

**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 due to your 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**

(Company No.: 867573-A)

(Incorporated in Malaysia under the Companies Act, 1965)

**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**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Prepared by*



**CIMB Investment Bank Berhad (18417-M)**

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("EGM") and the Form of Proxy are set out in this Circular. The EGM will be held as follows:

- Date and time of EGM** : Thursday, 9 May 2013 at 11.30 a.m. or immediately after the conclusion or the adjournment of our Fourth Annual General Meeting which will be held at the same venue and on the same day at 10.00 a.m. or any adjournment of the EGM, whichever is later.
- Venue of EGM** : Grand Ballroom, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia
- Last date and time for lodging the Form of Proxy** : Tuesday, 7 May 2013 at 11.29 a.m.

If you are entitled to attend and vote at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you must deposit the Form of Proxy 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 the EGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

This Circular is dated 11 April 2013

## DEFINITIONS

---

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

Act	:	Companies Act, 1965, as amended, supplemented or modified from time to time
AD5SB	:	Astro Digital 5 Sdn Bhd ( <i>formerly known as Digital Five Sdn Bhd</i> ) (488331-D), a wholly-owned subsidiary of AHSB which is a Person Connected to Major Shareholders of our Company
AESB	:	Astro Entertainment Sdn Bhd (418101-U), a wholly-owned subsidiary of AHSB which is a Person Connected to Major Shareholders of our Company
AGM	:	Annual General Meeting
AHSB	:	Astro Holdings Sdn Bhd (893349-M), a Person Connected to Major Shareholders of our Company
AHSB Group	:	AHSB and any body corporate where AHSB has equity interests of 10% or more
ARSB	:	Astro Radio Sdn Bhd ( <i>formerly known as Airtime Management And Programming Sdn Bhd</i> ) (403472-D), a wholly-owned subsidiary of AHSB which is a Person Connected to Major Shareholders of our Company
Audit Committee	:	Our audit committee, presently comprising Robert William Boyle, Dato' Mokhzani bin Mahathir, Asgari bin Mohd Fuad Stephens, Dr. Fahad Hussain S. Mushayt and Chan Chee Beng
Board	:	Board of Directors of our Company
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CIMB	:	CIMB Investment Bank Berhad (18417-M)
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
EGM	:	Extraordinary General Meeting
Excorp	:	Excorp Holdings N.V. (76431), a Major Shareholder of our Company
KASB	:	Kristal-Astro Sdn Bhd (AGO/RC/4927), an associated company of AHSB which is a Person Connected to Major Shareholders of our Company
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	:	15 March 2013, being the latest practicable date prior to the printing of this Circular

## DEFINITIONS (cont'd)

---

Major Shareholder	:	A person who has an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:  (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or  (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation.  For the purpose of this definition, "interests in shares" has the meaning given in Section 6A of the Act.  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 (867573-A)
Maxis Group or our Group	:	Maxis and its subsidiaries
MBNS	:	MEASAT Broadcast Network Systems Sdn Bhd (240064-A), a wholly-owned subsidiary of AHSB which is a Person Connected to Major Shareholders of our Company
MBSB	:	Maxis Broadband Sdn Bhd (234053-D), our wholly-owned subsidiary
MCB	:	Maxis Communications Berhad (158400-V), our holding company and a Major Shareholder of our Company
MGB	:	MEASAT Global Berhad (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
MISB	:	Maxis International Sdn Bhd (240071-T), our wholly-owned subsidiary
MMSB	:	Maxis Mobile Sdn Bhd (229892-M), our wholly-owned subsidiary
MMSSB	:	Maxis Mobile Services Sdn Bhd (73315-V), our wholly-owned subsidiary
MSS	:	MEASAT Satellite Systems Sdn Bhd (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 given in Paragraph 1.01, Chapter 1 of the Listing Requirements

