

MAXIS BERHAD

[Registration No. 200901024473 (867573-A)]

POLICY ON DEALINGS IN SECURITIES BY DIRECTORS AND PRINCIPAL OFFICERS

1. GUIDANCE FOR COMPLIANCE BY DIRECTORS AND PRINCIPAL OFFICERS

1.1 Introduction

This Policy sets out the requirements that must be complied in relation to dealings in securities of Maxis Berhad (“**Maxis**” or “**Company**”) by directors and principal officers of the Company and its major subsidiaries (defined below) (collectively, the “**Key Officers**”).

1.2 Objective

The objective of this Policy is to guide the Key Officers in:

- (a) Minimising the risk of contravening the laws against insider trading; and
- (b) Meeting their disclosure obligations under the Main Market Listing Requirements (**MMLR**) of Bursa Malaysia Securities Berhad (**Bursa Securities**).

2. DEFINITION

In this Policy:

“**closed period**” means a period commencing 30 calendar days before the targeted date of announcement up to the date of the announcement of the quarterly results to Bursa Securities.

“**dealing**” includes any one or more of the following actions, whether undertaken as principal or as agent –

- (a) acquiring or disposing (including transfer) of securities or any interest in securities; or
- (b) subscribing for or underwriting securities;
- (c) making or offering to make with any person, or inducing or attempting to induce any person to enter into or to offer to enter into:

- (i) any agreement for or with a view to acquiring or disposing of securities or any interest in securities;
 - (ii) any agreement for or with a view to subscribing for or underwriting securities; or
 - (iii) any agreement the purpose or avowed purpose of which is to secure a profit to any of the parties from the yield of securities or by reference to fluctuations in the values of securities; and
- (d) granting, accepting, acquiring, disposing of, exercising or discharging an option (whether for the call or put or both) or any other right or obligation, present or future, conditional or unconditional, to acquire or dispose of securities or any interest in securities.

“Key Officers” has the meaning ascribed to it in Section 1.1 above.

“major subsidiary” means a subsidiary of Maxis which contributes 70% or more of the profit before tax or total assets employed of Maxis on a consolidated basis.

“price-sensitive information” means information that is not generally available but which on becoming generally available would or would tend to have a material effect on the price or value of securities as construed pursuant to Section 185 of the Capital Markets and Services Act 2007 (**“CMSA”**).

Under section 185 of the CMSA, information which on becoming generally available would tend to have a material effect on the price or value of securities, refers to such information which would or would tend to, on becoming generally available, influence reasonable persons who invest in securities in deciding whether or not to acquire or dispose of such securities, or enter into an agreement with a view to acquire or dispose such securities.

“principal officers” in relation to the Company or its major subsidiary, include the chief executive who is not a director, the chief financial officer or any other employee of the listed issuer or its major subsidiary respectively who has access or is privy to price-sensitive information in relation to Maxis or any other person who is required to comply with Chapter 14 of the MMLR or any policy as may be imposed by the Company from time to time.

“securities” includes any shares, rights, options, warrants and any other security on issue from time to time.

3. INSIDER TRADING

3.1 Meaning of Insider

A Key Officer is considered an ‘insider’ pursuant to Section 188(1) of the CMSA, if he/she:

- (a) is in possession of price-sensitive information; and
- (b) knows or ought reasonably to know that the information is not generally available.

3.2 Prohibition from Trading

Pursuant to Section 188(2) of the CMSA, any Key Officer in possession of price-sensitive information is prohibited from trading in the securities of the Company whether as principal or agent.

In that regard, a Key Officer in possession of price-sensitive information shall not, whether as principal or agent, in respect of any securities of the Company:

- (a) acquire or dispose of, or enter into an agreement for or with a view to acquisition or disposal of the securities of the Company; or
- (b) procure, directly or indirectly, an acquisition or disposal of, or the entering into an agreement for or with a view to the acquisition or disposal of such securities.

