematic and disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes. GIA provides independent and objective assurance and consulting services to enhance and protect organisational value. The internal audit charter approved by the BAC defines GIA’s purpose, authority and responsibility.

GIA, headed by the Chief Internal Auditor (CIA), reports directly to the BAC to preserve its independence and objectivity while ensuring audit personnel are free from any relationships or conflicts of interest that could impair their objectivity and independence. The CIA has an administrative reporting line to the GCEO, which enables the requisite stature and authority of Internal Audit to fulfil its responsibilities.

The CIA’s detailed background can be found in this annual report’s “Profile of Senior Management” section.

BAC reviews and approves GIA’s annual audit plans, budget and human resources requirements to ensure resources with the relevant competencies are sufficient to carry out audit functions aligned with the Group’s objectives. The CIA periodically reports on the activities performed by the GIA as well as key strategic and control issues to the BAC. In addition to the above, the BAC approves and reviews GIA’s and the CIA’s performance to observe their progress and achievements.

PRACTICES & FRAMEWORK

GIA is guided by the internal policies, procedures and framework, as well as the Internal Control Framework of the COSO and Control Objectives for Information and Related Technology (COBIT) in assessing and reporting the adequacy and effectiveness of the design, implementation and efficiency of the Group’s overall internal control system, risk management and governance.

GIA adopts the International Professional Practices Framework (IPPF)® and its mandatory elements, including the Core Principles for the Professional Practice of Internal Auditing, International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors (IIA), the definition of Internal Auditing and Code of Ethics to effectively and efficiently execute the audit engagements.

SCOPE & COVERAGE

GIA continues to adopt a risk-based audit plan approach in formulating the annual audit plan, considering TM’s strategic objectives, risk profiling and inputs from the BAC and Senior Management. This is to provide independent assurance to the Board that the audit plans are prioritised based on the Group’s strategies, objectives and key risk areas.

GIA **focused on seven (7) key audit areas** covering the business value chain, in line with TM’s direction and risks. Among the key areas reviewed during FY2023 are:

STRATEGIC PARTNERSHIPS & COLLABORATIONS

Audit Area	Key Audit Review
Sales Strategy & Conversion	<ul style="list-style-type: none"> Churn and Retention Programme Reseller Management Revenue Performance Management
Customer Experience Strategy & Management	<ul style="list-style-type: none"> Content Marketing Unifi Credit and Collection Management Digital Platform Experience
Infrastructure & Capacity Management	<ul style="list-style-type: none"> Project Planning and Management Capacity Management Inventory Management
IT & Cyber Security	<ul style="list-style-type: none"> Software License Management Cyber Security Implementation Application Management System Assessment
Supplier/Partner Development & Management	<ul style="list-style-type: none"> Partners’ Appointment and Management Partners’ Contract Management
Workforce Strategy & Management	<ul style="list-style-type: none"> Scholarship Management
Governance & Compliance	<ul style="list-style-type: none"> Procurement Contract Management Consultancy Engagement Capex Management

Statement of Internal Audit

Based on a total of 48 audits carried out in FY2023, among the key risks identified are:

➔ The strategy, planning, development and management of key products from the three (3) LoBs i.e. Unifi, TM One and TM Global

➔ The ecosystem that drives the revenue and cost management within the LoBs includes the team setup effectiveness, sales management, sales campaigns, partners' appointments and management

➔ The delivery and management of TM's main projects and services, which include the processes, systems, network infrastructure and people capabilities

➔ Governance and compliance to assess the adherence and improvement needed on key areas within the financial-Capex spending, procurement, workforce, license management and cyber security matters

All internal audit reports with significant improvement opportunities were presented to the BAC for deliberation, while others were reported in the quarterly reporting to the BAC. Each audit issue is supported by GIA recommendations and the relevant feedback from the Management was obtained for issue closure. As part of the audit process, GIA continuously monitors and validates the implementation of the management action to address the audit issues on a monthly basis.

In providing value to the organisation, GIA's key performance indicators include key contributions and value-adding recommendations to the Management in the form of cost avoidance, opportunity loss, cost optimisation, income realisation, revenue recovery, cost reduction and significant process improvements identified during audit engagements.

INTERNAL AUDIT QUALITY

The CIA develops and maintains a Quality Assurance and Improvement Programme that covers all aspects of internal audit activities. The quality assurance programme assesses the efficiency and effectiveness of GIA processes and identifies opportunities for improvement via internal and external assessments.

As part of its Quality Assurance, GIA maintains a 3-tier quality review mechanism to ensure relevant, reliable and sufficient assessment to support audit engagement results and conclusions. Audit reports are prepared by the respective GIA Head of Units, reviewed by the Deputy Chief Internal Auditors, with final review and approval by the CIA. This assurance review process ensures that the internal auditors adequately assess all risk areas before communicating the final engagement results to the Management and BAC.

GIA has fully utilised the Audit Management System (AMS) named Pentana. Pentana provides systematic audit work documentation and task tracking. The GIA internal analytics platform (ADEPT) is being applied to enable analytic-based audits as part of the audit fieldwork. This ADEPT was developed internally by Credence.

In maintaining the quality of audit work, GIA ensures that all audits conform to the Internal Audit IPPF standards. The IPPF was incorporated into the GIA Audit Manual, established for internal auditors to follow, where regular compliance reviews were conducted to ensure that internal audits complied with the Audit Manual.

The effectiveness and quality of the internal audit activities are also assessed externally by the Institute of Internal Auditor Malaysia (IIAM) via the External Quality Assessment Review (EQAR). Pursuant to the review, IIAM opined that the overall final opinion "Generally Conforms" to the Standards. GIA has fulfilled its key objectives in accordance with the IIA's International Standards for the IPPF.

In addition to conformance to the standard, GIA was noted to be generally operating at "Managed" levels against the Internal Audit Maturity Assessment (IAMA) framework. The matrix consists of five (5) levels, i.e. Initial, Defined, Implemented, Managed and Optimised.

This indicates that GIA manages reasonably well in meeting governance objectives, ensuring audit plans are risk-based and periodically reviewed, putting in place adequate policies and procedures, using audit management systems and data analytic tools in performing audits, supervising work quality, communicating audit results, following up on audit issues and reporting to Audit Committee on the implementation status, applying and declaring adherence to IIA's code of ethics.

RESOURCES

The internal audit activities in FY2023 were executed by 44 internal auditors from various educational backgrounds, as follows:

Education Background	No. of Internal Auditors as of 31 December 2023	Percentage %
Engineering/Network	16	36%
Accounting & Finance	14	32%
Information Technology/Computer Science	9	20%
Business Administration/Marketing	4	9%
Procurement/Human Resources/Law	1	2%
Total	44	100%

A total of RM8.2 million was incurred on internal audit activities in 2023. A summary of the internal audit costs is as follows:

Category	RM (million)	% of the total cost
Manpower	7.17	87.9%
Supplies and Material	0.06	0.8%
Other operating costs	0.91	11.1%
Depreciation	0.02	0.2%
Total	8.16	100%

PROFESSIONAL QUALIFICATION & CONTINUOUS COMPETENCY DEVELOPMENT

GIA is committed to equip its internal auditors with sufficient knowledge, skills and competencies to discharge their duties and responsibilities. The internal auditors are also encouraged to obtain appropriate professional certifications and qualification. As of 31st December 2023, 23 internal auditors hold a total of 40 professional certifications and qualification, as shown below:

No.	Qualification	No. of Certifications
1	MBA/Masters	13
2	FCCA/CPA/CA/ACCA	3
3	Information Technology Infrastructure Library (ITIL)	3
4	Certified Internal Auditor (CiA)	2
5	Certified Professional Engineer (Ir.)	1
6	Certified Professional Requirements Engineering (CPRE)	1
7	Certified Tester, Foundation Level (CTFL)	1
8	Certified Data Centre Professional (CDCP)	1
9	Certified Tester, Advanced Level Test Analyst (CTAL- TA)	1
10	Certified IP Associate (CIPA)	1
11	Qualified Risk Auditor (QRA)	1
12	CISCO Certified Network Associate (CCNA)	3
13	Professional Technologist	2
14	MCI Consulting (Management Consulting, Level 1: Analyst)	1
15	Prince 2 Foundation Certification	1
16	NIOSH Certification	2
17	IPV6 Certification	1
18	Data Scientist	1
19	Kaizen Lean Six Sigma (Green Belt) & QMS 9001: 2015 as Auditor/Lead Auditor	1
	Total	40

Note: FCCA – Fellow Chartered Certified Accountant, CPA – Certified Public Accountant, CA – Chartered Accountant, ACCA – Association of Chartered Certified Accountant

In addition to the above, 34% (15 auditors) are in the midst of pursuing their professional certifications at various stages.

GIA commits to continuously strive to improve the proficiency and effectiveness of its service as stipulated in the Internal Audit Charter. These are accomplished through the following:

- ➔ Involvement of auditors in the identified areas, such as audit training, strategic initiatives, leadership and communication, business acumen, data analytics and career progression
- ➔ Maintain corporate membership status in IIA Malaysia, which provides access to internal auditors for training, reading materials, audit resources and current happenings in the audit fraternity

GIA continuously encourages auditors to equip themselves with sufficient knowledge and skills to demonstrate a high level of proficiency and due professional care in fulfilling auditors' responsibilities. In 2023, the internal auditors attended 2,340 hours of external and internal online training in multiple technical disciplines and professional certification programmes to enhance their job performance and career prospects.

GIA continues to strengthen its processes and approach to ensure comprehensive audit coverage. Key strategies implemented by GIA include workforce realignment and continuous upskilling of auditors. The GIA organisation structure is portfolio-focused, which supports talent development within GIA and enables the auditors to have adequate exposure to performing audits across the entire TM value chain.

Hawaby Sultan Muhamad
 Chief Internal Auditor

Hisham Zainal Mokhtar
 Chairman, Audit Committee

Enterprise Risk Management (ERM)

