

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular. You should rely on your own evaluation to assess the merits and risks of the Proposed Mandate (as set out in this Circular).



MAXIS BERHAD

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:

- (I) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- (II) PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

(COLLECTIVELY, THE "PROPOSED MANDATE")

The resolutions in respect of the Proposed Mandate will be tabled as special business at the Eleventh Annual General Meeting of Maxis Berhad ("**Eleventh AGM**"). This Circular is issued together with Notice of the Eleventh AGM. The Notice of the Eleventh AGM, Proxy Form together with the Annexure and a copy of our Key Highlights Brochure were dispatched on 21 May 2020. The Notice of the Eleventh AGM, the Proxy Form together with the Annexure and Integrated Annual Report for financial year ended 2019 can also be downloaded from this link <https://maxis.listedcompany.com/ar2019.html>

Details of the Eleventh AGM are as follows:

Date and time of AGM : Monday, 15 June 2020 at 3.00 p.m.

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

Last date and time for lodging the Proxy Form : Sunday, 14 June 2020 at 3.00 p.m.

This Circular is dated 21 May 2020

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DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

- 2019 Annual Report : Integrated Annual Report of our Company for the financial year ended 31 December 2019
- Act : Companies Act 2016, as amended, supplemented or modified from time to time
- AGM : Annual General Meeting
- AMH : Astro Malaysia Holdings Berhad [Registration No. 201101004392 (932533-V)], a Person Connected to Major Shareholders of our Company
- AMH Group : AMH and any body corporate where AMH has equity interests of 10% or more
- Audit and Risk Committee : Our audit and risk committee, presently comprising Tan Sri Mokhzani bin Mahathir, Raja Tan Sri Dato' Seri Arshad Bin Raja Tun Uda, Dato' Hamidah Naziadin, Mohammed Abdullah K. Alharbi and Robert Alan Nason
- Board : Board of Directors of our Company
- Bursa Securities : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
- CMSA : Capital Markets and Services Act 2007, as amended, supplemented or modified from time to time
- Director : Shall have the same meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of our Company, our subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
- Excorp : Excorp Holdings N.V. (76431), a Major Shareholder of our Company
- Listing Requirements : Main Market Listing Requirements of Bursa Securities, as amended from time to time
- LPD : 30 April 2020, being the latest practicable date prior to the issuance of this Circular
- Major Shareholder : A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:
- (a) 10% or more of the total number of voting shares in the corporation;
or
 - (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act.

DEFINITIONS *(cont'd)*

Major Shareholder (cont'd)	:	For the purpose of the Proposed Mandate, Major Shareholder (as defined above) includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of our Company or any other corporation which is our Company's subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
Maxis or our Company	:	Maxis Berhad [Registration No. 200901024473 (867573-A)]
Maxis Group or our Group	:	Collectively, Maxis and its subsidiaries
MBNS	:	MEASAT Broadcast Network Systems Sdn. Bhd. [Registration No. 199201008561 (240064-A)], a wholly-owned subsidiary of AMH which is a Person Connected to Major Shareholders of our Company
MBSB	:	Maxis Broadband Sdn. Bhd. [Registration No. 199201002549 (234053-D)], our wholly-owned subsidiary
MCB	:	Maxis Communications Berhad [Registration No. 198601009159 (158400-V)], a Person Connected to Major Shareholders of our Company.
MGB	:	MEASAT Global Berhad [Registration No. 195601000151 (2866-T)], a Person Connected to Major Shareholders of our Company
MGB Group	:	MGB and any body corporate where MGB has equity interests of 10% or more
MSS	:	MEASAT Satellite Systems Sdn. Bhd. [Registration No. 199201016342 (247846-X)], a wholly-owned subsidiary of MGB which is a Person Connected to Major Shareholders of our Company
PanOcean	:	PanOcean Management Limited (70421), a Major Shareholder of our Company
Person(s) Connected	:	Shall have the same meaning as in Paragraph 1.01, Chapter 1 of the Listing Requirements
Proposed Mandate	:	Collectively, the Proposed Renewal of Mandate and the Proposed New Mandate
Proposed New Mandate	:	Proposed new shareholders' mandate to be obtained for additional RRPTs to be entered into, as set out in Part B of Appendix I of this Circular
Proposed Renewal of Mandate	:	Proposed renewal of the existing shareholders' mandate for RRPTs obtained on 25 April 2019, as set out in Part A of Appendix I of this Circular
PSIL	:	Pacific States Investment Limited (39120), a Major Shareholder of our Company
Related Party(ies)	:	Our Directors, Major Shareholders and/or Person(s) Connected to any of our Directors and/or Major Shareholders
RRPTs	:	Transactions entered into or proposed to be entered into by our Group which involve the interest, direct or indirect, of our Related Parties and which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of our Group
Shares	:	Ordinary shares in our Company

DEFINITIONS *(cont'd)*

SRGAP	:	SRG Asia Pacific Sdn. Bhd. [Registration No. 199601013501 (385851-P)], a Person Connected to TAK
STC	:	Saudi Telecom Company (1010150269), a Major Shareholder of our Company
STC Group	:	STC and any body corporate where STC has equity interests of 10% or more
TAK	:	Ananda Krishnan Tatparanandam, a Major Shareholder of our Company
Tanjong	:	Tanjong Public Limited Company, a Person Connected to Major Shareholders of our Company and a company incorporated in England [Registration No. 210874] and registered as a foreign company in Malaysia [Registration No.194602000013 (990903-V)]
TCCPM	:	Tanjong City Centre Property Management Sdn. Bhd. [Registration No. 199501027927 (357133-T)], a wholly-owned subsidiary of Tanjong Property Management Sdn. Bhd. [Registration No. 199501027930 (357136-K)] which in turn is a wholly-owned subsidiary of Tanjong through Tanjong Asset Holdings Sdn. Bhd. [Registration No. 199501030573 (359779-A)] which is a Person Connected to Major Shareholders of our Company
TGV	:	TGV Cinemas Sdn. Bhd. [Registration No. 199401019919 (305598-W)], a wholly-owned subsidiary of Tanjong Entertainment Sdn. Bhd. [Registration No. 199101010259 (220571-U)] which in turn is a wholly-owned subsidiary of Tanjong which is a Person Connected to Major Shareholders of our Company
Transacting Party	:	A party with which our Company or any of our subsidiaries has entered, or may or intend to enter, into a RRPT under the Proposed Mandate
UT Group	:	UTSB and any body corporate where UTSB has equity interests of 10% or more
UTES	:	Usaha Tegas Equity Sdn. Bhd. [Registration No. 199001018175 (209844-K)], a Major Shareholder of our Company
UTSB	:	Usaha Tegas Sdn. Bhd. [Registration No. 198401008544 (121062-M)], a Major Shareholder of our Company
UTSBM	:	UTSB Management Sdn. Bhd. [Registration No. 199001000798 (192357-M)], a wholly-owned subsidiary of UTSB which is a Person Connected to Major Shareholders of our Company

CURRENCY

RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
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Unless otherwise stated, the information set out above in relation to the Major Shareholders, Directors and Persons Connected is as at the LPD.

All references to “our Company” in this Circular mean Maxis, references to “our Group” and “Maxis Group” mean our Company and our subsidiaries. References to “we”, “us”, “our” and “ourselves” mean our Company, or where the context otherwise requires, our Group. All references to “you” in this Circular mean the shareholders of our Company, unless the context otherwise requires.

DEFINITIONS *(cont'd)*

Words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

Any reference to time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

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GLOSSARY OF TECHNICAL TERMS

bandwidth	:	The information carrying capacity of a communications channel expressed in the form of rate of data transfer (bits per second or multiples of it)
base station	:	A transceiver/receiver station used for communication between mobile devices and the wider telephone network or internet
broadband	:	Transmission capacity that capable of high-speed data transmission
BTS	:	Base Transceiver Station; radio equipment contained in a base station that is used for transmitting and receiving signals to and from mobile devices
Internet	:	The interconnection of servers worldwide that provides communications and application services to an international base of business, consumers, education, research, government and other organisations
IPTV	:	Internet Protocol Television; delivery of television content over Internet Protocol (IP) network
IT	:	Information Technology
kbps	:	1 thousand bits per second
LAN	:	Local Area Network; a short distance data communications network (usually within a building)
network	:	A group of 2 or more computer systems or telecommunications elements linked together
roaming	:	When mobile subscribers leave their own mobile carrier's home network and move on to other mobile operators' networks
server	:	A physical computer or computer program which provides resource, data, services, or programs to other computers (known as clients), over a network



Maxis Berhad

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

Registered Office:
Level 21, Menara Maxis
Kuala Lumpur City Centre
Off Jalan Ampang
50088 Kuala Lumpur
Malaysia

21 May 2020

Board of Directors:

Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda (Chairman/Independent Non-Executive Director)
Tan Sri Mokhzani bin Mahathir (Independent Non-Executive Director)
Robert Alan Nason (Non-Executive Director)
Dato' Hamidah Naziadin (Independent Non-Executive Director)
Alvin Michael Hew Thai Kheam (Independent Non-Executive Director)
Mazen Ahmed M. AlJubeir (Independent Non-Executive Director)
Mohammed Abdullah K. Alharbi (Non-Executive Director)
Abdulaziz Abdullah M. Alghamdi (Non-Executive Director)
Lim Ghee Keong (Non-Executive Director)

To: Our Shareholders

Dear Sir/Madam

- (I) **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- (II) **PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

(COLLECTIVELY, THE "PROPOSED MANDATE")

1. INTRODUCTION

On 25 April 2019, we obtained a mandate from you in respect of, amongst others, the RRPTs set out in Part A of Appendix I of this Circular.

