

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular. You should rely on your own evaluation to assess the merits and risks of the Proposed Mandate (as set out in this Circular).



MAXIS BERHAD

(Company No. 867573-A)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:

- (I) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- (II) PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

(COLLECTIVELY THE "PROPOSED MANDATE")

The resolutions in respect of the Proposed Mandate will be tabled as special business at the Eighth Annual General Meeting of Maxis Berhad ("**8th AGM**"). This Circular is despatched together with the notice of the 8th AGM and the Form of Proxy as set out in our 2016 Annual Report. Details of the 8th AGM are as follows:

| | |
|--|--|
| Date and time of AGM | : Wednesday, 26 April 2017 at 10.00 a.m |
| Venue of AGM | : Grand Ballroom, Level 3A, Connexion@Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia |
| Last date and time for lodging the Form of Proxy | : Tuesday, 25 April 2017 at 10.00 a.m. |

This Circular is dated 27 March 2017

CONTENTS

| | PAGE |
|---|-------------|
| LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED MANDATE CONTAINING: | |
| 1. INTRODUCTION | 1 |
| 2. BACKGROUND INFORMATION IN RESPECT OF THE PROPOSED MANDATE | 2 |
| 3. DETAILS OF THE PROPOSED MANDATE | 2 |
| 4. RATIONALE FOR THE PROPOSED MANDATE | 8 |
| 5. EFFECTS OF THE PROPOSED MANDATE | 8 |
| 6. APPROVAL REQUIRED | 8 |
| 7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED | 8 |
| 8. DIRECTORS' RECOMMENDATION | 9 |
| 9. AGM | 9 |
| 10. FURTHER INFORMATION | 9 |
| APPENDICES | |
| I. NATURE OF THE RRPTS | 10 |
| II. DETAILS OF THE OUTSTANDING RRPTS RECEIVABLES | 24 |
| III. DETAILS OF THE SHAREHOLDINGS OF THE DIRECTORS AND MAJOR SHAREHOLDERS IN OUR COMPANY AND PERSONS CONNECTED TO THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE | 25 |
| IV. ABSTENTION FROM VOTING | 27 |
| V. ADDITIONAL INFORMATION | 35 |
| VI. THE FULL TEXT OF ORDINARY RESOLUTION 10 TO ORDINARY RESOLUTION 17 REFERRED TO IN THE COMPANY'S NOTICE OF ITS EIGHTH ANNUAL GENERAL MEETING TO BE TABLED AS SPECIAL BUSINESS AT THE FORTHCOMING ANNUAL GENERAL MEETING | 36 |

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

| | | |
|----------------------|---|--|
| 2016 Annual Report | : | Annual Report of our Company for the financial year ended 31 December 2016 |
| Act | : | Companies Act 2016, as amended, supplemented or modified from time to time |
| AGM | : | Annual General Meeting |
| AMH | : | Astro Malaysia Holdings Berhad (932533-V) |
| AMH Group | : | AMH and any body corporate where AMH has equity interests of 10% or more |
| ARSB | : | Astro Radio Sdn Bhd (403472-D), a wholly-owned subsidiary of AMH which is a Person Connected to Major Shareholders of our Company |
| Audit Committee | : | Our audit committee, presently comprising Robert Alan Nason , Tan Sri Mokhzani bin Mahathir, Dato' Hamidah Naziadin, Mohammed Abdullah K. Alharbi and Lim Ghee Keong |
| Board | : | Board of Directors of our Company |
| Bursa Securities | : | Bursa Malaysia Securities Berhad (635998-W) |
| CMSA | : | Capital Markets and Services Act 2007, as amended, supplemented or modified from time to time |
| Director | : | Shall have the same meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of our Company, our subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements |
| EGM | : | Extraordinary General Meeting |
| Excorp | : | Excorp Holdings N.V. (76431), a Major Shareholder of our Company |
| Listing Requirements | : | Main Market Listing Requirements of Bursa Securities, as amended from time to time |
| LPD | : | 28 February 2017, being the latest practicable date prior to the printing of this Circular |
| Major Shareholder | : | A person who has an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation. |

For the purpose of this definition, "interests in shares" has the meaning given in Section 8 of the Act.

DEFINITIONS *(cont'd)*

| | | |
|-----------------------------|---|---|
| Major Shareholder (cont'd) | : | For the purpose of the Proposed Mandate, Major Shareholder (as defined above) includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of our Company or any other corporation which is our Company's subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements |
| Maxis or our Company | : | Maxis Berhad (867573-A) |
| Maxis Group or our Group | : | Collectively, Maxis and its subsidiaries |
| MBNS | : | MEASAT Broadcast Network Systems Sdn Bhd (240064-A), a wholly-owned subsidiary of AMH which is a Person Connected to Major Shareholders of our Company |
| MBSB | : | Maxis Broadband Sdn Bhd (234053-D), our wholly-owned subsidiary |
| MCB | : | Maxis Communications Berhad (158400-V), our penultimate holding company and a Major Shareholder of our Company |
| MGB | : | MEASAT Global Berhad (2866-T), a Person Connected to Major Shareholders of our Company |
| MGB Group | : | MGB and any body corporate where MGB has equity interests of 10% or more |
| MSS | : | MEASAT Satellite Systems Sdn Bhd (247846-X), a wholly-owned subsidiary of MGB which is a Person Connected to Major Shareholders of our Company |
| PanOcean | : | PanOcean Management Limited (70421), a Major Shareholder of our Company |
| Person(s) Connected | : | Shall have the same meaning as in Paragraph 1.01, Chapter 1 of the Listing Requirements |
| Proposed Mandate | : | Collectively, the Proposed Renewal of Mandate and the Proposed New Mandate |
| Proposed New Mandate | : | Proposed new shareholders' mandate to be obtained for additional RRPTs to be entered into, as set out in Part B of Appendix I of this Circular |
| Proposed Renewal of Mandate | : | Proposed renewal of the existing shareholders' mandate for RRPTs obtained on 20 April 2016, as set out in Part A of Appendix I of this Circular |
| PSIL | : | Pacific States Investment Limited (39120), a Major Shareholder of our Company |
| Related Party(ies) | : | Our Directors, Major Shareholders and/or Person(s) Connected to any of our Directors and/or Major Shareholders |
| RRPTs | : | Transactions entered into or proposed to be entered into by our Group which involve the interest, direct or indirect, of our Related Parties and which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of our Group |
| Shares | : | Ordinary shares in our Company |
| SRGAP | : | SRG Asia Pacific Sdn Bhd (385851-P), a person connected to TAK |

DEFINITIONS *(cont'd)*

| | | |
|-------------------|---|--|
| STC | : | Saudi Telecom Company (1010150269), a Major Shareholder of our Company |
| STC Group | : | STC and any body corporate where STC has equity interests of 10% or more |
| Tanjong | : | Tanjong Public Limited Company, a Person Connected to Major Shareholders of our Company and a company incorporated in England (210874) and registered as a foreign company in Malaysia (990903-V) |
| Tanjong Group | : | Tanjong and any body corporate where Tanjong has equity interests of 10% or more |
| TCCPM | : | Tanjong City Centre Property Management Sdn Bhd (357133-T), a wholly-owned subsidiary of Tanjong Property Management Sdn Bhd (357136-K) which in turn is a wholly-owned subsidiary of Tanjong through Tanjong Asset Holdings Sdn Bhd (359779-A) which is a Person Connected to Major Shareholders of our Company |
| TGV | : | TGV Cinemas Sdn Bhd (305598-W), a wholly-owned subsidiary of Tanjong Entertainment Sdn Bhd (220571-U) which in turn is a wholly-owned subsidiary of Tanjong which is a Person Connected to Major Shareholders of our Company |
| Transacting Party | : | A party with which our Company or any of our subsidiaries has entered, or may or intend to enter, into a RRPT under the Proposed Mandate |
| UT Group | : | UTSB and any body corporate where UTSB has equity interests of 10% or more |
| UTES | : | Usaha Tegas Equity Sdn Bhd (209844-K), a wholly-owned subsidiary of UTSB which is a Person Connected to Major Shareholders of our Company |
| UTSB | : | Usaha Tegas Sdn Bhd (121062-M), a Major Shareholder of our Company |
| UTSBM | : | UTSB Management Sdn Bhd (192357-M), a wholly-owned subsidiary of UTSB which is a Person Connected to Major Shareholders of our Company |

CURRENCY

RM and sen : Ringgit Malaysia and sen, the lawful currency of Malaysia

MEASUREMENT

Sq ft : Square foot

Unless otherwise stated, the information set out above in relation to the Major Shareholders, Directors and Persons Connected is as at the LPD.

All references to “our Company” in this Circular means Maxis, references to “our Group” and “Maxis Group” mean our Company and our subsidiaries. References to “we”, “us”, “our” and “ourselves” mean our Company, or where the context otherwise requires, our Group. All references to “you” in this Circular mean the shareholders of our Company, unless the context otherwise requires.

Words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

DEFINITIONS *(cont'd)*

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

Any reference to time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

(The rest of this page has been intentionally left blank)

GLOSSARY OF TECHNICAL TERMS

| | | |
|--------------|---|---|
| bandwidth | : | The information carrying capacity of a communications channel expressed in the form of rate of data transfer (bits per second or multiples of it) |
| base station | : | A transceiver station located within a cell used for communication between mobile devices and a base station controller or mobile switching centre |
| broadband | : | Transmission capacity having a bandwidth greater than 256kbps; capable of high-speed data transmission |
| BTS | : | Base Transceiver Station; radio equipment contained in a base station that is used for transmitting and receiving signals to and from a mobile device within a single cell |
| Internet | : | The interconnection of servers worldwide that provides communications and application services to an international base of business, consumers, education, research, government and other organisations |
| IPTV | : | Internet Protocol Television |
| IT | : | Information Technology |
| kbps | : | 1 thousand bits per second |
| LAN | : | Local Area Network; a short distance data communications network (usually within a building) |
| network | : | A group of 2 or more computer systems or telecommunications elements linked together |
| roaming | : | When mobile subscribers leave their own mobile carrier's home network and move on to other mobile operators' networks |
| server | : | A shared computer on a LAN that provides services to other computers in the network |



Maxis Berhad

(Company No.: 867573-A)
(Incorporated in Malaysia)

Registered Office:
Level 21, Menara Maxis
Kuala Lumpur City Centre
Off Jalan Ampang
50088 Kuala Lumpur
Malaysia

27 March 2017

Board of Directors:

Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda (Chairman/Independent Non-Executive Director)
Robert Alan Nason (Independent Non-Executive Director)
Tan Sri Mokhzani bin Mahathir (Independent Non-Executive Director)
Dato' Hamidah Naziadin (Independent Non-Executive Director)
Mohammed Abdullah K. Alharbi (Non-Executive Director)
Mazen Ahmed M. AlJubeir (Non-Executive Director)
Naser Abdulaziz A. AlRashed (Non-Executive Director)
Lim Ghee Keong (Non-Executive Director)
Alvin Michael Hew Thai Kheam (Non-Executive Director)
Dr. Kaizad B. Heerjee (Non-Executive Director)
Morten Lundal (Executive Director/Chief Executive Officer)

To: Our Shareholders

Dear Sir/Madam

- (I) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- (II) PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

1. INTRODUCTION

On 20 April 2016, we obtained a mandate from you in respect of, amongst others, the RRPTs set out in Part A of Appendix I of this Circular.