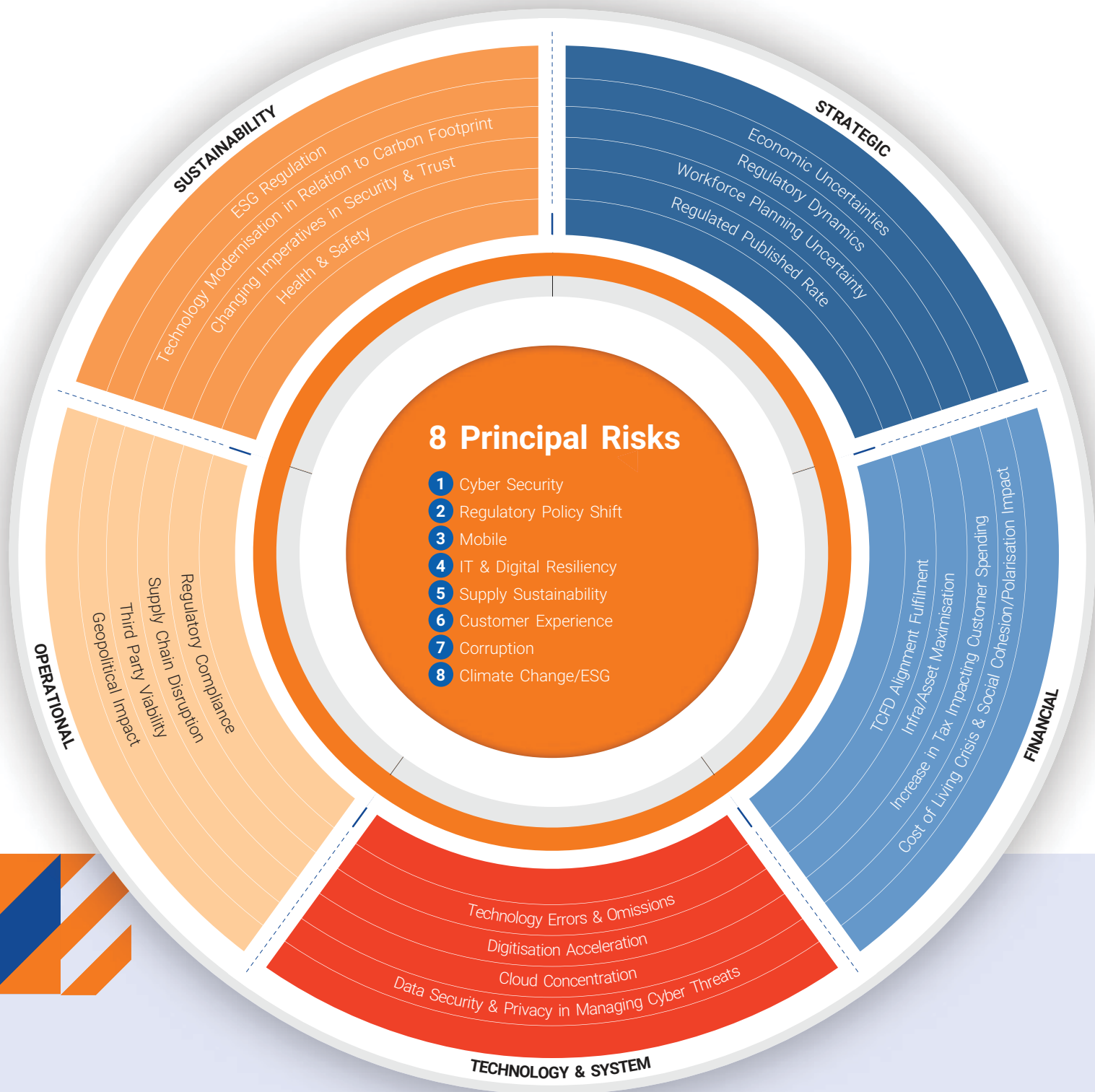


Figure 1: TM's Risk Landscape

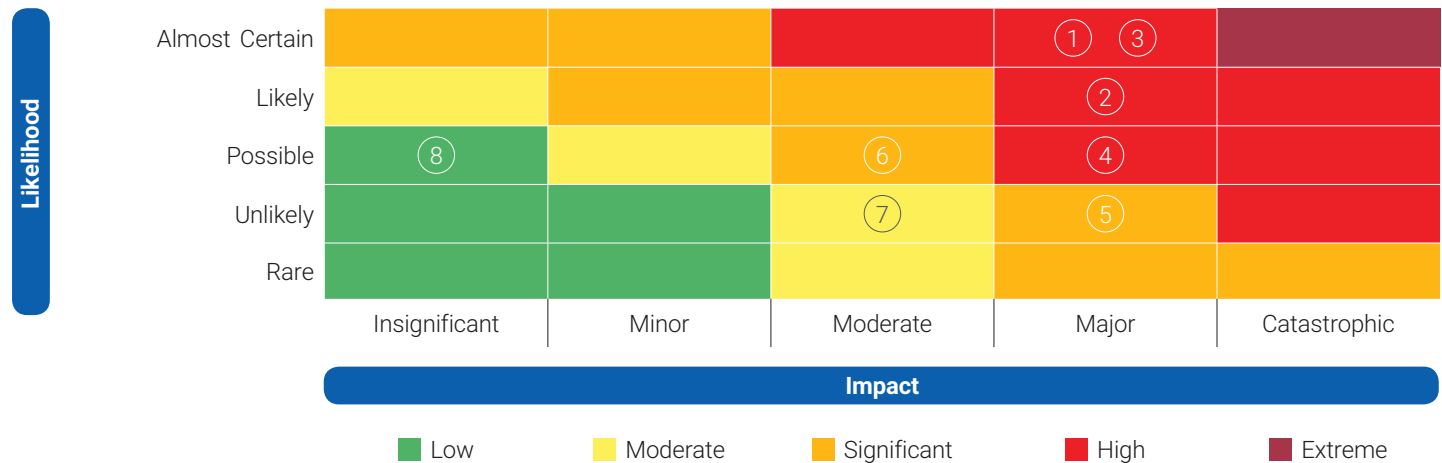
MANAGING UNCERTAINTIES IN OUR BUSINESS

TM Risk Landscape 2023 comprises of eight (8) Principal Risks, as well as external and internal factors that may directly or indirectly impact the organisation. The landscape provides perspective on managing uncertainties within our business. At its core, the Principal Risks guide board-level decisions and shape our enterprise strategy. Surrounding this core are risks stemming from external and internal factors that are continually monitored for their potential to escalate into corporate-level concerns.

The external and internal factors, primarily economic shifts, regulatory dynamics, market landscapes, global sentiments and sustainability obligations, serve as our early warning system. This facilitates foresight and navigation through the ever-evolving external environment, ensuring our continuous alignment with business objectives while remaining vigilant in navigating uncertainties toward sustainable growth and resilience.

OUR PRINCIPAL RISKS

ERM implementation in TM covers the width and breadth of the Group's operations as illustrated in the following sections, to provide a more structured overview of the Principal Risks in 2023.



Risk Outlook Across Time Horizon

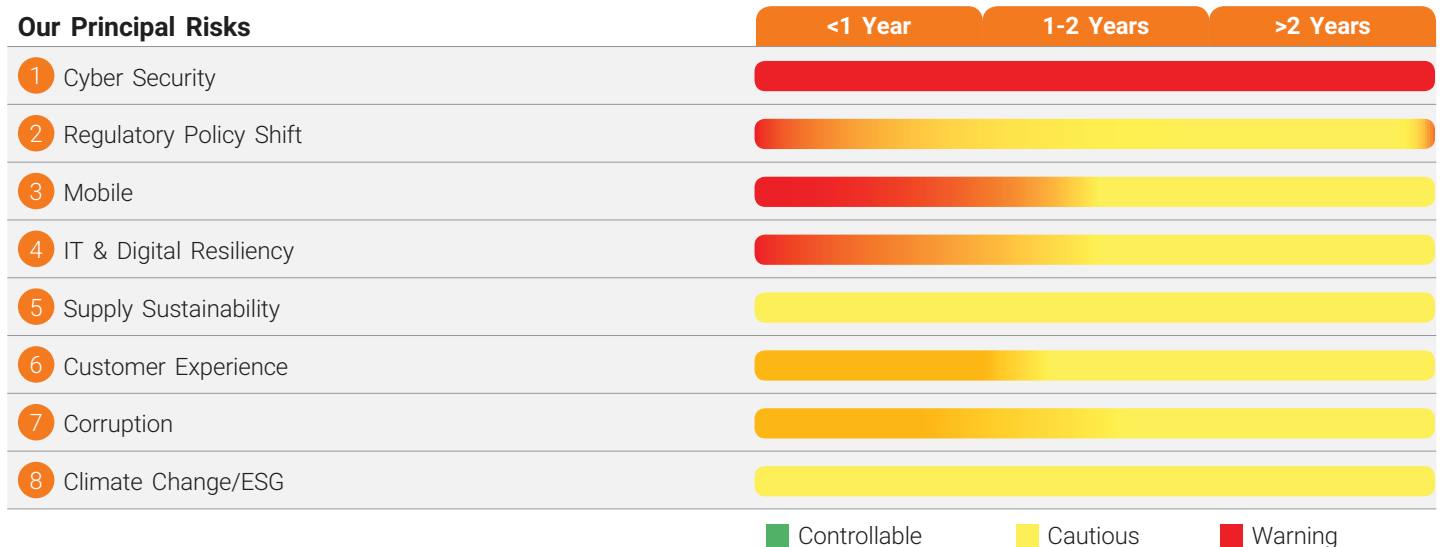


Figure 2: 2023 Principal Risks Heat Map & Risk Horizon

Our heat map depicts TM's full-year rating for the Principal Risks in 2023, which are presented to BRIC every quarter – these reflect the risks with the highest material impact on TM's strategy, business and operations.

Based on the heat map in Figure 2, TM's Principal Risks ratings range between LOW to HIGH. Cyber Security, Regulatory Policy Shift, Mobile and IT and Digital Resiliency have potential material impacts that will continue to be given attention. With the identified controls in place, the risks are expected to be managed more effectively as we progress towards completing our key mitigations.

Enterprise Risk Management (ERM)

External and internal factors that may pose as potential risks to TM's business and operations:



On the business front, TM prioritised improvements in the Mobile sector by closely monitoring risks related to quality and coverage to enhance customer experience and leverage 4G and 5G capabilities.

Our strategic focus on brand and customer experience is evidenced by innovations aligned with the JENDELA plan, ensuring broader coverage and enhanced broadband experiences. Throughout 2023, despite the intense competition among service providers, we continued our unwavering dedication to providing attractive offers. Unifi *Pakej RAHMAH* was launched in line with the Government’s goal of enhancing digital inclusivity by providing affordable access. It contributes to increased accessibility and affordability while reinforcing our commitment to customer-centric solutions.

Continuing our convergence agenda and recognising the digitalisation of TM’s business, caution prevailed amidst emerging uncertainties. This encompassed concerns about data privacy and protection, cyber threats, adaptation to the digital revolution, changing market demands, regulatory dynamics and the increasing impacts of climate change risk. These challenges are directly aligned with TM’s material matters, identified through comprehensive stakeholder engagement and are integral to our Group Sustainability Framework. TM incorporated strategic actions into operational plans, emphasising ESG considerations, including efforts to reduce carbon emissions from our operations as detailed in our Sustainability Report on pages 126 to 131.

In 2023, TM pioneered industry growth through digital innovation and sustainability, advancing toward the envisioned milestone of transforming into a Digital Powerhouse by 2030. TM aspires to harness cutting-edge technologies to make significant progress in the digital landscape, positioning Malaysia as the regional digital hub. Our strategic focus extends beyond connectivity, as we set our sights on shaping the future of technology on a global stage.

Our ESG initiatives not only provide a competitive edge but also deliver tangible benefits to customers, employees, investors and stakeholders. In the current economic recovery phase, TM showcases agility in response to market dynamics, evolving customer needs and regulatory shifts. Our shareholders highly value our dedication to competitiveness, risk resilience and seizing opportunities. As we navigate the changing landscape, our unwavering focus is on sustaining growth, fostering innovation and creating lasting value for all stakeholders, aligning seamlessly with our vision for the future.

Looking ahead, Group Risk Management (GRM) is enhancing how we handle risks, not only in day-to-day operations but also in strategic projects and investments. This fortifies our base for the future and echoes with the formation of BRIC to supersede the current BRC starting January 2024.



Business Continuity Management (BCM)

Theme: To regain trust and confidence in Business Continuity and Resilience in driving the country towards becoming a Digital society and enhancing service coverage and quality of experience for all Malaysians

FACTS AT A GLANCE

- a** TM is committed to its aspiration of becoming a Digital Powerhouse by 2030 with a vision to shape the future of technology on the global stage

- b** Further improvement in the effectiveness of the Business Continuity Plan (BCP) and DRP through regular Testing & Simulation exercises in collaboration with both external (Government Agencies and other GLCs) and internal (Divisions/LoBs/Subsidiaries & State Operations Centre) stakeholders

- c** Execution of best practices, coordination, monitoring, critical assets inventory management, physical hardening and inspection compliance requirements at TM's critical locations which are gazetted as the National Critical Keypoint (*Sasaran Penting Negara*)

TM'S BUSINESS CONTINUITY MANAGEMENT (BCM) – CONTEXT

In the evolving digital landscape, TM underscores its commitment to ensuring business continuity through a dedicated BCM governance framework. TM recognises the profound impact of technology in our operations and the importance of prioritising customer experience amidst embarking on our digital transformation. Our BCM governance strategy integrates practical policies and robust structures to navigate the complexities of the ever-changing technological environment and market requirements.





Figure 1: TM BCM's Framework

This framework ensures that technological innovations not only enhance connectivity but also adhere to ethical standards, inclusivity and privacy protection. TM's professionalism in BCM governance reflects our dedication to seamlessly sustain operations, foster resilience and uphold transparency as well as responsibility in the face of evolving challenges in the digital era.

TM's dedication to BCM is deeply ingrained in our governance structure. Within this framework, we meticulously analyse and address risks to safeguard the seamless delivery of our services, ensuring uninterrupted operations. In summary, the organisation prioritises business continuity through a well-structured governance framework that involves careful risk assessment and mitigation strategies. This commitment reflects a strategic mindset focused on ensuring the resilience and reliability of service delivery, even in the face of unforeseen challenges. TM's BCM framework includes proactive policies that address potential disruptions, providing a resilient response to disasters and crises. Underpinning our approach is a continuous improvement cycle that capitalises on lessons learnt, technological advancements and changes in the business landscape. On top of these, effective crisis communication, a key component of our BCM governance, keeps stakeholders informed about our strategies and measures in place.

As we navigate the digital landscape, TM's BCM governance not only safeguards business operations but also exemplifies our dedication to become a Digital Powerhouse by 2030, where the seamless integration of technology aligns with the principles of responsibility, inclusivity and positive societal impact. This commitment underscores our role as a technology leader contributing to a digitally connected and resilient future.

Business Continuity Management (BCM)

BUSINESS IMPACT ANALYSIS (BIA) PROVIDES THE FOUNDATION FOR EFFECTIVE BUSINESS CONTINUITY EXECUTION

A resilient organisation is one that can pre-empt and adapt to change, regardless of whether it is a planned change or a sudden change. With change also comes opportunities, so it is about understanding the wider benefits that a Business Impact Analysis (BIA) can provide to the organisation. It is a critical component of an organisation’s risk management and business continuity planning process. Regular reviews of key BIA are essential to ensure that it remains up-to-date and aligned with the evolving business environment. It is important to take a holistic view and understand how a major change or incident can affect the operation of TM’s business, our customers and potentially their customers. In a world of digital transformation, where so many companies are interconnected and dependent on each other, it is important that the BIA also take external factors as a consideration.

The BIA stands as a pivotal component of TM’s BCM framework. A total of 13 registered BIAs are planned throughout 2023, covering the scope of our BCM key pillars, which include Network Connectivity and Mobile, IT & Information Security, Customer Touchpoint, Civil, Mechanical and Electrical (CME) Infrastructure and Commercial Building and Procurement & Logistic Operation. The objective of conducting the BIA is to develop a comprehensive understanding of how potential disruptions could impact various facets of our business operations. Through meticulous evaluation of critical processes, dependencies and resources, our goal at TM is to identify vulnerabilities and prioritise areas for required mitigations.

This proactive approach is designed to equip TM with the necessary tools to navigate challenges, minimise downtime and uphold a high service continuity. The desired outcome extends beyond mere resilience; we aim for an improved capacity to respond swiftly and effectively to unforeseen events, thereby safeguarding our reputation and instilling confidence among stakeholders.

