

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
54. MMSSB	Bridge Mobile	<ul style="list-style-type: none"> <li>Traffic steering services to MMSSB</li> <li>Membership fee</li> <li>Preferred roaming services to MMSSB</li> </ul>	500 500 1,200	322 476 722	500 1,000 1,200	Major Shareholders All Major Shareholders as set out in Section (c) of Appendix III of this Circular  Director SD	Please refer to Note 10
<b>(vii) The estimated aggregate value of transactions between Maxis Group and STC Group and its affiliates from the date of our forthcoming EGM to the date of our next AGM amounts to RM24.533 million, consisting of the following transactions:</b>							
55. MMSSB	STC	<ul style="list-style-type: none"> <li>Roaming partner income to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	6,000 2,000	4,529 1,081	7,000 2,000	Major Shareholder STC  Directors GH <sup>#</sup> , Dr. Zeyad <sup>#</sup> , KRK and Dr. Fahad	Please refer to Note 11
56. MISB	STC and/or its affiliates	<ul style="list-style-type: none"> <li>Interconnect revenue to MISB</li> <li>Interconnect expenses paid by MISB</li> </ul>	3,000 1,772	5,771 1,277	5,600 2,100	Major Shareholder STC  Directors GH <sup>#</sup> , Dr. Zeyad <sup>#</sup> , KRK and Dr. Fahad	Please refer to Note 11

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57.	MMSSB	Cell C (Pty) Ltd ("Cell C")	<ul style="list-style-type: none"> <li>Roaming partner income to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	25 150	Nil 5	50 150	Major Shareholder STC  Director KRK, Dr. Fahad and Dr. Ibrahim	Please refer to Note 12
58.	MMSSB	Kuwait Telecom Company ("KTC")	<ul style="list-style-type: none"> <li>Roaming partner income to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	101 148	41 44	101 148	Major Shareholder STC  Directors GH# and Dr. Zeyad#	Please refer to Note 13
59.	MMSSB	AVEA İletişim Hizmetleri A.Ş. ("AVEA")	<ul style="list-style-type: none"> <li>Roaming partner income to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	140 500	73 370	140 800	Major Shareholder STC  Directors GH#, KRK, Dr. Fahad and Dr. Ibrahim	Please refer to Note 14
60.	MMSSB, MMSSB and/or its affiliates	SEBIT Eğitim ve Bilgi Teknolojileri Anonim Şirketi ("SEBIT")	<ul style="list-style-type: none"> <li>Licence fee payable to SEBIT for provision of online education service to MMSSB</li> <li>Revenue share entitlement payable to SEBIT</li> <li>Provision of database support by SEBIT</li> </ul>	4,500 1,582 12	Nil Nil Nil	4,500 1,582 12	Major Shareholder STC  Directors GH#, KRK, Dr. Fahad and Dr. Ibrahim	Please refer to Note 15
61.	MMSSB	Viva Bahrain BSC (C) ("Viva")	<ul style="list-style-type: none"> <li>Roaming partner income to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	6 30	31 72	150 200	Major Shareholder STC  Directors GH#, Dr. Zeyad# and KRK	Please refer to Note 16

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
<p>(viii) The estimated aggregate value of transactions between Maxis Group and AXIS, a company of which STC and MCB, both of them Major Shareholders, have 80.1% and 14.9% equity interests respectively, from the date of our forthcoming EGM to the date of our next AGM amounts to RM2.706 million, consisting of the following transaction:</p>							
62. MMSSB	PT AXIS Telekom Indonesia ("AXIS")	<ul style="list-style-type: none"> <li>Roaming partner income to MMSSB</li> <li>Roaming partner expenses paid by MMSSB</li> </ul>	200	168	500	<u>Major Shareholders</u> All Major Shareholders as set out in Section (c) of Appendix III of this Circular  <u>Directors</u> GH <sup>#</sup> , Dr. Zeyad <sup>#</sup> , KRK, Dr. Fahad and CCB	Please refer to Note 17
<p>(ix) The estimated aggregate value of transactions between Maxis Group and a company directly or indirectly controlled by or associated with TAK in which he is deemed to have an interest, is deemed a Major Shareholder, from the date of our forthcoming EGM to the date of our next AGM amounts to RM0.070 million, consisting of the following transactions:</p>							
63. MBSB	Malaysian Jet Services Sdn Bhd ("MJS")	Provision of business voice services by MBSB	70	6	70	<u>Major Shareholder</u> TAK	Please refer to Note 18
<p>(x) The estimated aggregate value of transactions between Maxis Group and companies related to certain Major Shareholders, from the date of our forthcoming EGM to the date of our next AGM amounts to RM0.249 million, consisting of the following transaction:</p>							
64. MBSB	Communications and Satellite Services Sdn Bhd ("CSS")	Provision of leased circuits/DIA and Metro-E by MBSB	1,000	Nil	200	<u>Major Shareholders</u> TAK and MSM	Please refer to Note 19

	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
65.	MBSB	Malaysian Landed Property Sdn Bhd ("MLP")	BTS rental and electricity charges payable on monthly basis by MBSB	45	30	49	Major Shareholders TAK, PanOcean and MSM	Please refer to Note 20
<b>(xi) The estimated aggregate value of transactions between Maxis Group and companies related to certain Directors, from the date of our forthcoming EGM to the date of our next AGM amounts to RM0.061 million, consisting of the following transactions:</b>								
66.	MBSB	Strateq Data Centre Sdn Bhd ("SDCSB")	BTS rental and electricity charges payable on quarterly basis by MBSB	54	29	61	Director Dato' Mokhzani bin Mahathir ("Dato' Mokhzani")	Dato' Mokhzani, a Director, is also a major shareholder of SDCSB by having a deemed equity interest of 54.75% in Strateq Sdn Bhd (held through Strateq Systems Sdn Bhd), which in turn holds 100% equity interest in SDCSB. He is also a shareholder of Maxis by virtue of his direct equity interest over 750,000 Shares representing 0.01% of the share capital of Maxis held personally.
<b>Total estimated transaction value/actual value transacted</b>				<b>391,751</b>	<b>195,802</b>	<b>455,726</b>		

(B) ADDITIONAL CATEGORIES OF RRPTS WHICH MAY OR WILL BE ENTERED INTO UNDER THE PROPOSED NEW MANDATE

	Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	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 RM143.318 million consisting of the following transactions:					
1	MBSB	Media Innovations Pty Ltd ("Media Innovations") and/or its affiliates	<ul style="list-style-type: none"> <li>• License and services fees by MBSB for IPTV platform.</li> <li>• Provision of IPTV content production equipment by MBSB</li> </ul>	4,500  900	<u>Major Shareholders</u> UTSSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
2	MBSB	MBNS	Strategic partnership on co-marketing and sales of Maxis fiber services, wireless services, broadband services and Astro IPTV services and On-The-Go Services.	117,418	<u>Major Shareholders</u> UTSSB, PSIL, Excorp, PanOcean, TAK, THO, Dato' Badri and MSM  <u>Director</u> ARM	Please refer to Note 1
3.	MMSSB	Getit Infoservices Private Limited ("Getit") and/or its affiliates	<ul style="list-style-type: none"> <li>• Purchase of data (Business Listings) in Malaysia from Getit and/or its affiliates.</li> <li>• Provision of premium local search, classifieds, deals and communities contents to Maxis subscribers by Getit and/or its affiliates.</li> </ul>	5,500  15,000	<u>Major Shareholders</u> UTSSB, 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 from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
<b>(ii)</b> 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 RM3.500 million, consisting of the following transactions:					
4. MBSB	MBI	Revenue share from MBI for the leasing of satellite bandwidth on the Measat-5 satellite to other customers	3,500	Major Shareholders TAK and THO  Directors ARM and CCB	Please refer to Note 3
<b>(iii)</b> 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 RM0.600 million, consisting of the following transactions:					
5. MBSB	BAB	Provision of secured location and internet bandwidth by MBSB.	600	Major Shareholders UTSB, PSIL, Excorp, PanOcean and TAK  Director CCB	Please refer to Note 5
<b>(iv)</b> The estimated aggregate value of transactions between Maxis Group and STC Group and its affiliates from the date of our forthcoming EGM to the date of our next AGM amounts to RM0.300 million, consisting of the following transactions:					
6. MMSSB	Sale Advanced Co. Ltd. ("SACL")	Revenue share from STC for the usage of STC's SIM cards for Malaysian Hajj and Umrah visitors	300	Major Shareholder STC	SACL is a 60% subsidiary of STC.