In accordance with the Listing Requirements, the mandate referred to above shall lapse at the conclusion of our forthcoming AGM, unless authority for its renewal is obtained from you at our forthcoming AGM.

In addition to the Proposed Renewal of Mandate, our Company will also be seeking a new shareholders' mandate for our Group to enter into additional RRPTs.

Accordingly, on 3 March 2017, our Company announced to Bursa Securities that our Company intends to seek your approval for the Proposed Mandate at our forthcoming AGM.

The purpose of this Circular is to provide you with the relevant information pertaining to the Proposed Mandate and to seek your approval for the ordinary resolutions in connection with the Proposed Mandate to be tabled at our forthcoming AGM. The ordinary resolutions in respect of the Proposed Mandate are enclosed in Appendix VI of this Circular for your reference.

This Circular is despatched together with the notice of the AGM and the Form of Proxy as enclosed in our 2016 Annual Report.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED MANDATE TO BE TABLED AT OUR FORTHCOMING AGM.

2. BACKGROUND INFORMATION IN RESPECT OF THE PROPOSED MANDATE

Paragraph 10.09 of the Listing Requirements provides that a listed issuer may seek its shareholders' mandate for related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of a listed issuer or its subsidiaries, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year (based on the type of transactions, names of related parties involved in each type of transaction made and their relationship with the listed issuer), where the aggregated value is equal to or more than the following thresholds in relation to a listed issuer with an issued and paid-up share capital of RM60 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1 million or more; or
 - (ii) the percentage ratio of such aggregated transactions is 1% or more,whichever is the higher;
- (c) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (d) the listed issuer immediately announces to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer exceeds the estimated value of such recurrent related party transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

3. DETAILS OF THE PROPOSED MANDATE

3.1 Terms of RRPTs

The RRPTs under the Proposed Mandate have been or will be entered into (as the case may be) on normal commercial terms, at arm's length, in the best interests of our Group, on terms that are not more favourable to our Related Parties than those generally available to the public, and will not be detrimental to our non-interested shareholders.

3.2 The Related Parties to which the Proposed Mandate is applicable

The Proposed Mandate will be applicable to those Related Parties comprising our Directors, Major Shareholders and Persons Connected to them, who are more particularly described in Section 7 and Appendices I and III of this Circular.

3.3 Categories of RRPTs

Our principal activity is that of investment holding whilst the principal activities of our Group are to offer a full suite of converged telecommunications, digital and related services and solutions, and corporate support services functions for our Group.

The categories of RRPTs under the Proposed Mandate relate principally to the purchase of telecommunications related services, rental of assets/premises and its related services/charges and promotional and marketing activities in the ordinary course of business of the members of our Group, details of which are as follows:

(a) Purchase of telecommunications related services

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category include, without limitation:

- the use of Related Parties' systems to offer electronic information and transaction based services and contents and to deliver online information based services; and
- the provision of call handling and other telemarketing services.

(b) Rental of assets/premises and its related charges/services

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category include, without limitation:

- the lease of transponders and satellite bandwidth;
- the rental of BTS sites;
- the rental of other premises for operations, briefings and promotions; and
- the payment of other service charges for the rented premises.

(c) Promotional and marketing activities

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category relate to promotional and marketing activities, promotional devices offers, subsidising of movie tickets and strategic partnerships for co-marketing and sales of fibre and IPTV services.

(d) Service activities

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category relate to services for business, provision of third party contract staff and corporate management services.

3.4 Nature of the RRPTs

Details of the RRPTs for which the Proposed Mandate is being sought, as well as the Transacting Parties, the interested Related Parties and the nature of their relationships with our Group, are set out in Appendix I of this Circular.

RRPTs that do not fall within the ambit of the Proposed Mandate will be subject to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

3.5 Amounts due and owing to our Group by related parties pursuant to RRPT (“Outstanding RRPT Receivables”)

The aggregate principal amount of Outstanding RRPT Receivables from our Group's Related Parties which have exceeded the credit term as at 31 December 2016 is approximately RM7.022 million, the details of which are as set out in Appendix II of this Circular.

In relation to the Outstanding RRPT Receivables, no late payment charges are imposed. This is due to, amongst others, our Group's domestic industry practices whereby no late payment charges are imposed unless the outstanding amount is long overdue or substantial. The same basis is applied towards our related and non-related parties.

Our Group has taken action in respect of recovering the above amounts due to our Group, which includes sending reminder letters to the customers and following up closely with calls. Clearing houses have also been appointed to assist the recovery of the outstanding amounts in relation to international inter-operator traffic charges. Given the courses of action taken, our Board is of the view that the Outstanding RRPT Receivables will be recoverable.

3.6 Basis of estimated value of RRPTs

The estimated transaction values of the RRPTs, for which the Proposed Mandate is being sought, as set out in Appendix I of this Circular are based on estimated prevailing prices which are or will be formalised in agreements/contracts to be entered into by relevant members of our Group with the Transacting Parties based on our Group's usual levels of transaction and on the projected business volume from the date of our forthcoming AGM to our next AGM. The actual value of transactions may, however, vary from the estimated value disclosed in Appendix I of this Circular if there should occur any changes in the business, economic and/or competitive environment.

Nevertheless, if the Proposed Mandate is approved, disclosure will be made in accordance with the Listing Requirements in the annual report of our Company for the financial year which will end on 31 December 2017 of the aggregate value of transactions conducted pursuant to the Proposed Mandate as approved during the financial year.

3.7 Benefits to our Group

The supply of telecommunications and other services disclosed in Appendix I of this Circular is to be provided by the relevant members of our Group in their ordinary course of business, and on our Group's normal commercial terms and on terms which will be no more favourable to the Transacting Parties than those generally available to the public. These transactions are beneficial to our Group as they represent an additional source of income for our Group.

The services, which include content, the rental of assets/premises (including transponders) and the promotional and marketing activities to be received by relevant members of our Group from the Transacting Parties, as set out in Appendix I of this Circular, are to be provided on terms which will be no more favourable to the Transacting Parties than those generally available to the public. Further, the services to be received by our Group as set out in Appendix I of this Circular such as the call handling services and the development of entertainment services will enhance the services provided to our Group's mobile subscribers and thereby contribute to the generation of revenue for our Group. Further, our operations are efficiently managed through the utilisation of our Related Parties' expertise and resources.

Your Board is of the view that the close working relationships and co-operation with the Transacting Parties will allow our Group to be more competitive in the provision of telecommunications and other business related services.

3.8 Review procedures for the RRPTs

Our Group has established the following procedures and guidelines and internal controls to ensure that RRPTs have been or will be entered into on normal commercial terms and on terms which are or will not be more favourable to the Transacting Parties than those generally available to third parties dealing at arm's length and are not or will not be to the detriment of our Company's non-interested shareholders:

- (a) To support and supplement the internal control systems, our Company has adopted the following additional review and approval procedures for RRPTs which are within the Proposed Mandate:
 - (i) Individual RRPTs below RM60 million each in value will be reviewed and approved in accordance with our Company's Manual of Limits of Authority ("LOA") with limits of approval levels varying with the value and nature of the transactions. For example, a transaction of a technological or IT in nature with a value of between RM1 million and RM15 million will require the joint approval of the Chief Financial and Strategy Officer and the Chief Technology Officer of our Company. A transaction above RM15 million up to RM60 million will require the approval of the Chief Executive Officer of our Company;
 - (ii) Individual RRPTs exceeding RM60 million each in value will be reviewed and considered by the Audit Committee and thereafter, if the Audit Committee shall deem fit, will be recommended to your Board for approval;
 - (iii) Variations to the terms and conditions of the individual RRPTs will be reviewed and approved in accordance with our Company's LOA; and
 - (iv) A quarterly report on all RRPTs transacted in that quarter will be produced to the Audit Committee for its reference;
- (b) All operating divisions and our subsidiaries are required to review their existing information systems on an ongoing basis to ensure that features are incorporated into the systems for capturing information on RRPTs at source;
- (c) Information on Related Parties and review procedures applicable to all RRPTs which involve the interest, direct or indirect, of such Related Parties have been disseminated to all operating divisions and our subsidiaries and will continue to be disseminated from time to time, for their reference in ensuring that all transactions with such Related Parties are undertaken on arm's length basis and on normal commercial terms which are not or will not be more favourable to the Related Parties than those generally available to the public;
- (d) RRPTs will only be undertaken by our Company and subsidiaries after our Company or the relevant subsidiaries has ascertained that the transaction prices, rentals, terms and conditions, quality of products/services will be comparable with those prevailing in the market and will meet industry standards. The transaction prices will be based on the prevailing market rates/prices of the service or product and will allow for the usual margin given to or given by any unrelated third parties or will otherwise accord with the normal commercial terms and applicable industry norms. The interests of non-interested shareholders will also be taken into account when entering into RRPTs to ensure that their rights and interests are upheld;
- (e) All RRPTs to be entered into shall be on normal commercial terms and on terms that will be consistent with our Group's usual business practices and policies;
- (f) In the event that a member of the Audit Committee or Board has an interest and/or deemed interest in any particular RRPT, he or she shall declare his or her interest in the RRPT and will have to refrain from any deliberation and also abstain from voting on the matter at the Audit Committee meeting or Board meeting in respect of that RRPT;

- (g) Proper records shall be maintained to record all RRPTs entered or to be entered into pursuant to the Proposed Mandate to ensure accurate disclosure thereof. In accordance with Paragraph 10.09(2)(b) of the Listing Requirements, the aggregate value of the RRPTs transacted pursuant to the Proposed Mandate during the financial year shall be disclosed in the annual report of our Company where the aggregated value is equal to or more than the following thresholds:
- (i) the consideration, value of the assets, capital outlay or costs of the aggregated RRPTs is RM1 million or more; or
 - (ii) the percentage ratio of such aggregated RRPTs is 1% or more;

whichever is the higher.