Business Impact Analysis (BIA) Objective – To outline BCP & DRP Strategy Plan, e.g. RTO, MBCO timeline, Recovery Plan

No.	BCM Key Pillars	Planned BIA (based on critical scope)	BIA Key Highlights & Improvement Areas
1	Network & Mobile	<ol style="list-style-type: none"> BIA for Telco Cloud BIA for 5G Core BIA for NGOSS 	<ul style="list-style-type: none"> Evaluating and reviewing BC Strategy Plan (e.g. RTO & MBCO capabilities) Prioritisation of Critical Business Function <ol style="list-style-type: none"> Enabler & System Availability Product & Service Availability Workforce & Vendor Capability
2	IT & Information Security	<ol style="list-style-type: none"> BIA for Unifi Mobile Reward system BIA for RPA system BIA for TM API system BIA for Security Gateway 	<ul style="list-style-type: none"> Quantify the business impact by assessing the financial, operational and strategic implications of the outcomes
3	CME Infrastructure & Building	<ol style="list-style-type: none"> BIA for TM’s Hill Station (Priority to 6 Critical sites nationwide) 	<ul style="list-style-type: none"> Regularly perform DRP/BCP Simulation exercises (e.g. TTX & FTX)
4	Customer Touchpoints	<ol style="list-style-type: none"> BIA for Smart Services BIA for Tech Inventory & Supply Chain BIA for Private 5G Connectivity BIA for Business Process Outsourcing 	<ul style="list-style-type: none"> Review recovery requirements to develop BCP/DRP strategies, ERP/CMP protocol and procedure, crisis communication plan and recovery solutions
5	Procurement	<ol style="list-style-type: none"> BIA for Upstream Supply Chain 	<ul style="list-style-type: none"> Continuous Improvement i.e. PIR/AAR TTX/FTX collaboration effort with external stakeholders (e.g. key suppliers, Government agencies, local authorities & regulators)

Table 1: 2023 Key Business Impact Analysis (BIA) based on TM’s BCM Key Pillars

BUSINESS CONTINUITY PLAN (BCP)

As a testament to our commitment to operational resilience, TM significantly emphasises regular testing and simulation exercises for our BCP and DRP. Internally, these exercises involve the active participation of key stakeholders across various departments, ensuring a comprehensive evaluation of response mechanisms and the effectiveness of our strategies. External stakeholders, including partners and regulatory bodies, are also engaged in selected simulations to enhance coordination and strengthen the collective resilience of the entire ecosystem.

1. Disaster Recovery Equipment (DRE) Cabin & Cellular on Wheel (CoW) Mobilisation FTX Simulation Exercise

In our pursuit of operational excellence, TM systematically executes BCP & DRP testing and simulation exercises, engaging both internal and external stakeholders. A notable highlight in this commitment was the recent DR Simulation Drill exercise conducted in Bagan Pasir, Perak, from 12 to 13 October 2023.

The exercise was focused on validating the operational readiness of our CoW and DRE Service Cabin units. Positioned as operational hubs during crises, these mobile units showcased their capabilities in real-time communication, decision-making and resource coordination. This hands-on mobilisation exercise not only served to test the efficiency of our Disaster Recovery team's response but also confirmed the seamless integration of these units with our broader BCP and DRP strategies.

The objective of the DR Simulation Drill exercise is to ensure TM's readiness for deployment of DRE Service Cabin and CoW during disasters or crises as part of the Business Continuity Strategy Plan led by GNT and TM State Operation Centre (TSOC) Perak.

In line with the TCFD recommendations in addressing the climate risk, BCM is covering the Physical Risk such as direct damage to assets and property caused by natural calamity. TM continue to assess and review climate related risks in managing the physical risk brought forth by the climate change, hence we continue to strengthen our BCP & DRP execution to sustain and strengthen our operational resiliency.

Field Training Exercise (FTX) Objective – To validate the readiness of the Operational Response Team (ORT) in responding to and recovering from various disasters or crises




No.	Scenario Plan	Scope DRP Testing & Observations	Results & Expected Outcomes
1	Major Fire Incident	1. Mobilisation of DR Equipment to recover services <ul style="list-style-type: none"> • Deployment of CoW through fibre • Deployment of DR Equipment (network element) OLT, MG, DWDM • Deployment of DR Equipment (power equipment) Mobile genset, LiOn battery, mobile rectifier 	1. Achieved Network and Service Recovery within the pre-defined RTO targets 2. Successfully validate the effectiveness of the recovery plan 3. Identification of gaps & improvement opportunities
2	Major Flood Incident	2. Establish temporary communication via VSAT 3. Resumption of services in affected areas: <ul style="list-style-type: none"> • Unifi (Fixed Broadband Service) • Unifi (4G/LTE Mobile Service) • IPME via NID • Voice via MG (test gear) • Data via VSAT connectivity 4. Observation from gaps improvement & closure: <ul style="list-style-type: none"> • To review and further improve the target for the Recovery Time Objective (RTO) based on mobilisation distance • To explore other alternative technologies as temporary backhaul 	 <p>DSNG ✓</p>  <p>DRE Cabin ✓</p>  <p>CoW ✓</p>

Table 2: DR simulations exercise key highlights & outcomes

Business Continuity Management (BCM)

2. 2023 National Comprehensive Security Exercise (EX-COMSEC) Seminar & Tabletop Exercise (TTX)

The Government of Malaysia has recognised TM as one of the Critical National Infrastructures (CNI) by virtue of it being one of the key players for essential services in the telecommunication sector. As such, TM aligned itself with the Government’s commitment towards national security preparedness, which is led by the National Security Council (MKN). In 2023, TM participated in the inaugural cross-agency/cross-industry EX-COMSEC organised by MKN towards readiness in managing national level security threats. The overview of EX-COMSEC and what it meant for TM is depicted in the following diagramme:



Who are involved in EX-COMSEC?

Telekom Malaysia
(Divisions/LoBs)



Critical Network Infrastructure
(CNI) Entities



Government Agencies
& Public Sectors



Figure 3: EX-COMSEC Participants from various Federal & State Government agencies and GLCs

TM has been given the opportunity to participate in the TTX as one of the industry players to test relevant SOPs for emergency response actions and crisis management handling together with other agencies, local authority, industries and communities in relation to the NSC Directive No.18 to Terrorism & Public Order threats crises.

TM's participation in EX-COMSEC is particularly crucial, given our recognition by the Government due to TM's roles as an essential services provider. This acknowledgment underscores TM's pivotal position in ensuring readiness and facilitating smooth cross-agency coordination in response to potential national security threats.



Figure 4: The Table Top Exercise (TTX) session was successful with the involvement of 35 agencies/authorities and GLC participants

Business Continuity Management (BCM)

Representing a significant milestone as Malaysia's first National-scale exercise, EX-COMSEC stands as a pivotal event designed to enhance better coordination and crisis communication, emergency response capabilities among various Government inter-agencies, GLCs and communities in managing national security crises.



Figure 5: The closing ceremony of EX-COMSEC 2023 was graced by the Director General of National Security Council (MKN)

Post EX-COMSEC 2023 TTX event, an After-Action Review (AAR) meeting was conducted to debrief the TTX outcomes in order to facilitate learning and continuous improvement by identifying what worked well, what could be improved and how to apply the lessons learnt for future TTX/FTX activities planned for 2024.



Figure 6: After-Action Review (AAR) Meeting for Post TTX Implementation review

Beyond its immediate impact, the exercise provides TM with a unique opportunity to refine and improve its Business Continuity Plan. Additionally, it serves as a platform for upskilling our team, equipping them to effectively address potential national-level threats. TM's active involvement in EX-COMSEC not only underscores our commitment to national security interest but also reinforces our credibility with key stakeholders, ensuring our ongoing contribution to the resilience and preparedness of the nation.

CRITICAL NATIONAL INFRASTRUCTURE (CNI) & TM'S CRITICAL KEYPOINT PROTECTION SEMINAR & AWARENESS

Building upon the momentum of our commitment to national security, TM orchestrated a seminar on the CNI and TM Keypoint Protection on 27 February 2023. This seminar and awareness event represented a concerted effort to refine and elevate the management and compliance requirements of National Keypoint (i.e. *Sasaran Penting*) related regulations, directives and acts.



Figure 7: Critical National Infrastructure (CNI) and Keypoint Protection Seminar & Awareness Session

In addition to providing a platform for TM personnel to gain insights, the programme also included Professional Sharing sessions by reputable speakers from relevant authorities (e.g. the National Security Council (MKN), the Chief Government Security Officer (CGSO), the National Cyber Security Agency (NACSA), the Civil Aviation Authority of Malaysia (CAAM) and the MCMC.

TM's proactive effort in organising this seminar and awareness programme reflects our unwavering commitment to continuously improve the national security protocols. This includes our commitment to regularly review and assess control effectiveness at the designated Critical Keypoint sites to ensure the compliance requirements are being fulfilled, hence strengthening our commitment to fortify and safeguard TM's interest, which can lead to a significant impact on economic, defence, security or disruption to Government functions at the national level.

Moving Forward →

TM continues to drive improvement of its BCM programmes whilst embedding business continuity as part of TM's culture. Being at the forefront of telecommunication technology evolution of the nation and providing connectivity to millions of Malaysians, business continuity management and its discipline have become even more important for TM as we progress towards becoming a Digital Powerhouse by 2030. TM remains committed to providing reliable quality service to its customers, ensuring that national security and essential services continue to operate in the face of national-level crises or disasters attributed to aggressive climate change or man-made impacts. By addressing TM's business continuity matters, the Group can create better stakeholder value, manage associated risks and opportunities and create positive economic, environmental and social impacts for sustainable growth.



Additional Compliance Information

The following information is provided in compliance with the Main LR of Bursa Securities:

1.0 UTILISATION OF PROCEEDS FROM CORPORATE PROPOSALS

There were no proceeds from corporate proposals carried out during the financial year.

Disclosed in accordance with Appendix 9C, Part A, item 13 of the Main LR

2.0 MATERIAL CONTRACTS INVOLVING INTERESTS OF DIRECTORS & MAJOR SHAREHOLDERS

There were no material contracts or any contracts in relation to loans entered into by the Company and/or its subsidiaries involving the interests of the Directors or major shareholders, either still subsisting as at 31 December 2023 or entered into since the end of the previous FYE 31 December 2022, except the following:

Transacting Party	General Nature	Consideration passing to or from the listed issuer or any other corporation in the group	Date of the Agreement/ Effective Date	Mode of Satisfaction of Consideration	Relationship
TM Digital Nasional Berhad (DNB)	1. Provision of 5G RAN to-Edge Fronthaul and Backhaul Service	DNB to TM	Agreement Date: 14 April 2022 Effective date: 28 August 2021	Cash	a) MOF Inc., a corporate body established under the Minister of Finance (Incorporation) Act, 1957, is the holding company of DNB and a person connected to Khazanah Nasional Berhad (Khazanah).
	2. Share Subscription Agreement for equity stake in DNB between TM, MOF Inc. and DNB	TM to DNB	Agreement date: 1 December 2023	Cash	b) Khazanah is a major shareholder of TM. c) Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board.
	3. Subscription to DNB's regulated 5G services	TM to DNB	Agreement date: 7 October 2022	Cash	Dato' Zainal Abidin Putih is also a former director of Khazanah within the preceding 6 months. d) Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.

Disclosed in accordance with Appendix 9C, Part A, items 21 and 22 of the Main LR

3.0 EMPLOYEE SHARE SCHEME – LONG-TERM INCENTIVE PLAN (LTIP)

TM has in place a LTIP for all eligible employees and Executive Director (ED) as approved by the shareholders at the Extraordinary General Meeting of the Company held on 28 April 2016. The main objective of the LTIP is to encourage performance culture and as a retention tool. The LTIP comprises Restricted Share (RS) and Performance Share (PS) grants. The main difference between the RS and PS are the eligibility of the employees in terms of their job grades in the Group, the performance metrics to be met, which will be determined prior to the grant being made and the vesting periods of the grant to the eligible employees.

TM LTIP shares granted, vested, lapsed and outstanding since the implementation of the plan until FY2023 are as follows:

	Restricted Shares (RS)	Performance Shares (PS)
Total number of shares granted	48,922,900	8,465,500
Total number of shares vested	43,103,600	3,559,100
Total number of shares lapsed	5,819,300	4,906,400

There was no granting of new RS or PS pursuant to the LTIP during the FYE 31 December 2023 and no PS grants have been accorded to the MD/GCEO to date. Further details on the grant's status to date are disclosed in our Financial Statement Book 2023.

Disclosed in accordance with Appendix 9C, Part A, item 27 of the Main LR



Additional Compliance Information

4.0 RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (RRPT)

At the 38th Annual General Meeting (AGM) held on 25 May 2023, the Company had obtained a general mandate from its shareholders on the RRPT entered into by the Company and/or its subsidiaries as set out in the Circular to Shareholders dated 26 April 2023 (RRPT Mandate). This RRPT Mandate is valid until the conclusion of the forthcoming 39th AGM of the Company to be held on 30 May 2024.