In accordance with the Listing Requirements, the mandate referred to above shall lapse at the conclusion of our forthcoming AGM, unless authority for its renewal is obtained from you at our forthcoming AGM.

In addition to the Proposed Renewal of Mandate, our Company will also be seeking a new shareholders' mandate for our Group to enter into additional RRPTs.

Accordingly, on 13 March 2020, our Company announced to Bursa Securities that our Company intends to seek your approval for the Proposed Mandate at our forthcoming AGM.

The purpose of this Circular is to provide you with the relevant information pertaining to the Proposed Mandate and to seek your approval for the ordinary resolutions in connection with the Proposed Mandate to be tabled at our forthcoming AGM. The ordinary resolutions in respect of the Proposed Mandate are enclosed in Appendix VI of this Circular for your reference.

The Notice of the Eleventh AGM, Proxy Form together with the Annexure and a copy of our Key Highlights Brochure were dispatched on 21 May 2020. A copy of the Notice of the Eleventh AGM, the Proxy Form together with the Annexure and 2019 Annual Report can also be downloaded from this link <https://maxis.listedcompany.com/ar2019.html>

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED MANDATE TO BE TABLED AT OUR FORTHCOMING AGM.

2. BACKGROUND INFORMATION IN RESPECT OF THE PROPOSED MANDATE

Paragraph 10.09 of the Listing Requirements provides that a listed issuer may seek its shareholders' mandate for related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of a listed issuer or its subsidiaries, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year (based on the type of transactions, names of related parties involved in each type of transaction made and their relationship with the listed issuer), where the aggregated value is equal to or more than the following thresholds in relation to a listed issuer with an issued and paid-up share capital of RM60 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1 million or more; or
 - (ii) the percentage ratio of such aggregated transactions is 1% or more,whichever is the higher;
- (c) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (d) the listed issuer immediately announces to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer exceeds the estimated value of such recurrent related party transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

3. DETAILS OF THE PROPOSED MANDATE

3.1 Terms of RRPTs

The RRPTs under the Proposed Mandate have been or will be entered into (as the case may be) on normal commercial terms, at arm's length, in the best interests of our Group, on terms that are not more favourable to our Related Parties than those generally available to the public, and will not be detrimental to our non-interested shareholders.

3.2 The Related Parties to which the Proposed Mandate is applicable

The Proposed Mandate will be applicable to those Related Parties comprising our Directors, Major Shareholders and Persons Connected to them, who are more particularly described in Section 7 and Appendices I and III of this Circular.

3.3 Categories of RRPTs

Our principal activity is that of investment holding whilst the principal activities of our Group are to offer a full suite of converged telecommunications, digital and related services and solutions, and corporate support and services functions for our Group.

The categories of RRPTs under the Proposed Mandate relate principally to the sale and purchase of telecommunications related services, rental of assets/premises and its related services/charges and promotional and marketing activities in the ordinary course of business of the members of our Group, details of which are as follows:

(a) Rental of assets/premises and its related charges/services

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category include, without limitation:

- the lease of transponders and satellite bandwidth;
- the rental of BTS sites;
- the rental of other premises for operations, briefings and promotions; and
- the payment of other service charges for the rented premises.

(b) Interconnect and roaming partner revenue and expenses to the Group

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category include, without limitation the roaming and interconnect settlements for the inter-operator traffic routed between the parties.

(c) Service activities

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category include, without limitation the provision of call handling and other telemarketing services, contents, online information based services, services for business, third party contract staff and corporate management services.

(d) Promotional and marketing activities

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category relate to promotional and marketing activities, subsidising of movie tickets and strategic partnerships for co-marketing and distribution of content products together with Maxis connectivity and/or carrier billing capabilities.

3.4 Nature of the RRPTs

Details of the RRPTs for which the Proposed Mandate is being sought, as well as the Transacting Parties, the interested Related Parties and the nature of their relationships with our Group, are set out in Appendix I of this Circular.

RRPTs that do not fall within the ambit of the Proposed Mandate will be subject to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

3.5 Amounts due and owing to our Group by related parties pursuant to RRPT (“Outstanding RRPT Receivables”)

The aggregate principal amount of Outstanding RRPT Receivables from our Group’s Related Parties which have exceeded the credit term as at 31 December 2019 is approximately RM2.491 million, the details of which are as set out in Appendix II of this Circular.

In relation to the Outstanding RRPT Receivables, late payment charges are imposed when the undisputed outstanding amounts are long overdue or substantial. This is in line with our Group's domestic industry practices. The same basis is applied towards our related and non-related parties.

Our Group has taken action in respect of recovering the above amounts due to our Group, which includes sending reminder letters to the customers and following up closely with calls, emails and collection meetings. Clearing houses have also been appointed to assist the recovery of the outstanding amounts in relation to international inter-operator traffic charges. Given the courses of action taken, the Board is of the view that the Outstanding RRPT Receivables will be recoverable.

3.6 Basis of estimated value of RRPTs

The estimated transaction values of the RRPTs, for which the Proposed Mandate is being sought, as set out in Appendix I of this Circular are based on estimated prevailing prices which are or will be formalised in agreements/contracts to be entered into by relevant members of our Group with the Transacting Parties based on our Group's usual levels of transaction and on the projected business volume from the date of our forthcoming AGM to our next AGM. The actual value of transactions may, however, vary from the estimated value disclosed in Appendix I of this Circular if there should occur any changes in the business, economic and/or competitive environment.

Nevertheless, if the Proposed Mandate is approved, disclosure will be made in accordance with the Listing Requirements in the annual report of our Company for the financial year which will end on 31 December 2020 of the aggregate value of transactions conducted pursuant to the Proposed Mandate as approved during the financial year.

3.7 Benefits to our Group

The supply of telecommunications and other services disclosed in Appendix I of this Circular is to be provided by the relevant members of our Group in their ordinary course of business, and on our Group's normal commercial terms and on terms which will be no more favourable to the Transacting Parties than those generally available to the public. These transactions are beneficial to our Group as they represent an additional source of income for our Group.

The services, which include content, the rental of assets/premises (including transponders) and the promotional and marketing activities to be received by relevant members of our Group from the Transacting Parties, as set out in Appendix I of this Circular, are to be provided on terms which will be no more favourable to the Transacting Parties than those generally available to the public. Further, the services to be received by our Group as set out in Appendix I of this Circular such as the call handling services and content provisions will enhance the services provided to our Group's subscribers and thereby contribute to the generation of revenue for our Group. Further, our operations are efficiently managed through the utilisation of our Related Parties' expertise and resources.

The Board is of the view that the close working relationships and co-operation with the Transacting Parties will allow our Group to be more competitive in the provision of telecommunications and other business related services and solutions.

3.8 Review procedures for the RRPTs

Our Group has established the following procedures and guidelines and internal controls to ensure that RRPTs have been or will be entered into on normal commercial terms and on terms which are or will not be more favourable to the Transacting Parties than those generally available to third parties dealing at arm's length and are not or will not be to the detriment of our Company's non-interested shareholders:

- (a) To support and supplement the internal control systems, our Group has adopted the following additional review and approval procedures for RRPTs which are within the Proposed Mandate:

- (i) Individual RRPTs below RM60 million each in value will be reviewed and approved in accordance with our Group's Manual of Limits of Authority ("LOA") with limits of approval levels varying with the value and nature of the transactions. For example, a technological or IT capital investment with a value of between RM1 million and RM15 million will require the joint approval of the Chief Financial Officer and the Chief Technology Officer of our Group. A transaction above RM15 million up to RM60 million will require the approval of the Chief Executive Officer of our Group;
 - (ii) Individual RRPTs exceeding RM60 million each in value will be reviewed and considered by the Audit and Risk Committee and thereafter, if the Audit and Risk Committee shall deem fit, will be recommended to the Board for approval;
 - (iii) Variations to the terms and conditions of the individual RRPTs will be reviewed and approved in accordance with our Group's LOA; and
 - (iv) A quarterly report on all RRPTs transacted in that quarter will be produced to the Audit and Risk Committee for its reference;
- (b) All operating divisions and our subsidiaries are required to review their existing information systems on an on-going basis to ensure that features are incorporated into the systems for capturing information on RRPTs at source;
 - (c) Information on Related Parties and review procedures applicable to all RRPTs which involve the interest, direct or indirect, of such Related Parties have been disseminated to all operating divisions and our subsidiaries and will continue to be disseminated from time to time, for their reference in ensuring that all transactions with such Related Parties are undertaken on arm's length basis and on normal commercial terms which are not or will not be more favourable to the Related Parties than those generally available to the public;
 - (d) RRPTs will only be undertaken by our Company and subsidiaries after our Company or the relevant subsidiaries has ascertained that the transaction prices, terms and conditions, quality of products/services will be comparable with those prevailing in the market and will meet industry standards. The transaction prices will be based on the prevailing market rates/prices of the service or product and will allow for the usual margin given to or given by any unrelated third parties or will otherwise accord with the normal commercial terms and applicable industry norms. The interests of non-interested shareholders will also be taken into account when entering into RRPTs to ensure that their rights and interests are upheld;
 - (e) All RRPTs to be entered into shall be on normal commercial terms and on terms that will be consistent with our Group's usual business practices and policies;
 - (f) In the event that a member of the Audit and Risk Committee or Board has an interest and/or deemed interest in any particular RRPT, he or she shall declare his or her interest in the RRPT and will have to refrain from any deliberation and also abstain from voting on the matter at the Audit and Risk Committee meeting or Board meeting in respect of that RRPT;
 - (g) Proper records shall be maintained to record all RRPTs entered or to be entered into pursuant to the Proposed Mandate to ensure accurate disclosure thereof. In accordance with Paragraph 10.09(2)(b) of the Listing Requirements, the aggregate value of the RRPTs transacted pursuant to the Proposed Mandate during the financial year shall be disclosed in the annual report of our Company where the aggregated value is equal to or more than the following thresholds:
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated RRPTs is RM1 million or more; or
 - (ii) the percentage ratio of such aggregated RRPTs is 1% or more;
 whichever is the higher.

Such disclosures will include the type of RRPTs entered into and the names of the Related Parties involved in each type of RRPT entered into and their relationships with our Group. When the aggregated actual value of the RRPTs entered into with parties within the same related party group exceeds the aggregated estimated value of such RRPTs as disclosed in this Circular by 10% or more, our Company will make an immediate announcement, which will include the information as may be prescribed, to Bursa Securities;

- (h) All RRPTs entered into pursuant to the Proposed Mandate shall be (or have been, as the case may be) reviewed under the annual internal assurance plan to ensure that all relevant shareholders' approvals have been obtained where necessary, and the review procedures in respect of such RRPTs are complied with;
- (i) The Audit and Risk Committee shall review the Internal Assurance Reports on a quarterly basis to ascertain that the guidelines and the procedures established to monitor RRPTs are complied with;
- (j) Periodical review of the relevant RRPTs and the existing procedures in relation to related party transactions shall be carried out by the Audit and Risk Committee to ascertain that they have been complied with in accordance with the Proposed Mandate;
- (k) At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates or prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms in order to ensure that the RRPT is not detrimental to our Company or our Group; and

- (l) If the Audit and Risk Committee is of the view that the abovementioned procedures are insufficient to ensure that RRPTs are undertaken on an arm's length basis and on normal commercial terms and on terms that are not more favourable to the Transacting Party than those generally available to third parties dealing at arm's length during their periodic review of the procedures, the Audit and Risk Committee has the discretion to request for additional procedures to be imposed on all RRPTs.

It is our Group's policy to ensure that all of our transactions regardless of whether they are RRPTs or not, must comply with our Group's Procurement Manual ("PM") and the LOA. The purpose of the PM and LOA is to ensure that all transactions are carried out in the best interests of our Group.

The LOA sets out the levels of authority and guides internal management in their control over our Group's capital and operating expenditure. The purpose of the PM is to ensure that competitive bidding principles and transparent procedures are observed in the procurement of goods and services.

Our Group's Code of Business Practice lays down the policy that all of our Group's Directors and employees must act in good faith and without any conflict of interest at all times and must act in the best interests of our Group. In May 2020, the Group implemented its Anti-Bribery and Corruption Policy to comply with the soon-to-be enforced provision on corporate liability for corrupt practices under Section 17A of the Malaysian Anti-Corruption Commission Act 2009. The policy adopts a zero-tolerance approach against bribery and corruption and is applicable to all employees and third parties including Transacting Parties.

3.9 Statement by Audit and Risk Committee

The Audit and Risk Committee is of the view that the review procedures and processes for the RRPTs as set out in Section 3.8 above are:

- (a) adequate and sufficient to monitor, track and identify RRPTs in a timely and orderly manner and, if necessary, may request internal assurance to review these systems and procedures; and
- (b) sufficient to ensure that the RRPTs will be entered into on normal commercial terms and on terms which will not be more favourable to the Transacting Parties than those generally available to third parties dealing at arm's length and will not be to the detriment of our Company's non-interested shareholders.

All reviews by the Audit and Risk Committee will be reported to the Board for its further action.

3.10 Disclosure of RRPTs

If the Proposed Mandate is approved, disclosure will be made in the annual report of our Company of, among others, the aggregate value of RRPTs conducted pursuant to the Proposed Mandate during the financial year where:

- (a) the consideration, value of the assets, capital outlay or costs of the aggregated RRPTs is RM1 million or more; or
- (b) the percentage ratio of such aggregated RRPTs is 1% or more,

whichever is the higher.

In making the aforementioned disclosure in the annual report of our Company, we shall include a breakdown of the aggregate value of the RRPTs based on the type of transactions, the names of the Related Parties involved and their relationships with our Group.

Disclosure will also be made in our annual report for each of the subsequent financial years during which the Proposed Mandate shall remain in force. When the aggregated actual value of the RRPTs entered into with parties within the same related party group exceeds the aggregated estimated value of such RRPTs as disclosed in this Circular by 10% or more, our Company will make an immediate announcement, which will include the information as may be prescribed, to Bursa Securities.

3.11 Validity period of the Proposed Mandate

The Proposed Mandate, if approved at our forthcoming Eleventh AGM, shall take effect from the date of the passing of the ordinary resolutions proposed at our AGM to approve the Proposed Mandate and is subject to annual renewal. In this respect, the authority conferred by the Proposed Mandate shall only continue to be in force until:

- (a) the conclusion of our next AGM following the forthcoming Eleventh AGM at which the Proposed Mandate is approved, at which time it will lapse, unless by a resolution passed at such general meeting, the authority is renewed; or
- (b) the expiration of the period within which our next AGM after that date is required to be held pursuant to Section 340(2) of the Act (excluding however such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the Proposed Mandate is revoked or varied by resolution passed by you in a general meeting,

whichever is the earliest.

Thereafter, your approval will be sought for the renewal of the Proposed Mandate at each subsequent AGM or at a meeting of members that may be held on the same day as the AGM, subject to a satisfactory review by the Audit and Risk Committee.

4. RATIONALE FOR THE PROPOSED MANDATE

The Proposed Mandate, subject to annual review, will enable members of our Group to carry out RRPTs necessary for their day-to-day operations and will eliminate the need to frequently make announcements to Bursa Securities, convene separate general meetings and/or seek your approval from time to time as and when RRPTs which are comprised within the Proposed Mandate shall arise. In this respect, the Proposed Mandate is intended to save administrative time and expenses which could be better utilised by our Group to pursue its corporate objectives and realise business opportunities in a more timely and effective way.

5. EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate is not expected to have any effect on our issued and paid-up share capital and our Major Shareholders' shareholdings in our Company, and is not expected to have any material effect on the earnings, net assets and gearing of our Group.

However, the Proposed Mandate is in relation to transactions which are of a revenue or trading nature and which form an integral part of our Group's day-to-day operations and hence, they contribute to our financial performance.

6. APPROVAL REQUIRED

The Proposed Mandate is subject to your approval being obtained at our forthcoming AGM.

7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

Details of the direct and indirect shareholdings of our interested Directors, interested Major Shareholders and interested Persons Connected to them in relation to the Proposed Mandate are set out in Appendix III of this Circular. All information in relation to the equity interests, both direct and indirect, as stated in Appendix III of this Circular of each of our interested Directors and Major Shareholders are extracted from the Register of Directors and Register of Substantial Shareholders of our Company respectively as at the LPD. Save as disclosed in Appendix III of this Circular, there are no Directors, Major Shareholders and Persons Connected to them who have any interests, direct or indirect, in the Proposed Mandate.

Our interested Directors in relation to the Proposed Mandate, as set out in Appendix III of this Circular, have abstained and will continue to abstain from deliberating and voting in respect of the relevant RRPTs under the Proposed Mandate involving their interests and/or interests of Persons Connected to them, at our relevant Board meetings. In addition, our interested Directors will abstain from voting in respect of their direct and/or indirect shareholdings in our Company at our forthcoming AGM on the relevant resolutions to approve RRPTs involving their interests and/or interests of Persons Connected to them.

Our interested Major Shareholders in relation to the Proposed Mandate, as set out in Appendix III of this Circular, will abstain from voting in respect of their direct and/or indirect shareholdings in our Company at our forthcoming AGM on the relevant resolutions to approve RRPTs involving their interests and/or interests of Persons Connected to them.