Such disclosures will include the type of RRPTs entered into and the names of the Related Parties involved in each type of RRPT entered into and their relationships with our Company. When the aggregated actual value of the RRPTs entered into with parties within the same related party group exceeds the aggregated estimated value of such RRPTs as disclosed in this Circular by 10% or more, our Company will make an immediate announcement, which will include the information as may be prescribed, to Bursa Securities;

- (h) All RRPTs entered into pursuant to the Proposed Mandate shall be (or have been, as the case may be) reviewed under the annual internal audit plan to ensure that all relevant shareholders' approvals have been obtained where necessary, and the review procedures in respect of such RRPTs are complied with;
- (i) The Audit Committee shall review the Internal Audit Reports on a quarterly basis to ascertain that the guidelines and the procedures established to monitor RRPTs are complied with;
- (j) Periodical review of the relevant RRPTs and the existing procedures in relation to related party transactions shall be carried out by the Audit Committee to ascertain that they have been complied with in accordance with the Proposed Mandate;
- (k) At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates or prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms in order to ensure that the RRPT is not detrimental to our Company or our Group; and

- (l) If the Audit Committee is of the view that the abovementioned procedures are insufficient to ensure that RRPTs are undertaken on an arm's length basis and on normal commercial terms and on terms that are not more favourable to the Transacting Party than those generally available to third parties dealing at arm's length during their periodic review of the procedures, the Audit Committee has the discretion to request for additional procedures to be imposed on all RRPTs.

It is our Company's policy to ensure that all of our transactions regardless of whether they are RRPTs or not, must comply with our Company's Procurement Manual ("PM") and the LOA. The purpose of the PM and LOA is to ensure that all transactions are carried out in the best interests of our Company.

The LOA sets out the levels of authority and guides internal management in their control over our Group's capital and operating expenditure. The purpose of the PM is to ensure that competitive bidding principles and transparent procedures are observed in the procurement of goods and services.

Our Company's Code of Business Practice lays down the policy that all of our Company's Directors and employees must act in good faith and without any conflict of interest at all times and must act in the best interests of our Group.

3.9 Statement by Audit Committee

The Audit Committee is of the view that the review procedures and processes for the RRPTs as set out in Section 3.8 above are:

- (a) adequate and sufficient to monitor, track and identify RRPTs in a timely and orderly manner and, if necessary, may request internal audit to review these systems and procedures; and
- (b) sufficient to ensure that the RRPTs will be entered into on normal commercial terms and on terms which will not be more favourable to the Transacting Parties than those generally available to third parties dealing at arm's length and will not be to the detriment of our Company's non-interested shareholders.

All reviews by the Audit Committee will be reported to our Board for its further action.

3.10 Disclosure of RRPTs

If the Proposed Mandate is approved, disclosure will be made in the annual report of our Company of, among others, the aggregate value of RRPTs conducted pursuant to the Proposed Mandate during the financial year where:

- (a) the consideration, value of the assets, capital outlay or costs of the aggregated RRPTs is RM1 million or more; or
- (b) the percentage ratio of such aggregated RRPTs is 1% or more,

whichever is the higher.

In making the aforementioned disclosure in the annual report of our Company, we shall include a breakdown of the aggregate value of the RRPTs based on the type of transactions, the names of the Related Parties involved and their relationships with our Group.

Disclosure will also be made in our annual report for each of the subsequent financial years during which the Proposed Mandate shall remain in force. When the aggregated actual value of the RRPTs entered into with parties within the same related party group exceeds the aggregated estimated value of such RRPTs as disclosed in this Circular by 10% or more, our Company will make an immediate announcement, which will include the information as may be prescribed, to Bursa Securities.

3.11 Validity period of the Proposed Mandate

The Proposed Mandate, if approved at our forthcoming Eighth AGM, shall take effect from the date of the passing of the ordinary resolutions proposed at our AGM to approve the Proposed Mandate and is subject to annual renewal. In this respect, the authority conferred by the Proposed Mandate shall only continue to be in force until:

- (a) the conclusion of our next AGM following the forthcoming Eighth AGM at which the Proposed Mandate is approved, at which time it will lapse, unless by a resolution passed at such general meeting, the authority is renewed; or
- (b) the expiration of the period within which our next AGM after that date is required to be held pursuant to Section 340(2) of the Act (excluding however such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the Proposed Mandate is revoked or varied by resolution passed by you in a general meeting,

whichever is the earliest.

Thereafter, your approval will be sought for the renewal of the Proposed Mandate at each subsequent AGM or at an EGM that may be held on the same day as the AGM, subject to a satisfactory review by our Audit Committee.

4. RATIONALE FOR THE PROPOSED MANDATE

The Proposed Mandate, subject to annual review, will enable members of our Group to carry out RRPTs necessary for their day-to-day operations and will eliminate the need to frequently make announcements to Bursa Securities, convene separate general meetings and/or seek your approval from time to time as and when RRPTs which are comprised within the Proposed Mandate shall arise. In this respect, the Proposed Mandate is intended to save administrative time and expenses which could be better utilised by our Group to pursue its corporate objectives and realise business opportunities in a more timely and effective way.

5. EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate is not expected to have any effect on our issued and paid-up share capital and our Major Shareholders' shareholdings in our Company, and is not expected to have any material effect on the earnings, net assets and gearing of our Group.

However, the Proposed Mandate is in relation to transactions which are of a revenue or trading nature and which form an integral part of our Group's day-to-day operations and hence, they contribute to our financial performance.

6. APPROVAL REQUIRED

The Proposed Mandate is subject to your approval being obtained at our forthcoming AGM.

7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

Details of the direct and indirect shareholdings of our interested Directors, interested Major Shareholders and interested Persons Connected to them in relation to the Proposed Mandate are set out in Appendix III of this Circular. All information in relation to the equity interests, both direct and indirect, as stated in Appendix III of this Circular of each of our interested Directors and Major Shareholders are extracted from the Register of Directors and Register of Substantial Shareholders of our Company respectively as at the LPD. Save as disclosed in Appendix III of this Circular, there are no Directors, Major Shareholders and Persons Connected to them who have any interests, direct or indirect, in the Proposed Mandate.

Our interested Directors in relation to the Proposed Mandate, as set out in Appendix III of this Circular, have abstained and will continue to abstain from deliberating and voting in respect of the relevant RRPTs under the Proposed Mandate involving their interests and/or interests of Persons Connected to them, at our relevant Board meetings. In addition, our interested Directors will abstain from voting in respect of their direct and/or indirect shareholdings in our Company at our forthcoming AGM on the relevant resolutions to approve RRPTs involving their interests and/or interests of Persons Connected to them.

Our interested Major Shareholders in relation to the Proposed Mandate, as set out in Appendix III of this Circular, will abstain from voting in respect of their direct and/or indirect shareholdings in our Company at our forthcoming AGM on the relevant resolutions to approve RRPTs involving their interests and/or interests of Persons Connected to them.

Further, our interested Directors and interested Major Shareholders have undertaken to ensure that Persons Connected to them will abstain from voting on the relevant resolutions in respect of the Proposed Mandate at our forthcoming AGM, in which they and/or Persons Connected to them have interests.

8. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Mandate, your Board (save for the interested Directors in respect of the relevant resolutions to approve RRPTs involving their interests as set out in Section 7 above who hence expressed no opinion thereon), is of the opinion that the Proposed Mandate is in the best interests of our Company.

Accordingly, your Board (save for the interested Directors in respect of the relevant resolutions to approve RRPTs involving their interests as set out in Section 7 above) recommends that you vote in favour of the ordinary resolutions pertaining to the Proposed Mandate to be tabled at our forthcoming AGM.

9. AGM

The ordinary resolutions in respect of the Proposed Mandate will be tabled at the forthcoming AGM. This Circular is despatched together with the notice of the Eighth AGM of our Company and the Form of Proxy as enclosed in our 2016 Annual Report.

Our AGM will be held on Wednesday, 26 April 2017 at 10.00 a.m. at Grand Ballroom, Level 3A, Connexion@Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of our AGM herein to approve and give effect to the Proposed Mandate.

You may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you must deposit the original signed Form of Proxy with our Company's Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for the AGM.

However, the lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

You are requested to refer to the relevant appendices for further information.

Yours faithfully
For and on behalf of the Board of
Maxis Berhad

Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda
Chairman/Independent Non-Executive Director

