



MAXIS BERHAD

[Registration No. 200901024473 (867573-A)]
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of MAXIS BERHAD ("Maxis" or "the Company") will be conducted fully virtual for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Meeting Platform : <https://web.lumiagm.com/>
Day and Date Time : Monday, 15 June 2020
Broadcast Venue : 3.00 p.m.
: Symphony Square Auditorium, 3A Floor, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Mode of Communication : 1) Typed text in the Meeting Platform
2) E-mail questions to ir@maxis.com.my prior to the Eleventh Annual General Meeting.

NO. AGENDA

ORDINARY RESOLUTIONS

- | | | |
|--|---|--|
| 1 | To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
Please refer to Note A. | |
| 2 | To re-elect the following Directors who retire pursuant to Rule 131.1 of the Company's Constitution and, being eligible, have offered themselves for re-election:
a) Dato' Hamidah Naziadin
b) Alvin Michael Hew Thai Kheam
c) Lim Ghee Keong
Please refer to Note B. | Resolution 1
Resolution 2
Resolution 3 |
| 3 | To approve the payment of Directors' fees and benefits to the Non-Executive Directors of the Company from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company to be held in 2021.
Please refer to Note C. | Resolution 4 |
| 4 | To re-appoint PricewaterhouseCoopers PLT (LLP0014401-LCA & AF 1146) ("PwC") as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
Please refer to Note D. | Resolution 5 |
| As Special Business
To consider and, if thought fit, to pass the following Resolutions: | | |
| 5 | To approve the following Directors, to continue to act as Independent Non-Executive Directors from 18 October 2020 to 17 October 2021:
a) Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda
b) Tan Sri Mokhzani bin Mahathir
Please refer to Note E. | Resolution 6
Resolution 7 |
| 6 | Renewal of the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016. | Resolution 8 |

"THAT, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof provided that the aggregate number of shares to be issued pursuant to this approval does not exceed ten (10) percent of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approvals of all relevant regulatory bodies being obtained (if required)."

Please refer to Note F.

- 7 To obtain shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions ("RRPTs") of a revenue or trading nature with:
- a) Astro Malaysia Holdings Berhad and/or its affiliates;
 - b) Usaha Tegas Sdn. Bhd. and/or its affiliates;
 - c) MEASAT Global Berhad and/or its affiliates;
 - d) Maxis Communications Berhad and/or its affiliates;
 - e) Saudi Telecom Company and/or its affiliates;
 - f) SRG Asia Pacific Sdn. Bhd.; and
 - g) Malaysian Landed Property Sdn. Bhd. and/or its affiliates.

Resolution 9
Resolution 10
Resolution 11
Resolution 12
Resolution 13
Resolution 14
Resolution 15

The details of such RRPTs and the full text of Ordinary Resolution 9 to Ordinary Resolution 15 are set out in Appendix I and Appendix VI respectively of the Circular to Shareholders dated 21 May 2020 issued together with this Notice of Annual General Meeting.

- 8 To transact any other business that may be transacted at the Eleventh Annual General Meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

DIPAK KAUR
SSM PC No. 201908002620
LS 5204

21 May 2020
Kuala Lumpur

EXPLANATORY NOTES

- A. This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the Company's Constitution, the audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- B. Dato' Hamidah Naziadin, Alvin Michael Hew Thai Kheam and Lim Ghee Keong are standing for re-election as Directors of the Company. The Nomination Committee and Board of Directors of the Company ("the Board") have considered the assessment of the three Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the MMLR. The profiles of these Directors are set out on pages 7, 8 and 10 of the Company's Integrated Annual Report for the financial year ended 31 December 2019. The Nomination Committee and the Board carried out an assessment of the independence of Dato' Hamidah Naziadin and Alvin Michael Hew Thai Kheam pursuant to criteria as prescribed by the MMLR and Malaysian Code on Corporate Governance 2017 ("CG Code") and are satisfied that they meet the criteria for independence. The independence of Dato' Hamidah Naziadin and Alvin Michael Hew Thai Kheam was also independently verified by an external consultant Spencer Stuart as part of the Board assessment exercise in 2019. Dato' Hamidah Naziadin and Alvin Michael Hew Thai Kheam were appointed as Independent Directors on 1 February 2014 and 30 August 2012 respectively and both their tenures of appointment do not, as yet, exceed the nine-year tenure prescribed under the CG Code, beyond which Maxis should justify and seek annual shareholders' approval in order to continue to retain them as Independent Directors.
- C. Payment of Directors' Remuneration to the Non-Executive Directors from the conclusion of this meeting up till the conclusion of the next Annual General Meeting of the Company in 2021 Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company are required to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company in 2021 in accordance with the remuneration structure set out below. The Remuneration comprises fees and other benefits-in-kind ("BIK") payable to the Chairman and members of the Board, and the Chairmen and members of Board Committees.

