



TELEKOM MALAYSIA BERHAD

(Company No. 128740-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-third (23rd) Annual General Meeting of the Company will be held on Thursday, 17 April 2008 at 10:00 a.m., at Multi Purpose Hall, Menara TM, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia, for the following purposes:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2007 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
2. To declare a final gross dividend of 22 sen per share (less 26% Malaysian Income Tax) in respect of the financial year ended 31 December 2007. (Ordinary Resolution 2)
3. To re-elect Datuk Zalekha Hassan who was appointed to the Board during the year and retire pursuant to Article 98(2) of the Company's Articles of Association. (Ordinary Resolution 3)
4. To re-elect the following Directors, who retire by rotation pursuant to Article 103 of the Company's Articles of Association:-
 - (i) Dato' Ir Dr Abdul Rahim Daud (Ordinary Resolution 4)
 - (ii) YB Datuk Nur Jazlan Tan Sri Mohamed (Ordinary Resolution 5)
 - (iii) Dato' Azman Mokhtar (Ordinary Resolution 6)
5. To approve the payment of Directors' fees of RM720,492.91 for the financial year ended 31 December 2007. (Ordinary Resolution 7)
6. To re-appoint Messrs. PricewaterhouseCoopers having consented to act as Auditors of the Company for the financial year ending 31 December 2008 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 8)

As **SPECIAL BUSINESS**

7. To consider and if thought fit, to pass the following Resolutions:-
 - (i) **Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

"THAT pursuant to Section 132D of the Companies Act, 1965 (the Act), full authority be and is hereby given to the Directors to issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting 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 10% of the issued share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities, where such approval is necessary."
(Ordinary Resolution 9)

(ii) **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT in accordance with paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in APPENDIX I of the Circular to Shareholders despatched together with the Corporate and Financial Summary of the Company's 2007 Annual Report, which are necessary for the day-to-day operations, provided such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on an arm's length basis, 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 (Proposed New Shareholders' Mandate);

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

- (a) 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;
- (b) the expiration of the period within which the Company's next Annual General Meeting is required to be held under Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed under Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier;

AND THAT the Board of Directors of the Company be and is hereby authorised to complete and do all such acts, deeds and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the Proposed New Shareholders' Mandate." (Ordinary Resolution 10)

(iii) **Proposed Amendments to the Articles of Association of the Company**

"THAT the Articles of Association of the Company be and are hereby altered, modified, added and deleted in the form and manner as set out in APPENDIX II of the Circular to Shareholders despatched together with the Corporate and Financial Summary of the Company's 2007 Annual Report.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments to the Articles with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities." (Special Resolution)

8. To transact any other business of the Company of which due notice has been received.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall be eligible to attend this meeting only in respect of:-

- (a) Shares deposited into the Depositor's Securities Account before 12:30 p.m. on 8 April 2008 (in respect of shares which are exempted from Mandatory Deposit);
- (b) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 8 April 2008 (in respect of Ordinary Transfer); and
- (c) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

Shareholders are reminded that pursuant to the Securities Industry (Central Depositories) (Amendment No. 2) Act, 1998 (SICDA) which came into force on 1 November 1998, all shares not deposited with Bursa Malaysia Depository Sdn Bhd (Bursa Depository) by 12:30 p.m. on 1 December 1998 and not exempted from Mandatory Deposit, have been transferred to the Minister of Finance (MOF). Accordingly, the person eligible to attend this Meeting for such undeposited shares will be the MOF.

NOTICE ON ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of Members at the 23rd Annual General Meeting to be held on 17 April 2008, a final dividend of 22 sen (less 26% Malaysian Income Tax) for the financial year ended 31 December 2007 will be paid on 15 May 2008 to Depositors whose names appear in the Record of Depositors on 24 April 2008.

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

- (a) Shares deposited into the Depositor's Securities Account before 12:30 p.m. on 22 April 2008 (in respect of shares which are exempted from Mandatory Deposit);
- (b) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 24 April 2008 (in respect of Ordinary Transfers); and
- (c) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

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

By Order of the Board

Wang Cheng Yong (MAICSA 0777702)
Zaiton Ahmad (MAICSA 7011681)
Secretaries

Kuala Lumpur
26 March 2008

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A Proxy need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, 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.
3. Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the holding to be represented by each proxy is specified.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "*signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation have been received*". If the Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "*signed under a Power of Attorney which is still in force, no notice of revocation have been received*". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Proxy Form.
5. A corporation which is a Member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with Article 92 of the Company's Articles of Association.
6. The instrument appointing the proxy together with the duly registered power of attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrars, Tenaga Koperat Sdn Bhd, G-01 Ground Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- (i) The proposed Ordinary Resolution 9, if passed, will give the Directors of the Company authority to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting of the Company.
- (ii) The proposed Ordinary Resolution 10, 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 terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next Annual General Meeting unless authority for its renewal is obtained from shareholders of the Company at a general meeting.

Detailed information on the proposed new shareholders' mandate is set out in Appendix I of the Circular to Shareholders despatched together with the Corporate and Financial Summary of the Company's 2007 Annual Report.

- (iii) The proposed Special Resolution, if passed, will bring the Articles of Association of the Company in line with the recent amendments of the Listing Requirements of Bursa Securities, the provisions of the Capital Markets and Services Act, 2007 as well as for better clarity and administrative efficiency.

Detailed information on the proposed amendments to the Articles of Association of the Company is set out in Appendix II of the Circular to Shareholders despatched together with the Corporate and Financial Summary of the Company's 2007 Annual Report.