NATURE OF THE RRPTS

(A) CATEGORIES OF RRPTS WHICH MAY OR WILL BE ENTERED INTO UNDER THE PROPOSED RENEWAL OF MANDATE

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|--|-------------------------------------|----------------------------|---|--|--|--|---|------------------------------|
| (i) The estimated aggregate value of transactions between Maxis Group and AMH Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM123.900 million, consisting of the following transactions: | | | | | | | | |
| 1. | MBSB and/or its affiliates | MBNS and/or its affiliates | Provision of subscription type services/contents by MBNS and/or its affiliates to MBSB and/or its affiliates to be provided to Maxis subscribers based on revenue share | 2,500 | 582 | 2,500 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean, Ananda Krishnan Tatparanandam (“ TAK ”), Tun Haji Mohammed Hanif bin Omar (“ THO ”), Dato’ Haji Badri bin Haji Masri (“ Dato’ Badri ”) and Mohamad Shahrin bin Merican (“ MSM ”) | Please refer to Note 1 below |
| 2. | MBSB | MBNS and/or its affiliates | Strategic partnership on co-marketing and sales of Maxis fibre services, wireless services, broadband services and Astro IPTV services and On-The-Go Services | 125,000 | 67,914 | 121,400 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato’ Badri and MSM | Please refer to Note 1 below |
| | | | | | | | <u>Director</u> Lim Ghee Keong (“ LGK ”) | |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|---|-------------------------------------|-----------------------------|--|--|--|--|---|------------------------------|
| (ii) The estimated aggregate value of transactions between Maxis Group and Tanjong Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM50.365 million, consisting of the following transactions: | | | | | | | | |
| 3. | MBSB and/or its affiliates | TCCPM and/or its affiliates | Rental of signage space and other related expenses at both sides of the facade of Menara Maxis by MBSB and/or its affiliates and Maxis' naming rights to the building payable on monthly basis | 1,200 | 754 | 1,100 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK and Ashwin Kumar Das ("AKD") | Please refer to Note 2 below |
| 4. | MBSB and/or its affiliates | TCCPM and/or its affiliates | Rental, service charge, property service fee/building expenses and other related expenses payable on monthly basis by MBSB and/or its affiliates at Menara Maxis for:- (i) approximately 16,000 Sq ft at Levels 24 and 25 (ii) approximately 140,000 Sq ft at Levels 8, 11 and 15 to 23 (iii) approximately 8,000 Sq ft at Ground Floor | 2,950 42,000 3,000 | 1,675 20,449 2,021 | 2,700 41,000 3,100 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK and AKD | Please refer to Note 2 below |
| 5. | MBSB and/or its affiliates | TCCPM and/or its affiliates | Rental for promotional/event space in Menara Maxis | 80 | Nil | 80 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK and AKD | Please refer to Note 2 below |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|--|-------------------------------------|-----------------------------|---|--|--|--|--|------------------------------|
| 6. | MBSB and/or its affiliates | TCCPM and/or its affiliates | Rental receivable by MBSB and/or its affiliates for utilising of space/facilities at Maxis Living Room at Level 25, Menara Maxis and other Maxis' premises | 85 | Nil | 85 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK and AKD | Please refer to Note 2 below |
| 7. | MBSB and/or its affiliates | TCCPM and/or its affiliates | Rental for Level 14, Menara Maxis payable on a monthly basis by MBSB and/or its affiliates | 2,100 | 1,427 | 2,100 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK and AKD | Please refer to Note 2 below |
| 8. | MBSB and/or its affiliates | TGV | Purchase of movie tickets, hall bookings and concessions by MBSB and/or its affiliates – for rewards in MyMaxis App and Hotlink Red App targeting existing loyal Postpaid and Prepaid customers | 815 | 419 | 200 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK and AKD | Please refer to Note 2 below |
| (iii) The estimated aggregate value of transactions between Maxis Group and MGB Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM73.611 million, consisting of the following transactions: | | | | | | | | |
| 9. | MBSB | MSS | Transponder lease rentals payable on quarterly basis by MBSB | 23,163 | 13,514 | 21,525 | <u>Major Shareholders</u> TAK, THO and MSM <u>Directors</u> LGK and AKD | Please refer to Note 3 below |
| 10. | MBSB | MSS | Rental payable on monthly basis by MBSB for BTS site | 36 | 27 | 36 | <u>Major Shareholders</u> TAK, THO and MSM <u>Directors</u> LGK and AKD | Please refer to Note 3 below |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|--|-------------------------------------|--|--|--|--|--|--|------------------------------|
| 11. | MBSB | MSS | Teleport lease rentals payable on quarterly basis by MBSB | 1,826 | 1,202 | 8,105 | Major Shareholders TAK, THO and MSM Directors LGK and AKD | Please refer to Note 3 below |
| 12. | MBSB | Measat Broadband (International) Ltd ("MBI") | Transponder (IPstar) lease rentals payable on quarterly basis by MBSB | 40,729 | 25,184 | 36,745 | Major Shareholders TAK, THO and MSM Directors LGK and AKD | Please refer to Note 3 below |
| 13. | MBSB | MBI | Revenue share from MBI for the leasing of satellite bandwidth on the Measat-5 satellite to other customers | 7,200 | 3,831 | 7,200 | Major Shareholders TAK, THO and MSM Directors LGK and AKD | Please refer to Note 3 below |
| (iv) The estimated aggregate value of transactions between Maxis Group and UT Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM33.433 million, consisting of the following transactions: | | | | | | | | |
| 14. | MBSB and/or its affiliates | UTSBM and/or its affiliates | Engagement of UTSBM and/or its affiliates to provide corporate management services | 30,917 | 23,555 | 32,772 | Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM Director LGK | Please refer to Note 4 below |
| 15. | MBSB and/or its affiliates | UTSB and/or its affiliates | Rental receivable by MBSB and/or its affiliates for utilising of space/facilities at Maxis Living Room at Level 25, Menara Maxis and other Maxis' premises | 85 | Nil | 85 | Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM Director LGK | Please refer to Note 4 below |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|-----|-------------------------------------|---------------------------------------|--|--|--|--|---|------------------------------|
| 16. | MBSB and/or its affiliates | Mobitel (Private) Limited ("Mobitel") | <ul style="list-style-type: none"> Interconnect revenue to MBSB and/or its affiliates Interconnect expenses paid by MBSB and/or its affiliates | 1 10 | 43 106 | 50 168 | Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK | Please refer to Note 5 below |
| 17. | MBSB and/or its affiliates | Mobitel | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 66 66 | 46 10 | 66 132 | Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK | Please refer to Note 5 below |
| 18. | MBSB and/or its affiliates | Sri Lanka Telecom PLC ("SLT") | <ul style="list-style-type: none"> Interconnect revenue to MBSB and/or its affiliates Interconnect expenses paid by MBSB and/or its affiliates | 60 1500 | 10 101 | 20 140 | Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK | Please refer to Note 5 below |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|---|-------------------------------------|---|--|--|--|--|--|------------------------------|
| (v) The estimated aggregate value of transactions between Maxis Group and MCB group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM7.147 million, consisting of the following transactions: | | | | | | | | |
| 19. | MBSB and/or its affiliates | MCB and/or its affiliates | Provision of corporate services by MBSB and/or its affiliates. Corporate support services include services such as support functions for accounting, taxation and human resources matters and rental of IT equipment | 2,800 | 2,198 | 2,800 | <u>Major Shareholders</u> All Major Shareholders as set out in Section (b) of Appendix III of this Circular <u>Directors</u> Mohammed Abdullah K. Alharbi (“ MAH ”), Mazen Ahmed M. AlJubeir (“ MAJ ”) and Naser Abdulaziz A. AlRashed (“ NAR ”) | Please refer to Note 6 below |
| 20. | MBSB and/or its affiliates | Dishnet Wireless Limited (“ DWL ”) and/or Aircel Limited (“ Aircel Group ”) | <ul style="list-style-type: none"> Interconnect revenue to MBSB and/or its affiliates Interconnect expenses paid by MBSB and/or its affiliates | 490 1,400 | 421 13 | 325 10 | <u>Major Shareholders</u> All Major Shareholders as set out in Section (b) of Appendix III of this Circular <u>Directors</u> MAH, MAJ and NAR | Please refer to Note 7 below |
| 21. | MBSB and/or its affiliates | DWL | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 60 102 | ** 8 | 60 72 | <u>Major Shareholders</u> All Major Shareholders as set out in Section (b) of Appendix III of this Circular <u>Directors</u> MAH, MAJ and NAR | Please refer to Note 7 below |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|---|-------------------------------------|--|---|--|--|--|--|------------------------------|
| 22. | MBSB and/or its affiliates | Aircel Group and/or its affiliates | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 300 1,258 | 3 169 | 300 880 | <u>Major Shareholders</u> All Major Shareholders as set out in Section (b) of Appendix III of this Circular <u>Directors</u> MAH, MAJ and NAR | Please refer to Note 7 below |
| 23. | MBSB and/or its affiliates | Bridge Mobile Pte Ltd (“ Bridge Mobile ”) | <ul style="list-style-type: none"> Traffic steering services to MBSB and/or its affiliates Membership fee Preferred roaming services to MBSB and/or its affiliates | 500 1,000 1,200 | 431 628 958 | 500 1,000 1,200 | <u>Major Shareholders</u> All Major Shareholders as set out in Section (b) of Appendix III of this Circular | Please refer to Note 8 below |
| (vi) The estimated aggregate value of transactions between Maxis Group and STC Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM43.870 million, consisting of the following transactions: | | | | | | | | |
| 24. | MBSB and/or its affiliates | STC | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 10,000 3,000 | 8,048 1,484 | 30,000 10,000 | <u>Major Shareholder</u> STC | Please refer to Note 9 below |
| 25. | MBSB and/or its affiliates | STC and/or its affiliates | <ul style="list-style-type: none"> Interconnect revenue to MBSB and/or its affiliates Interconnect expenses paid by MBSB and/or its affiliates | 210 1,190 | 383 1,035 | 250 1,700 | <u>Major Shareholder</u> STC | Please refer to Note 9 below |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|--|-------------------------------------|--|--|--|--|--|---|-------------------------------|
| 26. | MBSB and/or its affiliates | Cell C (Pty) Ltd ("Cell C") | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 50 150 | 13 2 | 50 150 | Major Shareholder STC Director MAH | Please refer to Note 10 below |
| 27. | MBSB and/or its affiliates | Kuwait Telecom Company ("KTC") | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 101 148 | 128 18 | 200 300 | Major Shareholder STC | Please refer to Note 11 below |
| 28. | MBSB and/or its affiliates | AVEA İletişim Hizmetleri A.Ş. ("AVEA") | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 140 800 | ** Nil | 140 800 | Major Shareholder STC | Please refer to Note 12 below |
| 29. | MBSB and/or its affiliates | Viva Bahrain BSC (C) ("Viva") | <ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses paid by MBSB and/or its affiliates | 150 200 | 18 4 | 120 160 | Major Shareholder STC | Please refer to Note 13 below |
| (vii) The estimated aggregate value of transactions between Maxis Group and companies related to certain Major Shareholders, from the date of our forthcoming AGM to the date of our next AGM amounts to RM28.500 million, consisting of the following transaction: | | | | | | | | |
| 30. | MBSB and/or its affiliates | SRGAP | Purchase of services – the provision of call handling and other telemarketing services to MBSB and/or its affiliates | 25,000 | 12,632 | 25,000 | Major Shareholder TAK | Please refer to Note 14 below |

| No | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value as disclosed in the circular to shareholders dated 23 March 2016 (RM000) | Actual value transacted from 20 April 2016 up to the LPD (RM000) | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationship |
|--|-------------------------------------|---|---|--|--|--|--|-------------------------------|
| 31. | MBSB and/or its affiliates | SRGAP | Supply of third party contract staff by SRGAP | 4,000 | Nil | 3,500 | <u>Major Shareholder</u> TAK | Please refer to Note 14 below |
| (viii) The estimated aggregate value of transactions between Maxis Group and companies related to certain Major Shareholders, from the date of our forthcoming AGM to the date of our next AGM amounts to RM0.040 million, consisting of the following transaction: | | | | | | | | |
| 32. | MBSB | Malaysian Landed Property Sdn Bhd (“MLP”) | BTS rental and electricity charges payable on monthly basis by MBSB | 54 | 31 | 40 | <u>Major Shareholders</u> TAK and MSM | Please refer to Note 15 below |
| Total estimated transaction value/actual value transacted | | | | 339,692 | 191,495 | 360,866 | | |

(B) ADDITIONAL CATEGORIES OF RRPTS WHICH MAY OR WILL BE ENTERED INTO UNDER THE PROPOSED NEW MANDATE

| No. | Company in the Maxis Group involved | Transacting Parties | Nature of transaction* | Estimated value from 26 April 2017 to the next AGM (RM000) | Interested Related Parties | Nature of Relationships |
|---|-------------------------------------|-----------------------------|--|--|--|------------------------------|
| (i) The estimated aggregate value of transactions between Maxis Group and Tanjong Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM2.700 million, consisting of the following transactions: | | | | | | |
| 1. | MBSB and/or its affiliates | TCCPM and/or its affiliates | Rental payable by MBSB and/or its affiliates for Banking Hall at Level 1 and Mezzanine Floor, Menara Maxis | 2,700 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean and TAK <u>Directors</u> LGK and AKD | Please refer to Note 2 below |
| (ii) The estimated aggregate value of transactions between Maxis Group and AMH Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM3.000 million, consisting of the following transactions: | | | | | | |
| 2. | MBSB and/or its affiliates | MBNS and/or its affiliates | Purchase of goods/services including media sales, advertising spots, media sponsorships, or programmes from MBNS and/or its affiliates | 3,000 | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM <u>Director</u> LGK | Please refer to Note 1 below |
| 3. | MBSB and/or its affiliates | ARSB and/or its affiliates | Provision of free radio streaming services to be provided to Maxis subscribers on a co-marketing basis | N/A | <u>Major Shareholders</u> UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM <u>Director</u> LGK | Please refer to Note 1 below |
| Total estimated transaction value | | | | 5,700 | | |

Notes:

(i) All information in relation to equity interests as set out in this Appendix I are as at the LPD.