Pursuant to Paragraph 10.09(2)(b) and Paragraph 3.1.5 of Practice Note 12 of the Main LR, details of the RRPT entered into during the FYE 31 December 2023 pursuant to the said RRPT Mandate are as follows:

Transacting Companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of Relationship	Nature of RRPT	Value of Transaction (RM '000)
Our Company and/or our subsidiaries	Axiata Group Berhad (Axiata) and/or its subsidiaries (Axiata Group)	<u>Interested Major Shareholder</u>	<p>Khazanah is a Major Shareholder of TM and Axiata.</p> <p>Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board.</p> <p>Dato' Zainal Abidin Putih is also a former director of Khazanah for the preceding six (6) months.</p> <p>Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.</p> <p>MOF Inc. is a Person Connected to Khazanah.</p>	<u>Revenue</u>	
		• Khazanah		• Interconnect revenue from Axiata Group.	444
		<u>Interested Directors</u>		• Provision of data and bandwidth-related services to Axiata Group.	3,236
		• Dato' Zainal Abidin Putih		• Provision of contact centre and business process outsourcing services by VADS Berhad (VADS) to Axiata Group.	19,924
		• Amar Huzaimi Md Deris		• Provision of fibre optic core, data and bandwidth services by Fiberail Sdn Bhd (Fiberail) to Axiata Group.	121
		• Datuk Dr. Shahrazat Haji Ahmad		• Provision of fibre optic, bandwidth, space and facility by Fibrecomm Network (M) Sdn Bhd (Fibrecomm) to Axiata Group.	192
		• Iszad Jeffri Ismail			
		• Dato' Mohamed Nasri Sallehuddin			
		<u>Interested Person Connected</u>			
		• MOF Inc.			
		<u>Cost</u>			
		• Interconnect charges by Axiata Group.	9		
		• Leased-line charges by Axiata Group.	1,477		
		• Site rental for telecommunication infrastructure, equipment and related charges by Axiata Group to TM Group.	29,902		
		TOTAL	55,305		

Transacting Companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of Relationship	Nature of RRPT	Value of Transaction (RM '000)
Our Company and/or our subsidiaries	Tenaga Nasional Berhad (TNB) and/or its subsidiaries (TNB Group)	<u>Interested Major Shareholder</u> <ul style="list-style-type: none"> Khazanah 	Khazanah is a Major Shareholder of TM and TNB.	Revenue <ul style="list-style-type: none"> Provision of connectivity services, ICT equipment and security surveillance devices to TNB Group. 	16,035
		<u>Interested Directors</u> <ul style="list-style-type: none"> Dato' Zainal Abidin Putih Amar Huzaimi Md Deris Datuk Dr. Shahrazat Haji Ahmad Iszad Jeffri Ismail Dato' Mohamed Nasri Sallehuddin 	Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board. Dato' Zainal Abidin Putih is also a former director of Khazanah for the preceding six (6) months. Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board. MOF Inc. is a Person Connected to Khazanah.	<ul style="list-style-type: none"> Provision of fibre optic and bandwidth for telecommunication services to TNB Group. Provision of digital services solutions and software to TNB Group. 	7,698 0
		<u>Interested Person Connected</u> <ul style="list-style-type: none"> MOF Inc. 		Cost <ul style="list-style-type: none"> Leasing of fibre optic from TNB Group. Leasing of infrastructure for telecommunication services from TNB Group. 	13,533 8,360
TOTAL					45,626
Our Company and/or our subsidiaries	Petroliam Nasional Berhad (Petronas) and/or its subsidiaries (Petronas Group)	<u>Interested Directors</u> <ul style="list-style-type: none"> Dato' Zainal Abidin Putih Amar Huzaimi Md Deris Datuk Dr. Shahrazat Haji Ahmad Iszad Jeffri Ismail Dato' Mohamed Nasri Sallehuddin 	Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board. Dato' Zainal Abidin Putih is also a former director of Khazanah for the preceding six (6) months. Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board. Khazanah is a major shareholder of TM.	Revenue <ul style="list-style-type: none"> Provision of connectivity, customer and smart services to Petronas Group. Sales of fibre optic cables, bandwidth and ethernet services to Petronas Group. Provision of digital services solutions and software to Petronas Group. 	78,606 19,747 0
		<u>Interested Person Connected</u> <ul style="list-style-type: none"> MOF Inc. 	MOF Inc. is a Major Shareholder of Petronas and a Person Connected to Khazanah.	Cost <ul style="list-style-type: none"> Payment of charges by Petronas Group on the design, supply, installation and maintenance of the Solar Power System. Right of way, cabin and reimbursement fees of Fiberail's facilities charges by Petronas Group. Purchase of fuel from Petronas Group. 	101 3,845 4,196
TOTAL					106,495



Additional Compliance Information

Transacting Companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of Relationship	Nature of RRPT	Value of Transaction (RM '000)	
Our Company and/or our subsidiaries	Astro Malaysia Holdings Berhad (AMHB) and/or its subsidiaries (AMHB Group)	Interested Major Shareholder <ul style="list-style-type: none"> Khazanah 	Khazanah is a Major Shareholder of TM and AMHB.	Revenue <ul style="list-style-type: none"> Provision of data, transmission and content delivery services AMHB Group. Provision of connectivity, customer and smart services to AMHB Group. 	55,092	
		Interested Directors <ul style="list-style-type: none"> Dato' Zainal Abidin Putih Amar Huzaimi Md Deris Datuk Dr. Shahrazat Haji Ahmad Iszad Jeffri Ismail Dato' Mohamed Nasri Sallehuddin 	Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board. Dato' Zainal Abidin Putih is a former director of Khazanah for the preceding six (6) months. Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.		10,740	
					TOTAL	65,832
Our Company and/or our subsidiaries	CelcomDigi Berhad (CelcomDigi) and/or its subsidiaries (CelcomDigi Group)	Interested Major Shareholder <ul style="list-style-type: none"> Khazanah 	Axiata is a Major Shareholder of CelcomDigi. Khazanah is a Person Connected to Axiata and also an indirect Major Shareholder of CelcomDigi.	Revenue <ul style="list-style-type: none"> Interconnect revenue from CelcomDigi Group. Core rental and mobile services charges to CelcomDigi Group. Provision of fibre optic, bandwidth, space and facility by Fibrecomm to CelcomDigi Group. Provision of fibre optic core, data and bandwidth services by Fiberail to CelcomDigi Group. Provision of data and bandwidth related services to CelcomDigi Group. Provision of internet access and broadband services to CelcomDigi Group. Provision of leased-line services to CelcomDigi Group. Site rental for telecommunication infrastructure, equipment and related charges by TM Group to CelcomDigi Group. 	12,809	
		Interested Directors <ul style="list-style-type: none"> Dato' Zainal Abidin Putih Amar Huzaimi Md Deris Datuk Dr. Shahrazat Haji Ahmad Iszad Jeffri Ismail Dato' Mohamed Nasri Sallehuddin 	Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board. Dato' Zainal Abidin Putih is a former director of Khazanah for the preceding six (6) months. Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.		581	
					TOTAL	158,589
					TOTAL	46,318
					TOTAL	46,318

Transacting Companies in our Group	Transacting Related Parties	Interested Major Shareholder/Director	Nature of Relationship	Nature of RRPT	Value of Transaction (RM '000)
				Cost <ul style="list-style-type: none"> Interconnect charges by CelcomDigi Group. 11,638 Core rental and mobile services from CelcomDigi Group to TM Group. 4,789 Domestic Roaming and Multi Operator Core Network technologies by CelcomDigi Group to TM Technology Services Sdn Bhd. 12,365 Leased-line charges by CelcomDigi Group. 957 Site rental for telecommunication infrastructure, equipment and related charges by CelcomDigi Group to TM Group. 4,997 Fibre optic and leased-line charges by CelcomDigi Group to Fibrecomm. 1,046 	
				TOTAL	320,982
Our Company and/or our subsidiaries	DNB	Interested Directors <ul style="list-style-type: none"> Dato' Zainal Abidin Putih Amar Huzaimi Md Deris Datuk Dr. Shahrazat Haji Ahmad Iszad Jeffri Ismail Dato' Mohamed Nasri Sallehuddin 	Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Datuk Dr. Shahrazat Haji Ahmad and her alternate director, Iszad Jeffri Ismail are nominee directors of MOF Inc. on TM Board. Dato' Zainal Abidin Putih is also a former director of Khazanah for the preceding six (6) months. Dato' Mohamed Nasri Sallehuddin is a nominee director of Khazanah on TM Board.	Revenue <ul style="list-style-type: none"> Provision of connectivity, customer and smart services to DNB. 254 Provision of 5G connectivity and its core network comprising the leasing of fibre, site, data centre, edge facilities and other related transmission services to DNB. 105,228 	
		Interested Person Connected <ul style="list-style-type: none"> MOF Inc. 	MOF Inc. is the holding company of DNB and a Person Connected to Khazanah.	Cost <ul style="list-style-type: none"> Subscription to DNB 5G Access Network. 3,043 Site rental for telecommunication infrastructure, equipment and related charges by DNB to TM Group. 0 	
				TOTAL	108,525

Note: Disclosure on Interested Major Shareholder/Director is as at 31 March 2024, coincides with the Latest Practicable Date (LPD) for Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate for RRPT dated 30 April 2024.

Corporate Information

BOARD OF DIRECTORS →

Dato' Zainal Abidin Putih

Chairman

Non-Independent Non-Executive Chairman

Amar Huzaimi Md Deris

Managing Director/Group Chief Executive Officer

Non-Independent Executive Director

Datuk Dr. Shahrazat Haji Ahmad

Non-Independent Non-Executive Director

Dato' Mohamed Nasri Sallehuddin

Non-Independent Non-Executive Director

Muhammad Afhzal Abdul Rahman

Non-Independent Non-Executive Director

Tunku Afwida Tunku Dato' A.Malek

Senior Independent Director

Balasingham A. Namasiwayam

Independent Non-Executive Director

Hisham Zainal Mokhtar

Independent Non-Executive Director

Suhendran Sockanathan*

Independent Non-Executive Director

Datuk Siti Zauyah Md Desa

Independent Non-Executive Director

Rossana Annizah Ahmad Rashid

Independent Non-Executive Director

Ahmad Taufek Omar

Non-Independent Non-Executive Director

Iszad Jeffri Ismail

Alternate Director to Datuk Dr. Shahrazat Haji Ahmad

Non-Independent Non-Executive Alternate Director

* referred to as "Saheran Suhendran" throughout this IAR

SENIOR INDEPENDENT DIRECTOR →

Tunku Afwida Tunku Dato' A.Malek

Email : sid@tm.com.my

COMPANY SECRETARIES →

Hamizah Abidin

LS 0007096

SSM Practicing Certificate No. 201908001071

Mohammad Yazmi Mat Raschid

MAICSA 7028878

SSM Practicing Certificate No. 202308000182

REGISTERED OFFICE →

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50672 Kuala Lumpur

Malaysia

Tel : +603-2240 1221

Fax : +603-2283 2415

Email : cosec@tm.com.my

HEAD OFFICE →

Menara TM

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50672 Kuala Lumpur

Malaysia

Tel : +603-2240 9494

Website : www.tm.com.my

STOCK EXCHANGE LISTING →

Listed on the Main Market of Bursa Malaysia Securities Berhad

Listing Date : 7 November 1990

Stock Name : TM

Stock Code : 4863

Stock Sector : Telecommunications & Media

SHARE REGISTRAR →

Boardroom Share Registrars Sdn Bhd

Registration No. 199601006647 (378993-D)

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No. 5, Jalan Prof. Khoo Kay Kim

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46200 Petaling Jaya

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Malaysia

Tel : +603-7890 4700 (Helpdesk)

Fax : +603-7890 4670

Website : www.boardroomlimited.com

Email : bsr.helpdesk@boardroomlimited.com



AUDITOR →

Ernst & Young PLT

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 Jalan Damanlela
 Pusat Bandar Damansara
 50490 Kuala Lumpur
 Malaysia
 Tel : +603-7495 8000
 Fax : +603-2095 5332
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PRINCIPAL BANKERS →

CIMB Bank Berhad

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 Kuala Lumpur Sentral
 50470 Kuala Lumpur
 Malaysia





Malayan Banking Berhad

Registration No. 196001000142 (3813-K)
 Level 14, Menara Maybank
 100, Jalan Tun Perak
 50050 Kuala Lumpur
 Malaysia

CONTACT US →

Unifi Customer Service

Reach out to our digital channels:

-  maya.unifi.com.my
-  help@tm.com.my
-  @Unifi
-  @Unifi

Contact our customer careline at 100 or visit our Unifi Stores nationwide

For enquiries on TM

- Website: www.tm.com.my
- Contact our general line at +603-2020 9494
- Follow TM on:

-  @myTMgroup
-  @myTMgroup
-  @myTMgroup
-  @myTMgroup
-  TelekomMalaysia



GROUP COMPANY SECRETARY

Hamizah Abidin

Hamizah heads the Group Company Secretarial Division and is responsible for corporate secretarial matters for TM Group, PLC Compliance and Corporate Governance Unit. Her profile is disclosed on page 207 of the IAR 2023.

Tel : +603-2240 1204
 Fax : +603-2283 2415
 Email : cosec@tm.com.my



VP CORPORATE FINANCE & INVESTOR RELATIONS

Delano Abdul Kadir

Delano is responsible for the overall planning and implementation of investor relations, providing corporate finance counsel to the senior management team as well as developing and driving treasury functions for TM. He joined TM in 2020 and has over 23 years of experience and had previously served as the Head of Investor Relations at Time dotcom Berhad and Icon Offshore Berhad, where he was instrumental in the listing of the companies. Delano has held various roles in the capital markets and advisory divisions in AmlInvestment Bank, Kuwait Finance House, Affin Investment Bank and Standard Chartered.

Delano has completed the Leadership Programme at Harvard Business School in 2021. He holds a Bachelor of Arts from the University of East Anglia, United Kingdom and a Diploma in Economics from University of London.

