

MAXIS BERHAD

[Registration No. 200901024473 (867573-A)]

(Incorporated in Malaysia)

FULLY VIRTUAL ELEVENTH ANNUAL GENERAL MEETING (“ELEVENTH AGM”) OF MAXIS BERHAD (“MAXIS” OR “THE COMPANY”) HELD AT 3.00 P.M. ON MONDAY, 15 JUNE 2020 AT BROADCAST VENUE, SYMPHONY SQUARE AUDITORIUM, 3A FLOOR, NO. 5, JALAN PROF. KHOO KAY KIM, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA.

The Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon were received and duly tabled at the Eleventh AGM under Agenda 1.

The following resolutions as set out in the Notice of Eleventh AGM dated 21 May 2020 and Appendix VI of the Circular to Shareholders dated 21 May 2020 were duly passed at the Eleventh AGM.

Ordinary Business

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|------------------------------|---|
| Ordinary Resolution 1 | Re-election of Dato’ Hamidah Naziadin as Director of the Company pursuant to Rule 131.1 of the Company’s Constitution. |
| Ordinary Resolution 2 | Re-election of Alvin Michael Hew Thai Kheam as Director of the Company pursuant to Rule 131.1 of the Company’s Constitution. |
| Ordinary Resolution 3 | Re-election of Lim Ghee Keong as Director of the Company pursuant to Rule 131.1 of the Company’s Constitution. |
| Ordinary Resolution 4 | 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. |

This aforesaid payment will be made in accordance with the remuneration structure set out below.

Remuneration Structure:-	Monthly Fees/ Benefits-in-kind ("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 Committee	4,167
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

Ordinary Resolution 5 Re-appointment of 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.

Special Business

Ordinary Resolution 6 Approval for Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda to continue to act as Independent Director from 18 October 2020 to 17 October 2021.

Ordinary Resolution 7 Approval for Tan Sri Mokhzani bin Mahathir to continue to act as Independent Director from 18 October 2020 to 17 October 2021.

Ordinary Resolution 8 Renewal of the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.

"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)."

Ordinary Resolutions 9 to 15 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.

The full text of Ordinary Resolution 9 to Ordinary Resolution 15 are set out in Appendix I

All the resolutions were voted on a poll via Remote Participation and Electronic Voting ("RPEV") facilities at the Virtual Meeting Portal at the Eleventh AGM of the Company in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The results were validated by Boardroom Corporate Services Sdn Bhd, the Independent Scrutineer appointed by Maxis. The detailed results are attached in Appendix 2.

APPENDIX 1

THE FULL TEXT OF ORDINARY RESOLUTION 9 TO ORDINARY RESOLUTION 15 REFERRED TO IN THE COMPANY'S ANNOUNCEMENT TO BURSA MALAYSIA SECURITIES BERHAD ON 15 JUNE 2020

ORDINARY RESOLUTION 9

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Malaysia Holdings Berhad and/or its affiliates, including but not limited to MEASAT Broadcast Network Systems Sdn. Bhd.

"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Malaysia Holdings Berhad and/or its affiliates, including but not limited to MEASAT Broadcast Network Systems Sdn. Bhd. as specified in Parts A(i) and B(i) of Appendix I of the Company's Circular to shareholders dated 21 May 2020, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

ORDINARY RESOLUTION 10

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Usaha Tegas Sdn. Bhd. and/or its affiliates, including but not limited to UTSB Management Sdn. Bhd., Mobitel (Private) Limited, Sri Lanka Telecom PLC, Tanjong City Centre Property Management Sdn. Bhd. and TGV Cinemas Sdn. Bhd.

"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Usaha Tegas Sdn. Bhd. and/or its affiliates, including but not limited to UTSB Management Sdn. Bhd., Mobitel (Private) Limited, Sri Lanka Telecom PLC, Tanjong City Centre Property Management Sdn. Bhd. and TGV Cinemas Sdn. Bhd. as specified in Parts A(ii) and B(ii) of Appendix I of the Company's Circular to shareholders dated 21 May 2020, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

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AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

ORDINARY RESOLUTION 11

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with MEASAT Global Berhad and/or its affiliates, including but not limited to MEASAT Satellite Systems Sdn. Bhd. and Measat Broadband (International) Ltd

"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with MEASAT Global Berhad and/or its affiliates, including but not limited to MEASAT Satellite Systems Sdn. Bhd. and Measat Broadband (International) Ltd as specified in Part A(iii) of Appendix I of the Company's Circular to shareholders dated 21 May 2020, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

