

MAXIS BERHAD

(Company No.: 867573-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of MAXIS BERHAD ("the Company") will be held on Tuesday, 28 April 2015 at 10.00am at Grand Ballroom, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia, for the following purposes:

AGENDA

- To consider the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon. **Please refer to Note A.**
- To declare a final single-tier tax-exempt dividend of 8 sen per ordinary share for the financial year ended 31 December 2014. **Resolution 1**
- To re-elect the following Directors who retire pursuant to Article 114(1) of the Company's Articles of Association and, being eligible, have offered themselves for re-election:
(i) Raja Tan Sri Dato' Seri Arshad Bin Raja Tun Uda
(ii) Tan Sri Mokhzani Bin Mahathir
(iii) Alvin Michael Hew Thai Kheam
Please refer to Note B.
Resolution 2
Resolution 3
Resolution 4
- To re-elect the following Directors who retire pursuant to Article 121 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:
(i) Fraser Mark Curley
(ii) Lim Ghee Keong
Please refer to Note B.
Resolution 5
Resolution 6
- To re-appoint Messrs PricewaterhouseCoopers ("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. **Resolution 7**
Please refer to Note C.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Sixth Annual General Meeting to be held on 28 April 2015, a final single-tier tax-exempt dividend of 8 sen per ordinary share for the financial year ended 31 December 2014 will be paid on 26 June 2015 to Depositors registered in the Record of Depositors at the close of business on 29 May 2015.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred to such Depositor's securities account before 4.00pm on 29 May 2015 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

DIPAK KAUR
LS 5204
Company Secretary

30 March 2015
Kuala Lumpur

EXPLANATORY NOTES

- This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 (Act) and the Company's Articles of Association, the audited accounts do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- Raja Tan Sri Dato' Seri Arshad Bin Raja Tun Uda, Tan Sri Mokhzani Bin Mahathir, Alvin Michael Hew Thai Kheam, Fraser Mark Curley and Lim Ghee Keong are standing for re-election as Directors of the Company. The Board of Directors ("the Board") has considered the assessment of the five 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"). The profiles of these Directors, are set out on pages 30 to 36 of the Company's Annual Report for the financial year ended 31 December 2014.

An assessment of the independence of all independent Directors including Raja Tan Sri Dato' Seri Arshad Bin Raja Tun Uda and Tan Sri Mokhzani Bin Mahathir was undertaken as part of the Board's assessment in 2014. The Nomination Committee and the Board considered the assessment results of the independence of Raja Tan Sri Dato' Seri Arshad Bin Raja Tun Uda and Tan Sri Mokhzani Bin Mahathir which was undertaken pursuant to criteria as prescribed by the MMLR and Malaysian Code of Corporate Governance 2012 and are satisfied that they meet the criteria for independence. Raja Tan Sri Dato' Seri Arshad Bin Raja Tun Uda and Tan Sri Mokhzani Bin Mahathir were appointed as Directors on 16 October 2009 and both do not exceed the tenure of nine years.
- The Audit 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 and resources of the firm and the person assigned to the audit as prescribed by Para 15.21 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notes: on Proxy

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote for him/her except in the circumstances set out in notes 2 and 3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provision of section 149(1)(b) of the Act shall not apply to the Company.
- Where a member of the Company is also a substantial shareholder (within the meaning of the Act) per the Record of Depositors, such member shall be entitled to appoint up to (but not more than) five proxies. For 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.
- 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.
- The instrument appointing a proxy shall:
(i) in the case of an individual, be signed by the appointor or by his/her attorney; and
(ii) in the case of a corporation, be either under its common seal or under the hand of its duly authorised attorney or officer on behalf of the corporation.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the office of 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 holding the meeting or adjourned meeting or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Fax copies of the duly executed form of proxy are not acceptable.
- A proxy may vote on a show of hands and on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy may exercise his discretion as to whether to vote on such matter and if so, how.
- A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the Sixth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 81(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 April 2015. Only a Depositor whose name appears on the General Meeting Record of Depositors as at 22 April 2015 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such Depositor's behalf.

Email Address

An email account has been set up to attend to all queries from shareholders pertaining to the form of proxy and all other matters relating to the Sixth Annual General Meeting. The email address is agm2015@maxis.com.my and this will be valid from 30 March 2015 to 28 April 2015.

Administrative Details

Please refer to the Administrative Details circulated together with the Annual Report 2014 or at this link www.maxis.com.my/corp for administrative details on Sixth Annual General Meeting and Extraordinary General Meeting.