

NOTICE OF ANNUAL GENERAL MEETING

Due to Conditional Movement Control Order (“CMCO”) and based the ‘Guidance Note on the Conduct of General Meetings for Listed Issuers by the Securities Commission Malaysia, listed issuers shall only conduct fully virtual general meetings during CMCO period.

A fully virtual general meeting is to be conducted online, without a physical meeting venue, and shareholders will participate by audio and/or video capabilities. The only venue involved is the Broadcast Venue where only the essential individuals are physically present to organise the fully virtual general meeting. The Broadcast Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act, 2016 (“CA 2016”) which stipulates that the Chairman shall be at the main venue of the AGM. Hence, NO SHAREHOLDERS will be physically present at the Venue on the day of the AGM.

NOTICE IS HEREBY GIVEN THAT the Thirty-fifth Annual General Meeting (35th AGM) of Telekom Malaysia Berhad (“TM” or “the Company”) will be held virtually on Wednesday, 10 June 2020 at 10:00 a.m. with the Broadcast Venue at Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia to transact the following businesses, with or without modifications:

- 1.0 To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note A

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

- | | |
|---|--------------------------------|
| (i) Dato’ Ibrahim Marsidi | (Ordinary Resolution 1) |
| (ii) Dato’ Noor Kamarul Anuar Nuruddin | (Ordinary Resolution 2) |
| (iii) Dato’ Mohamed Nasri Sallehuddin | (Ordinary Resolution 3) |
| (iv) Tan Sri Dato’ Seri Mohd Bakke Salleh | (Ordinary Resolution 4) |

Please refer to Explanatory Note B

- 3.0 To re-elect the following Directors, who retire by rotation pursuant to Clause 112 of the Company’s Constitution and being eligible, offer themselves for re-election:

- | | |
|---|--------------------------------|
| (i) YM Tunku Afwida Tunku Dato’ A.Malek | (Ordinary Resolution 5) |
| (ii) Balasingham A. Namasiwayam | (Ordinary Resolution 6) |

Please refer to Explanatory Note C

- 4.0 To approve the payment of the following Directors’ fees with effect from the 35th AGM until the next AGM of the Company:

- | | |
|---|--------------------------------|
| (i) RM30,000 per month for the Non-Executive Chairman (NEC), RM22,250 per month for Senior Independent Director (SID) and RM20,000 per month for each Non-Executive Director (NED); and | |
| (ii) RM15,000 per month and RM10,000 per month for NEC and NEDs respectively, of Tier 1 subsidiaries. | (Ordinary Resolution 7) |

Please refer to Explanatory Note D

- 5.0 To approve the payment of benefits payable to NEC and NEDs of the Company up to an amount of RM2,350,000 from the 35th AGM until the next AGM of the Company.

Please refer to Explanatory Note E **(Ordinary Resolution 8)**

- 6.0 To appoint Ernst & Young PLT (EY) as Auditor of the Company in place of the retiring Auditor, PricewaterhouseCoopers PLT, to hold office until the conclusion of the next AGM of the Company and to authorise the Board of Directors to determine their remuneration.

Please refer to Explanatory Note F **(Ordinary Resolution 9)**

- 7.0 To consider and if thought fit, to pass the following resolutions:

- 7.1 Proposed Renewal of the Authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Companies Act, 2016 (CA 2016)

THAT subject always to the CA 2016, the Constitution of the Company and the approvals of the relevant Government and/or regulatory authorities, where such approval is necessary, authority be and is hereby given to the Directors to issue and allot shares in the capital of the Company pursuant to Section 75 of the CA 2016, to any person other than a Director or major shareholder of the Company or person

connected with any Director or major shareholder of the Company, at any time until the conclusion of the next annual general meeting, in such number and to such person and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the number of shares of the Company for the time being **AND THAT** the Board of Directors be and is also empowered to obtain the approval from Bursa Malaysia Securities Berhad (Bursa Securities) for the listing of and quotation for the additional shares so issued; **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next annual general meeting of the Company.

Please refer to Explanatory Note G

(Ordinary Resolution 10)

7.2 Proposed Renewal of the Authority for Directors to Allot and Issue New Ordinary Shares in the Company (TM Shares) in relation to the Dividend Reinvestment Scheme (DRS)

THAT pursuant to the DRS approved at the Extraordinary General Meeting (EGM) held on 8 May 2014, approval be and is hereby given to the Company to allot and issue such number of new TM Shares for the DRS until the conclusion of the next annual general meeting, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company **PROVIDED THAT** the issue price of the said new TM Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price (VWAMP) of TM Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of TM Shares at the material time;

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.

