



MAXIS BERHAD  
(Company No. 867573-A)  
(Incorporated in Malaysia)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of MAXIS BERHAD (“the Company”) will be held on Thursday, 19 April 2018 at 10.00 a.m. at Grand Ballroom, Level 3A, Connexion@Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, for the following purposes:

### AGENDA

- 1 To consider the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon.  
**Please refer to Note A.**
  
- 2 To re-elect the following Directors who retire pursuant to Article 114(1) of the Company’s Constitution and, being eligible, have offered themselves for re-election:
  - a) Robert Alan Nason **Resolution 1**
  - b) Dato’ Hamidah Naziadin **Resolution 2**
  - c) Mohammed Abdullah K. Alharbi **Resolution 3**
  - d) Lim Ghee Keong **Resolution 4****Please refer to Note B.**
  
- 3 To approve the following Directors, each of whom will have served as an Independent Non-Executive Director for a cumulative term of more than nine years on 17 October 2018, to continue to act as Independent Non-Executive Director from 17 October 2018 to 17 October 2019:
  - a) Raja Tan Sri Dato’ Seri Arshad bin Raja Tun Uda **Resolution 5**
  - b) Tan Sri Mokhzani bin Mahathir **Resolution 6****Please refer to Note C.**
  
- 4 To approve the payment of Directors’ fees and benefits from the conclusion of this meeting up till the conclusion of the next Annual General Meeting of the Company to be held in 2019. **Resolution 7**  
**Please refer to Note D.**
  
- 5 To re-appoint Messrs PricewaterhouseCoopers PLT (LLP0014401-LCA & AF 1146) (“PwC”) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 8**  
**Please refer to Note E.**

### As Special Business

#### **To consider and if thought fit, to pass the following Resolutions**

- 6 Renewal of the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016. **Resolution 9**  

“THAT, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof provided that the aggregate number of shares to be issued pursuant to this approval does not exceed ten (10) percent of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) and the approvals of all relevant regulatory bodies being obtained (if required).”

**Please refer to Note F.**

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- 7 To obtain shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions ("RRPTs") of a revenue or trading nature with:
- a) Astro Malaysia Holdings Berhad and/or its affiliates;
  - b) Tanjong Public Limited Company and/or its affiliates;
  - c) MEASAT Global Berhad and/or its affiliates;
  - d) Usaha Tegas Sdn. Bhd. and/or its affiliates;
  - e) Maxis Communications Berhad and/or its affiliates;
  - f) Saudi Telecom Company and/or its affiliates;
  - g) SRG Asia Pacific Sdn. Bhd.; and
  - h) Malaysian Landed Property Sdn. Bhd.
- Resolution 10**  
**Resolution 11**  
**Resolution 12**  
**Resolution 13**  
**Resolution 14**  
**Resolution 15**  
**Resolution 16**  
**Resolution 17**

The details of such RRPTs and the full text of Ordinary Resolution 10 to Ordinary Resolution 17 are set out in Appendix I and Appendix VI respectively of the Circular to Shareholders dated 19 March 2018 issued together with the Company's Annual Report 2017.

- 8 To approve a new Constitution  
"THAT approval be and is hereby given for the alteration of the existing Constitution of the Company by replacing it entirely with the constitution set out in Appendix VII of the Circular to Shareholders dated 19 March 2018 with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- Special**  
**Resolution 1**
- Please refer to Note G.**

BY ORDER OF THE BOARD

**DIPAK KAUR**

**LS 5204**

Company Secretary

19 March 2018

Kuala Lumpur

### EXPLANATORY NOTES

- A. This Agenda item is meant for discussion only as under the provisions of Section 340 of the Companies Act 2016 and the Company's Constitution, the audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- B. Robert Alan Nason, Dato' Hamidah Naziadin, Mohammed Abdullah K. Alharbi and Lim Ghee Keong are standing for re-election as Directors of the Company. The Nomination Committee and Board of Directors of the Company ("the Board") have considered the assessment of the four Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the MMLR. The profiles of these Directors are set out on pages 24 to 30 of the Company's Annual Report for the financial year ended 31 December 2017. The Nomination Committee and the Board had carried out an assessment of the independence of Robert Alan Nason and Dato' Hamidah Naziadin pursuant to criteria as prescribed by the MMLR and Malaysian Code of Corporate Governance 2017 and are satisfied that they meet the criteria for independence. Robert Alan Nason and Dato' Hamidah Naziadin were appointed as Directors on 7 March 2016 and 1 February 2014 respectively and both their tenures of appointment do not exceed the tenure of nine years. As at 2 March 2018, Robert Alan Nason had been re-designated as a Non-Independent Director with the announcement of his appointment as interim Chief Executive Officer and Executive Director of the Company with effect from 1 April 2018.

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- C. Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda ("RA") and Tan Sri Mokhzani bin Mahathir ("MM") were appointed as Independent Directors on 16 October 2009 and their tenure as Independent Directors shall exceed 9 years on 17 October 2018. In accordance with the Malaysian Code on Corporate Governance 2017, the Board through the Nomination Committee ("NC") has undertaken relevant assessments and recommended for the two Directors to continue to serve as Independent Non-Executive Directors based on the following justifications:
- RA and MM have each fulfilled the criteria under the definition of Independent Director as stated in the MMLR
  - RA and MM, and the other independent directors each function as a check and balance to the Board and exercise objectivity as directors
  - RA and MM each have vast experience, knowledge and skills in a diverse range of businesses and therefore provide constructive opinion, counsel, oversight and guidance as directors
  - Each of RA and MM has devoted sufficient time and attention to his professional obligations to Maxis for informed and balanced decision making

The NC and the Board are satisfied that each of RA and MM are able to exercise independent judgment and have the ability to act in the best interests of the Company. Each of RA and MM have continued to exercise their independence and due care during their present tenure as an Independent Non-Executive Director and have contributed in the following roles; RA as Chairman of the Board and NC, member of the Remuneration Committee ("RC") and as at 2 March 2018, member of the Audit Committee ("AC") while MM as member of the NC and RC and previously as a member, and as at 2 March 2018 as Chairman of the AC. RA and MM have abstained from all deliberations at the NC and Board in relation to the recommendation of resolutions 5 and 6 to the shareholders.