Further, our interested Directors and interested Major Shareholders have undertaken to ensure that Persons Connected to them will abstain from voting on the relevant resolutions in respect of the Proposed Mandate at our forthcoming AGM, in which they and/or Persons Connected to them have interests.

8. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Mandate, the Board (save for the interested Directors in respect of the relevant resolutions to approve RRPTs involving their interests as set out in Section 7 above who hence expressed no opinion thereon), is of the opinion that the Proposed Mandate is in the best interests of our Group.

Accordingly, the Board (save for the interested Directors in respect of the relevant resolutions to approve RRPTs involving their interests as set out in Section 7 above) recommends that you vote in favour of the ordinary resolutions pertaining to the Proposed Mandate to be tabled at our forthcoming AGM.

9. AGM

The resolutions in respect of the Proposed Mandate will be tabled at the forthcoming AGM. The Notice of the Eleventh AGM, Proxy Form together with the Annexure and a copy of our Key Highlights Brochure were dispatched on 21 May 2020. The Notice of the Eleventh AGM, Proxy Form together with the Annexure and the 2019 Annual Report can also be downloaded from this link <https://maxis.listedcompany.com/ar2019.html>

Our AGM will be held on Monday, 15 June 2020 at 3.00 p.m. at the Broadcast Venue, Symphony Square Auditorium, 3A Floor, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice of the Eleventh AGM therein to approve and give effect to the Proposed Mandate.

Please refer to the Notice of the Eleventh AGM and the Administrative Details at this link <https://maxis.listedcompany.com/ar2019.html> for further information on the meeting.

10. FURTHER INFORMATION

You are requested to refer to the relevant appendices for further information.

Yours faithfully
For and on behalf of the Board of
Maxis Berhad

Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda
Chairman/Independent Non-Executive Director

NATURE OF THE RRPTS

(A) CATEGORIES OF RRPTS WHICH MAY OR WILL BE ENTERED INTO UNDER THE PROPOSED RENEWAL OF MANDATE

No	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 27 March 2019 (RM'000)	Actual value transacted from 25 April 2019 up to the LPD (RM'000)	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationship
(i) The estimated aggregate value of transactions between Maxis Group and AMH Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM109.550 million, consisting of the following transactions:								
1.	MBSB and/or its affiliates	MBNS and/or its affiliates	Provision of subscription type contents by MBNS and/or its affiliates to MBSB and/or its affiliates to be provided to Maxis subscribers	150	**	150	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, Tun Haji Mohammed Hanif bin Omar ("THO"), Dato' Haji Badri bin Haji Masri ("Dato' Badri") and Mohamad Shahrin bin Merican ("MSM") Director Lim Ghee Keong ("LGK")	Please refer to Note 1 below
2.	MBSB	MBNS and/or its affiliates	Strategic partnership on co-marketing and distribution of Astro content product(s) together with Maxis connectivity and/or carrier billing capabilities, either as bundled or standalone propositions (i) Receivable by MBSB and/or its affiliates (ii) Payable to MBNS and/or its affiliates	100,000	40,504	62,800 46,600	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM Director LGK	Please refer to Note 1 below

No	Company in the Maxis Group Involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 27 March 2019 (RM'000)	Actual value transacted from 25 April 2019 up to the LPD (RM'000)	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationship
3.	MBSB and/or its affiliates	MBNS and/or its affiliates	Purchase of goods/services including media sales, advertising spots, media sponsorships, or programmes from MBNS and/or its affiliates	3,000	2,500	Nil	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM <u>Director</u> LGK	Please refer to Note 1 below
(ii) The estimated aggregate value of transactions between Maxis Group and UT Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM78.387 million, consisting of the following transactions:								
4.	MBSB and/or its affiliates	UTSBM and/or its affiliates	Engagement of UTSBM and/or its affiliates to provide corporate management services	35,113	29,440	30,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK <u>Director</u> LGK	Please refer to Note 2 below
5.	MBSB and/or its affiliates	UTSB and/or its affiliates	Rental receivable by MBSB and/or its affiliates for utilising of space/facilities at Maxis Living Room and/or other space at Maxis' premises	85	Nil	70	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK <u>Director</u> LGK	Please refer to Note 2 below
6.	MBSB and/or its affiliates	Mobitel (Private) Limited ("Mobitel")	<ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses payable by MBSB and/or its affiliates 	83 165	358 742	544 1,244	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK	Please refer to Note 2 below

No	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 27 March 2019 (RM'000)	Actual value transacted from 25 April 2019 up to the LPD (RM'000)	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationship
7.	MBSB and/or its affiliates	Sri Lanka Telecom PLC ("SLT")	<ul style="list-style-type: none"> Interconnect revenue to MBSB and/or its affiliates Interconnect expenses payable by MBSB and/or its affiliates 	6 612	** 1,453	5 2,420	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK	Please refer to Note 2 below
8.	MBSB and/or its affiliates	TCCPM and/or its affiliates	Rental, service charge and/or property service fee/building expenses and other related expenses for Menara Maxis payable by MBSB and/or its affiliates	60,200	36,536	43,700	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM <u>Director</u> LGK	Please refer to Note 2 below
9.	MBSB and/or its affiliates	TCCPM and/or its affiliates	Rental payable by MBSB and/or its affiliates for promotional/event/project space in Menara Maxis	80	2	70	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM <u>Director</u> LGK	Please refer to Note 2 below
10.	MBSB and/or its affiliates	TCCPM and/or its affiliates	Rental receivable by MBSB and/or its affiliates for utilising of space/facilities at Maxis Living Room and/or other spaces at Maxis' premises	85	Nil	70	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM <u>Director</u> LGK	Please refer to Note 2 below

No	Company in the Maxis Group Involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 27 March 2019 (RM'000)	Actual value transacted from 25 April 2019 up to the LPD (RM'000)	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationship
11.	MBSB and/or its affiliates	TGV	Purchase of movie tickets, hall bookings and concessions by MBSB and/or its affiliates for Maxis reward and loyalty programs	400	155	264	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK Director LGK	Please refer to Note 2 below
(iii) The estimated aggregate value of transactions between Maxis Group and MGB Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM56.002 million, consisting of the following transactions:								
12.	MBSB	MSS	Transponder and teleport lease rentals payable by MBSB	47,625	24,052	17,210	Major Shareholders TAK, THO and MSM Director LGK	Please refer to Note 3 below
13.	MBSB	MSS	Rental payable by MBSB for BTS site	42	33	37	Major Shareholders TAK, THO and MSM Director LGK	Please refer to Note 3 below
14.	MBSB	Measat Broadband (International) Ltd ("MBIL")	Transponder lease rentals payable by MBSB	44,135	21,106	35,755	Major Shareholders TAK, THO and MSM Director LGK	Please refer to Note 3 below
15.	MBSB	MBIL	Revenue share from MBIL on sub-leasing of satellite bandwidth to other customers	6,000	2,105	3,000	Major Shareholders TAK, THO and MSM Director LGK	Please refer to Note 3 below

No	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 27 March 2019 (RM'000)	Actual value transacted from 25 April 2019 up to the LPD (RM'000)	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationship
(iv) The estimated aggregate value of transactions between Maxis Group and MCB group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM1.500 million, consisting of the following transactions:								
16.	MBSB and/or its affiliates	MCB and/or its affiliates	Provision of corporate services by MBSB and/or its affiliates. Corporate support services include taxation, invoice and payment processing and human resources matters.	3,000	1,915	1,500	Major Shareholders All Major Shareholders as set out in Section (b) of Appendix III of this Circular Directors Mohammed Abdullah K. Alharbi ("MAH"), Mazen Ahmed M. AlJubeir ("MAJ") and Abdulaziz Abdullah M. Alghamdi ("AAG")	Please refer to Note 4 below
(v) The estimated aggregate value of transactions between Maxis Group and STC Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM9.875 million, consisting of the following transactions:								
17.	MBSB and/or its affiliates	STC	<ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses payable by MBSB and/or its affiliates 	2,000 1,000	1,790 1,656	4,480 4,240	Major Shareholder STC	Please refer to Note 5 below

No	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 27 March 2019 (RM'000)	Actual value transacted from 25 April 2019 up to the LPD (RM'000)	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationship
18.	MBSB and/or its affiliates	STC and/or its affiliates	<ul style="list-style-type: none"> Interconnect revenue to MBSB and/or its affiliates Interconnect expenses payable by MBSB and/or its affiliates 	83	31	90	Major Shareholder STC	Please refer to Note 5 below
19.	MBSB and/or its affiliates	Kuwait Telecommunications Company (stc) ("KTC")	<ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses payable by MBSB and/or its affiliates 	200	16	160	Major Shareholder STC	Please refer to Note 6 below
20.	MBSB and/or its affiliates	STC Bahrain BSC (C) ("STCB")	<ul style="list-style-type: none"> Roaming partner revenue to MBSB and/or its affiliates Roaming partner expenses payable by MBSB and/or its affiliates 	1	Nil	1	Major Shareholder STC	Please refer to Note 7 below
(vi) The estimated aggregate value of transactions between Maxis Group and companies related to certain Major Shareholders, from the date of our forthcoming AGM to the date of our next AGM amounts to RM29.000 million, consisting of the following transactions:								
21.	MBSB and/or its affiliates	SRGAP	Provision of call handling and other telemarketing services to MBSB and/or its affiliates	20,000	22,082	26,000	Major Shareholder TAK	Please refer to Note 8 below
22.	MBSB and/or its affiliates	SRGAP	Supply of third party contract staff to MBSB and/or its affiliates	3,500	Nil	3,000	Major Shareholder TAK	Please refer to Note 8 below