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 Email : investor@tm.com.my

Corporate Directory






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UNIFI

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 Jalan Pantai Baharu
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 Website : unifi.com.my

Follow Unifi on:

-  @Unifi
-  @Unifi
-  @unifi
-  @unifiyourworld
-  @UnifiYourWorld

Download Unifi apps:

-  MyUnifi
-  Unifi Mobile

TM ONE

Level 30, TM Annexe 2
 Jalan Pantai Jaya, Off Jalan Pantai Baharu
 59200 Kuala Lumpur
 Website : tmone.com.my

VADS BERHAD

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 59200 Kuala Lumpur

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 Sales enquiry : enquiry@fiberail.com.my
 General enquiry : ccd@fiberail.com.my
 Website : fiberail.com.my

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 Fax : +603-2240 1530
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 Email : credence.tech

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 Email : general@telekommalaysia.com.hk

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(i) East Coast Office

7925 Jones Branch Drive
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(ii) West Coast Office

2300 West Sahara Avenue Suite 800
 Las Vegas, NV 89102, USA

(iii) 6701 Koll Center Pkwy Suite 250 Pleasanton, CA 94566, USA

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TM DIGITAL ACADEMY

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 59200 Kuala Lumpur
 Email : securityoshe@tm.com.my

SUPPORT BUSINESS

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UNIVERSITI TELEKOM SDN BHD

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GRI Content Index

Statement of use	Telekom Malaysia has reported the information cited in this GRI content index for the period 1 January 2023 to 31 December 2023 with reference to the GRI Standards.
GRI 1 Used	GRI 1: Foundation 2021

GRJ version

GRI Standard	Disclosure	Reference Page
GRI 2: General Disclosures	2-1 Organisational details	About TM, pages 8 to 15
	2-2 Entities included in the organisation's sustainability reporting	Our Reporting Journey, pages 4 to 5
	2-3 Reporting period, frequency and contact point	Our Reporting Journey, pages 4 to 5
	2-4 Restatements of information	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131
	2-5 External assurance	Our Reporting Journey, pages 4 to 5, 257 to 259
	2-6 Activities, value chain and other business relationships	About us: Value Creation Story – Value Creation Business Model, pages 58 to 59 Our Business: Unifi, page 72 Our Business: TM One, page 76 Our Business: Credence, page 80 Our Business: TM Global, page 82
	2-7 Employees	About Us: Value Creation Story – Value Creation Business Model, pages 58 to 59 About Us: Value Creation Story – Our Capitals, pages 60 to 62 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
	2-8 Workers who are not employees	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
	2-9 Governance structure and composition	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-10 Nomination and selection of the highest governance body	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-11 Chair of the highest governance body	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-12 Role of the highest governance body in overseeing the management of impacts	Our Sustainability Journey: Sustainability Governance – Governance Structure, page 94 Our Governance: Corporate Governance Overview Statement, pages 170 to 193 Our Governance: Director's Statement on Risk Management and Internal Controls, pages 218 to 226 Our Governance: Enterprise Risk Management, pages 230 to 233 Our Governance: Business Continuity Management, pages 234 to 241
	2-13 Delegation of responsibility for managing impacts	Our Sustainability Journey: Sustainability Governance – Governance Structure, page 94 Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-14 Role of the highest governance body in sustainability reporting	Our Sustainability Journey: Sustainability Governance – Governance Structure, page 94
	2-15 Conflicts of interest	Our Governance: Corporate Governance Overview Statement, pages 170 to 193 Our Governance: Statement of Internal Audit (SIA), pages 227 to 229
	2-16 Communication of critical concerns	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-17 Collective knowledge of the highest governance body	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-18 Evaluation of the performance of the highest governance body	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-19 Remuneration policies	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-20 Process to determine remuneration	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-22 Statement on sustainable development strategy	About us: Words from the leaders – Chairman's Message, page 16 About us: Words from the Leaders – GCEO's Message, page 20 Our Sustainability Journey: Sustainability at TM – Sustainability Framework & Integration Plan, pages 88 to 89
	2-23 Policy commitments	Our Sustainability Journey: Sustainability at TM – Sustainability Framework & Integration Plan, pages 88 to 89 Our Sustainability Journey: Sustainability Governance – Policies, Guidelines & Certifications, pages 95 to 96

GRI Standard	Disclosure	Reference Page
GRI 2: General Disclosures	2-24 Embedding policy commitments	Our Sustainability Journey: Sustainability at TM – Sustainability Framework & Integration Plan, pages 88 to 89 Our Sustainability Journey: Sustainability Governance – Policies, Guidelines & Certifications, pages 95 to 96 Our Sustainability Journey: Enable Sustainable Growth for Customers and the Community, pages 98 to 121 Our Sustainability Journey: Ensure Business Resilience within TM and our Value Chain, pages 122 to 165
	2-25 Processes to remediate negative impacts	Our Governance: Corporate Governance Overview Statement, pages 170 to 193
	2-27 Compliance with laws and regulations	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Ethical Business (Good Governance), pages 161 to 165
	2-28 Membership associations	Our Sustainability Journey: Sustainability at TM – Becoming a Sustainability Thought Leader, page 93
	2-29 Approach to stakeholder engagement	About Us: Value Creation Story – Stakeholder Priorities, pages 32 to 35
	2-30 Collective bargaining agreements	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
GRI 3: Material Topics 2021	3-1 Process to determine material topics	About Us: Value Creation Story – Material Matters, pages 37 to 44
	3-2 List of material topics	About Us: Value Creation Story – Material Matters, pages 37 to 44 About Us: Value Creation Story – Value Creation Business Model, pages 58 to 59
Innovation & Technology		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Enable Sustainable Growth for Customers & the Community – Digital Inclusion (Innovation & Technology), pages 100 to 102
Customer Experience		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Enable Sustainable Growth for Customers & the Community – Digital Inclusion (Customer Experience), pages 103 to 107
Network Stability & Quality		
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Affordability & Inclusion		
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	203-2 Significant indirect economic impacts	Our Sustainability Journey: Enable Sustainable Growth for Customers & the Community – Digital Inclusion (Affordability & Inclusion), pages 112 to 115
Community Development		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Enable Sustainable Growth for Customers & the Community – Digital Inclusion (Community Development), pages 116 to 121
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	Our Sustainability Journey: Enable Sustainable Growth for Customers & the Community – Digital Inclusion (Community Development), pages 116 to 121
	203-2 Significant indirect economic impacts	Our Sustainability Journey: Enable Sustainable Growth for Customers & the Community – Digital Inclusion (Community Development), pages 116 to 121
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programmes	Our Sustainability Journey: Enable Sustainable Growth for Customers & the Community – Digital Inclusion (Community Development), pages 116 to 121



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Environmental Quality		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Environmental Quality), pages 124 to 125
GRI 303: Water and Effluents 2018	303-2 Management of water discharge-related impacts	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Environmental Quality), pages 124 to 125
	303-3 Water withdrawal	About Us: Value Creation Story – Value Creation Business Model, pages 58 to 59 About Us: Value Creation Story – Our Capitals, pages 60 to 62 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Environmental Quality), pages 124 to 125
	303-5 Water consumption	About Us: Value Creation Story – Value Creation Business Model, pages 58 to 59 About Us: Value Creation Story – Our Capitals, pages 60 to 62 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Environmental Quality), pages 124 to 125
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Environmental Quality), pages 124 to 125
	306-2 Management of significant waste-related impacts	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Environmental Quality), pages 124 to 125
	306-3 Waste generated	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Environmental Quality), pages 124 to 125
Carbon Emissions		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	About Us: Value Creation Story – Value Creation Business Model, pages 58 to 59 About Us: Value Creation Story – Our Capitals, pages 60 to 62 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131
	302-4 Reduction of energy consumption	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131
	305-2 Energy indirect (Scope 2) GHG emissions	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131
	305-3 Other indirect (Scope 3) GHG emissions	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131
	305-5 Reduction of GHG emissions	About Us: Words from the Leaders – GCFO’s Message, page 26 About Us: Words from the Leaders – Chairman’s Message, page 16 About Us: Words from the Leaders – GCEO’s Message, page 20 About Us: Value Creation Story – Our Capitals, pages 60 to 62 About Us: Value Creation Story – Value Creation Business Model, pages 59 to 59 About Us: Value Creation Story – Risks Linked to Value Creation, pages 51 to 57 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Environmental Management (Carbon Emissions), pages 126 to 131 Our Governance: Corporate Governance Overview Statement, pages 170 to 193
Fair Employment		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140

GRI Standard	Disclosure	Reference Page
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
	401-3 Parental leave	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	A Snapshot of 2023, page 2 About Us: Words from the Leaders – GCEO's Message, page 20 Our Sustainability Journey: Our Impact Scorecard, page 97 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
	405-2 Ratio of basic salary and remuneration of women to men	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
GRI 407: Freedom of Association and Collective Bargaining 2016	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Fair Employment), pages 133 to 140
Health & Safety		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-2 Hazard identification, risk assessment, and incident investigation	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-3 Occupational health services	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-4 Worker participation, consultation, and communication on occupational health and safety	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-5 Worker training on occupational health and safety	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-6 Promotion of worker health	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-8 Workers covered by an occupational health and safety management system	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-9 Work-related injuries	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145
	403-10 Work-related ill health	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Health & Safety), pages 141 to 145



GRI Content Index

GRI Standard	Disclosure	Reference Page
Learning & Development		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Learning & Development), pages 146 to 150
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Learning & Development), pages 146 to 150
	404-2 Programmes for upgrading employee skills and transition assistance programmes	About Us: Value Creation Story – Value Creation Business Model, pages 58 to 59 About Us: Value Creation Story – Our Capitals, pages 60 to 62 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Learning & Development), pages 146 to 150
	404-3 Percentage of employees receiving regular performance and career development reviews	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Responsible Employer (Learning & Development), pages 146 to 150
Sustainable Supply Chain		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Ethical Business (Sustainable Supply Chain), pages 152 to 154
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	About Us: Value Creation Story – Value Creation Business Model, pages 58 to 59 About Us: Value Creation Story – Our Capitals, pages 60 to 62 Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Ethical Business (Sustainable Supply Chain), pages 152 to 154
GRI 308: Supplier Environmental Assessment 2016	308-1 New suppliers that were screened using environmental criteria	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Ethical Business (Sustainable Supply Chain), pages 152 to 154
GRI 409: Forced or Compulsory Labor 2016	409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Ethical Business (Sustainable Supply Chain), pages 152 to 154
GRI 414: Supplier Social Assessment 2016	414-1 New suppliers that were screened using social criteria	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Ethical Business (Sustainable Supply Chain), pages 152 to 154
Responsible Communication		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Business Ethics (Responsible Communication), pages 155 to 157
Cyber Security		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Business Ethics (Cyber Security), pages 158 to 160 Our Governance: Corporate Governance Overview Statement, pages 170 to 193
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Business Ethics (Cyber Security), pages 158 to 160
Good Governance		
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Business Ethics (Good Governance), pages 161 to 165 Our Governance: Corporate Governance Overview Statement, pages 170 to 193
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Business Ethics (Good Governance), pages 161 to 165
	205-2 Communication and training about anti-corruption policies and procedures	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Business Ethics (Good Governance), pages 161 to 165
	205-3 Confirmed incidents of corruption and actions taken	Our Sustainability Journey: Ensure Business Resilience within TM & our Value Chain – Business Ethics (Good Governance), pages 161 to 165



SIRIM Independent Assurance Statement

To Board of Directors, Stakeholders, and Interested Parties,

SIRIM QAS International Sdn Bhd was engaged by Telekom Malaysia Berhad (hereafter referred to as Telekom Malaysia) to perform an independent verification and provide assurance of Telekom Malaysia Sustainability Statement 2023. The main objective of the verification process is to provide assurance to Telekom Malaysia and its stakeholders on the accuracy and reliability of the information as presented in this statement. The verification by SIRIM QAS International applied to sustainable performance information (subject matter) within the assurance scope which is included in Telekom Malaysia Sustainability Statement 2023.

The management of Telekom Malaysia was responsible for the preparation of the Sustainability Statement. The objective and impartiality of this statement is assured as no member of the verification team and no other employee of SIRIM QAS International was involved in the preparation of any part of the Telekom Malaysia's Sustainability Statement, and Integrated Annual Report 2023.

The assurance engagement was designed to provide limited assurance in accordance with the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements other than Audits or Reviews of Historical Financial Information, and BURSA Sustainability Reporting Guide, irrespective of the organization's ability to achieve its objectives, targets or expectations on their subject matter and sustainability-related issues. The assurance activity evaluates the adequacy of Telekom Malaysia Sustainability Statement and its overall presentation against respective frameworks such as UN-SDGs, GRI Standards requirement, TCFD and other relevant frameworks. The assurance process involves verification of 14 material matters as presented in the Sustainability Statement as follows i.e., Innovation & Technology, Customer Experience, Network Quality & Stability, Affordability & Inclusion, Community Development, Environmental Quality, Carbon Emissions, Fair & Transparent Employment, Health & Safety, Learning & Development, Sustainable Supply Chain, Responsible Communication, Cyber Security and Good Governance. Details are provided in Appendix 1.

The verification was carried out by SIRIM QAS International in February 2024 to March 2024, with the following methodologies:

- Reviewing and verifying the traceability, consistency and accuracy of information collected from various sources; internal and external documentation which are made available during the conduct of assessment.
- Verification of data presented in the Sustainability Statement includes a detailed check of the sampled data.
- Interviewing key personnel responsible for collating information and writing various parts of the report to substantiate the veracity of the claims.

The verification process was subjected to the following limitations:

- The scope of work did not involve verification of other information reported in Telekom Malaysia Integrated Annual Report 2023.
- The corporate office, TM HQ at Cyberjaya was visited as part of this assurance engagement. The verification process did not include physical inspections of any of Telekom Malaysia's buildings and offices. And,
- The verification team did not verify any contractor or third-party data.

Conclusion

SIRIM QAS International, a Conformity Assessment Body in Malaysia, is accredited to both ISO/IEC 17021-1:2015 and ISO/IEC 17065:2012 covering all our operational activities. The appointed assessors performing the assurance engagement were selected appropriately based on our internal qualifications, training and experience. The verification process is reviewed by management to ensure that the approach and assurance are strictly followed and operated transparently. During the verification process, issues were raised, and clarifications were sought from the management of Telekom Malaysia relating to the accuracy of some of the information contained in the report. In response to the raised findings, the Sustainability Statement was subsequently reviewed and revised by Telekom Malaysia. It is confirmed that changes that have been incorporated into the final version of the report have satisfactorily addressed all issues. Based on the scope of the assessment process and evidence obtained, nothing has come to our attention that causes us to believe that Telekom Malaysia has not complied, in all material respects, with the referred assurance standard and guide. The following represents SIRIM QAS International's opinion:

- The level of data accuracy included in Telekom Malaysia Sustainability Statement 2023 is fairly stated;
- The level of disclosure of the specific sustainability performance information presented in the report was found to be properly prepared;
- The personnel responsible were able to demonstrate the origin(s) and interpretation of data contained in the report;
- The Sustainability Statement offers a reasonable and balanced presentation of Telekom Malaysia's sustainability performance.

SIRIM Independent Assurance Statement

List of Assessors.

- 1) Ms. Aernida Abdul Kadir : Team Leader
- 2) Ms. Kamini Sooriamoorthy : Team Member
- 3) Ms. Farhanah Ahmad Shah : Team Member
- 4 Ms. Suzalina Kamaralarifin : Team Member

Statement Prepared by:



AERNIDA BINTI ABDUL KADIR

Team Leader

Management System Certification Department

SIRIM QAS International Sdn Bhd

Date: 21 March 2024

Statement Approved by:



Ts. MD ADHA BIN RAHMAT

Senior General Manager

Management System Certification Department

SIRIM QAS International Sdn Bhd

Date: 26 March 2024

Note 1: This Independent Assurance Statement has been issued based on the content verified prior to the approval date. SIRIM QAS International Sdn Bhd does not express an opinion on, nor guarantees the integrity and/or accuracy of the information provided with the view that the conclusion was conducted post verification assessment, hence not verified. SIRIM QAS International shall not be responsible for any changes or additions made after the referred date (21 March 2024).