Company in the Maxis Group involved	Transacting Parties	Nature of transaction*	Estimated value from 9 May 2013 to the next AGM (RM000)	Interested Related Parties	Nature of Relationships
(v) The estimated aggregate value of transactions between Maxis Group and companies related to certain Directors, from the date of our forthcoming EGM to the date of our next AGM amounts to RM5.665 million, consisting of the following transactions:					
7. MBSB	OPCOM Cables Sdn Bhd ("OCSB")	Supply and delivery of fiber optic cables by OCSB	5,665	Director Dato' Mokhzani	OCSB is a 70% subsidiary of Opcom Holdings Berhad ("Opcom"). Dato' Mokhzani is the Chairman of Opcom and the Chairman/ Managing Director of OCSB. Dato' Mukhriz bin Mahathir who is a brother of Dato' Mokhzani, is a substantial shareholder of Opcom holding 23.5% of the total issued and paid-up capital of Opcom. Dato' Mokhzani does not hold any shares in Opcom and OCSB.
<b>Total estimated transaction value</b>			<b>153,383</b>		

**Notes:**

- <sup>(i)</sup> All information in relation to equity interests as set out in this Appendix I are as at the LPD.
- <sup>(ii)</sup> The transacting parties within the Maxis Group as set out in the table above are merely an indication and the actual transacting parties may vary upon conclusion of these deals.
- \* Certain acronyms or technical terms used herein are defined in the "Glossary of Technical Terms" appearing on pages (v) to (vi) of this Circular.
- # GH and Dr. Zeyad resigned as Directors of Maxis on 20 October 2012 and 15 September 2012 respectively. For the purposes of the Proposed Mandate, both would be directors within the preceding 6 months of the date on which the terms of the transactions may be agreed upon.
- \* CCB was a director of Aircel Limited and DWL up to 15 February 2013. For the purposes of the Proposed Mandate, CCB would be a director within the preceding 6 months of the date on which the terms of the transactions may be agreed upon.

AHSB Group

AD5SB, MBNS, ARSB and AESB are wholly-owned subsidiaries of Astro Malaysia Holdings Berhad ("AMH") whilst KASB is a 48.9%-owned associated company of AMH. AMH is a 70.66%-owned subsidiary of Astro Networks (Malaysia) Sdn Bhd ("ANM") which in turn is wholly-owned by AHSB. Media Innovations is wholly-owned by Media Innovations Pte Ltd ("MIPL") which in turn is 44.95% held by All Asia Digital Networks Pte Ltd ("AADN"). AADN is an indirect wholly-owned subsidiary of AHSB. Getit is a 50.1%-owned subsidiary of ASTRO Overseas Limited ("AOL") which in turn is wholly-owned by Astro All Asia Networks Limited ("AAAN"), a wholly-owned subsidiary of AHSB.

UTSB, PSIL, Excorp and PanOcean who are Major Shareholders with each having a deemed equity interest over 4,875,000,000 Shares representing 65.0% of the issued and paid-up share capital of Maxis in which Binaniang GSM Sdn Bhd ("BGSM") has an interest, by virtue of their deemed equity interests (through several subsidiaries of UTSB) in BGSM which in turn wholly owns MCB, are also major shareholders of AHSB with each having a deemed equity interest over 479,619,973 ordinary shares of RM0.10 each in AHSB ("AHSB Shares") representing 34.01% of the issued and paid-up share capital in AHSB.

Excorp is 100%-owned by PanOcean and it has a 100% direct controlling interest in PSIL, which in turn has a 99.999% direct controlling interest in UTSB. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations, including those for charitable purposes.

TAK who is a Major Shareholder with a deemed equity interest over 4,875,000,000 Shares representing 65.0% of the issued and paid-up share capital of Maxis, is also a major shareholder of AHSB with a deemed equity interest over 819,082,908 AHSB Shares representing 58.08% of the issued and paid-up ordinary share capital of AHSB. In addition, TAK is also a director of PanOcean, Excorp, PSIL and UTSB. Although TAK and PanOcean are deemed to have interests in the Shares in which PSIL has an interest, they do not have any economic or beneficial interest over these Shares as such interest is held subject to the terms of the discretionary trust.

ARM who is a Director, is also a director of PanOcean, Excorp, PSIL and an executive director of UTSB. He does not have any equity interest in UTSB, in PanOcean, in Excorp or in PSIL. In addition, ARM is also a director and group chief executive officer of AHSB, a director and non-executive deputy chairman of AMH as well as a director of AOL, AAAN, ANM, MBNS, ARSB, AESB, Media Innovations, MIPL, Getit and other companies within the AHSB Group. ARM has a direct equity interest over 750,000 Shares representing 0.01% of the issued and paid-up share capital in Maxis and 8,500,000 AMH Shares representing 0.16% of the issued and paid-up share capital of AMH. ARM does not have any equity interests in MMSB, MBSB, MMSB nor in the AHSB Group.

THO, Dato' Badri and MSM are Major Shareholders with each having a deemed equity interest over 4,875,000,000 Shares representing 65.0% of the issued and paid-up share capital of Maxis in which BGSM has an interest, by virtue of their respective 25% direct equity interest in Harapan Nusantara Sdn Bhd ("HNSB"). HNSB's deemed interest in the voting shares in Maxis in which BGSM has an interest, arises by virtue of HNSB being entitled to control the exercise of 100% of the votes attached to the voting shares in each of Mujur Anggun Sdn Bhd, Cabaran Mujur Sdn Bhd, Anak Samudra Sdn Bhd, Dumai Maju Sdn Bhd, Nusantara Makmur Sdn Bhd, Usaha Kenanga Sdn Bhd and Tegas San Sdn Bhd (collectively, "HNSB Subsidiaries").

The HNSB Subsidiaries hold in aggregate 30% direct equity interest in BGSM and therefore, via such aggregate interest, HNSB has a deemed interest over all the Shares held by MCB in Maxis. The Shares held via the HNSB Subsidiaries are held under discretionary trusts for Bumiputera objects. As such, they do not have any economic interest in those Shares held by the HNSB Subsidiaries as such interest is held subject to the terms of such discretionary trusts. Further, as THO, Dato' Badri and MSM exercise or control the exercise of at least 15% of the votes attached to the voting shares in Maxis, they are deemed to have an interest in the shares of Maxis' subsidiaries.

THO, Dato' Badri and MSM are major shareholders of AHSB with each having a deemed equity interest over 177,446,535 AHSB Shares representing 12.58% of the issued and paid-up ordinary share capital in AHSB in which Harapan Terus Sdn Bhd ("HTSB") has an interest, by virtue of their respective 25% direct equity interest in HTSB. HTSB is deemed to have an interest in the voting shares in AHSB in which Berkat Nusantara Sdn Bhd, Nusantara Cempaka Sdn Bhd, Nusantara Delima Sdn Bhd, Mujur Nusantara Sdn Bhd, Gerak Nusantara Sdn Bhd and Sanjung Nusantara Sdn Bhd (collectively, "HTSB Subsidiaries") have an interest, by virtue of HTSB being entitled to exercise 100% of the votes attached to the voting shares in the immediate holding companies in each of HTSB Subsidiaries viz Nusantara Barat Sdn Bhd, Prisma Mutiara Sdn Bhd, Nada Nusantara Sdn Bhd, Cermat Delima Sdn Bhd and Cermat Deras Sdn Bhd respectively.

The HTSB Subsidiaries hold in aggregate 12.58% direct equity interest in AHSB and therefore, via such aggregate interest, HTSB has a deemed interest over all the shares held by the HTSB Subsidiaries in AHSB. The AHSB Shares held via the HTSB Subsidiaries are held under discretionary trusts for Bumiputera objects. As such, they do not have any economic interest in those shares held by the HTSB Subsidiaries as such interest is held subject to the terms of such discretionary trusts. Further, as THO, Dato' Badri and MSM do not exercise or control the exercise of at least 15% of the votes attached to the voting shares in AHSB, they are not deemed to have an interest in the shares of ANM, AMH, AD5SB, MBNS, ARSB, AESB, KASB, Media Innovations and Getit.



Dato' Badri who is a director of AHSB, ANM and AOL, is also a director of MBNS, KASB and several other subsidiaries of AHSB. Dato' Badri has a direct equity interest over 1,000,000 AMH Shares representing 0.02% of the issued and paid-up share capital of AMH.

MSM has a direct equity interest over 11,000 Shares representing 0.0001% of the issued and paid-up share capital of Maxis. He also has a direct equity interest over 300,000 AMH Shares representing 0.006% of the issued and paid-up share capital of AMH. Please refer to Note 4 for MSM's interests in the UT Group.