Please refer to Explanatory Note H

(Ordinary Resolution 11)

7.3 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate)

THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements (Main LR) of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Appendix I of the Company's Circular to Shareholders dated 19 May 2020 which are necessary for the day-to-day operations **PROVIDED THAT** such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

- (i) the conclusion of the next annual general meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under Section 340(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.

Please refer to Explanatory Note I

(Ordinary Resolution 12)

7.4 Proposed Grant to Dato' Noor Kamarul Anuar Nuruddin, Group Chief Executive Officer/Managing Director (GCEO/MD) of the Company pursuant to the existing Long Term Incentive Plan (LTIP)

THAT pursuant to the Long Term Incentive Plan (LTIP) of up to ten percent (10%) of the issued ordinary capital of the Company (excluding Treasury Shares, if any) for eligible employees and Executive Directors of the Company and its subsidiaries, as approved by the shareholders at the Extraordinary General Meeting (EGM) held on 28 April 2016, the Board (save for Dato' Noor Kamarul Anuar Nuruddin) be and is hereby authorised, at any time and from time to time during the duration of the LTIP, to procure the allocation and grants to Dato' Noor Kamarul Anuar Nuruddin, GCEO/MD of the Company, of up to 3,500,000 new ordinary shares in the Company (TM Shares) under the LTIP, subject to the vesting conditions and such other terms and conditions of the By-Laws for the LTIP;

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

Please refer to Explanatory Note J

(Ordinary Resolution 13)

7.5 Proposed Grant to Nor Hisham Md Nordin, General Manager of the Company, a Person Connected pursuant to the existing Long Term Incentive Plan (LTIP)

THAT pursuant to the LTIP of up to ten percent (10%) of the issued ordinary capital of the Company (excluding Treasury Shares, if any) for eligible employees and Executive Directors of the Company and its subsidiaries, as approved by the shareholders at the EGM held on 28 April 2016, the Board (save for Dato' Noor Kamarul Anuar Nuruddin) be and is hereby authorised, at any time and from time to time during the duration of the LTIP, to procure the allocation and grants to Nor Hisham Md Nordin of up to 70,000 new ordinary shares in the Company (TM Shares) allocated under the LTIP for him, subject to the vesting conditions and such other terms and conditions of the By-Laws for the LTIP;

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

Please refer to Explanatory Note K

(Ordinary Resolution 14)

7.6 Proposed Grant to Ahmad Hafiz Ibrahim, Assistant Manager of the Company, a Person Connected pursuant to the existing Long Term Incentive Plan (LTIP)

THAT pursuant to the LTIP of up to ten percent (10%) of the issued ordinary capital of the Company (excluding Treasury Shares, if any) for eligible employees and Executive Directors of the Company and its subsidiaries, as approved by the shareholders at the EGM held on 28 April 2016, the Board (save for Dato' Ibrahim Marsidi) be and is hereby authorised, at any time and from time to time during the duration of the LTIP, to procure the allocation and grants to Ahmad Hafiz Ibrahim of up to 5,000 new ordinary shares in the Company (TM Shares) allocated under the LTIP for him, subject to the vesting conditions and such other terms and conditions of the By-Laws for the LTIP;

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

Please refer to Explanatory Note L

(Ordinary Resolution 15)

7.7 Proposed Amendment to the Constitution of the Company (Proposed Amendment)

THAT approval be and is hereby given for the Company to remove in its entirety Clause 13 of the Constitution in the form and manner as set out in Appendix II of the Circular to Shareholders dated 25 March 2020.

AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts necessary to give effect to the Proposed Amendment.

Please refer to Explanatory Note M

(Special Resolution 1)

8.0 To transact any other business for which due notice has been given in accordance with Section 340(1) of the CA 2016 and the Company's 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 35th 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 3 June 2020. Only a depositor whose name appears on the ROD as at 3 June 2020 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

Rizani Hassan (LS0009520), (Practicing Certificate 202008002215)
Mohammad Yazmi Mat Raschid (MAICSA 7028878), (Practicing Certificate 202008001905)
Zaiton Ahmad (MAICSA 7011681), (Practicing Certificate 201908004017)
Secretaries

Kuala Lumpur
19 May 2020

NOTES:

Proxy and/or Authorised Representatives

1. A Member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy or representative may but need not be a Member of the Company. A member may appoint any person to be his/her proxy without restriction to the proxy's qualification.
2. A Member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (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. Where a Member appoints two proxies, the appointments shall be invalid unless the proportions of the holdings to be represented by each proxy are specified.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement "signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation has been received". If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement "signed under a Power of Attorney which is still in force, and no notice of revocation has been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.
5. A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Clause 100 of the Company's Constitution.
6. The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrars, Boardroom Share Registrars Sdn Bhd, 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 12:00 noon on 9 June 2020.

