



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

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirteenth (13th) Annual General Meeting (“AGM”) of MAXIS BERHAD (“Maxis” or “the Company”) will be conducted on a virtual basis for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Online Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)

Day and Date : Thursday, 28 April 2022

Time : 3.00 p.m.

Broadcast Venue : **Auditorium, Level 3A Floor**  
**Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim**  
**Seksyen 13, 46200, Petaling Jaya**  
**Selangor Darul Ehsan**  
**Malaysia**

Mode of Communication : 1) Typed text in the Online Meeting Platform. The messaging window facility will be opened concurrently for Online Participation with the Virtual Meeting Portal, one (1) hour before the Thirteenth AGM, that is from 2.00 p.m. on Thursday, 28 April 2022

2) E-mail questions to [ir@maxis.com.my](mailto:ir@maxis.com.my) prior to the Thirteenth AGM

### 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 2021 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) Tan Sri Mokhzani bin Mahathir  
b) Raja Tan Sri Dato’ Seri Arshad bin Raja Tun Uda  
c) Mazen Ahmed M. AlJubeir  
**Please refer to Note B for further details regarding each director.**

**Resolution 1**  
**Resolution 2**  
**Resolution 3**

3 To re-elect the following Directors who retire pursuant to Rule 116 of the Company’s Constitution and, being eligible, have offered themselves for re-election:  
a) Ooi Huey Tyng  
b) Uthaya Kumar A/L K Vivekananda  
**Please refer to Note C for further details regarding each director.**

**Resolution 4**  
**Resolution 5**

4 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 2023.  
**Please refer to Note D on the details of the fees and the fee structure for the Board and each of the Committees in respect of which this approval is being sought.**

**Resolution 6**

5 To approve the payment of Directors’ fees and benefits to the Non-Executive Directors of Maxis Collections Sdn Bhd, a wholly owned subsidiary of Maxis Berhad, from 1 September 2021 up till the conclusion of the next Annual General Meeting of the Company to be held in 2023.  
**Please refer to Note E on the details of the fees and fee structure for the Board of the subsidiary and the Board committee in respect of which this approval is being sought.**

**Resolution 7**

6 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 F.**

**Resolution 8**

**As Special Business**

To consider and, if thought fit, to pass the following Resolutions:

- 7 **Continuation in Office as Independent Director** **Resolution 9**
- That approval be given for Alvin Michael Hew Thai Kheam to continue to act as Independent Director of the Company from 30 August 2022 to 29 August 2023.  
**Please refer to Note G.**
- 8 **Renewal of the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.** **Resolution 10**
- “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 Bursa Malaysia Securities Berhad Main Market Listing Requirements (“MMLR”) and the approvals of all relevant regulatory bodies being obtained (if required).”  
**Please refer to Note H.**
- 9 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>Resolution 11</b> |
| b) Usaha Tegas Sdn. Bhd. and/or its affiliates;                   | <b>Resolution 12</b> |
| c) MEASAT Global Berhad and/or its affiliates;                    | <b>Resolution 13</b> |
| d) Maxis Communications Berhad and/or its affiliates;             | <b>Resolution 14</b> |
| e) Saudi Telecom Company and/or its affiliates;                   | <b>Resolution 15</b> |
| f) SRG Asia Pacific Sdn. Bhd.;                                    | <b>Resolution 16</b> |
| g) Malaysian Landed Property Sdn. Bhd. and/or its affiliates; and | <b>Resolution 17</b> |
| h) ZenREIT Sdn. Bhd.                                              | <b>Resolution 18</b> |
- The details of such RRPTs and the full text of Ordinary Resolution 11 to Ordinary Resolution 18 are set out in Appendix I and Appendix VI respectively of the Circular to Shareholders dated 30 March 2022 issued together with this Notice of Annual General Meeting.
- 10 To transact any other business that may be transacted at the Thirteenth 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**  
 30 March 2022  
 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. Tan Sri Mokhzani bin Mahathir, Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda and Mazen Ahmed M. AlJubeir ("the retiring Director" or collectively "the retiring Directors") are due for retirement by rotation and are standing for re-election as Directors of the Company at the upcoming Thirteenth AGM.