## DEFINITIONS *(cont'd)*

---

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 31 May 2012, 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 of RM0.10 each in our Company
SRGAP	:	SRG Asia Pacific Sdn Bhd (385851-P), a wholly-owned subsidiary of UTSB which is a Person Connected to Major Shareholders of our Company
STC	:	Saudi Telecom Company (1010150269), 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 (210874) and registered as a foreign company in Malaysia (990903-V)
Tanjong Group	:	Tanjong and any body corporate where Tanjong has equity interests of 10% or more
TCCPM	:	Tanjong City Centre Property Management Sdn Bhd (357133-T), a wholly-owned subsidiary of Tanjong Property Management Sdn Bhd (357136-K) which in turn is a wholly-owned subsidiary of Tanjong through Tanjong Asset Holdings Sdn Bhd (359779-A) which is a Person Connected to Major Shareholders of our Company
TGV	:	TGV Cinemas Sdn Bhd (305598-W), 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
UMTS	:	UMTS (Malaysia) Sdn Bhd (520422-D), a wholly-owned subsidiary of Advanced Wireless Technologies Sdn Bhd which in turn is a 75%-owned subsidiary of our Company
UT Group	:	UTSB and any body corporate where UTSB has equity interests of 10% or more
UTES	:	Usaha Tegas Equity Sdn Bhd (209844-K), a wholly-owned subsidiary of UTSB which is a Person Connected to Major Shareholders of our Company

## **DEFINITIONS** *(cont'd)*

---

UTHSB	:	UT Hospitality Services Sdn Bhd (664278-P), a wholly-owned subsidiary of UTSBM which is a Person Connected to Major Shareholders of our Company
UTSB	:	Usaha Tegas Sdn Bhd (121062-M), a Major Shareholder of our Company
UTSBM	:	UTSB Management Sdn Bhd (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
------------	---	---

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.

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.

## GLOSSARY OF TECHNICAL TERMS

---

2G	:	Second generation or 2G refers to the digital wireless communications system which uses circuit switching technology. GSM is one of the most widely used 2G mobile systems
3G	:	Third generation digital wireless communications system which uses both circuit and packet switching technology and offers higher speed data transmission rates (between 64kbps to 384kbps) than those available under 2G. Wideband Code Division Multiple Access and Code Division Multiple Access 2000 are 2 of the leading 3G technologies
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 station located within a cell used for communication between mobile devices within the cell and a base station controller or mobile switching centre
broadband	:	Transmission capacity having a bandwidth greater than 256kbps; 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 a mobile device within a single cell
CRT	:	Caller Ringtone
DIA	:	Dedicated internet access (service provided to offices)
e-	:	Electronic
GSM	:	Global System for Mobile communications; one of the most widely used standards for mobile communications, initially developed to standardise the use of mobile technology in Europe
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
IP	:	Internet Protocol; a standard that keeps track of network addresses for different nodes, routes outgoing messages, and recognises incoming messages
IPLC	:	International Private Leased Circuits; a point-to-point private line used for internet access, business data exchange, video conferencing and any other form of telecommunications to communicate inter-offices internationally
IPTV	:	Internet Protocol Television
IT	:	Information Technology
kbps	:	1 thousand bits per second
LAN	:	Local Area Network; a short distance data communications network (usually within a building)
leased circuit	:	Point-to-point leased line between offices
leased line	:	A permanent fiber optic or telephone connection between two points set up by a telecommunications carrier. It can be used for telephone, data or internet services
Mbps	:	1 million bits per second

## GLOSSARY OF TECHNICAL TERMS *(cont'd)*

---

Metro-E	:	Metro-Ethernet (which provides point-to-point connection between offices)
MMS	:	Multimedia Messaging Services
MPLS	:	Multi Protocol Label Switching; a mechanism in high-performance telecommunications networks which directs and carries data from one network node to the next
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 shared computer on a LAN that provides services to other computers in the network
SMS	:	Short Message Service; a service whereby mobile telephone users may send text messages. In GSM systems, a text message can have a maximum of 160 characters
VSAT	:	Very Small Aperture Terminal; a small earth station for transmission of data by satellite
VSAT service	:	Satellite service providing data and telephony services
WAP	:	Wireless Application Protocol; an open, global protocol that is designed to send web pages to wireless devices and allow users to access information instantly