Dato' Mohamed Khadar bin Merican ("**Dato' Khadar**"), a director of AMH and AOL is a person connected to MSM.

(2)

#### Tanjong Group

TCCPM and TGV are wholly-owned subsidiaries of Tanjong. Tanjong in turn is a wholly-owned subsidiary of Tanjong Capital Sdn Bhd ("**TCSB**").

UTSB holds 71,000,000 ordinary shares of RM1.00 each in TCSB ("**TCSB Shares**") representing 37.49% of the issued and paid-up share capital of TCSB and has an indirect equity interest over 53,688,000 TCSB Shares representing 28.35% of the issued and paid-up share capital of TCSB held via its wholly-owned subsidiary, Usaha Tegag Resources Sdn Bhd ("**UTRSB**"). PSIL, Excorp and PanOcean each has a deemed equity interest over 124,688,000 TCSB Shares representing 65.84% of the issued and paid-up share capital of TCSB through UTSB.

TAK has a deemed equity interest over 124,863,000 TCSB Shares representing 65.93% of the issued and paid-up share capital of TCSB through UTSB and Wangi Terang Sdn Bhd ("**WTSB**"). WTSB holds 175,000 TCSB Shares representing 0.09% of the issued and paid-up share capital of TCSB.

Although TAK and PanOcean have deemed interest in the 124,688,000 TCSB Shares held through UTSB, they do not have any economic or beneficial interest over such shares, as such interest is held subject to the terms of a discretionary trust.

TCCPM and TGV are persons connected to UTRS, UTSB, PSIL, Excorp, PanOcean and TAK by virtue of their interest in TCSB as set out above. Please refer to Note 1 above for interests of UTSB, PSIL, Excorp, PanOcean and TAK in Maxis.

CCB who is a Director, is also an executive director of UTSB and a director of TCSB, MMSB, MBSB, MMSB and certain subsidiaries of Maxis and Tanjong. ARM who is a Director, is an executive director of Tanjong. ARM and CCB do not have any equity interest in UTSB, UTRS, TCSB, Tanjong, TCCPM and TGV. Please refer to Note 1 above for ARM's interests in Maxis. CCB has a direct equity interest over 750,000 Shares representing 0.01% of the issued and paid-up share capital of Maxis.

Asgari who is a Director with a direct equity interest over 375,000 Shares representing 0.005% of the issued and paid-up share capital of Maxis, has a deemed equity interest over 6,406,000 TCSB Shares representing 3.38% of the issued and paid-up share capital of TCSB through Panglimawira Sdn Bhd.

MSM also has a deemed equity interest over 8,596,000 TCSB Shares representing 4.54% of the issued and paid-up share capital of TCSB through Macroniaga Sdn Bhd. Please refer to Note 1 above for MSM's interests in Maxis.

(3)

#### MGB Group

TAK is also a major shareholder of MGB with a deemed equity interest over 389,933,155 ordinary shares of RM0.78 each representing 100% of the issued and paid-up ordinary share capital of MGB held via MEASAT Global Network Systems Sdn Bhd ("**MGNS**"), a wholly-owned subsidiary of MAI Holdings Sdn Bhd ("**MAIH**") in which he has a 99.999% direct equity interest. MSS and MBI are wholly-owned subsidiaries of MGB. Hence, TAK also has deemed equity interest over MSS and MBI. Please refer to Note 1 above for TAK's interests in Maxis.

THO is also a director of MSS. Please refer to Note 1 above for THO's interests in Maxis. THO does not have any equity interest in the shares of MGB, MSS or MBI.

ARM and CCB who are Directors, are also directors of MGB whilst CCB is also a director of MSS. ARM and CCB do not have any equity interest in the shares of MGB, MSS or MBI. Please refer to Notes 1 and 2 above for ARM's and CCB's interests in Maxis respectively.

(4)

UT Group

UTHSB is a wholly-owned subsidiary of UTSBM. UTSBM, UTP, UTSSB and SRGAP are wholly-owned subsidiaries of UTSSB.

UTSB, PSIL, Excorp, PanOcean and TAK who are Major Shareholders, are also major shareholders of UTSBM, UTHSB, UTP, UTSSB and SRGAP (collectively, "UT Group"). Please refer to Note 1 above for their respective interests in Maxis.

ARM and CCB who are Directors, are also executive directors of UTSSB. RM and CCB are also directors of UTSBM. ARM and CCB do not have any equity interest in the shares of UTSSB or UT Group. Please refer to Notes 1 and 2 above for ARM's and CCB's interests in Maxis respectively.

MSM is also a director of certain subsidiaries of UTSSB and an employee of the UT Group. MSM does not have any equity interest in the shares of the UT Group. Please refer to Note 1 above for MSM's interests in Maxis.

(5)

BAB

BAB is a 42.35%-owned associated company of UTSSB.

UTSB, PSIL, Excorp, PanOcean and TAK who are Major Shareholders, are also major shareholders of BAB and its subsidiaries with each having a deemed equity interest of 42.35% in BAB. Please refer to Note 1 above for their respective interests in Maxis.

CCB who is a Director, is also a director of BAB and a subsidiary of BAB. CCB has a direct equity interest over 750,000 ordinary shares of RM0.20 each representing 0.03% of the share capital in BAB. Please refer to Notes 2 and 4 for CCB's interests in Maxis and UTSSB.

(6)

SLT and Mobitel

Mobitel is a wholly-owned subsidiary of SLT. UTSSB has a 44.98% deemed equity interest in SLT and a 100% deemed equity interest in Mobitel through SLT.

UTSB, PSIL, Excorp, PanOcean and TAK who are Major Shareholders, each having a deemed equity interest of 44.98% in SLT and a 100% deemed equity interest in Mobitel through SLT. Please refer to Note 1 above for their respective interests in Maxis.

CCB and SD who are Directors, are also directors of MMSSB, MSB and certain subsidiaries of Maxis, as well as of SLT and Mobitel but do not have any equity interests in the shares of SLT or Mobitel. SD has a direct equity interest over 750,000 Shares representing 0.01% of the issued and paid-up share capital of Maxis. Please refer to Notes 2 and 4 for CCB's interests in Maxis and UTSSB.

(7)

UMTS

UMTS is a wholly-owned subsidiary of Advanced Wireless Technologies Sdn Bhd ("AWT") which in turn is a 75%-owned subsidiary of Maxis. The remaining 25% equity interest in AWT is held by MBNS Multimedia Technologies Sdn Bhd ("MMT"), which in turn is wholly-owned by AMH.

UTSB, PSIL, Excorp, PanOcean and TAK who are Major Shareholders, each having a deemed equity interest of 100% in UMTS, whilst THO, Dato' Badri and MSM each having a deemed equity interest of 75% in UMTS. Please refer to Note 1 above for their respective interests in Maxis and AHSB.

Dr. Fahad, CCB and SD who are Directors are also directors of MBSB, MMSB and several other subsidiaries of Maxis. Dr. Fahad and SD are also directors of AWT and UMTS. Dr. Fahad does not have any equity interest in the shares in Maxis. Please refer to Notes 1 and 4 for ARM's interests in Maxis, AHSB and UTSSB, Notes 2 and 4 for CCB's interests in Maxis and UTSSB and Note 6 for SD's interest in Maxis.

NM who is a director of AWT and UMTS, is also a director of MBSB, MMSB and several subsidiaries of Maxis. NM has a direct equity interest over 27,600 Shares representing 0.0004% of the issued and paid-up share capital of Maxis but does not have any equity interest in the shares in MBSB, MMSB, AWT or in UMTS.

(9)

MCB

MCB is the holding company of our Company.

All Major Shareholders as set out in Section (c) of Appendix III of this Circular are also major shareholders of MCB. Please refer to the notes as set out in Section (c) of Appendix III of this Circular for the interests of the interested Major Shareholders.

GH (who was a Director of Maxis up to 20 October 2012), Dr. Zeyad (who was a Director of Maxis up to 15 September 2012), KRK, Dr. Fahad, Dr. Ibrahim, ARM, CCB and SD are also directors of MCB. GH, Dr. Zeyad, KRK, Dr. Fahad and Dr. Ibrahim do not have any equity interests in the shares of Maxis. GH, Dr. Zeyad, KRK, Dr. Fahad, Dr. Ibrahim, ARM, CCB and SD do not have any equity interest in the shares of MCB. Please refer to Notes 1, 2, 4 and 6 above for interests in Maxis of ARM, CCB and SD respectively.