For the purpose of determining the eligibility of each of the retiring Directors to stand for re-election at the Thirteenth AGM, the Board through its Nomination Committee ("NC") had assessed each of the retiring Directors, and considered the following:

- (i) performance and contribution based on the evaluation results of the Board Effectiveness Evaluation 2021 ("BEE 2021") as conducted by an independent leadership consulting firm, Spencer Stuart;
- (ii) level of contribution to the Board and deliberations through their skills, experience and strength in qualities; and
- (iii) level of objectivity, impartiality and their abilities to act in the best interests of the Company.

In addition the NC and the Board, in line with Practice 6.1 of the Malaysian Code on Corporate Governance (as at 28 April 2021) ("MCCG"), the Board had conducted an assessment of the Directors of the Company based on the relevant performance criteria which include following:

- (a) Will and ability to critically challenge and ask the right questions;
- (b) Character and integrity in dealing with potential conflict of interest situations;
- (c) Commitment to serve the company, due diligence and integrity;
- (d) Confidence to stand up for a point of view;
- (e) Fit and properness;
- (f) Calibre and personality;
- (g) Board dynamics and participation;
- (h) Competency and capability;
- (i) Independence and objectivity; and
- (j) Contribution and performance.

The retiring Directors met the performance criteria required of an effective and a high-performance Board based on the outcome of the BEE 2021. In addition to the BEE 2021, each of the directors were evaluated by Spencer Stuart, and the findings in the reports that highlighted their strengths and areas for improvements were shared with the Chairman of the Board and the Chairman of the NC.

The NC and the Board have considered the results of the assessment conducted on these Directors and collectively agree that they each meet the criteria of character, experience, integrity, competence and time required to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the MMLR and additionally have satisfied the Directors' fit and proper assessment criteria. The Board approved the NC's recommendation that the Directors who retire in accordance with Rule 131.1 of the Constitution namely, Tan Sri Mokhzani bin Mahathir, Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda and Mazen Ahmed M. AlJubeir are eligible to stand for re-election. These three (3) retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant NC and Board meetings. The profiles of these retiring Directors are set out on pages 6 and 8 of the Company's Integrated Annual Report for the financial year ended 31 December 2021. Tan Sri Mokhzani bin Mahathir holds 750,000 shares and deemed interest of 1,000 shares in Maxis Berhad. Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda holds 750,000 shares in Maxis Berhad while Mazen Ahmed M. AlJubeir does not hold any shares in Maxis Berhad. Each of these Directors has no family relationship with any Director and/or major shareholder of Maxis Berhad, has no conflict of interests with Maxis Berhad, has not been convicted of any offence within the past five years and has not been imposed with any penalty by the relevant regulatory bodies during the financial year ended 2021.

In the case of Mazen Ahmed M. AlJubeir (“Mazen”), if his re-election is approved by shareholders at Maxis’ upcoming Thirteenth AGM, he will be assuming the position of a non-independent non-executive director following the conclusion of the AGM. This position arises as a result of the amendment to the MMLR introduced by Bursa Securities on 13 August 2020 which require all persons being appointed independent directors of listed companies after 1 October 2020 to have observed a 3-year cooling off period if they have been a non-independent director before that. Mazen was a non-independent non-executive director of the Maxis Board up until 24 April 2020, when he was re-designated as an independent non-executive director of the Maxis Board. However, in light of the requirement under the MMLR, Mazen will not be in a position to satisfy this new criteria at the point of his re-appointment at the upcoming AGM. Accordingly, if his re-election to the Maxis Board is approved by shareholders, he will assume the role of a non-independent non-executive director of the Maxis Board.