## CONTENTS

---

	PAGE
<b>LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED MANDATE CONTAINING:</b>	
1. INTRODUCTION.....	1
2. BACKGROUND INFORMATION IN RESPECT OF THE PROPOSED MANDATE.....	2
3. DETAILS OF THE PROPOSED MANDATE.....	3
4. RATIONALE FOR THE PROPOSED MANDATE.....	8
5. EFFECTS OF THE PROPOSED MANDATE .....	9
6. APPROVAL REQUIRED.....	9
7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED .....	9
8. DIRECTORS' RECOMMENDATION.....	9
9. EGM.....	10
10. FURTHER INFORMATION.....	10
 <b>APPENDICES</b>	
I. NATURE OF THE RRPTS.....	11
II. DETAILS OF THE OUTSTANDING RRPT RECEIVABLES .....	39
III. 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.....	41
IV. ABSTENTION FROM VOTING.....	45
V. ADDITIONAL INFORMATION .....	56
 <b>NOTICE OF EGM .....</b>	 <b>57</b>
<b>FORM OF PROXY</b>	<b>ENCLOSED</b>





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

**Registered Office:**  
Level 18, Menara Maxis  
Kuala Lumpur City Centre  
Off Jalan Ampang  
50088 Kuala Lumpur  
Malaysia

11 April 2013

**Board:**

Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda (Chairman/Independent Non-Executive Director)  
Robert William Boyle (Independent Non-Executive Director)  
Dato' Mokhzani bin Mahathir (Independent Non-Executive Director)  
Asgari bin Mohd Fuad Stephens (Independent Non-Executive Director)  
Krishnan Ravi Kumar (Non-Executive Director)  
Dr. Fahad Hussain S. Mushayt (Non-Executive Director)  
Dr. Ibrahim Abdulrahman H. Kadi (Non-Executive Director)  
Augustus Ralph Marshall (Non-Executive Director)  
Chan Chee Beng (Non-Executive Director)  
Alvin Michael Hew Thai Kheam (Non-Executive Director)  
Sandip Das (Executive Director/Chief Executive Officer)

**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**

**1. INTRODUCTION**

On 31 May 2012, 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 EGM.

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 26 February 2013, CIMB on behalf of our Company announced to Bursa Securities that our Company intends to seek your approval for the Proposed Mandate at our forthcoming EGM.

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 resolutions in connection with the Proposed Mandate to be tabled at our forthcoming EGM. The notice of the EGM and the Form of Proxy are enclosed in this Circular.

**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 EGM.**

## **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, in relation to a listed issuer with an issued and paid-up share capital of RM60 million and above, is as follows:
  - (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 will be conducted or 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 include the provision of mobile, fixed line and international gateway telecommunications services as well as internet and broadband services, and corporate support functions for our Group.

The categories of RRPTs under the Proposed Mandate relate principally to the purchase and supply 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) Purchase of telecommunications related services**

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

- the use of Related Parties' systems to offer electronic information and transaction based services and contents and to deliver online information based services;
- the leasing of IPTV platform;
- the provision of fiber optic cables; and
- the provision of call handling and other tele-marketing services.

##### **(b) Supply of telecommunications related services**

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

- the provision of fixed voice, data and broadband services;
- the provision of IPTV related services;
- the provision of mobile office related services, managed communication services, short messaging services and 3G services;
- the provision of mobile payment services;
- the provision of VSAT, voice and data services;
- the provision of leased lines and circuits; and
- the provision of call centre services.

