

MAXIS BERHAD

(Company No.: 867573-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of MAXIS BERHAD ("the Company") will be held on Wednesday, 7 May 2014 at 2.15pm at the Ballroom 1, Level 3, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 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 2013 and the Reports of the Directors and Auditors thereon. **Please refer to Note A.**
- 2 To declare a final single-tier tax-exempt dividend of 8 sen per ordinary share for the financial year ended 31 December 2013. **Resolution 1**
- 3 To re-elect the following Directors who retire pursuant to Article 114(1) of the Company's Articles of Association and who being eligible, have offered themselves for re-election:
(i) Robert William Boyle
(ii) Augustus Ralph Marshall
Please refer to Note B. **Resolution 2**
Resolution 3

Chan Chee Beng who retires in accordance with Article 114(1) of the Company's Articles of Association has given notice that he will not be seeking re-election. Hence, he will retain office until the close of the Fifth Annual General Meeting.
- 4 To re-elect the following Directors who were appointed to the Board during the year and retire pursuant to Article 121 of the Company's Articles of Association:
(i) Hamidah Naziadin (appointed on 1 February 2014) **Resolution 4**
(ii) Morten Lundal (appointed on 1 October 2013) **Resolution 5**
Please refer to Note B.
- 5 To re-appoint Messrs PricewaterhouseCoopers ("PwC") as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. **Please refer to Note C.** **Resolution 6**

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Fifth Annual General Meeting to be held on 7 May 2014, a final single-tier tax-exempt dividend of 8 sen per ordinary share for the financial year ended 31 December 2013 will be paid on 27 June 2014 to Depositors registered in the Record of Depositors at the close of business on 30 May 2014.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares transferred to such Depositor's securities account before 4.00 p.m. on 30 May 2014 in respect of transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

DIPAK KAUR

LS 5204

Company Secretary

9 April 2014
Kuala Lumpur

Notes:

- A. This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 (Act) and the Company's Articles of Association, the audited accounts do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- B. Robert William Boyle, Hamidah Naziadin, Augustus Ralph Marshall and Morten Lundal are standing for re-election as Directors of the Company. The Board of Directors ("the Board") has considered the assessment of the four Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The profiles of the Directors, Robert William Boyle, Hamidah Naziadin, Augustus Ralph Marshall and Morten Lundal, are set out on pages 22 to 26 of the Company's Annual Report for the financial year ended 31 December 2013.

An assessment of the independence of all independent Directors including Robert William Boyle and Hamidah Naziadin was undertaken as part of the Board's assessment in 2013 and at the time of appointment respectively. The Nomination Committee and the Board considered the assessment results of the independence of Robert William Boyle and Hamidah Naziadin which was undertaken pursuant to criteria as prescribed by the MMLR and the 2012 Malaysian Code of Corporate Governance and are satisfied that they meet the criteria for independence. Robert William Boyle and Hamidah Naziadin were appointed as Directors on 17 September 2009 and 1 February 2014 respectively and both do not exceed the tenure of nine years.
- C. The Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and collectively agree that PwC meets the criteria of the adequacy of experience and resources of the firm and the person assigned to the audit as prescribed by Para 15.21 of the MMLR.

Proxy

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

Members Entitled to Attend

For purposes of determining the entitlement of a member to attend the Fifth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 81(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 30 April 2014. Only a Depositor whose name appears on the General Meeting Record of Depositors as at 30 April 2014 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such Depositor's behalf.

Toll-Free Line and Email Address

A toll-free line and 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 the Fifth Annual General Meeting. The toll-free number is 1800 828 001 and the email address is agm2014@maxis.com.my. These will be valid from 9 April 2014 to 8 May 2014.


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