
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of MAXIS BERHAD (“the Company”) will be held on Wednesday, 20 April 2016 at 10.00 a.m. at Grand Ballroom, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia, for the following purposes:

AGENDA

1 To consider the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors thereon. **Please refer to Note A.**

2 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) Hamidah Naziadin

(ii) Morten Lundal

Please refer to Note B.

Resolution 1

Resolution 2

Robert William Boyle who retires in accordance with Article 114(1) of the Company’s Articles of Association has given notice that he will not be seeking re-election. Hence he will retain office until the close of the Seventh Annual General Meeting.

3 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) Mohammed Abdullah K. Alharbi

(ii) Robert Alan Nason

Please refer to Note B.

Resolution 3

Resolution 4

4 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.

Please refer to Note C.

Resolution 5

BY ORDER OF THE BOARD

DIPAK KAUR

LS 5204

Company Secretary

23 March 2016

Kuala Lumpur

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EXPLANATORY NOTES

- A. 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.
- B. Hamidah Naziadin, Morten Lundal, Mohammed Abdullah K. Alharbi and Robert Alan Nason are standing for re-election as Directors of the Company. The Nomination Committee and Board of Directors ("the Board") have considered the assessment of the four 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 22 to 28 of the Company's Annual Report for the financial year ended 31 December 2015. The Nomination Committee and the Board had carried out an assessment of the independence of Hamidah Naziadin and Robert Alan Nason 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. Hamidah Naziadin and Robert Alan Nason were appointed as Directors on 1 February 2014 and 7 March 2016 respectively and both do not exceed the tenure of nine years.
- C. 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 MMLR.

Notes: on Proxy

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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. Copies of the duly executed form of proxy which are faxed and/or e-mailed to us are not acceptable.
7. 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.
8. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
9. 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.

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Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the Seventh 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 15 April 2016. Only a Depositor whose name appears on the General Meeting Record of Depositors as at 15 April 2016 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 Seventh Annual General Meeting. The email address is agm2016@maxis.com.my and this will be valid from 23 March 2016 to 20 April 2016.

Administrative Details

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

Personal Data Privacy

Please refer to the Company's 'Compliance with the Personal Data Protection Act' statement as found on Page 192 of the Annual Report.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:- (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) 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 and/or guidelines (collectively, the "Purposes"), (ii) 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(s)' personal data for the Purposes, and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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