##### **(c) 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.

(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 such as sponsorship of events, promotional devices offers, subsidising of movie tickets and strategic partnerships for co-marketing and sales of fiber and IPTV services.

(e) Service activities

The RRPTs that may or will be entered into with the relevant Transacting Parties under this category relate to services for business facilities and amenities which comprise rental of auditorium, event/dining/training areas and its facilities, provision of third party contract staffs and corporate management services.

### **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 2012 and as at the LPD are RM8.1 million and RM2.7 million respectively, the details of which are as set out in Appendix II of this Circular.

In relation to the Outstanding RRPT Receivables, no late payment charges are imposed. This is due to, amongst others, our Group’s domestic industry practices whereby no late payment charges are imposed. Imposition of late payment charges is also not practised with our international roaming partners as a goodwill gesture although it is allowed under the international roaming agreements entered into. 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. Where required, our Group has also appointed clearing houses and roaming operators to assist with the recovery of the outstanding amounts. Given the courses of action taken and that the aggregate principal amount of Outstanding RRPT Receivables as at the LPD represents only 1.4% of the actual value of RRPTs transacted from 31 May 2012 to LPD, our 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 EGM 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 2013 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 the rental of assets/premises 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 the development of mobile payment, leisure and entertainment services will enhance the services provided to our Group's mobile subscribers and thereby contribute to the generation of revenue for our Group and our operations are efficiently managed through the utilisation of our Related Parties' expertise and resources.

Your 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.

### 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 Company has adopted the following additional review and approval procedures for RRPTs which are within the Proposed Mandate:
  - (i) Individual RRPTs that fall below RM30 million each in value will be reviewed and approved in accordance with our Company's Manual of Limits of Authority ("LOA") with limits of approval levels varying with the value and nature of the transactions. For example, a transaction of a marketing, advertising or promotional nature with a value of between RM1 million and RM10 million will require the approval of the Chief Operating Officer of our Company whilst a transaction above RM10 million up to RM20 million will require joint approval of the Chief Financial Officer and the Chief Operating Officer of our Company. A transaction above RM20 million up to RM30 million will require joint approval of the Chief Executive Officer and the Chief Financial Officer of our Company;
  - (ii) Individual RRPTs exceeding RM30 million each in value will be reviewed and considered by the Audit Committee and thereafter, if the Audit Committee shall deem fit, will be recommended to your Board for approval;
  - (iii) Variations to the terms and conditions of the individual RRPTs will be reviewed and approved in accordance with our Company's LOA; and
  - (iv) A quarterly report on all RRPTs transacted in that quarter will be produced to the Audit 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 subsidiary has ascertained that the transaction prices, rentals, 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 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 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. The aggregate value of the RRPTs transacted in accordance with the Proposed Mandate shall be disclosed in the annual report of our Company pursuant to Paragraph 10.09(2)(b) of the Listing Requirements. In accordance with the Listing Requirements, in making the disclosure of the aggregate value of RRPTs, a breakdown of the aggregate value of the RRPTs where:
  - (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,

entered into during the financial year will be provided, based on 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 Company. 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 audit 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 Committee shall review the Internal Audit 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 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 Maxis or our Group; and

- (l) If the Audit 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 Committee has the discretion to request for additional procedures to be imposed on all RRPTs.

It is our Company's policy to ensure that all of our transactions regardless of whether they are RRPTs or not, must comply with our Company'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 Company.

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 Company's Code of Business Practice lays down the policy that all of our Company'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.

### **3.9 Statement by Audit Committee**

The Audit 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 audit 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 Committee will be reported to your 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 EGM, shall take effect from the date of the passing of the ordinary resolutions proposed at our EGM 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 our forthcoming EGM 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 143(1) of the Act (excluding however such extension as may be allowed pursuant to Section 143(2) 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 an EGM that may be held on the same day as the AGM, subject to a satisfactory review by our Audit 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 EGM.