The Share Registrars will also provide a box at the ground floor of its office building to facilitate drop-off of proxy forms.

7. Explanatory Note A

The Audited Financial Statements are laid before the shareholders pursuant to the provisions of Sections 266(1)(a) and 340(1)(a) of the CA 2016 for discussion only and will not be put forward for voting.

8. Explanatory Notes B and C

Clause 106(2) of the Company's Constitution provides that any Director appointed shall hold office only until the next AGM and shall then be eligible for re-election. Dato' Ibrahim Marsidi, Dato' Noor Kamarul Anuar Nuruddin, Dato' Mohamed Nasri Sallehuddin and Tan Sri Dato' Seri Mohd Bakke Salleh 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. Tan Sri Dato' Seri Mohd Bakke Salleh was appointed on 11 May 2020 and his profile is available on the Company's website at www.tm.com.my.

Clause 112 of the Company's Constitution 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 of the Company's Constitution provides that the Directors to retire, shall be the one that has been longest in office since his/her last re-election. At this AGM, three (3) out of eight (8) eligible Directors are to retire in accordance with Clause 112 of the Company's Constitution. Tunku Afwida Tunku Dato' A. Malek and Balasingham A. Namasiwayam being the longest in office since their last retirement are standing for re-election as Directors and have consented to be re-elected as Directors of the Company.

Datuk Zalekha Hassan who is to retire pursuant to Clause 112 of the Constitution, has notified the Board that she does not wish to seek for re-election as Director. Hence, she shall retire as Director upon the conclusion of the 35th AGM.

The Board has conducted an assessment on the independence of the Independent Directors who are seeking re-election at this 35th AGM, inclusive of their skills, experience, character, integrity, competency, commitment and contribution and is satisfied that they complied and satisfied the independence criteria as required by the Main LR which is also provided in the Board Charter. The profiles of Directors seeking re-elections are set out in the Profile of Directors' section on page 136 to 145 of the Integrated Annual Report (IAR) 2019.

9. Explanatory Note D and E

Section 230(1) of CA 2016 provides amongst others, that fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees and benefits payable to NEC and NEDs, in two (2) separate resolutions as follows:

- (i) Ordinary Resolution 7 on the payment of Directors' fees for the Company and Tier 1 Subsidiaries from the date of the 35th AGM until the next AGM.

The Board is recommending the Directors' fees for the Company and Tier 1 Subsidiaries as approved at the 33rd AGM of the Company held on 26 April 2018, for shareholders' approval. There is no revision to the amount proposed.

- (ii) Ordinary Resolution 8 on the payment of benefits payable to the NEC and NEDs from the 35th AGM until the next AGM.

The existing benefits payable applicable to NEC and NEDs comprise meeting fees, emoluments and claimable benefits 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 Committee (RM)	Board Investment Committee (RM)	LTIP Committee (RM)
Chairman	3,500	3,250	2,500	3,250	2,500	2,500	2,500
NED	3,000	2,500	2,000	2,500	2,000	2,000	2,000

- (b) Pursuant to the Subsidiaries' Remuneration Framework (SRF), NEC and NEDs appointed on the boards of TM subsidiaries are entitled to the following meeting fees:

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

- (c) Customary benefits such as claimable benefits on annual overseas business development trips, leave passage, business equipment, telecommunication bills, insurance and medical coverage.

In determining the estimated amount of benefits payable for the NEC and NEDs, various factors, including the number of scheduled meetings for the Board, Board Committees and boards of subsidiaries as well as the number of NEDs involved in these meetings were considered. As there is no change to the prevalent benefits payable, the Board is recommending an estimated total amount of RM2,350,000 as per the previous AGM.

Subject to the shareholders' approval of Ordinary Resolutions 7 and 8, the payment for fees and benefits for the period commencing from the 35th 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.

NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the 35th AGM.

10. Explanatory Note F

The nomination of Messrs Ernst & Young PLT (EY) as new auditor of the Company was based on a rigorous internal procurement process and upon the recommendation of the Board Audit Committee (BAC). On 10 March 2020, the Board announced that it has nominated EY as new auditors in place of the retiring auditor, PricewaterhouseCoopers PLT (PwC). EY has accordingly given their consent to act as auditors of the Company.

The Company's retiring auditor, PwC was re-appointed auditor of the Company at the 34th AGM of the Company held on 29 May 2019 to hold office until the conclusion of the forthcoming AGM. PwC have been the auditor of the Company since 1999.

11. Explanatory Note G

The Company has not issued any new shares since the current mandate to issue and allot of shares up to 10% of the issued capital of the Company was approved at the 34th AGM held on 29 May 2019. According to Section 76(3)(a) of the CA 2016, the mandate shall expire at the conclusion of the 35th AGM.

Ordinary Resolution 10 is a proposal to renew the said mandate obtained from the shareholders of the Company at the last AGM to allow the issuance and allotment of new shares in the Company of up to an amount not exceeding 10% of the number of shares of the Company for such purposes as the directors may deem fit and in the best interest of the Company including for any possible fund raising activities for the Company's working capital requirements and strategic investments.

This resolution if approved, will give the Company and its Directors the mandate and flexibility to issue and allot new shares in the Company for possible fund raising activities without the need to seek shareholders' approval via a general meeting subsequent to this 35th AGM, which may delay the capital raising initiatives and incur relevant cost in organising the general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will be valid until the next AGM of the Company.

12. Explanatory Note H

Ordinary Resolution 11 is for the proposed renewal of the authority for Directors to allot and issue new ordinary shares in the Company in respect of dividends to be declared, if any, under the DRS, until the conclusion of the next AGM.

13. Explanatory Note I

Ordinary Resolution 12, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on normal commercial terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at a general meeting.

14. Explanatory Note J, K and L

TM shareholders at the EGM held on 28 April 2016 has approved the allocation of TM Shares under the LTIP to employees and Executive Directors of the Company and its subsidiaries. Paragraph 6.06 of the Main LR of Bursa Securities, provides that any allocation to a director or person connected to the director (Person Connected) requires prior approval from the shareholders.

The proposed Ordinary Resolution 13, if passed, will allow Dato' Noor Kamarul Anuar Nuruddin, GCEO/MD of the Company appointed on 13 June 2019, to participate in the LTIP. The proposed grant is the maximum number of TM Shares that may be vested to Dato' Noor Kamarul for the remaining LTIP period until 2026, subject to achievement of prescribed performance targets, at the point of vesting.

Nor Hisham Md Nordin, a General Manager of the Company is an Eligible Employee as prescribed in the LTIP By-Laws, and thus is eligible to be awarded the grant under the LTIP. He is also the brother of Dato' Noor Kamarul, GCEO/MD. Ahmad Hafiz Ibrahim, a Manager of the Company is also an Eligible Employee and is the son of Dato' Ibrahim Marsidi, Independent Non-Executive Director of the Company. Hence, both are Persons Connected.

The proposed Ordinary Resolutions 14 and 15, if passed, will allow Nor Hisham and Ahmad Hafiz to be granted a maximum of 70,000 and 5,000 TM Shares respectively pursuant to the LTIP.

Dato' Noor Kamarul and Person Connected to him will abstain from voting on Ordinary Resolutions 13 and 14, whilst Dato' Ibrahim and his Person Connected will abstain from voting on Ordinary Resolution 15. They have also abstained from all deliberations and voting on the resolutions at the Board of Directors' Meeting.

The LTIP Committee, NRC and TM Board (save for Dato' Noor Kamarul and Dato' Ibrahim, where applicable) have deliberated on the proposals and agreed that the proposed maximum allowable grants are fair and reasonable, and in line with the provisions of the LTIP By-Laws.

15. **Explanatory Note M**

The Proposed Amendment to the Constitution of the Company is in relation to the removal of Clause 13 of TM's Constitution. Clause 13 was incorporated to facilitate the issuance of Class D Non-Convertible Redeemable Preference Shares (NCRPS) on 20 July 2007. The Class D NCRPS were fully redeemed on 26 February 2019.