Appendix 1 The material matters covered in this assessment are tabulated below:	CLASSIFICATION OF DATA			
	HIGH	MEDIUM	LOW	UNSUBSTANTIATED
Innovation & Technology				
Customer Experience				
Network Quality & Stability				
Affordability & Inclusion				
Community Development				
Environmental Quality				
Carbon Emissions				
Fair & Transparent Employment				
Health & Safety				
Learning & Development				
Sustainable Supply Chain				
: Bumiputera Vendor Development Programme (BVDP)				
Responsible Communication				
Cyber Security				
Good Governance				

Note 1:

This Independent Assurance Statement has been issued based on the content verified prior to the approval date. SIRIM QAS International Sdn Bhd shall not be responsible for any changes or additions made after the referred date (21 March 2024).

Note 2:

The assurance involves activity aims to obtain sufficient appropriate evidence to express a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party, about the subject matter information. It comprises of activities carried out to assess the quality and credibility of the qualitative and quantitative information reported by the organization. This assurance is different from activities used to assess or validate the organization's performance, such as compliance assessments or the issuing of certifications against specific standards.

Note 3:

Definition of HIGH, MEDIUM, LOW and UNSUBSTANTIATED Classification of Data in this Appendix 1.

- HIGH** : The data and information reviewed has been confirmed with the direct owners. The source of the data origin was provided during the conduct of the assessment.
- MEDIUM** : Data and information have been confirmed with the direct owners. However, the source of the data has been based on secondary data, where the data origin is not accessible by the verifiers during the conduct of the assessment.
- LOW** : Data and information reviewed has been based on information endorsed by the data owners. Verifiers did not have access to the source of the data origin. It has been identified as one of the limitations during the conduct of the assessment.
- UNSUBSTANTIATED** : The sources of data and information disclosed were not made available during the assessment review period due to reasons like confidentiality, unattainable data source and unavailable data owner. It has been identified as one of the limitations during the conduct of the assessment.

Glossary

A

12MP	12 th Malaysia Plan
AAPG	Audit and Assurance Practice Guide
AAR	After-Action Review
ABMS	Anti-Bribery Management System
ACCA	Association of Chartered Certified Accountants
ACG	Anti-Corruption Guide
ACMA	Associate Chartered Institute of Management Accountant
ADEPT	Audit Data Intelligence Platform
AGM	Annual General Meeting
AI	Artificial Intelligence
AIGA	Integrity, Governance and Anti-Corruption Award
AL	Access List
ALB	Asia Legal Business
AMHB	Astro Malaysia Holdings Berhad
AMS	Audit Management System
AN	Autonomous Networks
AOP	Annual Operating Plan
API	Application Programming Interface
APM	Angkatan Pertahanan Awam Malaysia
AR	Augmented Reality
ARI	All Risk Industry
ATM	Angkatan Tentera Malaysia

B

B2B	Business-to-Business
BAC	Board Audit Committee
BC	Business Critical
BCIC	Bumiputera Commercial and Industrial Community
BCM	Business Continuity Management
BCMS	Business Continuity Management System
BCP	Business Continuity Plan
BEE	Board Effective Evaluation
BFDC	Brickfields Data Centre
BIA	Business Impact Analysis
BOC	Business Operations Council
BOD	Board of Directors
BPA	Board Performance Evaluation
BPOCs	Building & Premise OSHE Committees
BPC	Best Practice Committee
BPG	Business Policy and Governance
BRC	Board Risk Committee
BPOCs	Building and Premise OSHE Committees
BRA	Bukit Raja
BPM SUK	Bahagian Pengurusan Maklumat Setiausaha Kerajaan
BRIC	Board Risk and Investment Committee
BSS	Business Support System
BTC	Board Tender Committee
Bursa Securities	Bursa Malaysia Securities Berhad
BVDP	Bumiputera Vendor Development Programme

C

CA	Certifying Agency
CA	Certificate Authority
CA 2016	Companies Act 2016
CAAM	Civil Aviation Authority of Malaysia
CAE	Cloud Alpha Edge
CAGR	Compound Annual Growth Rate
CAN	CEO Action Network
Capex	Capital Expenditure
CBE	Code of Conduct & Business Ethics
CBCO	Chief Business & Consumer Officer
CBJ	Cyberjaya
CCAM	Contact Centre Association of Malaysia
CCO	Chief Commercial Officer
CCNA	CISCO Certified Network Associate
CCRO	Chief Corporate and Regulatory Officer
CDCP	Certified Data Centre Professional
CDN	Content Delivery Network
CDP	Climate Disclosure Project
CDTO	Chief Digital Technology Officer
CEO	Chief Executive Officer
CeIO	Certified Integrity Officer
CFE	Certified Fraud Examiner
CHCO	Chief Human Capital Officer
CHE	Sistem Kabel Dasar Laut (SKDL) Cherating
CGMA	Chartered Global Management Accountant
CGSO	Chief Government Security Officer
CiA	Certified Internal Auditor
CIA	Chief Internal Auditor
CIGO	Chief Integrity and Governance Officer
CIPA	Certified IP Associate
CIO	Chief Information Officer
CISO	Chief Information Security Officer
CME	Civil, Mechanical and Electrical
CMIIA	Chartered Member of the Institute of Internal Auditors Malaysia
CMP	Crisis Management Plan
CNI	Critical National Infrastructures
CNO	Chief Network Officer
COBIT	Control Objectives for Information and Related Technology
COMSEC	National Comprehensive Security
COO	Chief Operating Officer
COP28	28 th annual United Nations (UN) Climate Change Conference
COSO	Committee of Sponsoring Organisations of the Treadway Commission
COVID-19	Coronavirus Disease 2019
CoW	Cellular on Wheel
CPA	Certified Public Accountant
CPO	Chief Procurement Officer
CPRE	Certified Professional Requirements Engineering

CREDEX	TM Digital Innovation Sdn Bhd
CRO	Chief Risk Officer
CSA	Chartered Secretaries and Administrators
CSA	Corporate Sustainability Assessment
CSO	Chief Strategy Officer
CSP	Cloud Service Provider
CTAL- TA	Certified Tester, Advanced Level Test Analyst
CTDC	Brickfield Data Centre
CTFL	Certified Tester, Foundation Level
CUU	Cooling Unit Upgrading
CVM	Customer Value Management
CX	Customer Experience

D

DC	Data centre
DEI	Diversity, Equity & Inclusion
DiLea	Digital Learning Programme
DNB	Digital Nasional Berhad
DOA	Declaration of Assets & Interests
DOE	Department of Environment
DOSH	Department of Occupational Safety and Health
DRAN	Distributed Radio Access Network
DR	Disaster Recovery
DRE	Disaster Recovery Equipment
DRP	Disaster Recovery Plan
DRS	Dividend Reinvestment Scheme
DSORMIC	Directors' Statement on Risk Management & Internal Control
DWDM	Dense Wavelength Division Multiplexing

E

EBIT	Earnings Before Interest and Tax
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
ECRL	East Coast Rail Link
ED	Executive Director
EEO	Energy Efficiency Optimisation
EESG	Economic, Environmental, Social and Governance
EGM	Extraordinary General Meeting
EMAS	Eco-Management Audit Scheme
EPC	Energy Performance Contracting
EPF	Employee Provident Fund
EPL	Ethernet Private Line
ePOS	electronic Point of Sale
ePTW	electronic Permit-to-Work
EQAR	External Quality Assessment Review
ERM	Enterprise Risk Management
ESG	Environmental, Social and Governance
e-TVCMMS	e-Television Content Management System
EV	Electric Vehicles

EVP	Executive Vice President
EVPL	Ethernet Virtual Private Line
EX-COMSEC	2023 National Comprehensive Security Exercise
EY	Ernst & Young PLT

F

FALCON	Fibre Access Lan Campus Optical Network
FAQs	Frequently Asked Questions
FBO	Facilities-Based Operator
FCCA	Fellow Chartered Certified Accountant
FL	Federated Learning
FMC	Fixed-Mobile Convergence
FR	Frequency Rate
FTA	Free-To-Air
FTE	Full-Time Equivalent
FTX	Field-Trial Exercise
FWA	Flexible Working Arrangement

G

GBA	Group Business Assurance
GBI	Green Building Index
GBS	Global Business Malaysia
GCEO	Group Chief Executive Officer
GCFO	Group Chief Financial Officer
GDP	Gross Domestic Product
GDPM	Geran Digital PMKS MADANI
GDPO	Group Data Privacy Officer
GET	Green Energy Tariff
GHCM	Group Human Capital Management
GHG	Greenhouse Gas
GIA	Group Internal Auditor
GIG	Group Integrity and Governance
GIS	Group Information Security
GITD	Group IT & Digital
GITN	Government Integrated Telecommunications Network
GLC	Government-Linked Company
GNT	Group Network & Technology
GPA	Group Personal Accident
GRI	Global Reporting Initiative
GRM	Group Risk Management
GTM	Go-To-Market
GWP	Global Warming Potential

H

HIRARC	Hazard Identification Risk Assessment and Risk Control
HP	Hewlett Packard
HR	Human Resource
HSBB	High-speed broadband
HSBA	High-Speed Broadband Access
HW	Hot Work



Glossary

I

IAMA	Internal Audit Maturity Assessment
i-CBYD	i-Call Before You Dig
IDC	International Data Corporation
IAR	Integrated Annual Report
ICAEW	Institute of Chartered Accountants in England and Wales
ICAO	The Civil Aviation Organisation
i-CBYD	Intelligence Call Before Your Dig
ICE	Internal Combustion Engines
ICT	Information & Communications Technology
ICU	Implementation Coordination Unit
IIA	Institute of Internal Auditors
IIAM	Institute of Internal Auditors Malaysia
IIUM	International Islamic University Malaysia
INTAN	National Institute of Public Administration
INED	Independent Non-Executive Director
IoT	Internet of Things
IP	Integrity Pledge
IP	Internet Protocol
IPAM	Insolvency Practitioners Association of Malaysia
IPCC	Intergovernmental Panel on Climate Change
IPDC	Iskandar Puteri Data Centre
IPPF	International Professional Practices Framework
IPSDN	IP-based Secure Data Network
IR	Incident Rate
IR4.0	Industrial Revolution 4.0
ISACA	Information Systems Audit & Control Association
ISMS	Information Security Management System
ISO	International Organisation for Standardisation
IT-DR	IT Disaster Recovery
IT BCP	IT Business Continuity Plan
ITM	Mara Institute of Technology

J

JENDELA	Jalanan Digital Negara
JIC	JENDELA Implementation Committee
JPAST	Mesyuarat Jawatankuasa Pengurusan Aduan Sektor Telekomunikasi
JPDP	Department of Privacy & Data Protection
JPeN	Jabatan Penerangan
JPNS	Jabatan Perhutanan Negeri Selangor
JPPKK	Jabatan Pendidikan Politeknik dan Kolej Komuniti
JRC	Jalan Raja Chulan
JSC	JENDELA Steering Committee

K

KI	Kuala Lipis
KKD	Kementerian Komunikasi dan Digital
KL20	The Government's Kuala Lumpur 20 initiative

KLJ	Kelana Jaya
KPI	Key Performance Indicator
KRISTAL	TM's Core Values
KO	Kota Bharu
KVDC	Klang Valley Data Centre
KWAN	National Trust Fund of Malaysia
KWAP	Retirement Fund Incorporated

L

L&D	Learning and Development
LEED	Leadership in Energy and Environmental Design
LLM	large language models
LoA	Limit of Authority
LoBs	Lines of Business
LTIPs	Long-Term Incentive Plans
LTE	Long-Term Evolution
LTIP	Long-Term Incentive Plan

M

MACA	Malaysian Anti-Corruption Academy
MACC	Malaysian Anti-Corruption Commission
MAICSA	Malaysian Institute of Chartered Secretaries and Administrators
Main LR	Main Market Listing Requirements
MAINS	Majlis Agama Islam Negeri Sembilan
MAP II	Mandatory Accreditation Programme Part II
MAS	Microsoft Azure Stack
MBCO	Minimum Business Continuity Objective
MC	Management Committee
MCBC	Mission Critical Business Critical
MCCG	Malaysian Code on Corporate Governance
MCMC	Malaysian Communications and Multimedia Commission
MD	Managing Director
MEC	Multi-Access Edge Computing
MEF	Metro-Ethernet Forum
MEIH	Malaysia Energy Information Hub
MFA	Multifactor Authentication
MFRS	Malaysian Financial Reporting Standards
MG	Media Gateway
MH	Material Handling
MIA	Malaysian Institute of Accountant
MICPA	Malaysian Institute of Certified Public Accountants
MINDEF	Ministry of Defence
MLRP	Multi-Layer Restoration for Port
MMU	Multimedia University
MOCN	Multi-Operator Core Networks
MoC	Memorandum of Collaboration
MOF	Ministry of Finance

MoU	Memorandum of Understanding
MPBP	Majlis Perbandaran Batu Pahat
MPKS	Majlis Perbandaran Kuala Selangor
MRT	Mass Rapid Transit
MSAP	Mandatory Access Standard Pricing
MSME	Micro Small Medium Enterprise
MSQoS	Mandatory Standard of Quality of Service
MSSP	Managed Security Services Provider
MyDigital	Malaysia Digital Economy Blueprint