3.3 Prohibited from Communicating

Pursuant to Section 188(3) of the CMSA, a Key Officer in possession of price-sensitive information is also prohibited from directly or indirectly communicating, or causing such price-sensitive information to be communicated, to another person, if the Key Officer knows, or ought reasonably to know, that the other person would or would tend to:

- (a) acquire, dispose of, or enter into an agreement with a view to acquisition or disposal of, any securities of the Company to which the information relates; or

- (b) procure a third person to acquire, dispose of or enter into an agreement with a view to the acquisition or disposal of, any securities of the Company to which the information relates.

4. DEALINGS BY KEY OFFICERS

4.1 General Restriction on Dealings

Key Officers **MUST NOT** deal in securities of the Company or of other listed issuers as long as they are in possession of price-sensitive information relating to such listed securities.

If the Key Officer **IS NOT** in possession of any price-sensitive information relating to securities of the Company, he/she may engage in dealings with securities of the Company provided he/she complies with the procedures as set out in Section 5 of this Policy, Chapter 14 of the MMLR and any applicable legal requirements.

The company secretary will notify the Key Officers of the Company on the commencement of the closed period prior to the commencement of such closed period.

5. PROCEDURES FOR DEALINGS IN SECURITIES

5.1 Procedures for Dealings during Closed Period

The procedures for dealings during closed period are as follows:

- (a) the Key Officer concerned must give notice of intention to deal in writing to the Company Secretary 2 full market days prior to the dealing. Upon receipt of the notice, the Company Secretary shall make an immediate announcement, which includes the following:
 - (i) the Key Officer's intention to deal in securities of the Company during closed period; and
 - (ii) the Key Officer's current holdings of securities in the Company whose securities are the subject of the proposed dealing;

- (b) the dealing can only be effected after 1 full market day from the date of the announcement;
- (c) the Key Officer concerned must also give notice of the dealing in securities to the Company Secretary immediately after the dealing has occurred, i.e. not later than 5.30 p.m. on the day the dealing is executed. Upon receipt of the notice, the Company Secretary shall make an immediate announcement following the dealing, stating:
 - (i) the date on which the dealing occurred;
 - (ii) the consideration for the dealing; and
 - (iii) the number of securities involved in the dealing, both in absolute terms and as a percentage of all issued securities of that class in the Company;
- (d) the Company Secretary shall maintain a proper record of all notices received; and
- (e) the Company Secretary shall table a summary of dealings notified to Bursa Securities since the last Board meeting, at each meeting of the Board.

5.2 Procedures for Dealings outside Closed Period

The procedures for dealings outside closed period are as follows:

- (a) the Key Officers must, within 3 market days after the dealing has occurred, give notice of the dealing in writing to the Company Secretary. The Company Secretary shall make an immediate announcement such dealing, with the following details:
 - (i) the date on which the dealing occurred;
 - (ii) the consideration for the dealing; and
 - (iii) number of securities involved in the dealing, both in absolute terms and as a percentage of all issued securities of that class in the Company;
- (b) the Company Secretary shall maintain a proper record of all notices received; and

- (c) the Company Secretary shall table a summary of dealings notified to the Company since the last Board meeting at each meeting of the Board.

5.3 Exemptions and Subsequent Dealings

Pursuant to paragraph 14.06 of the MMLR, the following categories of dealings are exempted from the restrictions in Section 5:

- (a) the acceptance or exercise of options or rights under an employee share or share option scheme;
- (b) the exercise of warrants;
- (c) the conversion of convertible securities;
- (d) the acceptance of entitlements under an issue or offer of securities where such issue or offer is made available to all holders of a public listed company's securities (including the Company) or to all holders of a relevant class of its securities, on the same terms;
- (e) the undertaking to accept, or the acceptance of a take-over offer; and
- (f) the undertaking to accept, or acceptance of securities as part of a merger by way of a scheme of arrangement.

Subsequent dealings in securities obtained as a result of the abovementioned exemption, are not exempted from the restriction.