### D. Payment of Directors' Remuneration

Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from 19 April 2018 up till the next Annual General Meeting of the Company in 2019 in accordance with the remuneration structure set out below. The Remuneration comprises fees and other benefits-in-kind ("BIK") payable to the Chairman and members of the Board, and the Chairmen and members of Board Committees.

The remuneration structure setting out the fees and BIK payable to each of the Non-Executive Directors for their membership of the Board and Board Committees is as follows:

<b>Remuneration Structure:</b>	<b>Monthly Fees/BIK (RM)</b>
Chairman's Fees	33,334
Director's Fees	20,834
Chairman of Audit Committee	8,334
Chairman of Remuneration Committee	4,167
Chairman of Nomination Committee	4,167
Chairman of Business & IT Transformation Committee	4,167
Member of Audit Committee	1,667
Member of Remuneration Committee	1,667
Member of Nomination Committee	1,667
Member of Business & IT Transformation Committee	1,667
Chairman's BIK	4,834

The Shareholders' approval is being sought under Resolution 7 for the payment of the Remuneration to Non-Executive Directors from 19 April 2018 (conclusion of the Ninth Annual General Meeting) up till the next Annual General Meeting of the Company in accordance with the remuneration structure set out above. If passed, it will allow the Company to make payment of the Remuneration to Non-Executive Directors on a monthly basis up till the next Annual General Meeting of the Company to be held in 2019.

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- E. The Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and collectively agree that PwC meets the criteria of the adequacy of experience and resources of the firm and the person assigned to the audit as prescribed by Paragraph 15.21 of the MMLR.
- F. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution proposed under Resolution 9 of the Agenda is proposed for the purpose of renewing general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

The Company raised RM1.66 billion from the issuance of 300,000,000 new shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the general mandate sought at the Eighth Annual General Meeting held on 26 April 2017, which will lapse upon the conclusion of the forthcoming Ninth Annual General Meeting to be held on 19 April 2018. Please refer to Page 211 of the Annual Report 2017 for details and utilisation status of the proceeds raised.

The proposed Resolution 9, if passed, will give authority to the Directors of the Company, from the date of this Annual General Meeting, to issue and allot shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to making placement of shares for purposes of funding investment(s), working capital and general corporate purposes as deemed necessary.

- G. The Company is proposing a new Constitution to replace its existing Constitution in order to bring the Constitution in line with the Companies Act 2016 and the MMLR.

### Notes: on Proxy

1. A member of the Company may appoint more than one proxy subject to the following provisions:
  - (i) save as provided for in Note (2), the Companies Act 2016 and any applicable law, each member shall not be permitted to appoint more than two (2) proxies; and
  - (ii) where a member appoints more than one proxy, the appointment shall be invalid provided that he/she specifies the proportion of the member's shareholdings to be represented by each proxy.
2. For the avoidance of doubt, and subject always to Note 1:
  - (i) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
  - (ii) 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.
  - (iii) A member who is a substantial shareholder (within the meaning of the Companies Act 2016) may appoint up to (but not more than) five proxies.
3. A proxy may but need not be a member of the Company.
4. The instrument appointing a proxy shall:
  - (i) in the case of an individual, be signed by the appointor or by his/her attorney; and
  - (ii) in the case of a corporation, be either under its common seal or under the hand of its duly authorised attorney or officer on behalf of the corporation.

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5. 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 24 hours before the time appointed for holding the meeting or adjourned meeting.
6. Pursuant to Paragraph 8.29A(1) of the MMLR, all the resolutions at the Ninth Annual General Meeting of the Company shall be put to vote by way of poll.
7. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to attend, participate, speak and vote at the meeting.
8. 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 Ninth Annual General Meeting ("AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 81(b) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 13 April 2018. Only a Depositor whose name appears on the General Meeting Record of Depositors as at 13 April 2018 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such Depositor's behalf.

### Personal Data Protection Measures

Please refer to the Company's 'Compliance with the Personal Data Protection Act' statement as found on Page 211 of the Annual Report 2017.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:- (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations, codes and/or guidelines (collectively, the "Purposes"), (ii) undertakes and warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes, and (iii) agrees that the member will fully indemnify the Company for any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data or breach of the member's undertaking and/or warranty as set out herein.

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

### Annual Report 2017, Circular to Shareholders, Corporate Governance Report and queries related to Ninth AGM

1. The Annual Report 2017, Circular to Shareholders and Corporate Governance Report may be downloaded at this link (<http://www.maxis.com.my/corp>).
2. Any queries relating to the Ninth AGM including the lodgement of proxy form may be directed to [ssr.helpdesk@symphony.com.my](mailto:ssr.helpdesk@symphony.com.my). For the avoidance of doubt, save for making the foregoing queries, you may not use the said email address to communicate with the Company for any other purposes.
3. Please refer to the Administrative Details at this link (<http://www.maxis.com.my/corp>) for details about Ninth AGM.