With the full redemption of the Class D NCRPS, the corresponding Clause 13 of the Constitution is no longer applicable. Hence, it is proposed that Clause 13 be removed to ensure the Constitution is updated.

STATEMENT ACCOMPANYING NOTICE OF THE 35TH ANNUAL GENERAL MEETING

pursuant to Paragraph 8.72(2) and Appendix 8A of the Main LR of Bursa Securities

1.0 Re-election of Directors pursuant to the Company's Constitution

1.1 The profiles of the following Directors who are retiring pursuant to Clause 106(2) of the Company's Constitution as per Ordinary Resolutions 1 to 3 are stated on pages 145,136 and 138 of the Integrated Annual Report (IAR) 2019, respectively:

- (i) Dato' Ibrahim Marsidi (Ordinary Resolution 1)
- (ii) Dato' Noor Kamarul Anuar Nuruddin (Ordinary Resolution 2)
- (iii) Dato' Mohamed Nasri Sallehuddin (Ordinary Resolution 3)

1.2 The profile of Tan Sri Dato' Seri Mohd Bakke Salleh who was appointed on 11 May 2020 (subsequent to the issuance of the IAR 2019 on 30 April 2020) and retiring pursuant to Clause 106(2) of the Company's Constitution under Ordinary Resolution 4, is available on the Company's website at www.tm.com.my.

1.3 The profiles of the following Directors who are retiring pursuant to Clause 112 of the Company's Constitution as per Ordinary Resolutions 4 and 5 are on pages 141 and 142 of the IAR 2019:

- (i) Tunku Afwida Tunku Dato' A.Malek (Ordinary Resolution 5)
- (ii) Balasingham A. Namasiwayam (Ordinary Resolution 6)

1.4 None of the above Directors has any interest in the securities of the Company, save for Dato' Noor Kamarul Anuar Nuruddin and Balasingham A. Namasiwayam, whose interests in shares are disclosed on page 21 of the Financial Statements.

1.5 None of the abovenamed Directors has any family relationship with any Director and/or major shareholder of the Company, save for Dato' Mohamed Nasri Sallehuddin, who is an employee and nominee director of Khazanah Nasional Berhad, TM's major shareholder. He does not have any conflict of interest with TM, convicted for any offences other than traffic offences for the past five (5) years, or has been imposed any sanction or penalty by any regulatory bodies during the financial year ended 31 December 2019.

1.6 The three (3) independent directors, Dato' Ibrahim Marsidi, Tunku Afwida Tunku Dato' A.Malek and Balasingham A. Namasiwayam satisfy the criteria of independent directors as defined under Paragraph 1.01 of Bursa Securities' Main LR, 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.

2.0 Renewal of Authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Companies Act, 2016 (CA 2016)

The proposed Ordinary Resolution 9 is for the renewal of the current mandate to issue and allot shares in the Company pursuant to Section 75 of CA 2016. Further details are stipulated in the Explanatory Note G of the Notice of the 35th AGM.

#ADMINISTRATIVE DETAILS FOR THE 35TH ANNUAL GENERAL MEETING (AGM)

Date	: Wednesday, 10 June 2020
Registration	: Virtual Meeting via Remote Participation and Electronic Voting
Commencement of meeting	: 10:00 a.m.
Broadcast Venue	: Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur

VIRTUAL MEETING

In light of the COVID-19 pandemic, the safety of the Company's employees, members, directors and relevant stakeholders is our primary concern. As such, TM will conduct the 35th AGM in full virtual manner where shareholders are only allowed to participate remotely via live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities, based on Guidance Note from the Securities Commission dated 18 April 2020. Shareholders will not be allowed to be present at the Broadcast Venue for the 35th AGM.

Shareholders can participate in our full virtual AGM by registering online with Boardroom Smart Investor Portal at <https://boardroomlimited.my>.

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 at the 35th AGM, safely from your home.

Entitlement to Participate and Vote

- Only a member or depositor whose name appears in the Register of Members/Record of Depositors (ROD) as at 3 June 2020 shall be entitled to attend the 35th AGM or appoint proxies to attend on his/her behalf by returning the proxy form downloaded from www.tm.com.my/annualreport.

Lodgement of Proxy Form

- If you are unable to attend the AGM via RPEV facilities on 10 June 2020 and wish to appoint the Chairman of the meeting as your Proxy to vote on your behalf, please deposit your proxy form to the Share Registrar's office, Boardroom Share Registrars Sdn Bhd 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 taking the poll or no later than 12:00 noon on 9 June 2020.
- Alternatively, the Proxy appointment may also be lodged electronically via Boardroom Smart Investor Portal at <https://boardroomlimited.my> not later than 24 hours before the time appointed for taking the poll or no later than 12:00 noon on 9 June 2020.