No	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 27 March 2019 (RM'000)	Actual value transacted from 25 April 2019 up to the LPD (RM'000)	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationship
(vii) The estimated aggregate value of transactions between Maxis Group and companies related to certain Major Shareholders, from the date of our forthcoming AGM to the date of our next AGM amounts to RM0.043 million, consisting of the following transaction:								
23.	MBSB	Malaysian Landed Property Sdn. Bhd. ("MLP")	BTS rental and electricity charges payable by MBSB	51	39	43	Major Shareholders TAK and MSM	Please refer to Note 9 below
Total estimated transaction value/actual value transacted				329,134	186,941	284,357		

(B) ADDITIONAL CATEGORIES OF RRPTS WHICH MAY OR WILL BE ENTERED INTO UNDER THE PROPOSED NEW MANDATE

No.	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value from 15 June 2020 to the next AGM (RM'000)	Interested Related Parties	Nature of Relationships
(i)	The estimated aggregate value of transactions between Maxis Group and AMH Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM0.080 million, consisting of the following transactions:					
1.	MBSB and/or its affiliates	MBNS and/or its affiliates	Receivables of short code and keyword rentals by MBSB and/or its affiliates for facilitating the end to end transmission of services between MBNS and Maxis subscribers	80	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM <u>Director</u> LGK	Please refer to Note 1 below
(ii)	The estimated aggregate value of transactions between Maxis Group and UT Group and/or its affiliates from the date of our forthcoming AGM to the date of our next AGM amounts to RM3.700 million, consisting of the following transactions:					
2.	MBSB and/or its affiliates	TCCPM and/or its affiliates	Rental for additional/new office space	3,700	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM <u>Director</u> LGK	Please refer to Note 2 below
(iii)	The estimated aggregate value of transactions between Maxis Group and companies related to certain Major Shareholders, from the date of our forthcoming AGM to the date of our next AGM amounts to RM3.300 million, consisting of the following transactions:					
3.	MBSB and/or its affiliates	MLP and/or its affiliates	Rental for additional/new office space	3,300	<u>Major Shareholders</u> TAK and MSM	Please refer to Note 9 below
Total estimated transaction value				7,080		

Notes:

- (i) All information in relation to equity interests as set out in this Appendix I are as at the LPD.
- (ii) The transacting parties within the Maxis Group as set out in the table above are merely an indication and the actual transacting parties may vary upon conclusion of these deals.
- (iii) The tenancy period of the transaction described in Table B(ii)(2) and Table B(iii)(3) of this Appendix I is not more than 3 years and the rental is payable on monthly basis.
- * Certain acronyms or technical terms used herein are defined in the "Glossary of Technical Terms" appearing on page (vi) of this Circular.
- ** Less than RM1,000

Information as at 30 April 2020

(1) AMH Group

MBNS is a wholly-owned subsidiary of Astro Malaysia Holdings Berhad ("AMH").

Each of UTSSB, PSIL, Excorp, PanOcean and TAK is a Major Shareholder with a deemed interest over 4,875,000,000 Shares representing 62.34% equity interest in Maxis ("Shares") by virtue of its deemed interest in Binariang GSM Sdn. Bhd. ("BGSM") which holds 100% equity interest in BGSM Management Sdn. Bhd. ("BGSM Management"). BGSM Management holds 100% equity interest in BGSM Equity Holdings Sdn. Bhd. ("BGSM Equity") which in turn holds 62.34% equity interest in Maxis. UTSSB's deemed interest in such Shares arises through its wholly-owned subsidiaries, namely, Wilayah Resources Sdn. Bhd. ("WRSB"), Tegas Puri Sdn. Bhd. ("TPSB"), Besitang Barat Sdn. Bhd. ("BBSB") and Besitang Selatan Sdn. Bhd. ("BSB"), which hold in aggregate 37% equity interest in BGSM.

Each of UTSSB, PSIL, Excorp and PanOcean has a deemed interest over 1,249,075,472 ordinary shares ("AMH Shares") representing 23.95% equity interest in AMH through the wholly-owned subsidiaries of UTSSB, namely, Usaha Tegas Entertainment Systems Sdn. Bhd. and All Asia Media Equities Limited with each holding 235,778,182 AMH Shares and 1,013,297,290 AMH Shares directly representing 4.52% and 19.43% equity interest in AMH respectively.

PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTSSB. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations, including those for charitable purposes.

TAK is also a major shareholder of AMH with a deemed interest over 2,152,868,226 AMH Shares representing 41.29% equity interest in AMH. In addition, TAK is a director of PanOcean, Excorp, PSIL and UTSSB. Although TAK and PanOcean are deemed to have an interest in the Shares and AMH Shares as described in the foregoing, they do not have any economic or beneficial interest over such shares as such interest is held subject to the terms of such discretionary trust referred to the paragraph above.

LGK who is a Director, is also a director in AMH and MBNS. He is also a director of MBSB, PSIL, Excorp, PanOcean and UTSSB. LGK has a direct equity interest over 1,000,000 AMH Shares representing 0.02% equity interest in AMH. LGK does not have any equity interest in Maxis, MBSB or AMH subsidiaries.

Each of THO, Dato' Badri and MSM is a Major Shareholder with a deemed interest over 4,875,000,000 Shares representing 62.34% equity interest in Maxis in which Harapan Nusantara Sdn. Bhd. ("HNSB") has an interest, by virtue of his 25% direct equity interest in HNSB. HNSB's deemed interest in such Shares arises through its wholly-owned subsidiaries, namely, Mujuj Anggun Sdn. Bhd. ("MASB"), Cabaran Mujuj Sdn. Bhd. ("CMSB"), Anak Samudra Sdn. Bhd. ("ASSB"), Dumai Maju Sdn. Bhd. ("DMSB"), Nusantara Makmur Sdn. Bhd. ("NMSB"), Usaha Kenanga Sdn. Bhd. ("UKSB") and Tegas Sari Sdn. Bhd. ("TSSB") (collectively, "HNSB Subsidiaries"), which hold in aggregate 30% equity interest in BGSM. The HNSB Subsidiaries hold their deemed interest in such Shares under discretionary trusts for Bumiputera objects. As such, HNSB, THO, Dato' Badri and MSM do not have any economic interest over such Shares as such interest is held subject to the terms of such discretionary trusts.

Each of THO, Dato' Badri and MSM has a deemed interest over 462,124,447 AMH Shares representing 8.86% equity interest in AMH in which Harapan Terus Sdn. Bhd. ("HTSB") has an interest, by virtue of his 25% direct equity interest in HTSB. HTSB's deemed interest in such AMH Shares arises through its wholly-owned subsidiaries, namely, Berkat Nusantara Sdn. Bhd. ("BNSB"), Nusantara Cempaka Sdn. Bhd. ("NCSB"), Nusantara Delima Sdn. Bhd. ("NDSB"), Mujuj Nusantara Sdn. Bhd. ("MNSB"), Gerak Nusantara Sdn. Bhd. ("GNSB") and Sanjung Nusantara Sdn. Bhd. ("SNSB") (collectively, "HTSB Subsidiaries"). The HTSB Subsidiaries hold such AMH Shares under discretionary trusts for Bumiputera objects. As such, HTSB, THO, Dato' Badri and MSM do not have any economic interest over such AMH Shares as such interest is held subject to the terms of such discretionary trusts.

Dato' Badri is also a former director of MBNS within the preceding 6 months from the LPD.

MSM has a direct equity interest over 11,000 Shares representing 0.0001% equity interest in Maxis. He also has a direct equity interest over 200,000 AMH Shares representing 0.004% equity interest in AMH.

(2) UT Group

UTSBM is a wholly-owned subsidiary of UTSSB while TCCPM and TGV are wholly-owned subsidiaries of Tanjong which in turn is wholly-owned by Tanjong Capital Sdn. Bhd. ("TCSB"). Mobitel is a wholly-owned subsidiary of SLT which in turn is 44.98% owned by UTSSB, UTSBM, Mobitel, SLT, TCCPM and TGV are Persons Connected to UTSSB, PSIL, Excorp, PanOcean and TAK. Please refer to Note 1 above for interests of UTSSB, PSIL, Excorp, PanOcean and TAK in Maxis.

