

# MAXIS BERHAD

(Company No.: 867573-A)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Maxis Berhad (“Maxis” or “the Company”) will be held at the Grand Ballroom, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Tuesday, 28 April 2015 at 11.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Sixth Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m. or any adjournment of the Extraordinary General Meeting, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:**

### ORDINARY RESOLUTION 1

**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 Holdings Sdn Bhd and/or its affiliates, including but not limited to Getit Infoservices Private Limited and/or its affiliates.**

“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 Holdings Sdn Bhd and/or its affiliates, including but not limited to Getit Infoservices Private Limited as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015 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:

- 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
- the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- 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 2

**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 Astro Digital 5 Sdn Bhd, MEASAT Broadcast Network Systems Sdn Bhd, Astro Radio Sdn Bhd, Astro Entertainment Sdn Bhd, Kristal-Astro Sdn Bhd and Astro GS Shop 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 Astro Malaysia Holdings Berhad and/or its affiliates, including but not limited to Astro Digital 5 Sdn Bhd, MEASAT Broadcast Network Systems Sdn Bhd, Astro Radio Sdn Bhd, Astro Entertainment Sdn Bhd, Kristal-Astro Sdn Bhd and Astro GS Shop Sdn Bhd as specified in Parts A and B of Appendix I of the Company’s Circular to shareholders dated 30 March 2015 provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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- the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- 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 3

**Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Tanjong Public Limited Company and/or its affiliates, including but not limited to 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 Tanjong Public Limited Company and/or its affiliates, including but not limited to Tanjong City Centre Property Management Sdn Bhd and TGV Cinemas Sdn Bhd as specified in Parts A and B of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

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- 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 4

**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 of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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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 5

**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 UT Projects Sdn Bhd, UT Energy Services Sdn Bhd, UTSM BSC, UTSM BSC (Malaysia) Sdn Bhd, Bumi Armada Berhad, Mobitel (Private) Limited and Sri Lanka Telecom PLC**

“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 UT Projects Sdn Bhd, UT Energy Services Sdn Bhd, UTSM BSC, UTSM BSC (Malaysia) Sdn Bhd, Bumi Armada Berhad, Mobitel (Private) Limited and Sri Lanka Telecom PLC as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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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 6

**Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with UMTS (Malaysia) 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 UMTS (Malaysia) Sdn Bhd as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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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 7

**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, including but not limited to Dishnet Wireless Limited, Aircel Limited and Bridge Mobile Pte 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 Maxis Communications Berhad and/or its affiliates, including but not limited to Dishnet Wireless Limited, Aircel Limited and Bridge Mobile Pte Ltd as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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- 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 8

**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 Cell C (Ply) Ltd, Kuwait Telecom Company, AVEA Iletişim Hizmetleri A.Ş and Viva 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 Cell C (Ply) Ltd, Kuwait Telecom Company, AVEA Iletişim Hizmetleri A.Ş. and Viva Bahrain BSC (C) as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

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

### ORDINARY RESOLUTION 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 Malaysian Jet Services 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 Malaysian Jet Services Sdn Bhd as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, 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:

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

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

### ORDINARY RESOLUTION 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 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 of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, 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:

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- 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 Malaysian Landed Property 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 Malaysian Landed Property Sdn Bhd as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, 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:

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

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

### ORDINARY RESOLUTION 12

**Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with OPCOM Cables 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 OPCOM Cables Sdn Bhd as specified in Part A of Appendix I of the Company’s Circular to shareholders dated 30 March 2015, 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:

- 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
- the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- this resolution is revoked or varied by resolution passed by shareholders in general meeting,

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

### ORDINARY RESOLUTION 13

**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN FOR THE ELIGIBLE EMPLOYEES OF MAXIS BERHAD AND ITS SUBSIDIARIES (“PROPOSED LTIP”)**

“THAT subject to the approvals of all relevant regulatory authorities for the Proposed LTIP being obtained and to the extent permitted by law and the Memorandum and Articles of Association of Maxis, the Board of Directors of Maxis (“Board”) be and is hereby authorised:

- to establish, implement and administer the Proposed LTIP which comprises the share grant for the benefit of the employees of Maxis and its subsidiaries (excluding subsidiaries which are dormant) (“**Maxis Group**”) who fulfill the criteria of eligibility for participation in the Proposed LTIP (“**Eligible Employees**”) and who are selected by a committee established to administer the Proposed LTIP to be offered a grant (“**Selected Employees**”) in accordance with the By-Laws of the Proposed LTIP (“**By-Laws**”) set out in Appendix V of the Circular to Shareholders dated 30 March 2015;
- to allot and issue from time to time such number of new ordinary shares of RM0.10 each in Maxis (“**Maxis Shares**”) as may be required to be issued to the Selected Employees who have accepted the grant (“**Grants**”) pursuant to the vesting of the Grants under the Proposed LTIP, provided always that the total number of new Maxis Shares to be allotted and issued under the Proposed LTIP shall not, when aggregated with the total number of new Maxis Shares allotted and issued and/or to be allotted and issued under the Maxis Berhad 2009 Employee Share Option Scheme, exceed 250 million Maxis Shares at any point in time during the duration of the Proposed LTIP and that such new Maxis Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Maxis Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, for which the entitlement date is prior to the date on which the new Maxis Shares are credited into the central depository system accounts of the respective Selected Employees who have accepted the Grants, upon vesting of their Grants under the Proposed LTIP;
- to add, modify and/or amend the Proposed LTIP, By-Laws and all rules, regulations and administration relating to the Proposed LTIP and/or the administration thereof, from time to time as may be permitted by the authorities or deem necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed LTIP, provided that such additions, modifications, and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix V of the Circular to Shareholders dated 30 March 2015) as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws of the Proposed LTIP, as set out in Appendix V of the Circular to Shareholders dated 30 March 2015, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved.”

### BY ORDER OF THE BOARD

**Dipak Kaur  
Company Secretary  
(LS5204)**

30 March 2015

#### Notes:

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote for him/her except in the circumstances set out in Notes 2 and 3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provision of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member of the Company is also a substantial shareholder (within the meaning of the Companies Act, 1965) per the Record of Depositors, such member shall be entitled to appoint up to (but not more than) five proxies. For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where a member of the Company is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy and shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
- The instrument appointing a proxy shall:
  - in the case of an individual, be signed by the appointor or by his/her attorney; and
  - in the case of a corporation, be either under its common seal or under the hands of its duly authorised attorney or officer on behalf of the corporation.
- Where a member appoints more than one proxy the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the office of our Company’s Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Fax copies of the duly executed form of proxy are not acceptable.
- A proxy may vote on a show of hands and on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter the proxy may exercise his discretion as to whether to vote on such matter and if so, how.
- A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

### MEMBERS ENTITLED TO ATTEND

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

#### EMAIL ADDRESS

An email account have been set-up to attend to all queries from shareholders pertaining to the Form of Proxy and all other matters relating to this forthcoming Extraordinary General Meeting. The email address is agm2015@maxis.com.my. This will be valid from 30 March 2015 to 28 April 2015.