



MAXIS BERHAD

(Company No.: 867573-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of MAXIS BERHAD (“the Company”) will be held on Wednesday, 26 April 2017 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 2016 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) Raja Tan Sri Dato’ Seri Arshad bin Raja Tun Uda **Resolution 1**
 - b) Tan Sri Mokhzani bin Mahathir **Resolution 2**
 - c) Alvin Michael Hew Thai Kheam **Resolution 3****Please refer to Note B.**

- 3 To re-elect the following Directors who retire pursuant to Article 121 of the Company’s Constitution and, being eligible, have offered themselves for re-election:
 - a) Mazen Ahmed M. AlJubeir **Resolution 4**
 - b) Naser Abdulaziz A. AlRashed **Resolution 5**
 - c) Dr Kaizad B. Heerjee **Resolution 6****Please refer to Note B.**

- 4 To approve the payment of Directors’ fees and benefits from 31 January 2017 until the next Annual General Meeting of the Company to be held in 2018. **Resolution 7**
Please refer to Note C.

- 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. **Resolution 8**
Please refer to Note D.

As Special Business

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

- 6 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 and the approvals of all relevant regulatory bodies being obtained (if required).”

Please refer to Note E.

- 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; | Resolution 10 |
| b) Tanjong Public Limited Company and/or its affiliates; | Resolution 11 |
| c) MEASAT Global Berhad and/or its affiliates; | Resolution 12 |
| d) Usaha Tegas Sdn Bhd and/or its affiliates; | Resolution 13 |
| e) Maxis Communications Berhad and/or its affiliates; | Resolution 14 |
| f) Saudi Telecom Company and/or its affiliates; | Resolution 15 |
| g) SRG Asia Pacific Sdn Bhd; and | Resolution 16 |
| h) Malaysian Landed Property Sdn Bhd. | 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 27 March 2017 despatched together with the Company’s Annual Report 2016.”

BY ORDER OF THE BOARD

DIPAK KAUR
LS 5204
Company Secretary
27 March 2017
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. Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda, Tan Sri Mokhzani bin Mahathir, Alvin Michael Hew Thai Kheam, Mr Mazen Ahmed M. AlJubeir, Mr Naser Abdulaziz A. AlRashed and Dr Kaizad B. Heerjee 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 six 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 ("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 2016. The Nomination Committee and the Board had carried out an assessment of the independence of Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda and Tan Sri Mokhzani bin Mahathir pursuant to criteria as prescribed by the MMLR and Malaysian Code of Corporate Governance 2012 and are satisfied that they meet the criteria for independence. Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda and Tan Sri Mokhzani bin Mahathir were appointed as Directors on 16 October 2009 and both do not exceed the tenure of nine years.
- C. 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 31 January 2017 up till the next Annual General Meeting of the Company in 2018 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:

Remuneration Structure:-	<u>Monthly Fees/BIK (RM)</u>
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 BIK	4,167

The composition of the Board and Board Committee can be found on pages 24 to 30 of the Annual Report 2016.

The Shareholders' approval is being sought under Resolution 7 for the payment of the Remuneration to Non-Executive Directors from 31 January 2017 up till the next Annual General Meeting of the Company (a period of 15 months) 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 2018.

- D. 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 Main Market Listing Requirement of Bursa Malaysia Securities Berhad.
- E. 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 a general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

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. The general mandate gives authority to the Directors to raise funds in an effective and expeditious manner.

Notes: on 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.
2. Where a member of the Company is also a substantial shareholder (within the meaning of the Companies Act 2016) 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 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. Copies of the duly executed form of proxy which are faxed and/ or e-mailed to us are not acceptable.
7. Pursuant to Paragraph 8.29A(1) of the MMLR, all the resolutions at the Eighth AGM of the Company shall be put to vote by way of poll.
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 Eighth Annual General Meeting, 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 19 April 2017. Only a Depositor whose name appears on the General Meeting Record of Depositors as at 19 April 2017 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 Privacy

Please refer to the Company's 'Compliance with the Personal Data Protection Act' statement as found on Page 213 of the Annual Report 2016.

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(s)' personal data for the Purposes, and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, 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 meaning as defined in the Personal Data Protection Act 2010