AND THAT the mandate conferred by this resolution shall continue to be in force until:

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- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

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AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

ORDINARY RESOLUTION 12

Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Maxis Communications Berhad and/or its affiliates

"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Maxis Communications Berhad and/or its affiliates as specified in Part A(iv) of Appendix I of the Company's Circular to shareholders dated 21 May 2020, provided that such

transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 13

Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Saudi Telecom Company and/or its affiliates, including but not limited to, Kuwait Telecommunications Company (stc) and STC Bahrain BSC (C)

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Saudi Telecom Company and/or its affiliates, including but not limited to Kuwait Telecommunications Company (stc) and STC Bahrain BSC (C) as specified in Part A(v) of Appendix I of the Company’s Circular to shareholders dated 21 May 2020, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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 - (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,
- whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 14

Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with SRG Asia Pacific Sdn. Bhd.

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with SRG Asia Pacific Sdn. Bhd. as specified in Part A(vi) of Appendix I of the Company’s Circular to shareholders dated 21 May 2020, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

ORDINARY RESOLUTION 15

Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Malaysian Landed Property Sdn. Bhd. and/or its affiliates

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Malaysian Landed Property Sdn. Bhd. and/or its affiliates as specified in Parts A(vii) and B(iii) of Appendix I of the Company’s Circular to shareholders dated 21 May 2020, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this resolution.”

MAXIS BERHAD
LEVEL 21, MENARA MAXIS
KUALA LUMPUR CITY CENTRE
50088 KUALA LUMPUR

Our Ref GLD/CSL/MAXIS

Contact Ext 03 - 7890 4838
 03 - 7890 4832

Attn: **Chairman of the Meeting**

Date: 15 June 2020

Re: **Independent Scrutineer Report for the conduct of poll for Maxis Berhad's 11th Annual General Meeting held on 15 June 2020**

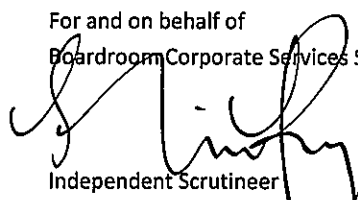
We Boardroom Corporate Services Sdn. Bhd. as the appointed independent scrutineers in attendance at the 11th Annual General Meeting of Maxis Berhad held on 15 June 2020 have performed the procedures as listed in our letter of engagement dated 5 March 2020.

The results of the poll, as casted by the shareholders and proxy holders present and voting, based on the results generated by the Polling System provided by Boardroom Share Registrars Sdn Bhd are as follows:-

	VOTES FOR	NO OF RECORDS	%	VOTES AGAINST	NO OF RECORDS	%	VOTES TOTAL
RESOLUTION 1	6,125,813,998	375	96.119395	247,316,002	323	3.880605	6,373,130,000
RESOLUTION 2	6,372,523,442	652	99.983737	1,036,558	36	0.016263	6,373,560,000
RESOLUTION 3	6,321,222,710	579	99.178822	52,338,290	112	0.821178	6,373,561,000
RESOLUTION 4	7,169,956,713	627	99.386534	44,256,762	69	0.613466	7,214,213,475
RESOLUTION 5	6,809,434,729	246	94.389148	404,778,886	462	5.610853	7,214,213,615
RESOLUTION 6	6,309,600,122	603	87.469446	903,890,353	96	12.530555	7,213,490,475
RESOLUTION 7	6,191,931,603	514	85.838287	1,021,552,972	192	14.161713	7,213,484,575
RESOLUTION 8	6,328,203,138	634	87.718321	886,028,836	64	12.281679	7,214,231,974
RESOLUTION 9	2,339,202,617	668	99.998766	28,858	31	0.001234	2,339,231,475
RESOLUTION 10	2,339,192,115	663	99.998403	37,360	36	0.001597	2,339,229,475
RESOLUTION 11	2,339,197,616	667	99.998766	28,859	32	0.001234	2,339,226,475
RESOLUTION 12	2,339,199,517	669	99.998852	26,858	29	0.001148	2,339,226,375
RESOLUTION 13	2,339,185,517	663	99.998553	33,858	34	0.001447	2,339,219,375
RESOLUTION 14	2,339,191,515	663	99.998681	30,860	35	0.001319	2,339,222,375
RESOLUTION 15	2,339,186,816	664	99.998762	28,959	32	0.001238	2,339,215,775

Thank you,

For and on behalf of
Boardroom Corporate Services Sdn. Bhd.



Independent Scrutineer