N

NACSA	National Cyber Security Agency
Nadi	National Information Dissemination Centre
NBOS	National Blue Ocean Strategy
NC4	National Cyber Coordination & Command Centre
NEC	Non-Executive Chairman
NED	Non-Executive Director
NETR	National Energy Transition Roadmap
NGOs	Non-Government Organisations
NGOSS	Next Generation Operation Support System
NIC	Network Intelligence Centre
NID	Network Interface Device
NIMP	New Industrial Master Plan
NIMP	National Information and Communications Technology (ICT) Initiatives Policy
NIST	National Institute of Standards and Technology
NIOSH	National Institute for Occupational Safety and Health
NOC	Network Operations Centre
NNOC	National Network Operations Centre
NPS	Net Promoter Score
NRC	Nomination and Remuneration Committee
NRC	National Recovery Council
NSC	National Security Council
NSRC	National SCAM Response Centre
NTT	Network Trouble Ticket
NUTE	Kesatuan Kebangsaan Pekerja-Pekerja Telekomunikasi Semenanjung Malaysia

O

OACP	Organisational Anti-Corruption Plan
OHI	Organisational Health Index
OLT	Optical Line Terminal
OPEX	Operating Expenditure
OSHE	Occupational Safety, Health and Environment
OSHEC	Occupational Safety and Health Committees
OSHMS	Occupational Safety and Health Management System
OSS	Operation Support System
OTT	Over-The-Top
OWASP	Open Worldwide Application Security Project

P

PATAMI	Profit After Tax and Minority Interests
PBT	Pihak Berkuasa Tempatan
PCC	Procurement Compliance Committee
PCI DSS	Payment Card Industry Data Security Standard
PDRM	Polis DiRaja Malaysia
PEDI	Pusat Ekonomi Digital (Digital Economy Centre)
PEMERKASA	Program Strategic Memperkasa Rakyat dan Ekonomi (Strategic Programme to Empower the People and the Economy)
PEMULIH	Pakej Perlindungan Rakyat dan Pemulihan Ekonomi (National People's Well-Being and Economic Recovery Package)
PG	Payment Gateway
PII	Personal Identifiable Information
PIR	Post Implementation Review
PLC	Public Listed Company
PMC	Park City Medical Centre
PMI	Procurement Maturity Index
PMKS	Perusahaan Mikro Kecil & Sederhana
POC	Proof of Concept
PoPs	Point-of-presence
PPAs	Power Purchase Agreements
PUE	Power Usage Effectiveness
PWR 2030	Digital Powerhouse by 2030
PS	Performance Share
PSTN	Public Switched Telephone Network

Q

QRA	Qualified Risk Auditor
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R

R&D	Research & Development
R2R	Recording to Reporting
RECs	Renewable Energy Certificates
RGTSU	Petronas' Regasification Terminal Sungai Udang
RECs	Renewable Energy Credits
RMIT	Royal Melbourne Institute of Technology
RS	Restricted Share
ROD	Record of Depositors
ROIC	Return On Invested Capital
RPA	Robotic Process Automation
RPEV	Remote Participation and Electronic Voting
RPT	Related Party Transactions
RRPTs	Recurrent Related Party Transactions
RS	Restricted Share
RTO	Recovery Time Objective
RTS	Rapid Transit System



Glossary

S

SaaS	Software as a Service
SCARLET	Scalable Renewable Energy System
SDEC	Sarawak Digital Economy Corporation
SDGs	Sustainable Development Goals
SDG9	Sustainable Development Goal no 9 on Industry, Innovation, and Infrastructure
SDG17	Sustainable Development Goal no 17 on Partnerships for the Goals
SDLC	Software Development Life Cycle
SDN	Software-Defined Network
SEAHK	South East Asia and Hong Kong
SICDA	Securities Industry (Central Depositories) Act 1991
SID	Senior Independent Director
SIRIM	Standards and Industrial Research Institute of Malaysia
SISDIT	Program Siswazah Usahawan Digital Terengganu
SME	Small Medium Enterprise
SMU	Singapore Management University
SOC	Security Operation Centre
SOPs	Standard Operating Procedures
SPE	Supplier Performance Evaluation
SPPA	Sustainable Power Purchase Agreements
SSI	Supplier Satisfaction Index
STEM	Science, Technology, Engineering, And Mathematics
SUTE	Kesatuan Pekerja-Pekerja Telekom Malaysia Berhad Sabah
SUTEN	Kesatuan Pekerja-Pekerja Telekomunikasi Malaysia Berhad Sabah
SWGs	Sustainability Working Groups

T

TaaS	Telco-as-a-Service
TCFD	Task Force on Climate-Related Financial Disclosures
TechCom	Technology Committee
TMD3P	TM Data Privacy and Protection Policy
TMFS	TM Future Skills
TMGP	TM Graduate Programme
TM R&D	TM Research and Development
TMRMA 2023	TM Risk Maturity Assessment 2023
TMID	TM Integrity Day
TMiX	TM Internet Exchange

TNB	Tenaga Nasional Berhad
ToR	Terms of Reference
TOSC	Transformation Office Steering Committee
TSOC	TM State Operation Centre
TSR	Total Shareholder Returns
TTX	Tabletop Exercise
TVET	Technical and Vocational Education and Training

U

UNCDF	United Nations Capital Development Fund
UNGC	United Nations Global Compact
UM	Universiti Malaya
UniKL	Universiti Kuala Lumpur
UN SDGs	United Nations Sustainable Development Goals
USA	United States of America
UTES	Kesatuan Pekerja Telekom Malaysia Berhad Sarawak
USIM	University Sains Islam Malaysia

V

VoNR	Voice over New Radio
VP	Vice President
VPC	Virtual Private Cloud
VR	Virtual Reality
VSAT	Very Small Aperture Terminal
VSI	Vendor Security Index

W

WAF	Web Application Firewall
WAH	Working at Height
WAN	Wide Area Network
WCS	Working in Confined Space
WHV	Working near High Voltage
WOP	Working in Office/Premise
WOR	Working on/by Road

Y

YTM	Yayasan TM
YUM	Yayasan University Multimedia

Notice of the 39th AGM

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting (39th 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://investor.boardroomlimited.com> with the Broadcast Venue at the Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Thursday, 30 May 2024 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 (FYE) 31 December 2023 together with the Reports of the Directors and Auditors thereon.

2.0 To re-elect the following Directors, who retire pursuant to Clause 106(2) of the Company’s Constitution and being eligible, offer themselves for re-election:

- (i) Dato’ Zainal Abidin Putih
- (ii) Amar Huzaimi Md Deris
- (iii) Ahmad Taufek Omar
- (iv) Datuk Dr. Shahrazat Haji Ahmad

(Ordinary Resolution 1)
(Ordinary Resolution 2)
(Ordinary Resolution 3)
(Ordinary Resolution 4)

3.0 To re-elect Suhendran Sockanathan who retires by rotation pursuant to Clause 112 of the Company’s Constitution and being eligible, offers himself for re-election.

(Ordinary Resolution 5)

YM Tunku Afwida Tunku Dato’ A.Malek and Balasingham A. Namasiwayam who also retire by rotation in accordance with Clause 112 of the Company’s Constitution, have expressed their intention not to seek for re-election at this 39th AGM. Hence, both Directors will retain office until the conclusion of the 39th AGM.

4.0 To approve the payment of the following Directors’ fees with effect from the 39th AGM until the next AGM of the Company:

- (i) RM30,000 per month for the Non-Executive Chairman (NEC);
- (ii) RM22,250 per month for Senior Independent Director (SID); and
- (iii) RM20,000 per month for each Non-Executive Director (NED).

(Ordinary Resolution 6)

5.0 To approve the payment of benefits payable to NEC and NEDs (including SID) of the Company up to an amount of RM2,350,000 from the 39th AGM until the next AGM of the Company.

(Ordinary Resolution 7)

6.0 To re-appoint Ernst & Young PLT (EY), having consented to act as Auditors of the Company, for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration.

(Ordinary Resolution 8)

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 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 9)



Notice of the 39th AGM

7.2 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) | (Ordinary Resolution 10) |
| (ii) Tenaga Nasional Berhad and/or its subsidiaries (TNB Group) | (Ordinary Resolution 11) |
| (iii) Petroliam Nasional Berhad and/or its subsidiaries (Petronas Group) | (Ordinary Resolution 12) |
| (iv) Astro Malaysia Holdings Berhad and/or its subsidiaries (AMHB Group) | (Ordinary Resolution 13) |
| (v) CelcomDigi Berhad and/or its subsidiaries (CelcomDigi Group) | (Ordinary Resolution 14) |
| (vi) Digital Nasional Berhad (DNB) | (Ordinary Resolution 15) |

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 10 to 15, as set out in Appendix I of the Company's Circular to Shareholders dated 30 April 2024;

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.

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 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 39th 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 23 May 2024. Only a depositor whose name appears in the ROD as at 23 May 2024 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) (SSM Practising Certificate No. 201908001071)
Mohammad Yazmi Mat Raschid (MAICSA 7028878) (SSM Practising Certificate No. 202308000182)
 Company Secretaries

Kuala Lumpur
 30 April 2024

NOTES:

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

- 1.1 The 39th 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://investor.boardroomlimited.com>.
- 1.2 Registration for RPEV is open from the date of Notice of the 39th AGM on Tuesday, 30 April 2024 until 10:00 a.m. on Wednesday, 29 May 2024. 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 39th 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 39th AGM

- 2.1 Members may submit questions electronically in relation to the agenda items prior to the meeting via <https://investor.boardroomlimited.com> not later than 10:00 a.m. on Wednesday, 29 May 2024. Click 'Submit Questions' after selecting "TELEKOM MALAYSIA BERHAD (39th) ANNUAL GENERAL MEETING" from 'Meeting Event(s)'. The responses to these questions will be shared at the 39th AGM.
- 2.2 Members may also pose questions via real time submission of typed text at the 39th AGM.

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 10:00 a.m. on Wednesday, 29 May 2024:

- (i) in hard copy, by hand or post to the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th 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.

Any alteration to the instrument appointing the proxy must be initialled.

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 39th 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 39th AGM will be put to vote by poll.

5.0 Audited Financial Statements for the FYE 31 December 2023

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. They do not require shareholders' approval and hence, will not be put for voting.

6.0 Ordinary Resolutions 1 to 5: Re-election of Directors who retire pursuant to Clause 106(2) and Clause 112 of the Company's Constitution

6.1 Clause 106(2) of the Company's Constitution provides that any Director so appointed shall hold office only until the next AGM and shall then be eligible for re-election.

Dato' Zainal Abidin Putih, Amar Huzaimi Md Deris, Ahmad Taufek Omar and Datuk Dr. Shahrazat Haji Ahmad who were appointed since the last AGM are standing for re-election as Directors and they have consented to be re-elected as Directors of the Company.

6.2 Clause 112 further 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), nearest to one third, shall retire by rotation. Clause 113 also stipulates that the Directors to retire shall be the one that has been longest in office since his/her last re-election.



Notice of the 39th AGM

6.3 At this AGM, three (3) out of eight (8) eligible Directors are to retire in accordance with Clause 112. YM Tunku Afwida Tunku Dato' A.Malek, Balasingham A. Namasiwayam and Suhendran Sockanathan being the longest in office since their last retirement are to stand for re-election as Directors of the Company.

YM Tunku Afwida and Balasingham, who had served more than eight (8) years as TM's Independent Non-Executive Directors (INEDs), have notified the Board of their intention not to seek for re-election and hence, they shall retire as Directors upon the conclusion of the 39th AGM.

6.4 For the purpose of determining the eligibility of Director to stand for re-election at the 39th AGM, the Board through its Nomination and Remuneration Committee (NRC) had assessed the retiring Director and considered the following:

- (i) The Directors' performance and contribution based on the Self and Peer Assessment results and Fit and Proper Assessment of the Board Performance Assessment (BPA)/Board Effectiveness Evaluation (BEE) 2023;
- (ii) The Directors' level of contribution to the Board deliberations through their skills, experience, character and commitment; and
- (iii) The level of independence demonstrated by the Independent Director, and his ability to act in the best interests of the Company in decision-making.

6.5 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 BPA/BEE 2023. The Directors met the performance criteria required of an effective and a high-performance Board. In addition, the retiring Directors also provided their fit and proper declarations including non-conflict of interest and independence confirmations, where applicable.

6.6 Board, save for the abovenamed Directors who abstain on their respective re-election proposals, approved the NRC's recommendation that the aforesaid five (5) Directors who retire in accordance with Clause 106(2) and Clause 112 of the Company's Constitution, are eligible to stand for re-election.

6.7 Being eligible, the aforesaid five (5) Directors have consented and offered themselves to be re-elected as Directors of the Company. Their profiles are set out in the Profile of Board of Directors section on pages 194, 195, 196, 202 and 205 of the Integrated Annual Report (IAR) 2023.

7.0 Ordinary Resolutions 6 and 7: 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 39th AGM on the Directors' remuneration in two (2) separate resolutions as follows:

- (i) Ordinary Resolution 6 on the payment of Directors' fees for the Company as determined by the Board from the date of the 39th AGM until the next AGM.

A review of TM Board's Remuneration and Benefit Policy was undertaken in 2023. The Board approved NRC's recommendation for the Directors' fees for the Company to remain unchanged, as they are still competitive, appropriate and in line with the prevalent market rate.

On 1 November 2023, the Subsidiaries Remuneration Framework (SRF) was revised whereby the Directors' fees for TM's NEC and NEDs appointed on Tier 1 and Other Subsidiaries were abolished.

- (ii) Ordinary Resolution 7 on the payment of benefits payable to the NEC and NEDs (including SID) from the 39th AGM until the next AGM.

The benefits payable applicable to NEC and NEDs (including SID) 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 and Investment 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 revised SRF, NEC and NEDs appointed on the boards of TM subsidiaries are entitled to the following meeting fees:

Category of TM Subsidiaries	NEC Meeting Fee (RM)	NED Meeting Fee (RM)	Committee Fee	
			Chairman Meeting Fee (RM)	Member Meeting Fee (RM)
Tier 1 & UTSB*	3,000	2,000	500	300
Other Subsidiaries	1,500	1,000	Nil	Nil

* UTSB – Universiti Telekom Sdn Bhd.