The retiring Directors referred to in Resolutions 1 to 3 will abstain from voting on the resolution in respect of their re-election at the Thirteenth AGM.

- C. Ooi Huey Tyng and Uthaya Kumar A/L K Vivekananda were appointed as Directors of the Company with effect from 30 March 2022. Both Directors, being eligible, have offered themselves for re-election pursuant to Rule 116 of the Company’s Constitution. The profiles of the 2 Directors are as follows:

Ooi Huey Tyng	
Age	: 55 years old
Gender	: Female
Nationality	: Singaporean
Designation	: Non Executive Director
Directorate	: Independent and Non Executive
Qualifications	: - Masters of Science in Finance from Purdue University, USA - Certified Public Accountant in Singapore and UK - Member of INSEAD alumni and attended the Advanced Management Programme at INSEAD, Fontainebleau, France
Working Experience and occupation	: Ooi Huey Tyng is currently an Independent Director and Member of Risk Management and Audit Committee of AIG Asia Pacific Board, an Independent Director of Pacific Century Group, Bridgetown 3 SPAC and Member of the Board of Governors, Raffles Institution (Appointment approved by Ministry of Education Singapore).  Previously, she held multiple roles in GrabPay such as Managing Director for GrabPay Southeast Asia, Board Member of GrabPay Malaysia, Board Member of GrabPay Philippines, Board Member of GrabLink Philippines Inc, Board Member of GrabInsure Insurance Agency Philippines Inc and Advisor of Grab Financial Group. Before joining Grab, she was with Visa as Country Manager for Singapore, Brunei and Regional Client Management and was in the banking industry.
Directorships in public companies and listed issuers (if any)	: Nil

**Uthaya Kumar A/L K Vivekananda**

Age	: 68 years old
Gender	: Male
Nationality	: Malaysian
Designation	: Non Executive Director
Directorate	: Independent and Non Executive
Qualifications	: - Fellow of the Institute of Chartered Accountants in England & Wales - Chartered Accountant, Malaysian Institute of Accountants - Member of Malaysian Association of Certified Public Accountants
Working Experience and occupation	: Uthaya Kumar A/L K Vivekananda is currently an Independent Director and Chairman of Audit and Risk Management Committees of Bumi Armada Berhad and Independent Director and Member of Audit and Committee and Senior Tender Board Committee of Sri Lanka Telecom Plc.  He was previously a senior partner of PricewaterhouseCoopers South East Asia Peninsula (“PwC”) and he was with PwC for 35 years. He has led and worked on some of the most challenging and complex assignments, both in Malaysia and globally, working with multinational and blue-chip national clients in audit, business advisory, mergers and acquisitions, valuations, privatisations, initial public offerings and cross-border transactions.
Directorships in public companies and listed issuers (if any)	: Bumi Armada Berhad

The NC and the Board have considered the results of the assessment conducted on these Directors upon appointment, and collectively agree that they each meet the criteria of character, experience, integrity, competence and time required to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the MMLR and additionally have satisfied the Directors’ fit and proper assessment criteria.

These two (2) retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the Board meetings. The profiles of these retiring Directors are set out in the Maxis website [www.maxis.com.my](http://www.maxis.com.my). Both the Directors do not hold any shares in Maxis Berhad. Each of these Directors has no family relationship with any Director and/or major shareholder of Maxis Berhad, has no conflict of interests with Maxis Berhad, has not been convicted of any offence within the past five years and has not been imposed with any penalty by the relevant regulatory bodies during the financial year ended 2021, and up to the date of their appointment on 30 March 2022.

**D. Payment of Directors’ Remuneration to the Non-Executive Directors of the Company from the conclusion of this meeting up till the conclusion of the next Annual General Meeting of the Company in 2023.**

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 of the Company in respect of 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 2023 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.