## **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 EGM 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 EGM 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 EGM, in which they and/or Persons Connected to them have interests.

## **8. DIRECTORS' RECOMMENDATION**

Having considered all aspects of the Proposed Mandate, your 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 and who hence expressed no opinion thereon), is of the opinion that the Proposed Mandate is in the best interests of our Company.

Accordingly, your 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 EGM.

**9. EGM**

Our EGM will be held on Thursday, 9 May 2013 at 11.30 a.m. at the Grand Ballroom, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia or immediately after the conclusion or the adjournment of our Fourth AGM which will be held at the same venue and on the same day at 10.00 a.m. or any adjournment of the EGM, whichever is later, for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of our EGM herein to approve and give effect to the Proposed Mandate.

You may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you must deposit the original signed Form of Proxy with 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 the EGM.

However, the lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

**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

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
(i)	The estimated aggregate value of transactions between Maxis Group and AHSB Group and its affiliates from the date of our forthcoming EGM to the date of our next AGM amounts to RM149.971 million, consisting of the following transactions:							
1.	MMSSB	AD5SB	Provision of services and content to MMSSB to provide premium SMS/WAP/MMS content to Maxis subscribers	6,000	1,261	4,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, Ananda Krishnan, Tatparanandam ("TAK"), Tun Dr. Haji Mohammed Hanif bin Omar ("THO"), Dato' Haji Badri bin Haji Masri ("Dato' Badri") and Mohamad Shahrin bin Merican ("MSM")  Director Augustus Ralph Marshall ("ARM")	Please refer to Note 1

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
2.	MMSSB	AD5SB	Nature of services as MMSSB's (i) exclusive content aggregator, publishing and advertising agency services provider across Maxis' internet properties (other than mobile properties and IPTV services); (ii) exclusive advertising agency services provider for IPTV content aggregator, publishing and advertising agency services provider across Maxis' mobile properties	18,000	12,654	18,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  Director ARM	Please refer to Note 1
3.	MBSB	MBNS	Provision of 1300 inbound telephony solutions by MBSB	8,500	5,209	8,500	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  Director ARM	Please refer to Note 1
4.	MBSB	MBNS	Provision of managed communication services by MBSB	30,000	21,326	30,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  Director ARM	Please refer to Note 1

Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
5. MBSB	MBNS, AD5SB and AHSB's affiliates	Provision of VSAT services by MBSB	300	Nil	300	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
6. MBSB	MBNS and AHSB's affiliates	Provision of secured location and internet bandwidth by MBSB for MBNS' online business and solution needs	4,000	87	4,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
7. MMSSB	MBNS	Provision of external content provider aggregator services to MBNS to provide premium SMS/WAP/MMS/CRT/3G content to Maxis subscribers	1,902	278	2,154	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
8. MMSSB	MBNS	Sponsorship of golf tournament organised by MMSSB	100	Nil	100	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
9	MMSSB	MBNS	Nature of transaction* Sponsorship of events organised/ aired including provision of mobile and online content and services	7,208	7,208	49,667	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
10.	MBSB	MBNS, AHSB and/or its affiliates	Provision of Maxis IP contact centre services by MBSB	15,000	Nil	15,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
11.	MBSB	MBNS, AD5SB, ARSB and AHSB's affiliates	Provision of leased circuits/DIA/Metro-E by MBSB	9,500	2,672	9,500	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
12.	MBSB	MBNS, AHSB and/or its affiliates	Provision of bandwidth solutions by MBSB	7,000	1,061	7,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
13.	MMSSB	AESB	Provision of services and contents to MMSSB to provide premium SMS/WAP/MMS content to Maxis subscribers	1,500	1,333	1,500	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
14.	MBSB	KASB	Provision of IPLC solutions by MBSB	250	93	250	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
<b>(ii) The estimated aggregate value of transactions between Maxis Group and Tanjong Group and its affiliates from the date of our forthcoming EGM to the date of our next AGM amounts to RM45.550 million, consisting of the following transactions:</b>								
15.	MMSB and/or its affiliates	TCCPM and/or its affiliates	Rental of signage space and other related expenses at both sides of the facade of Menara Maxis by MMSB and Maxis' naming rights to the building payable on monthly basis	870	618	1,200	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors Asgari bin Mohd Fuad Stephens ("Asgari"), ARM and Chan Chee Beng ("CCB")	Please refer to Note 2