(ii) The transacting parties within the Maxis Group as set out in the table above are merely an indication and the actual transacting parties may vary upon conclusion of these deals.

(iii) The tenancy period of the transaction described in Table B(i)(1) of this Appendix I is not more than 3 years and the rental is payable on monthly basis.

* Certain acronyms or technical terms used herein are defined in the "Glossary of Technical Terms" appearing on page (vi) of this Circular.

** Less than RM1,000

Information as at 28 February 2017

(1) AMH Group

MBNS and ARSB are wholly-owned subsidiaries of Astro Malaysia Holdings Berhad ("**AMH**").

Each of UTSB, PSIL, Excorp, PanOcean and TAK is a Major Shareholder with a deemed interest over 4,875,000,000 Shares representing 64.91% equity interest in Maxis ("**Shares**") by virtue of its deemed interest in Binariang GSM Sdn Bhd ("**BGSM**") which holds 100% equity interest in MCB which in turn holds 100% equity interest in BGSM Management Sdn Bhd ("**BGSM Management**"). BGSM Management holds 100% equity interest in BGSM Equity Holdings Sdn Bhd ("**BGSM Equity**") which in turn holds 64.91% equity interest in Maxis. UTSB's deemed interest in such Shares arises through its wholly-owned subsidiaries, namely, Wilayah Resources Sdn Bhd, Tegas Puri Sdn Bhd, Besitang Barat Sdn Bhd and Besitang Selatan Sdn Bhd, which hold in aggregate 37% equity interest in BGSM.

Each of UTSB, PSIL, Excorp and PanOcean has a deemed interest over 1,249,075,472 ordinary shares ("**AMH Shares**") representing 23.98% equity interest in AMH through the wholly-owned subsidiaries of UTSB, namely, Usaha Tegas Entertainment Systems Sdn Bhd and All Asia Media Equities Limited with each holding 235,778,182 AMH Shares and 1,013,297,290 AMH Shares directly representing 4.53% and 19.45% equity interest in AMH respectively.

PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTSB. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations, including those for charitable purposes.

TAK is also a major shareholder of AMH with a deemed interest over 2,133,139,626 AMH Shares representing 40.95% equity interest in AMH. In addition, TAK is a director of PanOcean, Excorp, PSIL and UTSB. Although TAK and PanOcean are deemed to have an interest in the Shares and AMH Shares as described in the foregoing, they do not have any economic or beneficial interest over such shares as such interest is held subject to the terms of such discretionary trust referred to the paragraph above.

LGK who is a Director, is also a director in AMH. He is also a director of MBSB, PSIL, Excorp, PanOcean and UTSB. LGK has a direct equity interest over 1,000,000 AMH Shares representing 0.02% equity interest in AMH. LGK does not have any equity interest in Maxis, MBSB or AMH Group.

Each of THO, Dato' Badri and MSM is a Major Shareholder with a deemed interest over 4,875,000,000 Shares representing 64.91% equity interest in Maxis in which Harapan Nusantara Sdn Bhd ("**HNSB**") has an interest, by virtue of his 25% direct equity interest in HNSB. HNSB's deemed interest in such Shares arises through its wholly-owned subsidiaries, namely, Mujur Anggun Sdn Bhd ("**MASB**"), Cabaran Mujur Sdn Bhd ("**CMSB**"), Anak Samudra Sdn Bhd ("**ASSB**"), Dumai Maju Sdn Bhd ("**DMSB**"), Nusantara Makmur Sdn Bhd ("**NMSB**"), Usaha Kenanga Sdn Bhd ("**UKSB**") and Tegas Sari Sdn Bhd ("**TSSB**") (collectively, "**HNSB Subsidiaries**"), which hold in aggregate 30% equity interest in BGSM. The HNSB Subsidiaries hold their deemed interest in such Shares under discretionary trusts for Bumiputera objects. As such, HNSB, THO, Dato' Badri and MSM do not have any economic interest over such Shares as such interest is held subject to the terms of such discretionary trusts.

Each of THO, Dato' Badri and MSM has a deemed interest over 462,124,447 AMH Shares representing 8.87% equity interest in AMH in which Harapan Terus Sdn Bhd ("**HTSB**") has an interest, by virtue of his 25% direct equity interest in HTSB. HTSB's deemed interest in such AMH Shares arises through its wholly-owned subsidiaries, namely, Berkat Nusantara Sdn Bhd ("**BNSB**"), Nusantara Cempaka Sdn Bhd ("**NCSB**"), Nusantara Delima Sdn Bhd ("**NDSB**"), Mujur Nusantara Sdn Bhd ("**MNSB**"), Gerak Nusantara Sdn Bhd ("**GNSB**") and Sanjung Nusantara Sdn Bhd ("**SNSB**") (collectively, "**HTSB Subsidiaries**"). The HTSB Subsidiaries hold such AMH Shares under discretionary trusts for Bumiputera objects. As such, HTSB, THO, Dato' Badri and MSM do not have any economic interest over such AMH Shares as such interest is held subject to the terms of such discretionary trusts.

Dato' Badri who is a director of MBNS also has a deemed interest over 500,000 AMH Shares representing 0.01% equity interest in AMH held by Casa Saga Sdn Bhd ("**CSSB**") by virtue of his 99% direct equity interest in CSSB.

MSM who is a director of MCB also has a direct equity interest over 11,000 Shares representing 0.00015% equity interest in Maxis. He has a direct equity interest over 200,000 AMH Shares representing 0.004% equity interest in AMH.

Dato' Mohamed Khadar bin Merican ("**DKM**") who is a person connected to MSM, is also a director of AMH. DKM has a direct equity interest over 855,600 AMH Shares representing 0.016% equity interest in AMH.

(2) Tanjong Group

TCCPM and TGV are wholly-owned subsidiaries of Tanjong which in turn is wholly-owned by Tanjong Capital Sdn Bhd (“TCSB”).

UTSB holds an aggregate of 124,688,000 ordinary shares in TCSB (“TCSB Shares”) representing 65.84% equity interest in TCSB, of which 71,000,000 TCSB Shares representing 37.49% equity interest in TCSB is held directly by UTSB, while 53,688,000 TCSB Shares representing 28.35% equity interest in TCSB is held indirectly, via its wholly-owned subsidiary, Usaha Tegas Resources Sdn Bhd (“UTRSB”).

TAK has a deemed interest in the TCSB Shares in which UTSB has an interest by virtue of the deemed interest of PanOcean in the TCSB Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations, including those for charitable purposes. PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTSB.

Although TAK and PanOcean are deemed to have an interest in the TCSB Shares as described in the foregoing, they do not have any economic or beneficial interest over such TCSB Shares, as such interest is held subject to the terms of such discretionary trust referred to the above.

TAK is also deemed to have an interest over 47,792,803 TCSB Shares representing 25.23% equity interest in TCSB through the wholly-owned subsidiaries of MAI Sdn Berhad (“MAI”), by virtue of his 99.999% direct equity interest in MAI.

TCCPM and TGV are persons connected to UTRSB, UTSB, PSIL, Excorp, PanOcean and TAK by virtue of their interest in TCSB as set out above. Please refer to Note 1 above for interests of UTSB, PSIL, Excorp, PanOcean and TAK in Maxis.

LGK who is a Director, is also a director of TCSB, Tanjong and certain subsidiaries of Tanjong. LGK does not have any equity interest in TCSB, Tanjong, TCCPM and TGV. Please refer to Note 1 above for LGK’s interest in Maxis.

AKD who is a director of MCB is also a director of Tanjong and certain subsidiaries of Tanjong. AKD does not have any equity interest in the shares of MCB, Tanjong, TCCPM or TGV.

(3) MGB Group

MSS and MBI are wholly-owned subsidiaries of MGB.

TAK is also a major shareholder of MGB with a deemed interest over 272,953,208 ordinary shares (“MGB Shares”) representing 70% equity interest in MGB held via MEASAT Global Network Systems Sdn Bhd (“MGNS”), a wholly-owned subsidiary of MAI Holdings Sdn Bhd (“MAIH”) in which he has a 99.999% direct equity interest. Hence, TAK also has deemed interest over MSS and MBI. Please refer to Note 1 above for TAK’s deemed interest in Maxis.

THO is also a director of MGB and MSS. THO does not have any equity interest in the shares of MGB, MSS or MBI. Please refer to Note 1 above for THO’s deemed interest in Maxis.

MSM is also a major shareholder of MGB with a deemed interest over 116,979,947 MGB Shares representing 30% equity interest in MGB in which Harapan Kota Sdn Bhd (“HKSB”) has an interest, by virtue of his 50% direct equity interest in HKSB. HKSB’s deemed interest in such MGB Shares arises through its wholly-owned subsidiary, namely, Tujuan Wira Suria Sdn Bhd (“TWSSB”). TWSSB holds such MGB Shares under discretionary trust for Bumiputera objects. As such, MSM does not have any economic interest over such MGB Shares as such interest is held subject to the terms of such discretionary trust. Please refer to Note 1 above for MSM’s interests in Maxis.

LGK who is a Director, is also a director of MGNS. LGK does not have any equity interest in the shares of MGB, MSS or MBI. Please refer to Note 1 above for LGK’s interest in Maxis.

AKD who is a director of MCB, is also a director of MGB, MSS and MBI. AKD does not have any equity interest in the shares of MCB, MGB, MSS or MBI.

(4) UT Group

UTSBM is a wholly-owned subsidiary of UTSB.

UTSB, PSIL, Excorp, PanOcean and TAK who are Major Shareholders, are also major shareholders of UTSBM. Please refer to Note 1 above for their respective interests in Maxis.

LGK who is a Director, is also director of UTSB and UTSBM. LGK does not have any equity interest in UTSB or UTSBM. Please refer to Note 1 above for LGK’s interest in Maxis.

MSM is also a director of certain subsidiaries of UTSB. MSM does not have any equity interest in UTSB or UTSBM. Please refer to Note 1 above for MSM’s interests in Maxis.

(5) SLT and Mobitel

Mobitel is a wholly-owned subsidiary of SLT which is a 44.98% owned associated company of UTSB.

UTSB, PSIL, Excorp, PanOcean and TAK who are Major Shareholders, are also major shareholders of SLT with each having a deemed interest of 44.98% in SLT. Please refer to Note 1 above for their respective interests in Maxis.

(6) MCB

MCB is our penultimate holding company and a Major Shareholder of our Company.

All Major Shareholders as set out in Section (b) of Appendix III of this Circular are also major shareholders of MCB. Please refer to the notes as set out in Section (b) of Appendix III of this Circular for the interests of the interested Major Shareholders.

MAH, MAJ and NAR are also directors of MCB. MAH, MAJ and NAR do not have any equity interest in the Company and MCB.

MSM is also a director of MCB. MSM does not have any equity interest in MCB. Please refer to Note 1 above for MSM's interests in Maxis.