(9)

Aircel Group

MCB which is a Major Shareholder, holds 74% effective equity interest in Aircel Limited and DWL.

All Major Shareholders as set out in Section (c) of Appendix III of this Circular are also major shareholders of Aircel Group. Please refer to the notes as set out in Section (c) of Appendix III of this Circular for the interests of the interested Major Shareholders.

CCB and SD who are Directors, are also directors of MCB. SD is also a director of Aircel Limited and DWL while CCB was a director of Aircel Limited and DWL up to 15 February 2013. CCB and SD do not have any equity interest in the shares of MCB, Aircel Limited or DWL. Please refer to Notes 2 and 6 above for interests in Maxis of CCB and SD respectively.

(10)

Bridge Mobile

MCB which is a Major Shareholder, holds a 10% direct equity interest in Bridge Mobile.

All Major Shareholders as set out in Section (c) of Appendix III of this Circular are also major shareholders of Bridge Mobile. Please refer to the notes as set out in Section (c) of Appendix III of this Circular for the interests of the interested Major Shareholders.

SD who is a Director, is also a director of Bridge Mobile and he does not have any equity interest in the shares of Bridge Mobile. Please refer to Notes 6 and 8 above for SD's interests in Maxis and MCB respectively.

(11)

STC

STC is a Major Shareholder by virtue of its deemed equity interest of 25% in BGSM which in turn wholly-owns MCB.

GH (who was a Director of Maxis up to 20 October 2012) and Dr. Zeyad (who was a Director of Maxis up to 15 September 2012) were employees of STC while KRK and Dr. Fahad are employees of STC. GH was the chief executive officer of the international operations group of STC whilst Dr. Zeyad was the group chief technology officer of STC. KRK is the Group Chief Financial Officer of STC. Dr. Fahad is also a director of MMSB, MMSB, MISB and several other subsidiaries of Maxis and the vice president -- corporate strategy of STC. Dr. Zeyad and Dr. Ibrahim have direct equity interest of over 6,666 and 20,000 shares in STC representing 0.00000333% and 0.00001% of the issued and paid up capital of STC respectively. GH, KRK and Dr. Fahad do not have any equity interests in the shares of STC. Please refer to Note 8 above for interests in Maxis of GH, Dr. Zeyad, KRK, Dr. Fahad and Dr. Ibrahim respectively.

(12)

Cell C

STC is a Major Shareholder by virtue of its deemed equity interest of 25% in BGSM which in turn wholly-owns MCB.

STC through STC Turkey Holding Ltd ("STC Turkey") holds 35% interest in Oger Telecom Limited ("Oger"). Oger holds 75% interest in 3C Telecommunications (Proprietary) Limited ("3C"), which in turn holds 100% interest in Cell C.

KRK and Dr. Ibrahim who are Directors, are directors of Oger while Dr. Fahad is a director of STC Turkey. KRK, Dr. Fahad and Dr. Ibrahim do not have any equity interest in the shares of STC Turkey, Oger, 3C or in Cell C. Please refer to Notes 8 and 11 above for interests in Maxis and STC of KRK, Dr. Fahad and Dr. Ibrahim respectively.

(13)

KTC

STC is a Major Shareholder by virtue of its deemed equity interest of 25% in BGSM which in turn wholly-owns MCB. STC holds 26% interest in KTC.

GH (who was a Director of Maxis up to 20 October 2012) and Dr. Zeyad (who was a Director of Maxis up to 15 September 2012) were directors of KTC but they do not have any equity interest in the shares of KTC.

Please refer to Notes 8 and 11 above for the interests in Maxis and STC of GH and Dr. Zeyad respectively.

(14)

AVEA

STC is a Major Shareholder by virtue of its deemed equity interest of 25% in BGSM which in turn wholly-owns MCB.

STC through STC Turkey holds 35% interest in Oger, which in turn holds 99% interest in Oger Telekomunikasyon A.S. ("OTAS"). OTAS holds 55% interest in Turk Telekomunikasyon A.S. ("Turk Telekom"), which in turn holds 90% interest in AVEA.

GH (who was a Director of Maxis up to 20 October 2012) was a director of OTAS and Turk Telekom. KRK and Dr. Ibrahim are directors of Oger while Dr. Fahad is a director of STC Turkey. GH, KRK, Dr. Fahad and Dr. Ibrahim do not have any equity interest in the shares of STC Turkey, OTAS, Turk Telekom or in AVEA. Please refer to Notes 8 and 11 above for the interests in Maxis and STC of GH, KRK, Dr. Fahad and Dr. Ibrahim respectively.

(15)

SEBIT

STC is a Major Shareholder by virtue of its deemed equity interest of 25% in BGSM which in turn wholly-owns MCB.

STC through STC Turkey holds 35% shares in Oger, which in turn holds 99% interest in OTAS. OTAS holds 55% shares in Turk Telekom, which in turn owns 100% of SEBIT.

GH (who was a Director of Maxis up to 20 October 2012) was a director of OTAS and Turk Telekom. KRK and Dr. Ibrahim are directors of Oger while Dr. Fahad is a director of STC Turkey. GH, KRK, Dr. Fahad and Dr. Ibrahim do not have any equity interest in the shares of STC Turkey, OTAS, Turk Telekom or in SEBIT. Please refer to Notes 8 and 11 above for the interests in Maxis and STC of GH, KRK, Dr. Fahad and Dr. Ibrahim respectively.

(16)

Viva

Major Shareholder being STC owns 99% shares of Viva and the remaining 1% shares of Viva is owned by STC Gulf Investment Holding 1 SPC. STC Gulf Investment Holding 1 SPC is wholly-owned by STC Gulf Investment Holding SPC, which in turn is wholly-owned by STC.

GH (who was a Director of Maxis up to 20 October 2012) and Dr. Zeyad (who was a Director of Maxis up to 15 September 2012) were also directors of Viva while KRK is a director of Viva. GH, Dr. Zeyad and KRK do not have any equity interest in the shares of Viva, STC Gulf Investment Holding 1 SPC or in STC Gulf Investment Holding SPC. Please refer to Notes 8 and 11 above for the interests in Maxis and STC of GH, Dr. Zeyad and KRK respectively.

(17)

AXIS

STC and MCB which are Major Shareholders, have a 80.1% and 14.9% equity interest in AXIS, respectively.

All Major Shareholders as set out in Section (c) of Appendix III of this Circular are also major shareholders of AXIS. Please refer to the notes as set out in Section (c) of Appendix III of this Circular for the interests of the interested Major Shareholders.

GH (who was a Director of Maxis up to 20 October 2012) was the President Commissioner of AXIS while Dr. Zeyad (who was a Director of Maxis up to 15 September 2012) was Commissioner of AXIS. KRK is the President Commissioner of AXIS while Dr. Fahad and CCB are Commissioners of AXIS. Dr. Fahad and CCB are also directors of MMSSB and MISB. GH, Dr. Zeyad, KRK, Dr. Fahad and CCB do not have any equity interests in MMSSB, MISB or AXIS. Please refer to Notes 2 and 8 above for interests in Maxis of CCB, GH, Dr. Zeyad and Dr. Fahad and Note 11 above for interests in STC of GH, Dr. Zeyad, KRK and Dr. Fahad respectively.

(19)

MJS

Maya Krishnan Tatparanandam ("**TMK**"), a major shareholder of Merbau Cekal Sdn Bhd, the ultimate holding company of MJS, is a Person Connected to TAK. TMK is not a director of MJS. Please refer to Note 1 above for TAK's interests in Maxis.

(19)

CSS

TAK who is a Major Shareholder, is also a major shareholder of CSS with a deemed equity interest of 100% in CSS and MSM is also a director of CSS. Please refer to Note 1 above for their respective interests in Maxis.

(20)

MLP

TAK and PanOcean who are Major Shareholders, are also major shareholders of MLP with each having a deemed equity interest of 100% in MLP. Please refer to Note 1 above for their respective interests in Maxis.

MSM is a director of MLP and does not have any equity interest in the shares of MLP. Please refer to Note 1 above for MSM's interests in Maxis.