Electronic Lodgement of Proxy Form

- Proxy form may now be lodged electronic means via Boardroom Smart Investor Portal at <https://boardroomlimited.my>.

Corporate Member

- For corporate member who wishes to appoint a representative please refer to STEP 2 indicated below.

Voting Procedure

- The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Boardroom Corporate Services Sdn Bhd as Scrutineers to verify the poll results.

- During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.

- For the purpose of this AGM, e-voting will be carried out using the following voting devices:-



Personal smart mobile phones, Tablets or PC or Laptops

- There are 3 methods for members and proxies who wish to use their personal voting device to vote as follows:
 - a. Download the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting; OR
 - b. Using QR Scanner Code which will be given to you via email after successful registration; OR
 - c. Using website URL: <https://web.lumiagm.com>
- 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 were successfully carried or not.

Remote Participation and Electronic Voting (RPEV)

- Please note that the RPEV is available to **(i) individual member; (ii) corporate shareholder; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.**
- RPEV will be able to view a live webcast of the Meeting, ask the board questions and submit your votes in real time whilst the meeting is in progress.

- Kindly follow the steps below on how to request for login ID and password.

STEP 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to STEP 2. Submit request for Remote Participation user ID and password.]

- Access website <https://boardroomlimited.my>
- Click <<Login>> and click <<Register>> to sign up as a user.
- Complete registration and upload softcopy of MyKad (front and back) or Passport.
- Please enter a valid email address and wait for Boardroom's email verification.
- Your registration will be verified and approved within one business day and an email notification will be provided.

STEP 2 – Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on 19 May 2020]

Individual Members

- Login to <https://boardroomlimited.my> using your user id and password above.
- Select "Hybrid/Virtual Meeting" from main menu and select the correct Corporate Event "TM 35th Virtual Meeting AGM".
- Enter your CDS Account.
- Read and agree to the terms & conditions and thereafter submit your request.

Corporate Shareholders

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport as well as his/her email address.

Authorised Nominee and Exempt Authorised Nominee

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request.
 - Please provide a copy of Proxy Holder's MyKad (Front and Back) or Passport as well as his/her email address.
- You will receive a notification from Boardroom that your request has been received and is being verified.
 - Upon system verification against the AGM's ROD, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
 - Please note that the closing time to submit your request is **no later than 12:00 noon on 9 June 2020** (not less than 24 hours before the AGM).

STEP 3 – Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Hybrid Meeting Portal for live web cast 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.]

- The Virtual Meeting portal will be open for login starting an hour (1 hour) before the commencement of AGM at 9:00 a.m. on 10 June 2020.
- Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2 above).
- The steps will also guide you how to view live web cast, ask questions and vote.
- The live web cast will end and the Messaging window will be disabled the moment The Chairman announces the closure of the AGM.
- You can now logout from Virtual Meeting Portal.

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

- For enquiry on voting procedure and e-polling, please refer to Boardroom Share Registrars Sdn Bhd:

Contact persons

- Puan Martini Mat Som
- Encik Azzaharul Azem

Telephone No.

- +603-7890 4724
+603-7890 4726

Help desk : +603-7890 4700

bsr.helpdesk@boardroomlimited.com

Gift Policy

- There will be NO DISTRIBUTION of door gifts for members/proxies who join or participate at this virtual AGM.

General Enquiries

- TM welcomes questions and views from shareholders on the AGM Resolutions and IAR 2019 to be raised at the 35th AGM.

Please email your question(s) to agm2020@tm.com.my. This email account is valid from 19 May 2020 until 9 June 2020 only.

We will endeavour to provide response to the queries during the virtual AGM session. However in the interest of time, not all answers could be provided during the meeting, hence, some responses will be provided in the Investor Relations section of TM website.

- For enquiries on the administrative details of this meeting, please contact the following persons during office hours (Monday - Friday from 8:30 a.m. to 5:30 p.m.):

Company Secretarial Division

Contact persons

- Puan Noorsham Abdul Rahman
- Puan Khatijah Mohd Noor
- Puan Sitinor Athirah Azli

Telephone No.

- +603-2240 1225
+603-2240 1223
+603-2240 1220