Each of PSIL, Excorp, PanOcean and TAK has a deemed interest over 124,688,000 ordinary shares in TCSB ("**TCSB Shares**") representing 65.84% equity interest in TCSB through UTSB. UTSB holds an aggregate of 124,688,000 TCSB Shares representing 65.84% equity interest in TCSB, of which 71,000,000 TCSB Shares representing 37.49% equity interest in TCSB is held directly by UTSB, while 53,688,000 TCSB Shares representing 28.35% equity interest in TCSB is held indirectly, via its wholly-owned subsidiary, Usaha Tegas Resources Sdn. Bhd. ("**UTRSB**").

TAK has a deemed interest in the TCSB Shares in which UTSB has an interest by virtue of the deemed interest of PanOcean in the TCSB Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations, including those for charitable purposes. PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. PSIL holds 99.999% equity interest in UTSB.

Although TAK and PanOcean are deemed to have an interest in the TCSB Shares as described in the foregoing, they do not have any economic or beneficial interest over such TCSB Shares, as such interest is held subject to the terms of such discretionary trust referred to the above.

TAK is also deemed to have an interest over 47,792,803 TCSB Shares representing 25.23% equity interest in TCSB through the wholly-owned subsidiaries of MAI Sdn. Berhad ("**MAI**"), by virtue of his 100% direct equity interest in MAI.

LGK who is a Director, is also a director of UTSB, UTSBM and TCSB. LGK does not have any equity interest in UTSB, UTSBM, TCSB, TCCPM and TGV. Please refer to Note 1 above for LGK's interest in Maxis.

MSM who is a Major Shareholder, is also a director of TCCPM. MSM does not have any equity interest in TCCPM. Please refer to Note 1 above for MSM's interest in Maxis.

(3) MGB Group

MSS and MBIL are wholly-owned subsidiaries of MGB.

TAK is also a major shareholder of MGB with a deemed interest over 272,953,208 ordinary shares ("**MGB Shares**") representing 70% equity interest in MGB held via MEASAT Global Network Systems Sdn. Bhd. ("**MGNS**"), a wholly-owned subsidiary of MAI Holdings Sdn. Bhd. ("**MAIH**") in which he has a 100% direct equity interest. Hence, TAK also has deemed interest over MSS and MBIL. Please refer to Note 1 above for TAK's deemed interest in Maxis.

THO is also a director of MGB and MSS. THO does not have any equity interest in the shares of MGB, MSS or MBIL. Please refer to Note 1 above for THO's deemed interest in Maxis.

MSM is also a major shareholder of MGB with a deemed interest over 116,979,947 MGB Shares representing 30% equity interest in MGB in which Harapan Kota Sdn. Bhd. ("**HKSB**") has an interest, by virtue of his 50% direct equity interest in HKSB, the holding company of Tujuan Bidari Sdn. Bhd. ("**TBSB**") which in turn holds shares in Tujuan Wira Suria Sdn. Bhd. ("**TWSSB**"). TBSB holds such MGB Shares through TWSSB under a discretionary trust for Bumiputera objects. Although MSM is deemed to have an interest in the shares of MSS and MBIL in which MGB has an interest, MSM does not have any economic interest over such shares, as such interest is held subject to the terms of such discretionary trust. Please refer to Note 1 above for MSM's interests in Maxis.

LGK who is a Director, is also a director of MGNS. LGK does not have any equity interest in the shares of MGB, MSS or MBIL. Please refer to Note 1 above for LGK's interest in Maxis.

(4) MCB

MCB is a Person Connected to Major Shareholders of our Company.

All Major Shareholders as set out in Section (b) of Appendix III of this Circular are also major shareholders of MCB. Please refer to the notes as set out in Section (b) of Appendix III of this Circular for the interests of the interested Major Shareholders.

MAH, MAJ and AAG are directors of MCB and the Company. MAH, MAJ and AAG do not have any equity interest in the Company and MCB.

MSM is also a director of MCB. MSM does not have any equity interest in MCB. Please refer to Note 1 above for MSM's interests in Maxis.

(5) STC

STC is a Major Shareholder with a deemed interest over 4,875,000,000 Shares representing 62.34% equity interest in Maxis by virtue of its deemed interest in BGSM which holds 100% equity interest in BGSM Management. BGSM Management holds 100% equity interest in BGSM Equity which in turn holds 62.34% equity interest in Maxis.

(6) KTC

STC is a Major Shareholder also holds 51.8% equity interest in KTC. Please refer to Note 5 above for STC's interest in Maxis.

(7) STCB

STC is a Major Shareholder also owns 99% equity interest of STC Bahrain BSC (C) and the remaining 1% equity interest of STCB is owned by STC Gulf Investment Holding 1 SPC. STC Gulf Investment Holding 1 SPC is wholly-owned by STC Gulf Investment Holding SPC, which in turn is wholly-owned by STC. Please refer to Note 5 above for STC's interest in Maxis.

(8) SRGAP

Maya Krishnan Tatparanandam ("**TMK**"), a major shareholder of SRGAP, is a Person Connected to TAK. TMK is not a director of SRGAP. Please refer to Note 1 above for TAK's deemed interest in Maxis.

(9) MLP

TAK who is a Major Shareholder, is also a major shareholder of MLP with a deemed interest of 100% in MLP. Please refer to Note 1 above for TAK's deemed interest in Maxis.

MSM is a director of MLP and does not have any equity interest in MLP. Please refer to Note 1 above for MSM's interests in Maxis.

DETAILS OF THE OUTSTANDING RRPTS RECEIVABLES

No.	Company in the Maxis Group Involved	Transacting Party(ies)	Nature of Transaction	Outstanding RRPT Receivables as at 31 December 2019 (RM'000)	Outstanding RRPT Receivables as at 31 December 2019 which exceed normal credit period of			
					1 year or less (RM'000)	More than 1 to 3 years (RM'000)	More than 3 to 5 years (RM'000)	More than 5 years (RM'000)
1	MBSB	MBNS and/or its affiliates	Strategic partnership on co-marketing and sales of Maxis fibre services, wireless services, broadband services and Astro IPTV services and On-The-Go services	2,158 ⁽¹⁾	-	2,158	-	-
2	MBSB and/or its affiliates	KTC	Roaming partner revenue to MBSB and/or its affiliates	321	321	-	-	-
3	MBSB and/or its affiliates	STC	Roaming partner revenue to MBSB and/or its affiliates	12	12	-	-	-
Total Outstanding RRPT Receivables				2,491	333	2,158	-	-

Note:

⁽¹⁾ As at 30 April 2020, RM1.8 million of the outstanding amounts had been settled.

DETAILS OF THE SHAREHOLDINGS OF THE DIRECTORS AND MAJOR SHAREHOLDERS IN OUR COMPANY AND PERSONS CONNECTED TO THEM WHO ARE INTERESTED IN THE PROPOSED MANDATE

(a) Information on the interested Directors

Our Directors who are interested in the Proposed Mandate and their respective shareholding interests in our Company as at the LPD are set out below:

Interested Directors	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
MAH	-	-	-	-
MAJ	-	-	-	-
AAG	-	-	-	-
LGK	-	-	-	-

(b) Information on the interested Major Shareholders of Maxis

Our Major Shareholders who are deemed interested in the Proposed Mandate and their respective shareholding interests in our Company as at the LPD are set out below:

Interested Major Shareholder	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
BGSM ⁽¹⁾	-	-	4,875,000,000	62.34
UTES ⁽²⁾	-	-	4,875,000,000	62.34
UTSB ⁽³⁾	-	-	4,875,000,000	62.34
PSIL ⁽⁴⁾	-	-	4,875,000,000	62.34
Excorp ⁽⁵⁾	-	-	4,875,000,000	62.34
PanOcean ⁽⁵⁾	-	-	4,875,000,000	62.34
TAK ⁽⁶⁾	-	-	4,875,000,000	62.34
HNSB ⁽⁷⁾	-	-	4,875,000,000	62.34
THO ⁽⁸⁾	-	-	4,875,000,000	62.34
Dato' Badri ⁽⁸⁾	-	-	4,875,000,000	62.34
MSM ⁽⁸⁾	11,000	*	4,875,000,000	62.34
STC Malaysia Holding Ltd ("STCM") ⁽⁹⁾	-	-	4,875,000,000	62.34
STC Asia Telecom Holding Ltd ("STCAT") ⁽¹⁰⁾	-	-	4,875,000,000	62.34
STC ⁽¹¹⁾	-	-	4,875,000,000	62.34
Public Investment Fund ("PIF") ⁽¹²⁾	-	-	4,875,000,000	62.34

Notes:

* Less than 0.01%.

(1) BGSM's deemed interest in the Shares arises by virtue of BGSM holding 100% equity interest in BGSM Management, which in turn holds 100% equity interest in BGSM Equity. BGSM Equity holds 62.34% equity interest in the Company.

(2) UTES's deemed interest in the Shares arises through its wholly-owned subsidiaries, namely, WRSB, TPSB, BBSB and BSSB which hold in aggregate 37% equity interest in BGSM. See Note (1) above for BGSM's deemed interest in the Shares.