Remuneration Structure	Monthly Fees/BIK (RM)
Chairman's Fees	33,334
Director's Fees	20,834
Chairman of Audit and Risk Committee	10,000
Chairman of Remuneration Committee	4,167
Chairman of Nomination Committee	4,167
Chairman of Business & IT Transformation Committee	10,000
Chairman of the Government and Regulatory Affairs Committee	4,167
Member of Audit and Risk Committee	4,167
Member of Remuneration Committee	1,667
Member of Nomination Committee	1,667
Member of Business & IT Transformation Committee	4,167
Member of Government and Regulatory Affairs Committee	1,667
Chairman's BIK	5,350

**Note:** There are no changes to the remuneration structure and monthly fees for the Directors since the last AGM. The Chairman's BIK comprises car and driver benefits, which BIK value is based on the prescribed value method issued by the Malaysian Inland Revenue Board (Public Ruling 11/2019).

If passed, this shareholders' approval will allow the Company to make payment of Remuneration to Non-Executive Directors on a monthly basis in accordance with the remuneration structure set out above from the conclusion of the Thirteenth AGM up till the next AGM of the Company to be held in 2023.

- E. **Payment of Directors' Remuneration to the Non-Executive Directors of Maxis Collections Sdn Bhd ("MCSB"), a wholly owned subsidiary of Maxis Berhad, from 1 September 2021 until the conclusion of the next Annual General Meeting of the Company in 2023.**

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the subsidiaries of the Company are also required to be approved by shareholders at a general meeting.

The Company is requesting shareholders' approval for the payment of Remuneration to the Non-Executive Directors of MCSB in respect of the period commencing from 1 September 2021 up till the conclusion of the next Annual General Meeting of the Company to be held in 2023 in accordance with the remuneration structure set out below. The Remuneration comprises fees payable to the Non-Executive Directors of MCSB and members of Board Committees.

Description	Fees/BIK (RM)
Director's fees and fee as member of the Audit and Risk Committee	5,000 per month

If passed, this shareholders' approval will allow MCSB to make payment of Remuneration to the Non-Executive Directors of MCSB in respect of such periods commencing from the dates of their respective appointments as members of the Audit and Risk Committee and Board of MCSB up till the conclusion of the Annual General Meeting of the Company to be held in 2023 in accordance with the remuneration structure set out above. Such payment will comprise a lump sum amount to be paid to the existing Independent Non-Executive Directors of MCSB, Susan Yuen Su Min and Ong Soo Chan (Christina Ong) after the conclusion of this AGM, in respect of such periods commencing from their respective appointments as members of the Audit and Risk Committee of MCSB on 1 September 2021 and as Directors of MCSB on 15 September 2021 up till this AGM calculated in accordance with the remuneration structure set out above. It will also allow MCSB to make payments of such Remuneration to any Non-Executive Director of MCSB in accordance with the remuneration structure set out above on a monthly basis in respect of the period commencing from the conclusion of the Thirteenth AGM up till the next Annual General Meeting of the Company to be held in 2023.

- F. The Audit and Risk Committee ("ARC") 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 resources and experience prescribed by Paragraph 15.21 of the MMLR.

The ARC at its meeting held on 21 February 2022 has made an assessment of the suitability and independence of the external auditors, PwC in accordance with the External Auditor Independence Policy of the Group, the criteria under Paragraph 15.21 of the MMLR. It had also considered the information presented by PwC in its 2021 Audit Transparency Report as per Guidance 9.3 of the Malaysian Code on Corporate Governance (as at 28 April 2021). In addition to the information in PwC's 2021 Audit Transparency Report the ARC had also considered, among others, the following factors in its assessment:

- (a) Quality of PwC's performance and their communications with the ARC and Maxis Group, based on feedback obtained via assessment surveys facilitated by the Maxis Group Internal Assurance function that had gathered responses from the ARC members and management who had substantial contact with PwC throughout the year;
- (b) Adequacy of experience and resources provided to the Maxis Group by PwC, in terms of the firm and the professional staff assigned to the audit; and
- (c) Independence of PwC and the level of non-audit services rendered by PwC to the Maxis Group in financial year ended 2021 and the services to be rendered for the financial year ended 2022.

