



TM INTERNATIONAL BERHAD

(Company No.: 242188-H)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of TM International Berhad (“**TMI**” or “**Company**”) will be held at Citrine & Ruby Ballroom, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor, Malaysia on Friday, 1 August 2008 at 9.30 a.m. or at any adjournment, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED SUBSCRIPTION BY TMI MAURITIUS LTD OF 464,734,670 NEW ORDINARY SHARES OF INDIAN RUPEE 10 EACH IN IDEA CELLULAR LIMITED

THAT, subject to and conditional upon the approvals of the relevant authorities being obtained, approval be and is hereby given for TMI Mauritius Ltd (“**TMI Mauritius**”), a wholly-owned subsidiary of the Company, to subscribe for 464,734,670 new ordinary shares of Indian Rupee (“**Rs.**”) 10 each in Idea Cellular Limited (“**Idea**”) (“**Idea Shares**”), representing approximately 14.99% of the enlarged issued and paid-up share capital of Idea, for a cash consideration of Rs.72,944.8 million based on the terms of the Share Subscription Agreement dated 25 June 2008 (“**Share Subscription Agreement**”) (“**Proposed Subscription**”);

AND THAT, approval be and is hereby given for TMI to assign its rights under the Share Subscription Agreement in favour of its affiliates based on the terms set out in the Share Subscription Agreement;

AND THAT, in order to implement, complete and give full effect to the Proposed Subscription, the Directors of the Company be and are hereby empowered and authorised to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and to take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of the Company and to execute, sign and deliver on behalf of the Company and any of its subsidiaries, all such agreements, arrangements, undertakings, instruments or other documents to give full effect and complete and implement the Share Subscription Agreement, with full powers to assent to any arrangements, conditions, modifications, variations and/or amendments thereto as the Directors of the Company may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Subscription.

ORDINARY RESOLUTION 2

PROPOSED MANDATORY GENERAL OFFER BY IDEA TOGETHER WITH TMI, TMI MAURITIUS, TMI INDIA LTD AND GREEN ACRE AGRO SERVICES PRIVATE LIMITED, AS PERSONS ACTING IN CONCERT (“PAC”) WITH IDEA, TO ACQUIRE THE REMAINING 137,985,050 ORDINARY SHARES OF RS.10 EACH IN SPICE COMMUNICATIONS LIMITED, NOT HELD BY IDEA AND THE PAC

THAT, subject to and conditional upon the approvals of the relevant authorities being obtained, approval be and is hereby given for the Company and/or TMI Mauritius and/or TMI India Ltd (“**TMI India**”), wholly-owned subsidiaries of TMI, to act, together with Green Acre Agro Services Private Limited (“**GAASPL**”), as PAC with Idea, to carry out a mandatory general offer on the remaining 137,985,050 ordinary shares of Rs.10 each in Spice Communications Limited (“**Spice**”) (“**Spice Shares**”) not held by Idea and the PAC for a cash offer price of Rs.77.30 per Spice Share (“**Proposed Offer**”) in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 of India (“**SEBI Takeover Regulations**”);

AND THAT, approval be and is hereby given for TMI, TMI Mauritius and/or TMI India to purchase such number of Spice Shares subject to the Proposed Offer which has been accepted by the shareholders of Spice other than Idea and the PAC, at a price of Rs.77.30 per Spice Share and based on the terms of the Merger Cooperation Agreement dated 25 June 2008 ("**Merger Cooperation Agreement**");

AND THAT, in order to implement, complete and give full effect to the Proposed Offer, the Directors of the Company be and are hereby empowered and authorised to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and to take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of the Company and to execute, sign and deliver on behalf of the Company and any of its subsidiaries, all such agreements, arrangements, undertakings, instruments or other documents as may be necessary with full powers to assent to any arrangements, conditions, modifications, variations and/or amendments thereto as the Directors of the Company may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Offer.

ORDINARY RESOLUTION 3

PROPOSED MERGER OF SPICE AND IDEA

THAT, subject to and conditional upon the approvals of the relevant authorities being obtained, and subject further to and conditional upon **Ordinary Resolution 1** being passed, approval be and is hereby given for TMI and/or its subsidiaries which hold Spice Shares, to approve and consent to the proposed merger between Spice and Idea in accordance with a scheme of arrangement under Sections 391 to 394 of the Companies Act 1956 of India, based on the terms of the Merger Cooperation Agreement ("**Proposed Merger**");

AND THAT, approval be and is hereby given for TMI and/or its subsidiaries which hold Spice Shares, to exchange their Spice Shares for ordinary shares of Rs.10 each in Idea ("**Idea Shares**") on the basis of 49 Idea Shares for every 100 Spice Shares held, under the Proposed Merger;

AND THAT, approval be and is hereby given for TMI to acquire from GAASPL some or all of the Spice Shares held by GAASPL at the price of Rs.77.30 per Spice Share plus other incidental costs pursuant to the exercise of the GAASPL Call Option and/or GAASPL Put Option (both terms as defined in TMI's Circular to shareholders dated 17 July 2008), and that such approval shall extend to the Idea Shares which the Spice Shares shall be exchanged to under the Proposed Merger, based on the terms of the Merger Cooperation Agreement ("**Acquisition of Option Shares**");

AND THAT, approval be and is hereby given for TMI to deal with its direct and indirect shareholdings in Idea in such a way that shall not eventually result in a breach of any guidelines issued by the Department of Telecommunications under the Ministry of Communications and Information Technology of the Government of India, or trigger a mandatory general offer with respect to Idea Shares under the SEBI Takeover Regulations, in accordance with the Merger Cooperation Agreement;

AND THAT, in order to implement, complete and give full effect to the Proposed Merger and Acquisition of Option Shares, the Directors of the Company be and are hereby empowered and authorised to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and to take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of the Company and to execute, sign and deliver on behalf of the Company and any of its subsidiaries, all such agreements, arrangements, undertakings, instruments or other documents as may be necessary to give full effect to, complete and implement the Merger Cooperation Agreement, with full powers to assent to arrangements, conditions, modifications, variations and/or amendments thereto as the Directors of the Company may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Merger and Acquisition of Option Shares.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this EGM, the Company shall request from Bursa Malaysia Depository Sdn. Bhd. in accordance with the provisions under Article 66 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors ("**General Meeting ROD**") as at 24 July 2008. Only a depositor whose name appears on the General Meeting ROD as at 24 July 2008 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

Suryani Hussein (LS0009277)
Company Secretary

Kuala Lumpur, Malaysia
17 July 2008

Notes:

1. *A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of TM International Berhad ("**Company**") and the provisions of Section 149(1) (a), (b), (c) and (d) of the Companies Act, 1965 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 has been received". If the Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a Power of Attorney which is still in force, 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 authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with Article 89 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 of the Meeting or at any adjournment.*