- (c) Benefits such as training programme, leave passage, business equipment, telecommunication bills, insurance and medical coverage.
- 7.2 The 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 65 of the Audited Financial Statements for the FYE 31 December 2023.
- 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. Upon considering the revision to the SRF, the Board is recommending a quantum of RM2,350,000 as per the previous AGM.
- 7.4 Subject to the shareholders' approval of Ordinary Resolutions 6 and 7, the payment for fees and benefits for the period commencing from the 39th 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 NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the 39th AGM.

8.0 Ordinary Resolution 8: Re-appointment of Auditors and Audit Fees

- 8.1 The BAC had undertaken and deliberated on the annual assessment of the external auditors, Ernst and Young PLT (EY), which include the following key areas:
- (i) Quality of services and sufficiency of resources;
 - (ii) Communication and interaction with external auditor; and
 - (iii) Independence, objectivity and professionalism.
- 8.2 BAC has also noted on the information in EY's 2023 Transparency Report and was satisfied in its review that the provision of non-audit services by EY to the Company for the financial year 2023 did not in any way impair their objectivity and independence as external auditors of TM. Based on the assessment, BAC recommends the re-appointment of EY as external auditors of the Company for the financial year 2024.
- 8.3 The Board at its Meeting on 23 February 2024 approved BAC's recommendation for shareholders' approval to be sought at the 39th AGM in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.

9.0 Ordinary Resolution 9: Allotment of Shares in relation to DRS

The proposed Ordinary Resolution 9, 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 10 to 15: Proposed Renewal of Shareholders' Mandate

- 10.1 Ordinary Resolutions 10 to 15, if passed, will authorise the Company and/or its subsidiaries to continue 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 30 April 2024 and their Persons Connected will abstain from voting on Ordinary Resolutions 10 to 15. Detailed information on the proposals is as set out in the Circular.

Statement Accompanying Notice of the 39th AGM

Pursuant to Paragraph 8.27(2) and Appendix 8A of the Main LR of Bursa Securities

RE-ELECTION OF DIRECTORS AT THE 39TH AGM

1.1 The profiles of the following Directors who are retiring pursuant to Clause 106(2) of the Company's Constitution and standing for re-election are stated in the IAR 2023:

- (i) Dato' Zainal Abidin Putih (Ordinary Resolution 1) – page 194
- (ii) Amar Huzaimi Md Deris (Ordinary Resolution 2) – page 195
- (iii) Ahmad Taufek Omar (Ordinary Resolution 3) – page 205
- (iv) Datuk Dr. Shahrazat Haji Ahmad (Ordinary Resolution 4) – page 196

1.2 The profile of Suhendran Sockanathan (Ordinary Resolution 5) who is retiring pursuant to Clause 112 of the Company's Constitution and standing for re-election is stated on page 202 of the IAR 2023.

YM Tunku Afwida Tunku Dato' A.Malek and Balasingham A. Namasiwayam who are also retiring by rotation in accordance with Clause 112 are not seeking for re-election at this 39th AGM. Hence, both Directors will retain office until the conclusion of the 39th AGM.

1.3 None of the above Directors has any interest in the securities of the Company, save for Amar Huzaimi Md Deris and Balasingham A. Namasiwayam, whose interests in shares are disclosed on page 25 of the Financial Statements.

1.4 Save as disclosed in the footnotes of the Profile of Board of Directors on page 206 of the IAR 2023, none of the above named Directors has:

- (i) Any family relationship with any Directors/major shareholders of the Company;
- (ii) Any conflict of interest (COI) or potential COI, including in any competing business with the Group;
- (iii) Any conviction for offences (other than traffic offences) within the past five (5) years; and
- (iv) Any public sanction or penalty imposed by the relevant regulatory bodies during the FYE 31 December 2023.

1.5 Based on the independence assessment undertaken via the BPA/BEE 2023, Suhendran Sockanathan who stands for re-election satisfies the criteria of independent director 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.

1.6 Based on the Fit and Proper Assessment of BPA/BEE 2023, all the abovenamed Directors, save for Datuk Dr. Shahrazat Haji Ahmad (who did not participate in the BPA/BEE 2023 since she was only appointed on 15 December 2023), have the required probity, personal integrity, financial integrity, experience and competence and time commitment. Datuk Dr. Shahrazat Haji Ahmad's fit and proper assessment was duly conducted by NRC, Board and herself prior to her appointment as TM's new NINED.

Administrative Guide for 39th AGM

VIRTUAL AGM

The Thirty-Ninth Annual General Meeting (**39th AGM**) of the Company will be conducted virtually through live streaming via Remote Participation and Electronic Voting (RPEV) facilities, as stipulated below:

DATE	BROADCAST VENUE	MEETING MODE AND PLATFORM
Thursday, 30 May 2024	Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia	Virtual basis through live streaming and online remote voting via meeting platform at https://investor.boardroomlimited.com
TIME		
10:00 a.m.		

MODE OF COMMUNICATION

- 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, 30 May 2024.
- 2) Shareholders may submit their questions in advance on AGM resolutions prior to commencement of the 39th AGM via the following mode:

Login to Boardroom's website at <https://investor.boardroomlimited.com> 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 30 April 2024 and not later than 10:00 a.m. on 29 May 2024.

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. **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 39th AGM from any place at your convenience, safely and securely.

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.]

- a. Access website <https://investor.boardroomlimited.com>
- b. Click **Register**>> to sign up as a user.
- c. Please select the correct account type i.e. sign up as "Shareholder" or "Corporate Holder".
- d. 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".
- e. You will receive an email from BSIP for email address verification. Click on "**Verify E-mail Address**" from the e-mail received to continue with the registration.
- f. 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.
- g. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Administrative Guide for 39th AGM

STEP 2

Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on **30 April 2024**]

For Individual/Corporate Shareholders

- Login to <https://investor.boardroomlimited.com> using your user ID and Password from Step 1 above.
- Select **"TELEKOM MALAYSIA BERHAD (39th) 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.

(ii) To appoint proxy

- Click on **"Submit eProxy Form"**.
- Select the company you would like to be represented (if more than one (1), 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's name

(iii) For Corporate Shareholders (via email)

- Write in to 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 (39th) 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's name

STEP 2 (Cont'd)

- (ii) Via email
- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Shareholder 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 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 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 29 May 2024** 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. Login to <https://investor.boardroomlimited.com> with your registered email address and password.
- b. Click into "Meeting Event(s) and go to **"TELEKOM MALAYSIA BERHAD (39th) ANNUAL GENERAL MEETING"** and then click "Join Live Meeting" to join the proceedings of the 39th AGM remotely.
- c. The live webcast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the AGM.
- d. You can now logout from Virtual Meeting Portal.

***FOR THE BEST LIVE STREAMING EXPERIENCE, IT IS ADVISABLE TO KEEP YOUR VIDEO RESOLUTION AT 240P.**



Administrative Guide for 39th AGM

Entitlement to Participate and Vote

- Only a member or depositor whose name appears in the Register of Members/Record of Depositors (ROD) as at 23 May 2024 shall be entitled to attend the 39th 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 39th AGM using the RPEV facilities. If you are unable to attend the virtual AGM, 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/iar2023.
- 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 10:00 a.m. on 29 May 2024 at the following address:

Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony
 No. 5 Jalan Prof. Khoo Kay Kim
 Seksyen 13, 46200 Petaling Jaya
 Selangor Darul Ehsan, Malaysia
 Office: +603-7890 4700

- 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 10:00 a.m. on 29 May 2024. 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 or login to <https://investor.boardroomlimited.com> (as the case maybe) 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 the Main LR of Bursa Securities. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Deloitte Business Advisory Sdn Bhd as Scrutineers to the poll results.
- During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
- 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 39th 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 on TM's website.
- Shareholders may submit their questions in advance on AGM resolutions prior to commencement of the 39th AGM via the following modes:
 - 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 30 April 2024 and not later than 10:00 a.m. on 29 May 2024.
- Shareholders may also pose questions during the live streaming of the 39th AGM via <https://investor.boardroomlimited.com>

How to Access the Integrated Annual Report 2023 (IAR 2023) and Related AGM Documents

- As part of our continuous commitment to sustainability, the IAR 2023 can be downloaded from our website at tm.com.my/iar2023 and also Bursa Malaysia's website.
- Shareholders may request for a printed copy of IAR 2023, 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 e-mail: 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:

Contact persons	Telephone No.
1. Encik Kok Wen Tek	+603-7890 4799
2. Puan Farah Amirah Rahmad	+603-7890 4723

Help desk : +603-7890 4700
 Email : 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

Contact persons	Telephone No.
1. Puan Noorsham Abdul Rahman	+603-2240 1225
2. Puan Khatijah Mohd Noor	+603-2240 1223
3. Puan Sitinor Athirah Azli	+603-2240 1220

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Proxy Form



"A"

I/We _____
(Full Name as per NRIC/Passport No./Certificate of Incorporation in capital letters)

Registration No. /NRIC No. /Passport No. _____

of _____
(Full Address)

being a member of **TELEKOM MALAYSIA BERHAD** 198401016183 (128740-P) (the Company) hereby appoint _____
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. _____
(Full Address)

or failing him/her _____
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. _____
of _____
(Full Address)

or failing him/her, the Chairman of the Meeting, as my/our **first** proxy to vote for me/us on my/our behalf at the Thirty-Ninth (39th) Annual General Meeting (AGM) of the Company to be held virtually via the meeting platform <https://investor.boardroomlimited.com> from the Broadcast Venue at the Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Thursday, 30 May 2024 at 10:00 a.m. and at any adjournment thereof.

"B" If you wish to appoint a second proxy, please complete this section.

I/We _____
(Full Name as per NRIC/Passport No./Certificate of Incorporation in capital letters)

Registration No. /NRIC No. /Passport No. _____

of _____
(Full Address)

being a member of **TELEKOM MALAYSIA BERHAD** 198401016183 (128740-P) (the Company) hereby appoint _____
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. _____
(Full Address)

or failing him/her _____
(Full Name as per NRIC/Passport in capital letters)

with NRIC No. /Passport No. _____
of _____
(Full Address)

or failing him/her, the Chairman of the Meeting, as my/our **second** proxy to vote for me/us on my/our behalf at the 39th AGM of the Company to be held virtually via the meeting platform <https://investor.boardroomlimited.com> from the Broadcast Venue at the Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Thursday, 30 May 2024 at 10:00 a.m. and at any adjournment thereof.

For appointment of two (2) proxies, percentage of shareholdings to be represented by the respective proxies must be indicated below:			
	Percentage (%)	Email Address	Telephone No.
Proxy "A"			
Proxy "B"			
Total	100%		

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

No.	Resolutions		Proxy "A"		Proxy "B"	
			For	Against	For	Against
Ordinary Resolution						
1.	Re-election of Dato' Zainal Abidin Putih pursuant to Clause 106(2)	Resolution 1				
2.	Re-election of Amar Huzaimi Md Deris pursuant to Clause 106(2)	Resolution 2				
3.	Re-election of Ahmad Taufek Omar pursuant to Clause 106(2)	Resolution 3				
4.	Re-election of Datuk Dr. Shahrazat Haji Ahmad pursuant to Clause 106(2)	Resolution 4				
5.	Re-election of Suhendran Sockanathan pursuant to Clause 112	Resolution 5				
6.	Payment of Directors' fees	Resolution 6				
7.	Payment of Benefits Payable to Non-Executive Chairman and Non-Executive Directors	Resolution 7				
8.	Re-appointment of Ernst & Young PLT (EY) as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration	Resolution 8				
Special Business						
9.	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)	Resolution 9				
10.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate) with Axiata Group Berhad and/or its subsidiaries (Axiata Group)	Resolution 10				
11.	Proposed Renewal of Shareholders' Mandate with Tenaga Nasional Berhad and/or its subsidiaries (TNB Group)	Resolution 11				
12.	Proposed Renewal of Shareholders' Mandate with Petroliam Nasional Berhad and/or its subsidiaries (Petronas Group)	Resolution 12				
13.	Proposed Renewal of Shareholders' Mandate with Astro Malaysia Holdings Berhad and/or its subsidiaries (AMHB Group)	Resolution 13				
14.	Proposed Renewal of Shareholders' Mandate with CelcomDigi Berhad and/or its subsidiaries (CelcomDigi Group)	Resolution 14				
15.	Proposed Renewal of Shareholders' Mandate with Digital Nasional Berhad (DNB)	Resolution 15				

Signed this _____ day of _____ 2024

No. of Ordinary Shares held	
CDS Account No. of the Authorised Nominee*	
Telephone No.	

Signature(s)/Common Seal of Member(s)

* Applicable to shares held under nominee account only

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 verification to the proxy's qualification.
- 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 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 holdings to be represented by each proxy are 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.
- 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.

- 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, Boardroom Share Registrars Sdn Bhd Registration No. 199601006647 (378993-D) located at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 24 hours before the time appointed for the taking of the poll or **no later than 10:00 a.m. on Wednesday 29 May 2024**. The Share Registrars will also provide a box at the ground floor of its office building for drop-in of proxy forms.

Proxy form can also be deposited by electronic submission at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on the electronic submission.

Members Entitled to Attend

- For the purpose of determining a Member who shall be entitled to attend the 39th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 80(3)(a) of the Company's Constitution and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors (ROD) as at 23 May 2024. Only a depositor whose name appears on the Register of Members/ROD as at 23 May 2024 shall be entitled to attend, speak and vote at the said meeting or appoint proxy/proxies to attend, speak and/or vote on his/her behalf.

Personal Data Privacy

- By submitting the duly executed proxy form, the Member and his/her proxy 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 AGM and any adjournment thereof.

Voting

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 39th AGM will be put to vote on a poll.

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AFFIX STAMP

The Share Registrar

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

1. Fold here