## DETAILS OF THE OUTSTANDING RRPT RECEIVABLES

No.	Company in the Maxis Group involved	Transacting Party(ies)	Nature of transaction	Total Outstanding RRPT Receivables as at 31 December 2012 (RM)	Total Outstanding RRPT Receivables at the LPD (RM)	Outstanding RRPT Receivables as at 31 December 2012 which exceed normal credit period of			
						1 year or less (RM)	More than 1 to 3 years (RM)	More than 3 to 5 years (RM)	More than 5 years (RM)
1.	MBSB	MBNS	Provision of 1300 inbound telephony solutions by MBSB	563,389	563,389	563,389	-	-	-
2.	MBSB	MBNS	Provision of managed communication services by MBSB	2,679,008	Nil	2,679,008	-	-	-
3.	MBSB	MBNS, AD5SB, ARSB and AHSB's affiliates	Provision of leased circuits/DIA/Metro-E by MBSB	118,743	38,787	110,433	8,310	-	-
4.	MBSB	KASB	Provision of IPLC solution by MBSB	29,059	16,399	29,059	-	-	-
5.	MBSB	MBNS, AHSB and/or its affiliates	Provision of bandwidth solutions by MBSB	223,441	Nil	223,441	-	-	-
6.	MBSB	Tanjong and/or its affiliates	Provision of leased line services/DIA/Metro-E/ MPLS by MBSB	4,273	Nil	4,273	-	-	-
7.	MBSB	MSS	Provision of bandwidth solutions by MBSB	204,254	Nil	204,254	-	-	-
8.	MBSB	UTSB, UTSBM, UTP, UTSSB and/or its affiliates	Provision of business voice services by MBSB	7,507	582	7,507	-	-	-
9.	MBSB	UTSBM	Provision of leased circuits/DIA and Metro-E by MBSB	27,259	Nil	27,259	-	-	-
10.	MBSB	SRGAP	Provision of leased line services/DIA and Metro-E by MBSB	93,703	Nil	93,703	-	-	-
11.	MBSB	SRGAP	Provision of 1300 toll-free and call centre project by MBSB	30,327	25,913	30,327	-	-	-

No.	Company in the Maxis Group involved	Transacting Party(ies)	Nature of transaction	Total Outstanding RRPT Receivables as at 31 December 2012 (RM)	Total Outstanding RRPT Receivables at the LPD (RM)	Outstanding RRPT Receivables as at 31 December 2012 which exceed normal credit period of			
						1 year or less (RM)	More than 1 to 3 years (RM)	More than 3 to 5 years (RM)	More than 5 years (RM)
12.	MBSB	BAB and/or its affiliates	Provision of leased line services/DIA/Metro-E by MBSB	28,190	Nil	28,190	-	-	-
13.	MMSSB	Cell C	Roaming partner income to MMSSB	6,726	Nil	6,726	-	-	-
14.	MMSSB	AVEA	Roaming partner income to MMSSB	143	Nil	143	-	-	-
15.	MISB	STC and/or its affiliates	Interconnect revenue to MISB	4,085,242	2,093,143	3,691,983	393,259	-	-
<b>Total Outstanding RRPT Receivables</b>				<b>8,101,264</b>	<b>2,738,213</b>	<b>7,699,695</b>	<b>401,569</b>	<b>-</b>	<b>-</b>

**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**

**(a) Information on the interested Directors**

Our Directors who are interested in the Proposed Mandate and their respective shareholding interests in our Company as at the LPD are set out below:

Interested Directors	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Dato' Mokhzani	750,000 <sup>(1)</sup>	0.01	-	-
Asgari	375,000 <sup>(2)</sup>	0.005	-	-
GH <sup>#</sup>	-	-	-	-
Dr. Zeyad <sup>#</sup>	-	-	-	-
KRK	-	-	-	-
Dr. Fahad	-	-	-	-
Dr. Ibrahim	-	-	-	-
ARM	750,000 <sup>(2)</sup>	0.01	-	-
CCB	750,000 <sup>(2)</sup>	0.01	-	-
SD	750,000 <sup>(3)</sup>	0.01	-	-

**Notes:**

<sup>(1)</sup> As at the LPD, his spouse holds 1,000 Shares. This disclosure is made pursuant to Section 134(12)(c) of the Act.

<sup>(2)</sup> Held through a nominee, namely, CIMSEC Nominees (Tempatan) Sdn Bhd.

<sup>(3)</sup> Held through a nominee, namely, CIMSEC Nominees (Asing) Sdn Bhd.

<sup>#</sup> GH and Dr. Zeyad resigned as Directors of Maxis on 20 October 2012 and 15 September 2012 respectively. For the purposes of the Proposed Mandate, both would be directors within the preceding 6 months of the date on which the terms of the transactions may be agreed upon.

**(b) Information on the interested Directors of Maxis' subsidiaries**

The Directors of Maxis' subsidiaries who are deemed interested in the Proposed Mandate and their respective shareholding interests in Maxis as at the LPD are set out below:

Interested Directors	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
CCB	750,000 <sup>(1)</sup>	0.01	-	-
SD	750,000 <sup>(2)</sup>	0.01	-	-
NM	27,600	*	-	-

**Notes:**

\* Less than 0.01%.

<sup>(1)</sup> Held through a nominee, namely, CIMSEC Nominees (Tempatan) Sdn Bhd.

<sup>(2)</sup> Held through a nominee, namely, CIMSEC Nominees (Asing) Sdn Bhd.



**(c) Information on the interested Major Shareholders of Maxis**

Our Major Shareholders who are deemed interested in the Proposed Mandate and their respective shareholding interests in our Company as at the LPD are set out below:

Interested Major Shareholder	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
MCB	4,875,000,000	65.0	-	-
BGSM <sup>(1)</sup>	-	-	4,875,000,000	65.0
UTES <sup>(2)</sup>	-	-	4,875,000,000	65.0
UTSB <sup>(3)</sup>	-	-	4,875,000,000	65.0
PSIL <sup>(4)</sup>	-	-	4,875,000,000	65.0
Excorp <sup>(5)</sup>	-	-	4,875,000,000	65.0
PanOcean <sup>(5)</sup>	-	-	4,875,000,000	65.0
TAK <sup>(6)</sup>	-	-	4,875,000,000	65.0
HNSB <sup>(7)</sup>	-	-	4,875,000,000	65.0
THO <sup>(8)</sup>	-	-	4,875,000,000	65.0
Dato' Badri <sup>(8)</sup>	-	-	4,875,000,000	65.0
MSM <sup>(8)</sup>	11,000	*	4,875,000,000	65.0
STC Malaysia Holding Ltd ("STCM") <sup>(9)</sup>	-	-	4,875,000,000	65.0
STC Asia Telecom Holding Ltd ("STCAT") <sup>(10)</sup>	-	-	4,875,000,000	65.0
STC <sup>(11)</sup>	-	-	4,875,000,000	65.0
Public Investment Fund ("PIF") <sup>(12)</sup>	-	-	4,875,000,000	65.0

**Notes:**

\* Less than 0.01%.

(1) BGSM's deemed interest in the Shares arises by virtue of its direct equity interests of 100% in MCB.

(2) UTES' deemed interest in the Shares arises by virtue of its direct equity interest of 100% in each of Wilayah Bintang Sdn Bhd ("WBSB"), Tegas Mahsuri Sdn Bhd ("TMSB"), Besitang (M) Sdn Bhd ("BMSB") and Besitang Utara Sdn Bhd ("BUSB") which in turn wholly-own Wilayah Resources Sdn Bhd ("WRSB"), Tegas Puri Sdn Bhd ("TPSB"), Besitang Barat Sdn Bhd ("BBSB") and Besitang Selatan Sdn Bhd ("BSSB") (collectively, "UT Subsidiaries") respectively. The UT Subsidiaries hold in aggregate 37% direct equity interest in BGSM, and therefore via such aggregate interest, UTES has a deemed interest over all the Shares held by MCB. See Note (1) above for BGSM's deemed interest in the Shares.

(3) UTSB is deemed to have an interest in all of the Shares in which UTES has an interest, by virtue of UTSB being entitled to exercise 100% of the votes attached to the voting shares of UTES. See Note (2) above for UTES' deemed interest in the Shares.

(4) PSIL is deemed to have an interest in all of the Shares in which UTSB has an interest, by virtue of PSIL being entitled to exercise 99.999% of the votes attached to the voting shares of UTSB. See Note (3) above for UTSB's deemed interest in the Shares.

(5) The shares in PSIL are held by Excorp which is in turn 100% held by PanOcean. See Note (4) above for PSIL's deemed interest in the Shares. PanOcean is the trustee of a discretionary trust, the beneficiaries of which are members of the family of TAK and foundations including those for charitable purposes. Although PanOcean is deemed to have an interest in the Shares, it does not have any economic or beneficial interest over such Shares, as such interest is held subject to the terms of such discretionary trust.