(7) Aircel Group

MCB holds 74% effective equity interest in Aircel Group.

All Major Shareholders as set out in Section (b) of Appendix III of this Circular are also major shareholders of Aircel Group. Please refer to the notes as set out in Section (b) of Appendix III of this Circular for the interests of the interested Major Shareholders.

MAH, MAJ and NAR are directors of MCB and the Company. MAH, MAJ and NAR do not have any equity interest in MCB, Aircel Group and the Company.

(8) Bridge Mobile

MCB holds a 10% direct equity interest in Bridge Mobile.

All Major Shareholders as set out in Section (b) of Appendix III of this Circular are also major shareholders of Bridge Mobile. Please refer to the notes as set out in Section (b) of Appendix III of this Circular for the interests of the interested Major Shareholders.

(9) STC

STC is a Major Shareholder by virtue of its deemed interest of 25% in BGSM which in turn wholly-owns MCB.

(10) Cell C

*STC is a Major Shareholder by virtue of its deemed interest of 25% in BGSM which in turn wholly-owns MCB. STC through STC Turkey Holding Ltd ("**STC Turkey**") holds 35% equity interest in Oger Telecom Limited ("**Oger**"). Oger holds 75% equity interest in 3C Telecommunications (Proprietary) Limited ("**3C**"), which in turn holds 100% equity interest in Cell C.*

MAH who is a Director of Maxis, is a director of Cell C. MAH does not have any equity interest in Maxis.

(11) KTC

STC is a Major Shareholder by virtue of its deemed interest of 25% in BGSM which in turn wholly-owns MCB. STC holds 51.8% equity interest in KTC.

(12) AVEA

STC is a Major Shareholder by virtue of its deemed interest of 25% in BGSM which in turn wholly-owns MCB.

*STC through STC Turkey holds 35% equity interest in Oger, which in turn holds 99% equity interest in Oger Telekomunikasyon A.S. ("**OTAS**"). OTAS holds 55% equity interest in Turk Telekomunikasyon A.S. ("**Turk Telekom**"), which in turn holds 100% equity interest in AVEA.*

(13) Viva

Major Shareholder being STC owns 99% equity interest of Viva Bahrain BSC (C) and the remaining 1% equity interest of Viva is owned by STC Gulf Investment Holding 1 SPC. STC Gulf Investment Holding 1 SPC is wholly-owned by STC Gulf Investment Holding SPC, which in turn is wholly-owned by STC.

(14) SRGAP

*Maya Krishnan Tatparanandam ("**TMK**"), a major shareholder of SRGAP, is a Person Connected to TAK. TMK is not a director of SRGAP. Please refer to Note 1 above for TAK's deemed interest in Maxis.*

(15) MLP

TAK who is a Major Shareholder, is also a major shareholder of MLP with a deemed interest of 100% in MLP. Please refer to Note 1 above for TAK's deemed interest in Maxis.

MSM is a Director of MLP and does not have any equity interest in MLP. Please refer to Note 1 above for MSM's interests in Maxis.

DETAILS OF THE OUTSTANDING RRPTS RECEIVABLES

| No. | Company in the Maxis Group Involved | Transacting Party(ies) | Nature of Transaction | Outstanding RRPT Receivables as at 31 December 2016 (RM000) | Outstanding RRPT Receivables as at 31 December 2016 which exceed normal credit period of | | | |
|---|-------------------------------------|----------------------------|---|---|--|--------------------------------|--------------------------------|---------------------------|
| | | | | | 1 year or less (RM000) | More than 1 to 3 years (RM000) | More than 3 to 5 years (RM000) | More than 5 years (RM000) |
| 1. | MBSB | MBNS and/or its affiliates | Strategic partnership on co-marketing and sales of Maxis fibre services, wireless services, broadband services and Astro IPTV services and On-The-Go Services | 6,466 ⁽¹⁾ | 6,466 | - | - | - |
| 2. | MBSB and/or its affiliates | DWL and/or Aircel Group | Interconnect revenue to MBSB and/or its affiliates | 35 | 35 | - | - | - |
| 3. | MBSB and/or its affiliates | STC | Roaming partner revenue to MBSB and/or its affiliates | 516 | 516 | - | - | - |
| 4. | MBSB and/or its affiliates | KTC | Roaming partner revenue to MBSB and/or its affiliates | 5 | 5 | - | - | - |
| Total Outstanding RRPT Receivables | | | | 7,022 | 7,022 | - | - | - |

Note:

⁽¹⁾ As at 28 February 2017, the outstanding amount has been fully settled.

DETAILS OF THE SHAREHOLDINGS OF THE DIRECTORS AND MAJOR SHAREHOLDERS IN OUR COMPANY AND PERSONS CONNECTED TO THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE

(a) Information on the interested Directors

Our Directors who are interested in the Proposed Mandate and their respective shareholding interests in our Company as at the LPD are set out below:

| Interested Directors | Direct | | Indirect | |
|----------------------|---------------|---|---------------|---|
| | No. of Shares | % | No. of Shares | % |
| MAH | - | - | - | - |
| MAJ | - | - | - | - |
| NAR | - | - | - | - |
| LGK | - | - | - | - |
| AKD | - | - | - | - |
| MSM | 11,000 | * | | |

(b) Information on the interested Major Shareholders of Maxis

Our Major Shareholders who are deemed interested in the Proposed Mandate and their respective shareholding interests in our Company as at the LPD are set out below:

| Interested Major Shareholder | Direct | | Indirect | |
|--|---------------|---|---------------|-------|
| | No. of Shares | % | No. of Shares | % |
| MCB ⁽¹⁾ | - | - | 4,875,000,000 | 64.91 |
| BGSM ⁽²⁾ | - | - | 4,875,000,000 | 64.91 |
| UTES ⁽³⁾ | - | - | 4,875,000,000 | 64.91 |
| UTSB ⁽⁴⁾ | - | - | 4,875,000,000 | 64.91 |
| PSIL ⁽⁵⁾ | - | - | 4,875,000,000 | 64.91 |
| Excorp ⁽⁶⁾ | - | - | 4,875,000,000 | 64.91 |
| PanOcean ⁽⁶⁾ | - | - | 4,875,000,000 | 64.91 |
| TAK ⁽⁷⁾ | - | - | 4,875,000,000 | 64.91 |
| HNSB ⁽⁸⁾ | - | - | 4,875,000,000 | 64.91 |
| THO ⁽⁹⁾ | - | - | 4,875,000,000 | 64.91 |
| Dato' Badri ⁽⁹⁾ | - | - | 4,875,000,000 | 64.91 |
| MSM ⁽⁹⁾ | 11,000 | * | 4,875,000,000 | 64.91 |
| STC Malaysia Holding Ltd ("STCM") ⁽¹⁰⁾ | - | - | 4,875,000,000 | 64.91 |
| STC Asia Telecom Holding Ltd ("STCAT") ⁽¹¹⁾ | - | - | 4,875,000,000 | 64.91 |
| STC ⁽¹²⁾ | - | - | 4,875,000,000 | 64.91 |
| Public Investment Fund ("PIF") ⁽¹³⁾ | - | - | 4,875,000,000 | 64.91 |

Notes:

* Less than 0.01%.

(1) MCB's deemed interest in the Shares arises by virtue of MCB holding 100% equity interest in BGSM Management, which in turn holds 100% equity interest in BGSM Equity. BGSM Equity holds 64.91% equity interest in the Company.

(2) BGSM's deemed interest in the Shares arises by virtue of BGSM holding 100% equity interest in MCB. See Note (1) above for MCB's deemed interest in the Shares.

(3) UTES's deemed interest in the Shares arises through its wholly-owned subsidiaries, namely, Wilayah Resources Sdn Bhd ("WRSB"), Tegas Puri Sdn Bhd ("TPSB"), Besitang Barat Sdn Bhd ("BBSB") and Besitang Selatan Sdn

Bhd (“**BSSB**”) which hold in aggregate 37% equity interest in BGSM. See Note (2) above for BGSM’s deemed interest in the Shares.

- (4) UTSB’s deemed interest in the Shares arises by virtue of UTSB holding 100% equity interest in UTES. See Note (3) above for UTES’ deemed interest in the Shares.
- (5) PSIL’s deemed interest in the Shares arises by virtue of PSIL holding 99.999% equity interest in UTSB. See Note (4) above for UTSB’s deemed interest in the Shares.
- (6) PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. See Note (5) above for PSIL’s deemed interest in the Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations including those for charitable purposes. Although PanOcean is deemed to have an interest in such Shares, PanOcean does not have any economic or beneficial interest in such Shares, as such interest is held subject to the terms of such discretionary trust.
- (7) TAK’s deemed interest in the Shares arises by virtue of PanOcean’s deemed interest in the Shares. See Note (6) above for PanOcean’s deemed interest in the Shares. Although TAK is deemed to have an interest in such Shares, he does not have any economic or beneficial interest in such Shares, as such interest is held subject to the terms of a discretionary trust referred to in Note (6) above.
- (8) HNSB’s deemed interest in the Shares arises through its wholly-owned subsidiaries, namely, Mujur Anggun Sdn Bhd, Cabaran Mujur Sdn Bhd, Anak Samudra Sdn Bhd, Dumai Maju Sdn Bhd, Nusantara Makmur Sdn Bhd, Usaha Kenanga Sdn Bhd and Tegas Sari Sdn Bhd (collectively, “**HNSB Subsidiaries**”), which hold in aggregate 30% equity interest in BGSM. See Note (2) above for BGSM’s deemed interest in the Shares.
- The HNSB Subsidiaries hold their deemed interest in such Shares under discretionary trusts for Bumiputera objects. As such, HNSB does not have any economic interest in such Shares as such interest is held subject to the terms of such discretionary trusts.
- (9) His deemed interest in the Shares arises by virtue of his 25% direct equity interest in HNSB. However, he does not have any economic interest in such Shares as such interest is held subject to the terms of the discretionary trusts referred to in Note (8) above.
- (10) STCM’s deemed interest in the Shares arises by virtue of STCM holding 25% equity interest in BGSM. See Note (2) above for BGSM’s deemed interest in the Shares.
- (11) STCAT’s deemed interest in the Shares arises by virtue of STCAT holding 100% equity interest in STCM. See Note (10) above for STCM’s deemed interest in the Shares.
- (12) STC’s deemed interest in the Shares arises by virtue of STC holding 100% equity interest in STCAT. See Note (11) above for STCAT’s deemed interest in the Shares.
- (13) PIF’s deemed interest in the Shares arises by virtue of PIF holding 70% equity interest in STC. See Note (12) above for STC’s deemed interest in the Shares.

(c) Information on Persons Connected to our interested Directors and Major Shareholders

The Persons Connected to our interested Directors and Major Shareholders who have interests in the Shares, whether direct or indirect, and their respective shareholdings in our Company as at the LPD are set out below:

| Persons Connected to the interested Directors and Major Shareholders | Direct | | Indirect | |
|--|---------------|-------|---------------|-------|
| | No. of Shares | % | No. of Shares | % |
| Mohd Din bin Merican ⁽¹⁾ | 2,000 | * | - | - |
| BGSM Equity | 4,875,000,000 | 64.91 | - | - |
| BGSM Management ⁽²⁾ | - | - | 4,875,000,000 | 64.91 |

Notes:

* Less than 0.01%.