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
16.	MMSSB and/or its affiliates	TCCPM and/or its affiliates	<p>Rental, service charge, property building expenses and other related expenses payable on monthly basis by MMSSB at Menara Maxis for:-</p> <p>(a) approximately 16,000 sq.ft. at Levels 24 and 25</p> <p>(b) approximately 190,000 sq.ft. at Levels 8 and 10 to 23</p> <p>(c) approximately 8,000 sq.ft. at Ground Floor</p> <p>(d) for additional office space/floor and storage space at the basement</p>	4,000	1,128	4,100	<p>Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM</p> <p>Directors Asgari, ARM and CCB</p>	Please refer to Note 2
17.	MMSSB	TGV	Provision of e-money service by MMSSB that allows Maxis customers to make payment for TGV cinema tickets via mobile phones	5	Nil	20	<p>Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM</p> <p>Directors Asgari, ARM and CCB</p>	Please refer to Note 2
18.	MMSSB	TGV	Provision of a mobile cinema ticketing service by MMSSB that allows Maxis customers to book TGV cinema ticket bookings via smart phone applications and mobile internet	170	Nil	100	<p>Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM</p> <p>Directors Asgari, ARM and CCB</p>	Please refer to Note 2



	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
19.	MMSSB	TGV	Purchase of movie tickets by MMSSB – subsidised for high value Maxis One Club customers	500	152	1,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors Asgari, ARM and CCB	Please refer to Note 2
20.	MBSB	Tanjong and/or its affiliates	Provision of leased line services/DIA/Metro-E/ MPLS by MBSB	850	25	500	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors Asgari, ARM and CCB	Please refer to Note 2
<b>(iii) The estimated aggregate value of transactions between Maxis Group and MGB Group and its affiliates from the date of our forthcoming EGM to the date of our next AGM amounts to RM43.669 million, consisting of the following transactions:</b>								
21.	MBSB	MSS	Transponder lease rentals payable on quarterly basis by MBSB	19,753	9,387	17,422	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3
22.	MBSB	MSS	Rental payable on monthly basis by MBSB for BTS site	45	22	47	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3
23.	MBSB	MSS	Lease rentals of MSS' teleport facility payable on quarterly basis by MBSB	1,200	805	1,410	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
24.	MBSB	MSS	Participation in IP Transit Project between MBSB and MSS where MBSB provides internet bandwidth pipe to MSS for MSS' customers	1,500	49	1,500	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3
25.	MBSB	MSS	Provision of bandwidth solutions by MBSB	1,500	631	1,500	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3
26.	MBSB	MSS	Provision of leased line services/DIA/Metro-E or any related IP solutions by MBSB	600	15	600	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3
27.	MBSB	MGB and/or its affiliates	Provision of leased circuits by MBSB	50	Nil	50	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3
28.	MBSB	Measat Broadband (International) Ltd ("MBI"), an affiliate of MEASAT Network Limited	Transponder (IP*star) lease rentals payable on quarterly basis by MBSB	14,512	9,539	21,140	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3

Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
<b>(iv) The estimated aggregate value of transactions between Maxis Group and UT Group and its affiliates from the date of our forthcoming EGM to the date of our next AGM amounts to RM105.527 million, consisting of the following transactions:</b>							
29. MMSB and/or its affiliates	UTHSB and/or its affiliates	Provision of food and beverage services at Level 24 to MMSB and/or its affiliates and rental of space at Level 24 and auditorium at Level 25, Menara Maxis for internal and external briefings and promotions by MMSB and/or its affiliates	260	55	280	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
30. MBSB	UTSB, UTSBM, UT Projects Sdn Bhd ("UTP"), UT Energy Services Sdn Bhd ("UTESB") and/or its affiliates	Provision of business voice services by MBSB	1,800	254	1,800	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
31. MMSB and/or its affiliates	UTHSB and/or its affiliates	Provision of facilities and amenities at Levels 24 and 25, Menara Maxis to MMSB	780	Nil	840	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
32.	MBSB	UTSB and/or its affiliates	Provision of equipment and business voice value added services by MBSB	500	Nil	500	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
33.	MMSSB	UTSB & its affiliates	Promotional devices offer by MMSSB to UTSB and its affiliates	175	Nil	175	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
34.	MMSSB	UTSBM and/or its affiliates	Engagement of UTSBM and/or its affiliates to provide corporate management services	28,709	20,979	30,917	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
35.	MBSB	UTSBM	Provision of leased circuits/DIA and Metro-E by MBSB	800	283	800	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
36.	MMSSB	SRGAP	Purchase of services – the provision of call handling and other tele-marketing services to MMSSB	46,000	16,275	45,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
37.	MBSB	SRGAP	Provision of leased services/DIA and Metro-E by MBSB	600	307	600	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
38.	Maxis and/or its affiliates	SRGAP	Provision of mobility services - SMS/Enterprise SMS by Maxis and/or its affiliates	200	Nil	200	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
39.	MBSB	SRGAP	Provision of 1300 toll-free and call centre project by MBSB	500	47	500	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
40.	MBSB	SRGAP	Provision of Maxis IP contact centre services by MBSB	6,000	1,178	6,000	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4
41.	MMSSB	SRGAP	Supply of third party contract staff by SRGAP	4,802	Nil	4,695	Major Shareholders UTSB, PSIL, Excorp, PanOcean, TAK and MSM  Directors ARM and CCB	Please refer to Note 4

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
42.	Maxis and/or its affiliates	Bumi Armada Berhad ("BAB")	Provision by Maxis and/or its affiliates of: <ul style="list-style-type: none"> <li>• VSAT services</li> <li>• Internet and email infrastructure</li> <li>• 8Mbps Metro-E</li> </ul>	2,500 200 400	Nil Nil Nil	2,500 200 400	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors CCB	Please refer to Note 5
43.	MBSB	BAB and/or its affiliates	Provision of leased line services/DIA/Metro-E by MBSB	1,500	84	1,500	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors CCB	Please refer to Note 5
44.	MISB	Mobitel (Private) Limited ("Mobitel")	<ul style="list-style-type: none"> <li>• Interconnect revenue to MISB</li> <li>• Interconnect expenses paid by MISB</li> </ul>	93 235	19 3,627	100 5,400	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors CCB and Sandip Das ("SD")	Please refer to Note 6
45.	MMSSB	Mobitel	<ul style="list-style-type: none"> <li>• Roaming partner revenue to MMSSB</li> <li>• Roaming partner expenses paid by MMSSB</li> </ul>	50 150	32 79	70 150	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Directors CCB and SD	Please refer to Note 6

Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the AGM (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
46. MISB	Sri Lanka Telecom PLC ("SLT")	<ul style="list-style-type: none"> <li>Interconnect revenue to MISB</li> <li>Interconnect expenses paid by MISB</li> </ul>	110 109	827 1,192	1,300 1,600	Major Shareholders UTSS, PSIL, Excorp, PanOcean and TAK  Directors CCB and SD	Please refer to Note 6
(v) The estimated aggregate value of transactions between Maxis Group and UMTS, a 75%-owned subsidiary of Maxis, from the date of our forthcoming EGM to the date of our next AGM amounts to RM58.470 million, consisting of the following transactions:							
47. MMSB	UMTS	Provision of corporate support services by MMSB. Corporate support services include services such as support functions for accounting, regulatory, taxation, company secretarial and human resources matters, rental of office space, stationery & printing costs, repair & maintenance of office furniture & fittings, cleaning services for office buildings and rental of IT equipment	2,607	1,043	2,700	Major Shareholders UTSS, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  Director Dr. Fahad Hussain S. Mushayt ("Dr. Fahad"), ARM, CCB, SD and Nasution bin Mohamed ("NM")	Please refer to Note 7



Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD the AGM (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
48. MBSB	UMTS	Provision of designated 3G Spectrum by UMTS for MBSB's authorised usage, provision of 3G wholesale services and the appointment of MBSB to rollout the 3G network as per the existing service level agreement between MBSB and UMTS	54,712	23,792	55,770	<p><u>Major Shareholders</u>  UTSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM</p> <p><u>Director</u>  Dr. Fahad, ARM, CCB, SD and NM</p>	Please refer to Note 7
(vi) The estimated aggregate value of transactions between Maxis Group and its affiliates from the date of our forthcoming EGM to the date of our next AGM amounts to RM24.920 million, consisting of the following transactions:							
49. MMSB	MCB	Provision of corporate services by MMSB. Corporate support services include services such as support functions for accounting, regulatory, taxation, company secretarial and human resources matters, rental of office space, stationery & printing costs, repair & maintenance of office furniture & fittings, cleaning services for office buildings and rental of IT equipment	5,000	2,375	3,500	<p><u>Major Shareholders</u>  All Major Shareholders as set out in Section (c) of Appendix III of this Circular</p> <p><u>Directors</u>  Ghassan Hasbani ("GH")#, Dr. Zeyad Thamer H. AlEtaiabi ("Dr. Zeyad")#, Krishnan Ravi Kumar ("KRK"), Dr. Fahad, Dr. Ibrahim Abdulrahman H. Kadi ("Dr. Ibrahim"), ARM, CCB and SD</p>	Please refer to Note 8



	Company in the Maxis Group Involved	Transacting Parties	Nature of transaction*	Estimated value as disclosed in the circular to shareholders dated 2 May 2012 (RM000)	Actual value transacted from 31 May 2012 up to the LPD (RM000)	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
50.	MISB	Dishnet Wireless Limited ("DWL") and/or Aircel Limited ("Aircel Group")	<ul style="list-style-type: none"> <li>Interconnect revenue to MISB</li> <li>Interconnect expenses paid by MISB</li> </ul>	4,300 9,100	7,224 1,641	13,300 3,400	Major Shareholders All Major Shareholders as set out in Section (c) of Appendix III of this Circular  Directors CCB* and SD	Please refer to Note 9
51.	MMSSB	DWL	<ul style="list-style-type: none"> <li>Roaming partner revenue to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	30 102	Nil 21	60 102	Major Shareholders All Major Shareholders as set out in Section (c) of Appendix III of this Circular  Directors CCB* and SD	Please refer to Note 9
52.	MMSSB	Aircel Limited and/or its affiliates	<ul style="list-style-type: none"> <li>Roaming partner revenue to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	218 1,258	Nil 125	300 1,258	Major Shareholders All Major Shareholders as set out in Section (c) of Appendix III of this Circular  Directors CCB* and SD	Please refer to Note 9
53.	MMSSB	Bridge Mobile Pte Ltd ("Bridge Mobile")	<ul style="list-style-type: none"> <li>Regional bid coordination services to MMSSB whereby Bridge Mobile acts as a single point of contact and coordinator to provide competitive bid/business offerings to corporations within the region that requires telecommunications services</li> </ul>	300	Nil	300	Major Shareholders All Major Shareholders as set out in Section (c) of Appendix III of this Circular  Director SD	Please refer to Note 10