(3) UTSB's deemed interest in the Shares arises by virtue of UTSB holding 100% equity interest in UTES. See Note (2) above for UTES' deemed interest in the Shares.

(4) PSIL's deemed interest in the Shares arises by virtue of PSIL holding 99.999% equity interest in UTSB. See Note (3) above for UTSB's deemed interest in the Shares.

- (5) *PanOcean holds 100% equity interest in Excorp which in turn holds 100% equity interest in PSIL. See Note (4) above for PSIL's deemed interest in the Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations including those for charitable purposes. Although PanOcean is deemed to have an interest in such Shares, PanOcean does not have any economic or beneficial interest in such Shares as such interest is held subject to the terms of such discretionary trust.*
- (6) *TAK's deemed interest in the Shares arises by virtue of PanOcean's deemed interest in the Shares. See Note (5) above for PanOcean's deemed interest in the Shares. Although TAK is deemed to have an interest in such Shares, he does not have any economic or beneficial interest in such Shares as such interest is held subject to the terms of a discretionary trust referred to in Note (5) above.*
- (7) *HNSB's deemed interest in the Shares arises through its wholly-owned subsidiaries, namely, MASB, CMSB, ASSB, DMSB, NMSB, UKSB and TSSB (collectively, "HNSB Subsidiaries"), which hold in aggregate 30% equity interest in BGSM. See Note (1) above for BGSM's deemed interest in the Shares.*
- The HNSB Subsidiaries hold their deemed interest in such Shares under discretionary trusts for Bumiputera objects. As such, HNSB does not have any economic interest in such Shares as such interest is held subject to the terms of such discretionary trusts.*
- (8) *His deemed interest in the Shares arises by virtue of his 25% direct equity interest in HNSB. However, he does not have any economic interest in such Shares as such interest is held subject to the terms of the discretionary trusts referred to in Note (7) above.*
- (9) *STCM's deemed interest in the Shares arises by virtue of STCM holding 25% equity interest in BGSM. See Note (1) above for BGSM's deemed interest in the Shares.*
- (10) *STCAT's deemed interest in the Shares arises by virtue of STCAT holding 100% equity interest in STCM. See Note (9) above for STCM's deemed interest in the Shares.*
- (11) *STC's deemed interest in the Shares arises by virtue of STC holding 100% equity interest in STCAT. See Note (10) above for STCAT's deemed interest in the Shares.*
- (12) *PIF's deemed interest in the Shares arises by virtue of PIF holding 70% equity interest in STC. See Note (11) above for STC's deemed interest in the Shares.*

(c) Information on Persons Connected to our interested Directors and Major Shareholders

The Persons Connected to our interested Directors and Major Shareholders who have interests in the Shares, whether direct or indirect, and their respective shareholdings in our Company as at the LPD are set out below:

Persons Connected to the interested Directors and Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
BGSM Equity	4,875,000,000	62.34	-	-
BGSM Management ⁽¹⁾	-	-	4,875,000,000	62.34

Notes:

* *Less than 0.01%.*

⁽¹⁾ *BGSM Management's deemed interest in the Shares arises by virtue of BGSM Management holding 100% equity interest in BGSM Equity.*

ABSTENTION FROM VOTING

Each of our Directors who is interested in any of the RRPTs covered under the Proposed Mandate has abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate concerning those RRPTs involving his interests and/or the interests of Persons Connected to him. Our interested Directors and interested Major Shareholders will abstain from voting at the forthcoming AGM in respect of their direct and/or indirect shareholdings on the relevant ordinary resolutions comprised in the Proposed Mandate in respect of the RRPTs with the transacting parties as set out in the table below. Our interested Directors and interested Major Shareholders have also undertaken to ensure that Persons Connected to them will abstain from voting on the relevant resolutions in respect of the Proposed Mandate at our forthcoming AGM in which they and/or Persons Connected to them have interests.

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
1.	AMH Group including but without limitation to: (a) MBNS	<ul style="list-style-type: none"> LGK 	<ul style="list-style-type: none"> UTSB PSIL Excorp PanOcean TAK THO Dato' Badri MSM 	<ul style="list-style-type: none"> HNSB ^{(a), (b) & (c)} UKSB ^{(a), (b) & (c)} ASSB ^{(a), (b) & (c)} DMSB ^{(a), (b) & (c)} NMSB ^{(a), (b) & (c)} CMSB ^{(a), (b) & (c)} MASB ^{(a), (b) & (c)} TSSB ^{(a), (b) & (c)} Angsana Kukuh Sdn. Bhd. ("AKSB") ^{(a), (b) & (c)} Desa Bidara Sdn. Bhd. ("DBSB") ^{(a), (b) & (c)} Indomurni Sdn. Bhd. ("Indomurni") ^{(a), (b) & (c)} Beduk Selatan Sdn. Bhd. ("Beduk Selatan") ^{(a), (b) & (c)} Badai Maju Sdn. Bhd. ("Badai Maju") ^{(a), (b) & (c)} Badai Jaya Sdn. Bhd. ("BJSB") ^{(a), (b) & (c)} Tenaga Tegap Sdn. Bhd. ("TTSB") ^{(a), (b) & (c)} Bagan Budiman Sdn. Bhd. ("Bagan Budiman") ^{(a), (b) & (c)} Samudra Capital Sdn. Bhd. ("SCSB") ^{(a), (b) & (c)} Alam Nakhoda Sdn. Bhd. ("ANSB") ^{(a), (b) & (c)} Nusantara Saga Sdn. Bhd. ("NSSB") ^{(a), (b) & (c)} Nusantara Tegas Sdn. Bhd. ("NTSB") ^{(a), (b) & (c)} Citra Cekal Sdn. Bhd. ("CCSB") ^{(a), (b) & (c)} MAIH ^(d) Pacific Fortune Sdn. Bhd. ("PFSB") ^(d) Ria Utama Sdn. Bhd. ("RUSB") ^(d) Tetap Emas Sdn. Bhd. ("TESB") ^(d) MAI Sdn. Bhd. ("MAI") ^(d) Terang Equity Sdn. Bhd. ("TEQSB") ^(d) Wangi Terang Sdn. Bhd. ("WTSB") ^(d) UTES ^{(d) & (e)} BGSM ^{(a), (b), (c), (d) & (e)} BGSM Management ^{(a), (b), (c), (d) & (e)} BGSM Equity ^{(a), (b), (c), (d) & (e)} WRSB ^{(d) & (e)} TPSB ^{(d) & (e)} BBSB ^{(d) & (e)} BSSB ^{(d) & (e)} Wilayah Bintang Sdn. Bhd. ("WBSB") ^{(d) & (e)} Tegas Mahsuri Sdn. Bhd. ("TMSB") ^{(d) & (e)}

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
	AMH Group (continued)	<ul style="list-style-type: none"> • LGK 	<ul style="list-style-type: none"> • UTSB • PSIL • Excorp • PanOcean • TAK • THO • Dato' Badri • MSM 	<ul style="list-style-type: none"> • Besitang (M) Sdn. Bhd. ("BMSB")^{(d) & (e)} • Besitang Utara Sdn. Bhd. ("BUSB")^{(d) & (e)} • Eridanes International N.V. ("EINV")^(d) • East Asia Telecommunications Ltd ("EAT")^(d) • Global Multimedia Technologies (BVI) Ltd ("GMT")^(d) • Worldwide Communications Technologies Ltd ("WCT")^(d) • Maxis Holdings Sdn. Bhd. ("MHSB")^(d) • Shield Estate N.V. ("SENV")^(d)
2.	UT Group including but without limitation to: (a) UTSB (b) UTSBM (c) TCCPM (d) TGV (e) SLT (f) Mobitel	<ul style="list-style-type: none"> • LGK 	<ul style="list-style-type: none"> • UTSB • PSIL • Excorp • PanOcean • TAK • MSM 	<ul style="list-style-type: none"> • HNSB^(a) • UKSB^(a) • ASSB^(a) • DMSB^(a) • NMSB^(a) • CMSB^(a) • MASB^(a) • TSSB^(a) • AKSB^(a) • DBSB^(a) • Indomurni^(a) • Beduk Selatan^(a) • Badai Maju^(a) • BJSB^(a) • TTSB^(a) • Bagan Budiman^(a) • SCSB^(a) • ANSB^(a) • NSSB^(a) • NTSB^(a) • CCSB^(a) • MAIH^(d) • PFSB^(d) • RUSB^(d) • TESB^(d) • MAI^(d) • TEQSB^(d) • WTSB^(d) • UTES^{(d) & (e)} • BGSM^{(a),(d) & (e)} • BGSM Management^{(a),(d) & (e)} • BGSM Equity^{(a),(d) & (e)} • WRSB^{(d) & (e)} • TPSB^{(d) & (e)} • BBSB^{(d) & (e)} • BSSB^{(d) & (e)} • WBSB^{(d) & (e)} • TMSB^{(d) & (e)} • BMSB^{(d) & (e)} • BUSB^{(d) & (e)} • EINV^(d) • EAT^(d) • GMT^(d) • WCT^(d) • MHSB^(d) • SENV^(d)