The remuneration structure setting out the fees and BIK payable to each of the Non-Executive Directors for their membership of the Board and Board Committees is as follows:-

Remuneration Structure	Monthly Fees/BIK (RM)
Chairman's Fees	33,334
Director's Fees	20,834
Chairman of Audit and Risk Committee	8,334
Chairman of Remuneration Committee	4,167
Chairman of Nomination Committee	4,167
Chairman of Business & IT Transformation	4,167
Committee Member of Audit and Risk Committee	1,667
Member of Remuneration Committee	1,667
Member of Nomination Committee	1,667
Member of Business & IT Transformation Committee	1,667
Chairman's BIK	5,350

Shareholders' approval is being sought under Resolution 4 for the payment of Remuneration to Non-Executive Directors from the conclusion of the Eleventh Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company in 2021 in accordance with the remuneration structure set out above. If passed, this will allow the Company to make payment of Remuneration to Non-Executive Directors on a monthly basis up till the next Annual General Meeting of the Company to be held in 2021.

- D. The Audit and Risk Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and collectively agree that PwC meets the criteria of the adequacy of experience, resources of the firm and the person assigned to the audit as prescribed by Paragraph 15.21 of the MMLR.
- E. Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda ("RA") and Tan Sri Mokhzani bin Mahathir ("MM") were appointed as Independent Directors on 16 October 2009. Both of them exceeded the cumulative tenure of nine years after 16 October 2018. At each of the Ninth and Tenth Annual General Meetings held on 19 April 2018 and 25 April 2019 respectively, the shareholders approved the resolutions for RA and MM to continue to act as Independent Directors for an additional period of one (1) year with the most recent approval being from 18 October 2019 to 17 October 2020. In accordance with the Malaysian Code on Corporate Governance 2017, the Board, through the Nomination Committee ("NC"), has undertaken relevant assessments and recommended for the two Directors to continue to serve as Independent Non-Executive Directors for a further one (1) year period from 18 October 2020 to 17 October 2021 based on the following justifications:
- RA and MM have each fulfilled the criteria of an Independent Director as stated in the MMLR.
 - RA and MM have demonstrated their independence when providing their contribution as members of the Board in considering Board-related matters and in discharging their responsibilities as Directors. The independence of RA and MM was independently verified as independent by an external consultant, Spencer Stuart as part of the Board Assessment exercise in 2019.
 - The length that they have remained in office does not interfere with their respective abilities to exercise independent judgment as Independent Directors.
 - RA and MM, together with the other Independent Directors, each function as a check and balance to the Board and exercise objectivity as Directors.
 - RA and MM each has vast experience, knowledge and skills in a diverse range of businesses and therefore provides constructive opinion, counsel, oversight and guidance as Directors. Their insights and guidance provide impartiality to matters considered at Board and Committee levels.
 - Each of RA and MM has devoted sufficient time and attention to his professional obligations to Maxis required for informed and balanced decision making.

The NC and the Board are satisfied that each of RA and MM is able to exercise independent judgment and has the ability to act in the best interests of the Company. Each of RA and MM has continued to exercise his independence and due care during his present tenure as an Independent Non-Executive Director and has contributed in the following roles: RA as Chairman of the Board, NC and Government and Regulatory Affairs Committee ("GRAC") and member of the Remuneration Committee ("RC") and the Audit and Risk Committee ("ARC") and MM as Chairman of the ARC and member of the NC, RC and GRAC. MM has also been appointed as the Senior Independent Director of the Board. RA and MM have both abstained from all deliberations and voting at the NC and Board in relation to the recommendation of Resolutions 6 and 7 to the shareholders.

- F. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution proposed under Resolution 8 of the Agenda is for the purpose of renewing the general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

The Company did not issue any shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the general mandate sought at the Tenth Annual General Meeting held on 25 April 2019, which will lapse upon the conclusion of the forthcoming Eleventh Annual General Meeting to be held on 15 June 2020. The proposed Resolution 8, if passed, will give authority to the Directors of the Company, from the date of this Annual General Meeting, to allot and issue shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The general mandate sought will enable the Directors of the Company to allot and issue shares, including but not limited to making a placement of shares for the purposes of raising funding for investment(s), working capital and general corporate purposes as deemed necessary.

Notes:

1. Precautionary measures against Coronavirus disease 2019 (COVID-19) pandemic

- (i) To ensure the health and safety of all our shareholders and in line with the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, released by Securities Commission Malaysia on 18 April 2020 and revised on 14 May 2020 ("SC Guidance Note"), the Eleventh Annual General Meeting ("Eleventh AGM") shall be held as a fully virtual meeting where shareholders are only allowed to participate remotely via live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities which are available on Boardroom Smart Investor Portal at <https://web.lumiagm.com/>. Please follow the procedures provided in the Administrative Details for the Eleventh AGM in order to register, participate and vote remotely via RPEV facilities.
- (ii) With RPEV facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Company) and vote at the Eleventh AGM. Shareholders may use the query box facility to submit questions real time during the Eleventh AGM or e-mail questions to ir@maxis.com.my prior to the Meeting.
- (iii) The venue of the Eleventh AGM is strictly for purposes of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue (Broadcast Venue) and to facilitate the conduct of the fully virtual meeting. No shareholders or proxies will be allowed to be physically present at the Broadcast Venue.