(6) TAK is deemed to have an interest in the Shares in which BGSM has an interest, by virtue of the following:

(a) PanOcean's deemed interest in the Shares. See Note (5) above for PanOcean's deemed interest in the Shares. Although TAK is deemed to have an interest in such Shares, he does not have any economic or beneficial interest over such Shares, as such interest is held subject to the terms of a discretionary trust referred to in Note (5) above;

- (b) his controlling interest in Eridanes International N.V. ("**EINV**"), the immediate holding company of East Asia Telecommunications Ltd ("**EAT**"), Global Multimedia Technologies (BVI) Ltd ("**GMT**") and Worldwide Communications Technologies Ltd ("**WCT**") which in turn collectively own Maxis Holdings Sdn Bhd ("**MHSB**"). EINV has a 53.50% equity interest in Shield Estate N.V. ("**SENV**") via MHSB;
- (c) his controlling interest in MAIH, the immediate holding company of Pacific Fortune Sdn Bhd ("**PFSB**") which in turn has a direct equity interest of 100% in each of Ria Utama Sdn Bhd ("**RUSB**") and Tetap Emas Sdn Bhd ("**TESB**"). MAIH has a 34.27% equity interest in SENV via RUSB and TESB; and
- (d) his controlling interest in MAI Sdn Berhad ("**MAI**"), the immediate holding company of Terang Equity Sdn Bhd ("**TEQSB**"), which in turn has a direct equity interest of 100% in Wangi Terang Sdn Bhd ("**WTSB**"). MAI has a 12.23% equity interest in SENV via WTSB, and SENV has an 8% equity interest in BGSM which in turn wholly-owns MCB. MCB owns 65% direct equity interest in the Company.
- (7) HNSB is deemed to have an interest in all of the Shares in which Mujur Anggun Sdn Bhd ("**MASB**"), Cabaran Mujur Sdn Bhd ("**CMSB**"), Anak Samudra Sdn Bhd ("**ASSB**"), Dumai Maju Sdn Bhd ("**DMSB**"), Nusantara Makmur Sdn Bhd ("**NMSB**"), Usaha Kenanga Sdn Bhd ("**UKSB**") and Tegas Sari Sdn Bhd ("**TSSB**") (collectively, "**HNSB Subsidiaries**") have an interest, by virtue of HNSB being entitled to control the exercise of 100% of the votes attached to the voting shares in each of the HNSB Subsidiaries. The HNSB Subsidiaries hold in aggregate 30% direct equity interest in BGSM and therefore, via such aggregate interest, HNSB has a deemed interest over all the Shares held by MCB. See Note (1) above for BGSM's deemed interest in the Shares.
- The Shares held via the HNSB Subsidiaries are held under discretionary trusts for Bumiputera objects. As such, HNSB does not have any economic interest in the Shares via the HNSB Subsidiaries, as such interest is held subject to the terms of such discretionary trusts.
- (8) Deemed to have an interest in the Shares in which HNSB has an interest, by virtue of his 25% direct equity interest in HNSB. However, he does not have any economic interest in the Shares held via the HNSB Subsidiaries as such interest is held subject to the terms of the discretionary trusts for Bumiputera objects. See Note (7) above for HNSB's deemed interest in the Shares.
- (9) STCM is deemed to have an interest in the Shares by virtue of its direct 25% equity interest in BGSM. See Note (1) above for BGSM's deemed interest in the Shares.
- (10) STCAT is deemed to have an interest in all of the Shares in which STCM has an interest, by virtue of its direct 100% equity interest in STCM. See Note (9) above for STCM's deemed interest in the Shares.
- (11) STC is deemed to have an interest in all of the Shares in which STCAT has an interest, by virtue of its direct 100% equity interest in STCAT. See Note (10) above for STCAT's deemed interest in the Shares.
- (12) PIF is deemed to have an interest in all of the Shares in which STC has an interest, by virtue of its direct 70% equity interest in STC. See Note (11) above for STC's deemed interest in the Shares.

**(d) Information on Persons Connected to the interested Directors**

The Persons Connected to the interested Directors of our Group who have interests in the Shares, whether direct or indirect, and their respective shareholding interests in our Company as at the LPD are set out below:

Persons Connected to the interested Directors	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Datin Mastisa Hani Binti Mohamed <sup>(1)</sup>	1,000	*	-	-

**Notes:**

\* Less than 0.01%.

<sup>(1)</sup> A person connected to Dato' Mokhzani.

**(e) Information on Persons Connected to our interested Major Shareholders**

The Persons Connected to our interested Major Shareholders who have interests in the Shares, whether direct or indirect, and their respective shareholdings in our Company as at the LPD are set out below:

Persons Connected to the interested Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Mohd Din bin Merican <sup>(1)</sup>	2,000	*	-	-

**Notes:**

\* *Less than 0.01%.*

<sup>(1)</sup> *A person connected to MSM.*

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## ABSTENTION FROM VOTING

Each of our Directors who is interested in any of the RRPTs covered under the Proposed Mandate has abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate concerning those RRPTs involving his interests and/or the interests of Persons Connected to him. Our interested Directors and interested Major Shareholders will abstain from voting at the forthcoming EGM in respect of their direct and/or indirect shareholdings on the relevant ordinary resolutions comprised in the Proposed Mandate in respect of the RRPTs with the transacting parties as set out in the table below. Our interested Directors and interested Major Shareholders have also 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.

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
1.	<p>AHSB Group including but without limitation to:</p> <p>(a) AD5SB (b) MBNS (c) AESB (d) ARSB (e) KASB (f) Media Innovations (g) Getit</p>	<ul style="list-style-type: none"> <li>ARM</li> </ul>	<ul style="list-style-type: none"> <li>UTSB</li> <li>PSIL</li> <li>Excorp</li> <li>PanOcean</li> <li>TAK</li> <li>THO</li> <li>Dato' Badri</li> <li>MSM</li> </ul>	<ul style="list-style-type: none"> <li>HNSB <sup>(a), (b) &amp; (c)</sup></li> <li>UKSB <sup>(a), (b) &amp; (c)</sup></li> <li>ASSB <sup>(a), (b) &amp; (c)</sup></li> <li>DMSB <sup>(a), (b) &amp; (c)</sup></li> <li>NMSB <sup>(a), (b) &amp; (c)</sup></li> <li>CMSB <sup>(a), (b) &amp; (c)</sup></li> <li>MASB <sup>(a), (b) &amp; (c)</sup></li> <li>TSSB <sup>(a), (b) &amp; (c)</sup></li> <li>Angsana Kukuh Sdn Bhd ("<b>AKSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Desa Bidara Sdn Bhd ("<b>DBSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Indomurni Sdn Bhd ("<b>Indomurni</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Beduk Selatan Sdn Bhd ("<b>Beduk Selatan</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Badai Maju Sdn Bhd ("<b>Badai Maju</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Badai Jaya Sdn Bhd ("<b>BJSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Tenaga Tegap Sdn Bhd ("<b>TTSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Bagan Budiman Sdn Bhd ("<b>Bagan Budiman</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Samudra Capital Sdn Bhd ("<b>SCSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Alam Nakhoda Sdn Bhd ("<b>ANSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Nusantara Saga Sdn Bhd ("<b>NSSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Nusantara Tegap Sdn Bhd ("<b>NTSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>Citra Cekal Sdn Bhd ("<b>CCSB</b>") <sup>(a), (b) &amp; (c)</sup></li> <li>MAIH <sup>(d)</sup></li> <li>PFSB <sup>(d)</sup></li> <li>RUSB <sup>(d)</sup></li> <li>TESB <sup>(d)</sup></li> <li>MAI <sup>(d)</sup></li> <li>TEQSB <sup>(d)</sup></li> <li>WTSB <sup>(d)</sup></li> <li>UTES <sup>(d) &amp; (e)</sup></li> <li>BGSM <sup>(a), (b), (c), (d) &amp; (e)</sup></li> <li>MCB <sup>(a), (b), (c), (d) &amp; (e)</sup></li> <li>WRSB <sup>(d) &amp; (e)</sup></li> <li>TPSB <sup>(d) &amp; (e)</sup></li> <li>BBSB <sup>(d) &amp; (e)</sup></li> <li>BSSB <sup>(d) &amp; (e)</sup></li> <li>WBSB <sup>(d) &amp; (e)</sup></li> <li>TMSB <sup>(d) &amp; (e)</sup></li> </ul>