⁽¹⁾ A person connected to MSM.

⁽²⁾ BGSM Management’s deemed interest in the Shares arises by virtue of BGSM Management holding 100% equity interest in BGSM Equity.

ABSTENTION FROM VOTING

Each of our Directors who is interested in any of the RRPTs covered under the Proposed Mandate has abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate concerning those RRPTs involving his interests and/or the interests of Persons Connected to him. Our interested Directors and interested Major Shareholders will abstain from voting at the forthcoming AGM in respect of their direct and/or indirect shareholdings on the relevant ordinary resolutions comprised in the Proposed Mandate in respect of the RRPTs with the transacting parties as set out in the table below. Our interested Directors and interested Major Shareholders have also undertaken to ensure that Persons Connected to them will abstain from voting on the relevant resolutions in respect of the Proposed Mandate at our forthcoming AGM in which they and/or Persons Connected to them have interests.

| | Transacting Parties | Interested Directors | Interested Major Shareholders | Persons Connected* |
|----|--|---|--|--|
| 1. | AMH Group including but without limitation to: (a) MBNS | <ul style="list-style-type: none"> • LGK | <ul style="list-style-type: none"> • UTSB • PSIL • Excorp • PanOcean • TAK • THO • Dato' Badri • MSM | <ul style="list-style-type: none"> • HNSB ^{(a), (b) & (c)} • UKSB ^{(a), (b) & (c)} • ASSB ^{(a), (b) & (c)} • DMSB ^{(a), (b) & (c)} • NMSB ^{(a), (b) & (c)} • CMSB ^{(a), (b) & (c)} • MASB ^{(a), (b) & (c)} • TSSB ^{(a), (b) & (c)} • Angsana Kukuh Sdn Bhd ("AKSB") ^{(a), (b) & (c)} • Desa Bidara Sdn Bhd ("DBSB") ^{(a), (b) & (c)} • Indomurni Sdn Bhd ("Indomurni") ^{(a), (b) & (c)} • Beduk Selatan Sdn Bhd ("Beduk Selatan") ^{(a), (b) & (c)} • Badai Maju Sdn Bhd ("Badai Maju") ^{(a), (b) & (c)} • Badai Jaya Sdn Bhd ("BJSB") ^{(a), (b) & (c)} • Tenaga Tegap Sdn Bhd ("TTSB") ^{(a), (b) & (c)} • Bagan Budiman Sdn Bhd ("Bagan Budiman") ^{(a), (b) & (c)} • Samudra Capital Sdn Bhd ("SCSB") ^{(a), (b) & (c)} • Alam Nakhoda Sdn Bhd ("ANSB") ^{(a), (b) & (c)} • Nusantara Saga Sdn Bhd ("NSSB") ^{(a), (b) & (c)} • Nusantara Tegas Sdn Bhd ("NTSB") ^{(a), (b) & (c)} • Citra Cekal Sdn Bhd ("CCSB") ^{(a), (b) & (c)} • MAIH ^(d) • Pacific Fortune Sdn Bhd ("PFSB") ^(d) • Ria Utama Sdn Bhd ("RUSB") ^(d) • Tetap Emas Sdn Bhd ("TESB") ^(d) • MAI Sdn Bhd ("MAI") ^(d) • Terang Equity Sdn Bhd ("TEQSB") ^(d) • Wangi Terang Sdn Bhd ("WTSB") ^(d) • UTES ^{(d) & (e)} • BGSM ^{(a), (b), (c), (d) & (e)} • MCB ^{(a), (b), (c), (d) & (e)} • BGSM Management ^{(a), (b), (c), (d) & (e)} • BGSM Equity ^{(a), (b), (c), (d) & (e)} • WRSB ^{(d) & (e)} • TPSB ^{(d) & (e)} • BBSB ^{(d) & (e)} • BSSB ^{(d) & (e)} • Wilayah Bintang Sdn Bhd ("WBSB") ^{(d) & (e)} • Tegas Mahsuri Sdn Bhd ("TMSB") ^{(d) & (e)} |

| | Transacting Parties | Interested Directors | Interested Major Shareholders | Persons Connected* |
|----|--|--|---|--|
| | | | | <ul style="list-style-type: none"> • Besitang (M) Sdn Bhd (“BMSB”) ^{(d) & (e)} • Besitang (M) Sdn Bhd (“BUSB”) ^{(d) & (e)} • Eridanes International N.V. (“EINV”) ^(d) • East Asia Telecommunications Ltd (“EAT”) ^(d) • Global Multimedia Technologies (BVI) Ltd (“GMT”) ^(d) • Worldwide Communications Technologies Ltd (“WCT”) ^(d) • Maxis Holdings Sdn Bhd (“MHSB”) ^(d) • Shield Estate N.V. (“SENV”) ^(d) • Mohd Din bin Merican ^(a) |
| 2. | <p>Tanjong Group including but without limitation to:</p> <p>(a) TCCPM (b) TGV</p> | <ul style="list-style-type: none"> • LGK • AKD | <ul style="list-style-type: none"> • UTSB • PSIL • Excorp • PanOcean • TAK | <ul style="list-style-type: none"> • MAIH ^(d) • PFBS ^(d) • RUSB ^(d) • TESB ^(d) • MAI ^(d) • TEQSB ^(d) • WTSB ^(d) • UTES ^{(d) & (e)} • WRSB ^{(d) & (e)} • TPSB ^{(d) & (e)} • BBSB ^{(d) & (e)} • BSSB ^{(d) & (e)} • WBSB ^{(d) & (e)} • TMSB ^{(d) & (e)} • BMSB ^{(d) & (e)} • BUSB ^{(d) & (e)} • EINV ^(d) • EAT ^(d) • GMT ^(d) • WCT ^(d) • MHSB ^(d) • SENV ^(d) • BGSM ^{(d) & (e)} • MCB ^{(d) & (e)} • BGSM Management ^{(d) & (e)} • BGSM Equity ^{(d) & (e)} |

| | Transacting Parties | Interested Directors | Interested Major Shareholders | Persons Connected* |
|----|--|--|---|---|
| 3. | MGB Group including but without limitation to: (a) MSS (b) MBI | <ul style="list-style-type: none"> • LGK • AKD | <ul style="list-style-type: none"> • TAK • THO • MSM | <ul style="list-style-type: none"> • HNSB ^{(a) & (b)} • UKSB ^{(a) & (b)} • ASSB ^{(a) & (b)} • DMSB ^{(a) & (b)} • NMSB ^{(a) & (b)} • CMSB ^{(a) & (b)} • MASB ^{(a) & (b)} • TSSB ^{(a) & (b)} • AKSB ^{(a) & (b)} • DBSB ^{(a) & (b)} • Indomurni ^{(a) & (b)} • Beduk Selatan ^{(a) & (b)} • Badai Maju ^{(a) & (b)} • BJSB ^{(a) & (b)} • TTSB ^{(a) & (b)} • Bagan Budiman ^{(a) & (b)} • SCSB ^{(a) & (b)} • ANSB ^{(a) & (b)} • NSSB ^{(a) & (b)} • NTSB ^{(a) & (b)} • CCSB ^{(a) & (b)} • MAIH ^(d) • PFSB ^(d) • RUSB ^(d) • TESB ^(d) • MAI ^(d) • TEQSB ^(d) • WTSB ^(d) • BGSM ^{(a), (b) & (d)} • MCB ^{(a), (b) & (d)} • BGSM Management ^{(a), (b) & (d)} • BGSM Equity ^{(a), (b) & (d)} • UTES ^(d) • UTSB ^(d) • PSIL ^(d) • Excorp ^(d) • PanOcean ^(d) • WRSB ^(d) • TPSB ^(d) • BBSB ^(d) • BSSB ^(d) • WBSB ^(d) • TMSB ^(d) • BMSB ^(d) • BUSB ^(d) • EINV ^(d) • EAT ^(d) • GMT ^(d) • WCT ^(d) • MHSB ^(d) • SENV ^(d) • Mohd Din bin Merican ^(a) |

| | Transacting Parties | Interested Directors | Interested Major Shareholders | Persons Connected* |
|----|--|---|--|---|
| 4. | UT Group including but without limitation to: (a) UTSB (b) UTSBM | <ul style="list-style-type: none"> • LGK | <ul style="list-style-type: none"> • UTSB • PSIL • Excorp • PanOcean • TAK • MSM | <ul style="list-style-type: none"> • HNSB^(a) • UKSB^(a) • ASSB^(a) • DMSB^(a) • NMSB^(a) • CMSB^(a) • MASB^(a) • TSSB^(a) • AKSB^(a) • DBSB^(a) • Indomurni^(a) • Beduk Selatan^(a) • Badai Maju^(a) • BJSB^(a) • TTSB^(a) • Bagan Budiman^(a) • SCSB^(a) • ANSB^(a) • NSSB^(a) • NTSB^(a) • CCSB^(a) • MAIH^(d) • PFSB^(d) • RUSB^(d) • TESB^(d) • MAI^(d) • TEQSB^(d) • WTSB^(d) • UTES^{(d) & (e)} • BGSM^{(a), (d) & (e)} • MCB^{(a), (d) & (e)} • BGSM Management^{(a), (d) & (e)} • BGSM Equity^{(a), (d) & (e)} • WRSB^{(d) & (e)} • TPSB^{(d) & (e)} • BBSB^{(d) & (e)} • BSSB^{(d) & (e)} • WBSB^{(d) & (e)} • TMSB^{(d) & (e)} • BMSB^{(d) & (e)} • BUSB^{(d) & (e)} • EINV^(d) • EAT^(d) • GMT^(d) • WCT^(d) • MHSB^(d) • SENV^(d) • Mohd Din bin Merican^(a) |
| | (c) SLT (d) Mobitel | | <ul style="list-style-type: none"> • UTSB • PSIL • Excorp • PanOcean • TAK | |