2. Proxy

- (i) Since the Eleventh AGM will be conducted via a fully virtual meeting, all Shareholders are advised to participate in the Eleventh AGM vide remotely by registering yourself at <https://boardroomlimited.my> so that you would be able to participate online in the Eleventh AGM at <https://web.lumiagm.com/>.
- (ii) A member of the Company entitled to participate and vote at the meeting is entitled to appoint a proxy or proxies to participate and vote in his stead subject to the following provisions:
 - a. save as provided for in Note 2(iv), the Companies Act 2016 and any applicable law, each member shall not be permitted to appoint more than two (2) proxies; and
 - b. where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of the member's shareholdings to be represented by each proxy.

The members or their proxies may submit questions to the Company at <https://web.lumiagm.com/> prior to the Eleventh AGM or use the query box to transmit questions via RPEV facilities during live streaming of the Eleventh AGM.

- (iii) If a Shareholder of the Company entitled to attend and vote at a meeting of the Company is not able to participate the Eleventh AGM via RPEV facilities on 15 June 2020, in line with the SC Guidance Note, we strongly encourage all Shareholders to appoint the Chairman of the meeting as his/her Proxy and indicate the voting instructions in the instrument appointing a Proxy (Proxy Form).
- (iv) For the avoidance of doubt, and subject always to Note 2(ii)(b), the Companies Act 2016 and any applicable laws:
 - (a) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
 - (b) Where a member of the Company is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy and shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.

- (c) A member who is a substantial shareholder (within the meaning of the Companies Act 2016) may appoint up to (but not more than) five (5) proxies.
- (v) A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (vi) Proxy appointment may be made via hardcopy proxy form pursuant to Rule 111 of the Company's Constitution or electronically pursuant to Rule 89 of the Company's Constitution. The instrument appointing a proxy shall be as follows:-

(a) In Hardcopy Form

The Hardcopy Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.

The Proxy Form shall be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than Sunday, 14 June 2020 at 3.00 p.m.,

(b) By Electronic Means

The Proxy Form may be submitted:

- (i) to the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd via e-mail to bsr.helpdesk@boardroomlimited.com, no later than Sunday, 14 June 2020 at 3.00 p.m. or
- (ii) via electronic means ("e-Proxy") through the smart investor portal at <https://boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT" no later than Sunday, 14 June 2020 at 3.00 p.m. (please refer to the Administrative Details and the Annexure to the Proxy Form available at <https://maxis.listedcompany.com/ar2019.html> for further information on electronic submission).

3. Voting

- (i) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions at the Eleventh AGM of the Company shall be put to vote by way of poll.
- (ii) If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- (iii) The lodging of a form of proxy does not preclude a member from attending and voting at the meeting should the member subsequently decide to do so.
- (iv) Please refer to the voting procedure as specified in the Administrative Details for the Eleventh AGM.
- (v) Upon completion of the voting session for the Eleventh AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.

Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the Eleventh AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Rule 92 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 9 June 2020. Only a Depositor whose name appears on the General Meeting Record of Depositors as at 9 June 2020 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such Depositor's behalf.

Personal Data Protection Measures

Please refer to the Company's Compliance with the Personal Data Protection Act 2010 statement as found on Page 217 of Maxis Integrated Annual Report 2019.

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents) for the AGM and matters related thereto, including but not limited to: (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations, codes and/or guidelines (collectively, the "Purposes"), (ii) undertakes and warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes, and (iii) agrees that the member will fully indemnify the Company for any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data or breach of the member's undertaking and/or warranty as set out herein.

NOTE: the term "processing" and "personal data" shall have the same meaning as defined in the Personal Data Protection Act 2010.

Maxis Integrated Annual Report 2019, Circular to Shareholders, Corporate Governance Report 2019 and queries related to Eleventh AGM

1. Maxis Integrated Annual Report 2019, Circular to Shareholders and Corporate Governance Report 2019 may be downloaded at this link <https://maxis.listedcompany.com/ar2019.html>
2. Any queries relating to the Eleventh AGM including the lodgement of proxy form and the RPEV procedures may be directed to bsr.helpdesk@boardroomlimited.com. For the avoidance of doubt, save for making the foregoing queries, you may not use the said email address to communicate with the Company for any other purposes.
3. Please refer to the Administrative Details available at this link <https://maxis.listedcompany.com/ar2019.html> for further details of the Eleventh AGM.