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
3.	<p>MGB Group including but without limitation to:</p> <p>(a) MSS (b) MBIL</p>	<ul style="list-style-type: none"> • LGK 	<ul style="list-style-type: none"> • TAK • THO • MSM 	<ul style="list-style-type: none"> • HNSB ^{(a) & (b)} • UKSB ^{(a) & (b)} • ASSB ^{(a) & (b)} • DMSB ^{(a) & (b)} • NMSB ^{(a) & (b)} • CMSB ^{(a) & (b)} • MASB ^{(a) & (b)} • TSSB ^{(a) & (b)} • AKSB ^{(a) & (b)} • DBSB ^{(a) & (b)} • Indomurni ^{(a) & (b)} • Beduk Selatan ^{(a) & (b)} • Badai Maju ^{(a) & (b)} • BJSB ^{(a) & (b)} • TTSB ^{(a) & (b)} • Bagan Budiman ^{(a) & (b)} • SCSB ^{(a) & (b)} • ANSB ^{(a) & (b)} • NSSB ^{(a) & (b)} • NTSB ^{(a) & (b)} • CCSB ^{(a) & (b)} • MAIH ^(d) • PFSB ^(d) • RUSB ^(d) • TESB ^(d) • MAI ^(d) • TEQSB ^(d) • WTSB ^(d) • BGSB ^{(a), (b) & (d)} • BGSB Management ^{(a), (b) & (d)} • BGSB Equity ^{(a), (b) & (d)} • UTSB ^(d) • UTSB ^(d) • PSIL ^(d) • Excorp ^(d) • PanOcean ^(d) • WRSB ^(d) • TPSB ^(d) • BBSB ^(d) • BSSB ^(d) • WBSB ^(d) • TMSB ^(d) • BMSB ^(d) • BUSB ^(d) • EINV ^(d) • EAT ^(d) • GMT ^(d) • WCT ^(d) • MHSB ^(d) • SENV ^(d)

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
4.	MCB	<ul style="list-style-type: none"> MAH MAJ AAG 	<ul style="list-style-type: none"> BGSM UTES UTSB PSIL Excorp PanOcean TAK HNSB THO Dato' Badri MSM STCM STCAT STC PIF 	<ul style="list-style-type: none"> UKSB ^{(a), (b), (c) & (h)} ASSB ^{(a), (b), (c) & (h)} DMSB ^{(a), (b), (c) & (h)} NMSB ^{(a), (b), (c) & (h)} CMSB ^{(a), (b), (c) & (h)} MASB ^{(a), (b), (c) & (h)} TSSB ^{(a), (b), (c) & (h)} AKSB ^{(a), (b), (c) & (h)} DBSB ^{(a), (b), (c) & (h)} Indomurni ^{(a), (b), (c) & (h)} Beduk Selatan ^{(a), (b), (c) & (h)} Badai Maju ^{(a), (b), (c) & (h)} BJSB ^{(a), (b), (c) & (h)} TTSB ^{(a), (b), (c) & (h)} Bagan Budiman ^{(a), (b), (c) & (h)} SCSB ^{(a), (b), (c) & (h)} ANSB ^{(a), (b), (c) & (h)} NSSB ^{(a), (b), (c) & (h)} NTSB ^{(a), (b), (c) & (h)} CCSB ^{(a), (b), (c) & (h)} MAIH ^(d) PFSB ^(d) RUSB ^(d) TESB ^(d) MAI ^(d) TEQSB ^(d) WTSB ^(d) WRSB ^{(d), (e) & (f)} TPSB ^{(d), (e) & (f)} BBSB ^{(d), (e) & (f)} BSSB ^{(d), (e) & (f)} WBSB ^{(d), (e) & (f)} TMSB ^{(d), (e) & (f)} BMSB ^{(d), (e) & (f)} BUSB ^{(d), (e) & (f)} EINV ^(d) EAT ^(d) GMT ^(d) WCT ^(d) MHSB ^(d) SENV ^(d) BGSM Management ^{(a), (b), (c), (d), (e), (f), (g), (h) & (i)} BGSM Equity ^{(a), (b), (c), (d), (e), (f), (g), (h) & (i)}
5.	STC Group including but not without limitation to: (a) STC (b) KTC (c) STCB	-	<ul style="list-style-type: none"> STC 	<ul style="list-style-type: none"> STCM ^(g) STCAT ^(g) PIF ^(g) BGSM ^(g) BGSM Management ^(g) BGSM Equity ^(g)

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
6.	SRGAP	-	<ul style="list-style-type: none"> TAK 	<ul style="list-style-type: none"> MAIH^(d) PFBSB^(d) RUSB^(d) TESB^(d) MAI^(d) TEQSB^(d) WTSB^(d) WRSB^(d) TPSB^(d) BBSB^(d) BSSB^(d) WBSB^(d) TMSB^(d) BMSB^(d) BUSB^(d) EINV^(d) EAT^(d) GMT^(d) WCT^(d) MHSB^(d) SENV^(d) BGSM^(d) BGSM Management^(d) BGSM Equity^(d) UTES^(d) UTSB^(d) PSIL^(d) Excorp^(d) PanOcean^(d) TMK^(d)

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	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
7.	MLP	-	<ul style="list-style-type: none"> • TAK • MSM 	<ul style="list-style-type: none"> • HNSB^(a) • UKSB^(a) • ASSB^(a) • DMSB^(a) • NMSB^(a) • CMSB^(a) • MASB^(a) • TSSB^(a) • AKSB^(a) • DBSB^(a) • Indomurni^(a) • Beduk Selatan^(a) • Badai Maju^(a) • BJSB^(a) • TTSB^(a) • Bagan Budiman^(a) • SCSB^(a) • ANSB^(a) • NSSB^(a) • NTSB^(a) • CCSB^(a) • MAIH^(d) • PFSB^(d) • RUSB^(d) • TESB^(d) • MAI^(d) • TEQSB^(d) • WTSB^(d) • BGSB^{(a) & (d)} • BGSB Management^{(a) & (d)} • BGSB Equity^{(a) & (d)} • UTSB^(d) • UTSB^(d) • PSIL^(d) • Excorp^(d) • PanOcean^(d) • WRSB^(d) • TPSB^(d) • BBSB^(d) • BSSB^(d) • WBSB^(d) • TMSB^(d) • BMSB^(d) • BUSB^(d) • EINV^(d) • EAT^(d) • GMT^(d) • WCT^(d) • MHSB^(d) • SENV^(d)

Notes:

- * *The list may not be exhaustive. However as explained under Section 7 of this Circular, the interested Directors and interested Major Shareholders will undertake to ensure that Persons Connected to them will abstain from all deliberations and voting at the forthcoming AGM on the resolutions of the Proposed Mandate in which they have an interest.*
- (a) *A person connected to MSM.*
- (b) *A person connected to THO.*
- (c) *A person connected to Dato' Badri.*
- (d) *A person connected to TAK.*
- (e) *A person connected to UTSB, PSIL, Excorp and PanOcean.*
- (f) *A person connected to UTES.*
- (g) *A person connected to STC.*
- (h) *A person connected to HNSB.*
- (i) *A person connected to BGSM, STCM, STCAT and PIF.*

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ADDITIONAL INFORMATION**1. Responsibility Statement**

This Circular has been seen and approved by our Directors who collectively and individually accept full responsibility for the accuracy of the information contained herein. Our Directors confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there is no other fact, whereby the omission of which would make any statement herein misleading.

2. Material Contracts

As at the LPD, neither our Company nor our subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business), within the 2 years immediately preceding the date of this Circular.

3. Material Litigation, Claims or Arbitration

As at the LPD, neither our Company nor our subsidiaries are involved in any material litigation, claims or arbitration, and our Company and our subsidiaries are not aware of any material litigation, claims or arbitration pending or threatened against our Company and our subsidiaries.

4. Documents Available for Inspection

Copies of the following documents are available for inspection at the registered office of our Company at Level 21, Menara Maxis, Kuala Lumpur City Centre, Off Jalan Ampang, 50088 Kuala Lumpur, Malaysia, between 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) from the date of this Circular up to and including the date of Eleventh AGM:

- (a) Constitution of our Company; and
- (b) Audited consolidated financial statements of our Company for the past 2 financial years ended 31 December 2018 and 31 December 2019.

Note : The documents in 4(a) and 4(b) above are also available on the Maxis website, <https://maxis.listedcompany.com/ar2019.html>

THE FULL TEXT OF ORDINARY RESOLUTION 9 TO ORDINARY RESOLUTION 15 REFERRED TO IN THE COMPANY'S NOTICE OF ITS ELEVENTH ANNUAL GENERAL MEETING TO BE TABLED AS SPECIAL BUSINESS AT THE FORTHCOMING ANNUAL GENERAL MEETING

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,

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 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:

- (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 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,

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 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,

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 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,

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 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,

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.”