The ARC also took into account the professionalism and transparency in communication and interaction with the lead audit engagement partner and engagement team through discussions at the ARC meetings, engagements with the Chairman and members of the ARC and at the ARC private meetings, which demonstrated their independence, objectivity and professionalism.

The ARC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Maxis Group. The ARC was also satisfied in its review that the provisions of non-audit services by PwC to the Company and the Group for the financial year ended 2021 did not in any way impair their objectivity and independence as external auditors of the Maxis Group.

The Board at its meeting held on 22 February 2022 approved the ARC's recommendation for shareholders' approval to be sought at the Thirteenth AGM on the appointment of PwC as external auditors of the Company for the financial year ended 2022, under this resolution in accordance with Rule 90 of the Company's Constitution, Sections 340(1)(c) and 274(1)(a) of the Companies Act 2016.

- G. Alvin Michael Hew Thai Kheam ("AMH") was appointed as Independent Director on 30 August 2012 and will exceed the cumulative tenure of nine years after 30 August 2022. In accordance with the Malaysian Code on Corporate Governance (as at 28 April 2021), the Board, through the NC, undertook relevant assessments and took into account relevant considerations including the findings of Spencer Stuart, appointed to assess the overall independence of the Company's Directors, including AMH. The NC and Board have recommended for AMH to continue serving as Independent Non-Executive Director for a further one (1) year period from 30 August 2022 to 29 August 2023 based on the following justifications:
- (a) AMH has fulfilled the criteria of an Independent Director as stated in the MMLR.
  - (b) AMH has demonstrated his objectivity and independence when providing his views and contributions as a member of the Board when considering Board-related matters and in discharging his responsibilities as a Director.
  - (c) The length of time that he has remained in his role has not interfered with his ability to exercise independent judgment as an Independent Director.
  - (d) AMH, together with the other Independent Directors, each function as a check and balance to the Board and in the exercise of objectivity as Directors.
  - (e) AMH has vast experience, knowledge and skills in a diverse range of businesses and therefore continually provides constructive opinion, counsel, oversight and guidance as a Director. His insights and guidance provide impartiality to matters considered at the Board and Committees.
  - (f) AMH has devoted sufficient time and attention to his professional obligations to Maxis required for informed and balanced decision making.
  - (g) Spencer Stuart has found AMH's overall independent mindedness to rank highly based on their assessment. Spencer Stuart used a capability-based analysis to assess the elements of independent mindedness (Cognitive and Personality) in board room (including committee) interactions and decision making. This is further validated by 360 degree feedback from fellow Directors and members of Senior Management.

The NC and the Board are satisfied that AMH has been able to exercise independent judgment and that he acts consistently in the best interests of the Company. AMH has continued to exercise his independence and due care during his present tenure as an Independent Non-Executive Director and has contributed in his role as Chairman of the Audit and Risk Committee, member of the Nomination Committee, Remuneration Committee and the Business and Information Technology Transformation Committee. AMH has abstained from all deliberations and voting at the NC and Board in relation to the recommendation of this resolution to the shareholders.

The profile of AMH is set out on page 8 of the Company's Integrated Annual Report for the financial year ended 31 December 2021. AMH does not hold any shares in Maxis Berhad, has no family relationship with any Director and/or major shareholder of Maxis Berhad, has no conflict of interests with Maxis Berhad and has not been convicted of any offence within the past five years and has not been imposed any penalty by the relevant regulatory bodies during the financial year ended 2021.

- H. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution proposed pursuant to this resolution 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 Twelfth AGM held on 22 April 2021, which will lapse upon the conclusion of the forthcoming Thirteenth AGM to be held on 28 April 2022.