| | Transacting Parties | Interested Directors | Interested Major Shareholders | Persons Connected* |
|----|---|---|--|--|
| 5. | <p>MCB group including but without limitation to:</p> <p>(a) MCB (b) Aircel Group (c) DWL (d) Bridge Mobile</p> | <ul style="list-style-type: none"> • MAH • MAJ • NAR | <ul style="list-style-type: none"> • MCB • BGSM • UTES • UTSB • PSIL • Excorp • PanOcean • TAK • HNSB • THO • Dato' Badri • MSM • STCM • STCAT • STC • PIF | <ul style="list-style-type: none"> • UKSB ^{(a), (b), (c) & (h)} • ASSB ^{(a), (b), (c) & (h)} • DMSB ^{(a), (b), (c) & (h)} • NMSB ^{(a), (b), (c) & (h)} • CMSB ^{(a), (b), (c) & (h)} • MASB ^{(a), (b), (c) & (h)} • TSSB ^{(a), (b), (c) & (h)} • AKSB ^{(a), (b), (c) & (h)} • DBSB ^{(a), (b), (c) & (h)} • Indomurni ^{(a), (b), (c) & (h)} • Beduk Selatan ^{(a), (b), (c) & (h)} • Badai Maju ^{(a), (b), (c) & (h)} • BJSB ^{(a), (b), (c) & (h)} • TTSB ^{(a), (b), (c) & (h)} • Bagan Budiman ^{(a), (b), (c) & (h)} • SCSB ^{(a), (b), (c) & (h)} • ANSB ^{(a), (b), (c) & (h)} • NSSB ^{(a), (b), (c) & (h)} • NTSB ^{(a), (b), (c) & (h)} • CCSB ^{(a), (b), (c) & (h)} • MAIH ^(d) • PFSB ^(d) • RUSB ^(d) • TESB ^(d) • MAI ^(d) • TEQSB ^(d) • WTSB ^(d) • WRSB ^{(d), (e) & (f)} • TPSB ^{(d), (e) & (f)} • BBSB ^{(d), (e) & (f)} • BSSB ^{(d), (e) & (f)} • WBSB ^{(d), (e) & (f)} • TMSB ^{(d), (e) & (f)} • BMSB ^{(d), (e) & (f)} • BUSB ^{(d), (e) & (f)} • EINV ^(d) • EAT ^(d) • GMT ^(d) • WCT ^(d) • MHSB ^(d) • SENV ^(d) • Mohd Din bin Merican ^(a) • BGSM Management ^{(a), (b), (c), (d), (e), (f), (g), (h) & (i)} • BGSM Equity ^{(a), (b), (c), (d), (e), (f), (g), (h) & (i)} |
| 6. | <p>STC Group including but not without limitation to:</p> <p>(a) STC (b) Cell C (c) KTC (d) AVEA (e) Viva</p> | <ul style="list-style-type: none"> • MAH | <ul style="list-style-type: none"> • STC | <ul style="list-style-type: none"> • STCM ^(g) • STCAT ^(g) • PIF ^(g) • BGSM ^(g) • MCB ^(g) • BGSM Management ^(g) • BGSM Equity ^(g) |

| | Transacting Parties | Interested Directors | Interested Major Shareholders | Persons Connected* |
|----|---------------------|----------------------|-------------------------------|--|
| 7. | SRGAP | - | TAK | <ul style="list-style-type: none"> • MAIH ^(d) • PFSB ^(d) • RUSB ^(d) • TESB ^(d) • MAI ^(d) • TEQSB ^(d) • WTSB ^(d) • WRSB ^(d) • TPSB ^(d) • BBSB ^(d) • BSSB ^(d) • WBSB ^(d) • TMSB ^(d) • BMSB ^(d) • BUSB ^(d) • EINV ^(d) • EAT ^(d) • GMT ^(d) • WCT ^(d) • MHSB ^(d) • SENV ^(d) • BGSM ^(d) • MCB ^(d) • BGSM Management ^(d) • BGSM Equity ^(d) • UTES ^(d) • UTSB ^(d) • PSIL ^(d) • Excorp ^(d) • PanOcean ^(d) • TMK ^(d) |

| | Transacting Parties | Interested Directors | Interested Major Shareholders | Persons Connected* |
|----|---------------------|----------------------|--|---|
| 8. | MLP | - | <ul style="list-style-type: none"> • TAK • MSM | <ul style="list-style-type: none"> • HNSB^(a) • UKSB^(a) • ASSB^(a) • DMSB^(a) • NMSB^(a) • CMSB^(a) • MASB^(a) • TSSB^(a) • AKSB^(a) • DBSB^(a) • Indomurni^(a) • Beduk Selatan^(a) • Badai Maju^(a) • BJSB^(a) • TTSB^(a) • Bagan Budiman^(a) • SCSB^(a) • ANSB^(a) • NSSB^(a) • NTSB^(a) • CCSB^(a) • MAIH^(d) • PFSB^(d) • RUSB^(d) • TESB^(d) • MAI^(d) • TEQSB^(d) • WTSB^(d) • BGSM^{(a) & (d)} • MCB^{(a) & (d)} • BGSM Management^{(a) & (d)} • BGSM Equity^{(a) & (d)} • UTES^(d) • UTSB^(d) • PSIL^(d) • Excorp^(d) • PanOcean^(d) • WRSB^(d) • TPSB^(d) • BBSB^(d) • BSSB^(d) • WBSB^(d) • TMSB^(d) • BMSB^(d) • BUSB^(d) • EINV^(d) • EAT^(d) • GMT^(d) • WCT^(d) • MHSB^(d) • SENV^(d) • Mohd Din bin Merican^(a) |

Notes:

- * *The list may not be exhaustive. However as explained under Section 7 of this Circular, the interested Directors and interested Major Shareholders will undertake to ensure that Persons Connected to them will abstain from all deliberations and voting at the forthcoming AGM on the resolutions of the Proposed Mandate in which they have an interest.*
- (a) *A person connected to MSM.*
- (b) *A person connected to THO.*
- (c) *A person connected to Dato' Badri.*
- (d) *A person connected to TAK.*
- (e) *A person connected to UTSB, PSIL, Excorp and PanOcean.*
- (f) *A person connected to UTES.*
- (g) *A person connected to STC.*
- (h) *A person connected to HNSB.*
- (i) *A person connected to MCB, BGSM, STCM, STCAT and PIF.*

(The rest of this page has been intentionally left blank)

ADDITIONAL INFORMATION**1. Responsibility Statement**

This Circular has been seen and approved by our Directors who collectively and individually accept full responsibility for the accuracy of the information contained herein. Our Directors confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

2. Material Contracts

As at the LPD, neither our Company nor our subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business), within the 2 years immediately preceding the date of this Circular save as follows:

- (a) On 27 December 2016, Maxis and MBNS Multimedia Technologies Sdn Bhd (“MMT”) entered into a Share Purchase Agreement for Maxis to acquire the remaining 25% non-controlling interest, comprising 833,334 ordinary shares of RM1.00 each in Advanced Wireless Technologies Sdn Bhd (“AWT”) (such shares referred to as “AWT Shares”) for a purchase consideration of RM15,833,334 to be fully satisfied in cash (“AWT Shares Acquisition”). As part of the sale and purchase of the AWT Shares, Maxis and/or its related corporations will also purchase goods and services totalling RM3,000,000 in value from MMT and/or its related corporations. The AWT Shares Acquisition has been completed on 30 December 2016.

3. Material Litigation, Claims or Arbitration

As at the LPD, neither our Company nor our subsidiaries are involved in any material litigation, claims or arbitration, and our Company and our subsidiaries are not aware of any material litigation, claims or arbitration pending or threatened against our Company and our subsidiaries.

4. Documents Available for Inspection

Copies of the following documents are available for inspection at the registered office of our Company at Level 21, Menara Maxis, Kuala Lumpur City Centre, Off Jalan Ampang, 50088 Kuala Lumpur, Malaysia, between 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) from the date of this Circular up to and including the date of Eighth AGM:

- (a) Constitution of our Company;
- (b) Audited consolidated financial statements of our Company for the past 2 financial years ended 31 December 2015 and 31 December 2016; and
- (c) The material contract referred to in Section 2(a), Appendix V of this Circular.

THE FULL TEXT OF ORDINARY RESOLUTION 10 TO ORDINARY RESOLUTION 17 REFERRED TO IN THE COMPANY'S NOTICE OF ITS EIGHTH ANNUAL GENERAL MEETING TO BE TABLED AS SPECIAL BUSINESS AT THE FORTHCOMING ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 10

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Malaysia Holdings Berhad and/or its affiliates, including but not limited to MEASAT Broadcast Network Systems Sdn Bhd

"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Malaysia Holdings Berhad and/or its affiliates, including but not limited to MEASAT Broadcast Network Systems Sdn Bhd as specified in Parts A(i) and B(ii) of Appendix I of the Company's Circular to shareholders dated 27 March 2017 provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

ORDINARY RESOLUTION 11

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Tanjong Public Limited Company and/or its affiliates, including but not limited to Tanjong City Centre Property Management Sdn Bhd and TGV Cinemas Sdn Bhd

"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Tanjong Public Limited Company and/or its affiliates, including but not limited to Tanjong City Centre Property Management Sdn Bhd and TGV Cinemas Sdn Bhd as specified in Parts A(ii) and B(i) of Appendix I of the Company's Circular to shareholders dated 27 March 2017, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 12

Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with MEASAT Global Berhad and/or its affiliates, including but not limited to MEASAT Satellite Systems Sdn Bhd and Measat Broadband (International) Ltd

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with MEASAT Global Berhad and/or its affiliates, including but not limited to MEASAT Satellite Systems Sdn Bhd and Measat Broadband (International) Ltd as specified in Part A(iii) of Appendix I of the Company’s Circular to shareholders dated 27 March 2017, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 13

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Usaha Tegas Sdn Bhd and/or its affiliates, including but not limited to UTSB Management Sdn Bhd, Mobitel (Private) Limited and Sri Lanka Telecom PLC

"**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Usaha Tegas Sdn Bhd and/or its affiliates, including but not limited to UTSB Management Sdn Bhd, Mobitel (Private) Limited and Sri Lanka Telecom PLC as specified in Part A(iv) of Appendix I of the Company's Circular to shareholders dated 27 March 2017, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

ORDINARY RESOLUTION 14

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Maxis Communications Berhad and/or its affiliates, including but not limited to Dishnet Wireless Limited, Aircel Limited and Bridge Mobile Pte Ltd

"**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Maxis Communications Berhad and/or its affiliates, including but not limited to Dishnet Wireless Limited, Aircel Limited and Bridge Mobile Pte Ltd as specified in Part A(v) of Appendix I of the Company's Circular to shareholders dated 27 March 2017, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 15

Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Saudi Telecom Company and/or its affiliates, including but not limited to Cell C (Pty) Ltd, Kuwait Telecom Company, AVEA İletişim Hizmetleri A.Ş. and Viva Bahrain BSC (C)

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Saudi Telecom Company and/or its affiliates, including but not limited to Cell C (Pty) Ltd, Kuwait Telecom Company, AVEA İletişim Hizmetleri A.Ş. and Viva Bahrain BSC (C) as specified in Part A(vi) of Appendix I of the Company’s Circular to shareholders dated 27 March 2017, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 16

Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with SRG Asia Pacific Sdn Bhd

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with SRG Asia Pacific Sdn Bhd as specified in Part A(vii) of Appendix I of the Company’s Circular to shareholders dated 27 March 2017, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 17

Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Malaysian Landed Property Sdn Bhd

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Malaysian Landed Property Sdn Bhd as specified in Part A(viii) of Appendix I of the Company’s Circular to shareholders dated 27 March 2017, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”