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected
				<ul style="list-style-type: none"> <li>• BMSB <sup>(d) &amp; (e)</sup></li> <li>• BUSB <sup>(d) &amp; (e)</sup></li> <li>• EINV<sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• Mohd Din bin Merican <sup>(a)</sup></li> </ul>
2.	<p>Tanjong Group including but without limitation to:</p> <p>(a) TCCPM (b) TGV</p>	<ul style="list-style-type: none"> <li>• Asgari</li> <li>• ARM</li> <li>• CCB</li> </ul>	<ul style="list-style-type: none"> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> <li>• MSM</li> </ul>	<ul style="list-style-type: none"> <li>• HNSB <sup>(a)</sup></li> <li>• UKSB <sup>(a)</sup></li> <li>• ASSB <sup>(a)</sup></li> <li>• DMSB <sup>(a)</sup></li> <li>• NMSB <sup>(a)</sup></li> <li>• CMSB <sup>(a)</sup></li> <li>• MASB <sup>(a)</sup></li> <li>• TSSB<sup>(a)</sup></li> <li>• AKSB <sup>(a)</sup></li> <li>• DBSB <sup>(a)</sup></li> <li>• Indomurni <sup>(a)</sup></li> <li>• Beduk Selatan <sup>(a)</sup></li> <li>• Badai Maju <sup>(a)</sup></li> <li>• BJSB <sup>(a)</sup></li> <li>• TTSB <sup>(a)</sup></li> <li>• Bagan Budiman <sup>(a)</sup></li> <li>• SCSB <sup>(a)</sup></li> <li>• ANSB <sup>(a)</sup></li> <li>• NSSB <sup>(a)</sup></li> <li>• NTSB <sup>(a)</sup></li> <li>• CCSB <sup>(a)</sup></li> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• UTES <sup>(d) &amp; (e)</sup></li> <li>• WRSB <sup>(d) &amp; (e)</sup></li> <li>• TPSB <sup>(d) &amp; (e)</sup></li> <li>• BBSB <sup>(d) &amp; (e)</sup></li> <li>• BSSB <sup>(d) &amp; (e)</sup></li> <li>• WBSB <sup>(d) &amp; (e)</sup></li> <li>• TMSB <sup>(d) &amp; (e)</sup></li> <li>• BMSB <sup>(d) &amp; (e)</sup></li> <li>• BUSB <sup>(d) &amp; (e)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• BGSM <sup>(a), (d) &amp; (e)</sup></li> <li>• MCB <sup>(a), (d) &amp; (e)</sup></li> <li>• Mohd Din bin Merican <sup>(a)</sup></li> </ul>

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected
3	<p>MGB Group including but without limitation to:</p> <p>(a) MSS (b) MBI</p>	<ul style="list-style-type: none"> <li>• ARM</li> <li>• CCB</li> </ul>	<ul style="list-style-type: none"> <li>• TAK</li> <li>• THO</li> </ul>	<ul style="list-style-type: none"> <li>• HNSB <sup>(b)</sup></li> <li>• UKSB <sup>(b)</sup></li> <li>• ASSB <sup>(b)</sup></li> <li>• DMSB <sup>(b)</sup></li> <li>• NMSB <sup>(b)</sup></li> <li>• CMSB <sup>(b)</sup></li> <li>• MASB <sup>(b)</sup></li> <li>• TSSB <sup>(b)</sup></li> <li>• AKSB <sup>(b)</sup></li> <li>• DBSB <sup>(b)</sup></li> <li>• Indomurni <sup>(b)</sup></li> <li>• Beduk Selatan <sup>(b)</sup></li> <li>• Badai Maju <sup>(b)</sup></li> <li>• BJSB <sup>(b)</sup></li> <li>• TTSB <sup>(b)</sup></li> <li>• Bagan Budiman <sup>(b)</sup></li> <li>• SCSB <sup>(b)</sup></li> <li>• ANSB <sup>(b)</sup></li> <li>• NSSB <sup>(b)</sup></li> <li>• NTSB <sup>(b)</sup></li> <li>• CCSB <sup>(b)</sup></li> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• MCB <sup>(b) &amp; (d)</sup></li> <li>• BGSB <sup>(b) &amp; (d)</sup></li> <li>• UTES <sup>(d)</sup></li> <li>• UTSB <sup>(d)</sup></li> <li>• PSIL <sup>(d)</sup></li> <li>• Excorp <sup>(d)</sup></li> <li>• PanOcean <sup>(d)</sup></li> <li>• WRSB <sup>(d)</sup></li> <li>• TPSB <sup>(d)</sup></li> <li>• BBSB <sup>(d)</sup></li> <li>• BSSB <sup>(d)</sup></li> <li>• WBSB <sup>(d)</sup></li> <li>• TMSB <sup>(d)</sup></li> <li>• BMSB <sup>(d)</sup></li> <li>• BUSB <sup>(d)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> </ul>

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected
4.	UT Group including but without limitation to:  (a) UTHSB (b) UTP (c) UTESSB (d) UTSBM (e) SRGAP	<ul style="list-style-type: none"> <li>• ARM</li> <li>• CCB</li> </ul>	<ul style="list-style-type: none"> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> <li>• MSM</li> </ul>	<ul style="list-style-type: none"> <li>• HNSB <sup>(a)</sup></li> <li>• UKSB <sup>(a)</sup></li> <li>• ASSB <sup>(a)</sup></li> <li>• DMSB <sup>(a)</sup></li> <li>• NMSB <sup>(a)</sup></li> <li>• CMSB <sup>(a)</sup></li> <li>• MASB <sup>(a)</sup></li> <li>• TSSB <sup>(a)</sup></li> <li>• AKSB <sup>(a)</sup></li> <li>• DBSB <sup>(a)</sup></li> <li>• Indomurni <sup>(a)</sup></li> <li>• Beduk Selatan <sup>(a)</sup></li> <li>• Badai Maju <sup>(a)</sup></li> <li>• BJSB <sup>(a)</sup></li> <li>• TTSB <sup>(a)</sup></li> <li>• Bagan Budiman <sup>(a)</sup></li> <li>• SCSB <sup>(a)</sup></li> <li>• ANSB <sup>(a)</sup></li> <li>• NSSB <sup>(a)</sup></li> <li>• NTSB <sup>(a)</sup></li> <li>• CCSB <sup>(a)</sup></li> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• UTES <sup>(d) &amp; (e)</sup></li> <li>• BGSB <sup>(a), (d) &amp; (e)</sup></li> <li>• MCB <sup>(a), (d) &amp; (e)</sup></li> <li>• WRSB <sup>(d) &amp; (e)</sup></li> <li>• TPSB <sup>(d) &amp; (e)</sup></li> <li>• BBSB <sup>(d) &amp; (e)</sup></li> <li>• BSSB <sup>(d) &amp; (e)</sup></li> <li>• WBSB <sup>(d) &amp; (e)</sup></li> <li>• TMSB <sup>(d) &amp; (e)</sup></li> <li>• BMSB <sup>(d) &amp; (e)</sup></li> <li>• BUSB <sup>(d) &amp; (e)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• Mohd Din bin Merican <sup>(a)</sup></li> </ul>
	(f) BAB Group	<ul style="list-style-type: none"> <li>• CCB</li> </ul>	<ul style="list-style-type: none"> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> </ul>	
	(g) SLT (h) Mobitel	<ul style="list-style-type: none"> <li>• CCB</li> <li>• SD</li> </ul>	<ul style="list-style-type: none"> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> </ul>	