The proposed resolution, 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. Virtual AGM

- (i) The Thirteenth AGM shall be held as a virtual meeting where members are only allowed to participate remotely via live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities which are available at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). Please follow the procedures provided in the RPEV Administrative Details for the Thirteenth AGM in order to register, participate and vote remotely via RPEV facilities.
- (ii) With RPEV facilities, a member may exercise his/her right to participate (including to pose questions to the Company) and vote at the Thirteenth AGM. Members may use the query box facility to submit questions real time during the Thirteenth AGM or e-mail questions to [ir@maxis.com.my](mailto:ir@maxis.com.my) prior to the meeting in line with the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers released by Securities Commission Malaysia ("SC") on 18 April 2020 and revised on 16 July 2021 ("SC Guidance Note").
- (iii) The venue of the Thirteenth 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 virtual meeting. No shareholders or proxies will be allowed to be physically present at the Broadcast Venue.



## 2. Proxy

- (i) Since the Thirteenth AGM will be conducted as a virtual meeting, members wishing to participate in the meeting would be required to register yourselves through <https://investor.boardroomlimited.com> in order to participate remotely in the Thirteenth AGM.
- (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 [ir@maxis.com.my](mailto:ir@maxis.com.my) prior to the Thirteenth AGM or using the query box to transmit questions via RPEV facilities during the live streaming of the Thirteenth AGM.
- (iii) If a member of the Company entitled to attend and vote at a meeting of the Company is not able to participate the Thirteenth AGM via RPEV facilities on 28 April 2022, in line with the SC Guidance Note, members are strongly encouraged 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, at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than Wednesday, 27 April 2022 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](mailto:bsr.helpdesk@boardroomlimited.com), no later than Wednesday, 27 April 2022 at 3.00 p.m.,
- (ii) via electronic means ("e-Proxy") through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "Submit eProxy Form" no later than Wednesday, 27 April 2022 at 3.00 p.m. (please refer to the RPEV Administrative Details and the Annexure to the Proxy Form available at <https://maxis.listedcompany.com/ar2021.html> for further information on electronic submission).

### 3. Voting

- (i) Pursuant to Paragraph 8.29A(1) of the MMLR, all the resolutions at the Thirteenth 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 procedures as specified in the RPEV Administrative Details for the Thirteenth AGM.
- (v) Upon completion of the voting session for the Thirteenth 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 Thirteenth 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 18 April 2022. Only a depositor whose name appears on the General Meeting Record of Depositors as at 18 April 2022 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 259 of Maxis Integrated Annual Report 2021.

By attending the AGM and/or 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 1: The term "processing" and "personal data" shall have the same meaning as defined in the Personal Data Protection Act 2010.

NOTE 2: This statement should be read in conjunction with Maxis' Privacy Notice for Shareholders which also accessible at [https://maxis.listedcompany.com/corporate\\_governance.html](https://maxis.listedcompany.com/corporate_governance.html).

NOTE 3: For the avoidance of doubt, a member of the Company refers to the registered shareholder of Maxis Berhad and includes a personal representative or trustee of an estate (in the case of a deceased individual shareholder).

#### Maxis Integrated Annual Report 2021, Circular to Shareholders, Corporate Governance Report 2021 and queries related to Thirteenth AGM

1. Maxis Integrated Annual Report 2021, Circular to Shareholders and Corporate Governance Report 2021 may be downloaded at this link <https://maxis.listedcompany.com/ar2021.html>
2. Members are advised to refer to the Company's announcements on Bursa Malaysia Securities Berhad's website and Company's website at [www.maxis.com.my](http://www.maxis.com.my) from time to time for any updates on the Thirteenth AGM subsequent to the issuance of this Notice.
3. Any queries relating to the Thirteenth AGM including the lodgment of proxy form and the RPEV procedures may be directed to [bsr.helpdesk@boardroomlimited.com](mailto: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.
4. Please refer to the RPEV Administrative Details at this link <https://maxis.listedcompany.com/ar2021.html> for further details of the Thirteenth AGM.