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
5.	UMTS	<ul style="list-style-type: none"> <li>• Dr. Fahad</li> <li>• ARM</li> <li>• CCB</li> <li>• SD</li> <li>• NM</li> </ul>	<ul style="list-style-type: none"> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> <li>• THO</li> <li>• Dato' Badri</li> <li>• MSM</li> </ul>	<ul style="list-style-type: none"> <li>• HNSB <sup>(a), (b) &amp; (c)</sup></li> <li>• UKSB <sup>(a), (b) &amp; (c)</sup></li> <li>• ASSB <sup>(a), (b) &amp; (c)</sup></li> <li>• DMSB <sup>(a), (b) &amp; (c)</sup></li> <li>• NMSB <sup>(a), (b) &amp; (c)</sup></li> <li>• CMSB <sup>(a), (b) &amp; (c)</sup></li> <li>• MASB <sup>(a), (b) &amp; (c)</sup></li> <li>• TSSB <sup>(a), (b) &amp; (c)</sup></li> <li>• AKSB <sup>(a), (b) &amp; (c)</sup></li> <li>• DBSB <sup>(a), (b) &amp; (c)</sup></li> <li>• Indomurni <sup>(a), (b) &amp; (c)</sup></li> <li>• Beduk Selatan <sup>(a), (b) &amp; (c)</sup></li> <li>• Badai Maju <sup>(a), (b) &amp; (c)</sup></li> <li>• BJSB <sup>(a), (b) &amp; (c)</sup></li> <li>• TTSB <sup>(a), (b) &amp; (c)</sup></li> <li>• Bagan Budiman <sup>(a), (b) &amp; (c)</sup></li> <li>• SCSB <sup>(a), (b) &amp; (c)</sup></li> <li>• ANSB <sup>(a), (b) &amp; (c)</sup></li> <li>• NSSB <sup>(a), (b) &amp; (c)</sup></li> <li>• NTSB <sup>(a), (b) &amp; (c)</sup></li> <li>• CCSB <sup>(a), (b) &amp; (c)</sup></li> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• MCB <sup>(a), (b), (c), (d) &amp; (e)</sup></li> <li>• BGSM <sup>(a), (b), (c), (d) &amp; (e)</sup></li> <li>• UTES <sup>(d) &amp; (e)</sup></li> <li>• WRSB <sup>(d) &amp; (e)</sup></li> <li>• TPSB <sup>(d) &amp; (e)</sup></li> <li>• BBSB <sup>(d) &amp; (e)</sup></li> <li>• BSSB <sup>(d) &amp; (e)</sup></li> <li>• WBSB <sup>(d) &amp; (e)</sup></li> <li>• TMSB <sup>(d) &amp; (e)</sup></li> <li>• BMSB <sup>(d) &amp; (e)</sup></li> <li>• BUSB <sup>(d) &amp; (e)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• Mohd Din bin Merican <sup>(a)</sup></li> </ul>



	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
6.	<p>MCB Group including but not without limitation to:</p> <p>(a) Aircel Limited (b) DWL</p>	<ul style="list-style-type: none"> <li>• GH<sup>#</sup></li> <li>• Dr. Zeyad<sup>#</sup></li> <li>• KRK</li> <li>• Dr. Fahad</li> <li>• Dr. Ibrahim</li> <li>• ARM</li> <li>• CCB<sup>*</sup></li> <li>• SD</li> </ul>	<ul style="list-style-type: none"> <li>• MCB</li> <li>• BGSM</li> <li>• UTES</li> <li>• UTSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> <li>• HNSB</li> <li>• THO</li> <li>• Dato' Badri</li> <li>• MSM</li> <li>• STCM</li> <li>• STCAT</li> <li>• STC</li> <li>• PIF</li> </ul>	<ul style="list-style-type: none"> <li>• UKSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• ASSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• DMSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• NMSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• CMSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• MASB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• TSSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• AKSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• DBSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Indomurni <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Beduk Selatan <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Badai Maju <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• BJSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• TTSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Bagan Budiman <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• SCSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• ANSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• NSSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• NTSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• CCSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• WRSB <sup>(d), (e) &amp; (f)</sup></li> <li>• TPSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BBSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BSSB <sup>(d), (e) &amp; (f)</sup></li> <li>• WBSB <sup>(d), (e) &amp; (f)</sup></li> <li>• TMSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BMSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BUSB <sup>(d), (e) &amp; (f)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• Mohd Din bin Merican <sup>(a)</sup></li> </ul>
	<p>(c) Bridge Mobile</p>	<ul style="list-style-type: none"> <li>• SD</li> </ul>		
7.	<p>STC Group including but not without limitation to:</p> <p>(a) Cell C (b) KTC (c) AVEA (d) SEBIT (e) Viva (f) SACL</p>	<ul style="list-style-type: none"> <li>• GH<sup>#</sup></li> <li>• Dr. Zeyad<sup>#</sup></li> <li>• KRK</li> <li>• Dr. Fahad</li> <li>• Dr. Ibrahim</li> </ul>	<ul style="list-style-type: none"> <li>• STC</li> </ul>	<ul style="list-style-type: none"> <li>• STCM <sup>(g)</sup></li> <li>• STCAT <sup>(g)</sup></li> <li>• PIF <sup>(g)</sup></li> </ul>

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected*
8.	AXIS	<ul style="list-style-type: none"> <li>• GH<sup>#</sup></li> <li>• Dr. Zeyad<sup>#</sup></li> <li>• KRK</li> <li>• Dr. Fahad</li> <li>• CCB</li> </ul>	<ul style="list-style-type: none"> <li>• MCB</li> <li>• BGSM</li> <li>• UTES</li> <li>• UTSSB</li> <li>• PSIL</li> <li>• Excorp</li> <li>• PanOcean</li> <li>• TAK</li> <li>• HNSB</li> <li>• THO</li> <li>• Dato' Badri</li> <li>• MSM</li> <li>• STCM</li> <li>• STCAT</li> <li>• STC</li> <li>• PIF</li> </ul>	<ul style="list-style-type: none"> <li>• UKSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• ASSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• DMSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• NMSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• CMSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• MASB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• TSSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• AKSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• DBSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Indomurni <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Beduk Selatan <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Badai Maju <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• BJSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• TTSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• Bagan Budiman <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• SCSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• ANSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• NSSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• NTSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• CCSB <sup>(a), (b), (c) &amp; (j)</sup></li> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• WRSB <sup>(d), (e) &amp; (f)</sup></li> <li>• TPSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BBSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BSSB <sup>(d), (e) &amp; (f)</sup></li> <li>• WBSB <sup>(d), (e) &amp; (f)</sup></li> <li>• TMSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BMSB <sup>(d), (e) &amp; (f)</sup></li> <li>• BUSB <sup>(d), (e) &amp; (f)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• Mohd Din bin Merican <sup>(a)</sup></li> </ul>

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected
9.	MJS	-	TAK	<ul style="list-style-type: none"> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• WRSB <sup>(d)</sup></li> <li>• TPSB <sup>(d)</sup></li> <li>• BBSB <sup>(d)</sup></li> <li>• BSSB <sup>(d)</sup></li> <li>• WBSB <sup>(d)</sup></li> <li>• TMSB <sup>(d)</sup></li> <li>• BMSB <sup>(d)</sup></li> <li>• BUSB <sup>(d)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• MCB <sup>(d)</sup></li> <li>• BGSM <sup>(d)</sup></li> <li>• UTES <sup>(d)</sup></li> <li>• UTSB <sup>(d)</sup></li> <li>• PSIL <sup>(d)</sup></li> <li>• Excorp <sup>(d)</sup></li> <li>• PanOcean <sup>(d)</sup></li> <li>• TMK <sup>(d)</sup></li> </ul>

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected
10.	CSS	-	<ul style="list-style-type: none"> <li>• TAK</li> <li>• MSM</li> </ul>	<ul style="list-style-type: none"> <li>• HNSB <sup>(a)</sup></li> <li>• UKSB <sup>(a)</sup></li> <li>• ASSB <sup>(a)</sup></li> <li>• DMSB <sup>(a)</sup></li> <li>• NMSB <sup>(a)</sup></li> <li>• CMSB <sup>(a)</sup></li> <li>• MASB <sup>(a)</sup></li> <li>• TSSB <sup>(a)</sup></li> <li>• AKSB <sup>(a)</sup></li> <li>• DBSB <sup>(a)</sup></li> <li>• Indomurni <sup>(a)</sup></li> <li>• Beduk Selatan <sup>(a)</sup></li> <li>• Badai Maju <sup>(a)</sup></li> <li>• BJSB <sup>(a)</sup></li> <li>• TTSB <sup>(a)</sup></li> <li>• Bagan Budiman <sup>(a)</sup></li> <li>• SCSB <sup>(a)</sup></li> <li>• ANSB <sup>(a)</sup></li> <li>• NSSB <sup>(a)</sup></li> <li>• NTSB <sup>(a)</sup></li> <li>• CCSB <sup>(a)</sup></li> <li>• MAIH <sup>(d)</sup></li> <li>• PFSB <sup>(d)</sup></li> <li>• RUSB <sup>(d)</sup></li> <li>• TESB <sup>(d)</sup></li> <li>• MAI <sup>(d)</sup></li> <li>• TEQSB <sup>(d)</sup></li> <li>• WTSB <sup>(d)</sup></li> <li>• MCB <sup>(a) &amp; (d)</sup></li> <li>• BGSM <sup>(a) &amp; (d)</sup></li> <li>• UTES <sup>(d)</sup></li> <li>• UTSB <sup>(d)</sup></li> <li>• PSIL <sup>(d)</sup></li> <li>• Excorp <sup>(d)</sup></li> <li>• PanOcean <sup>(d)</sup></li> <li>• WRSB <sup>(d)</sup></li> <li>• TPSB <sup>(d)</sup></li> <li>• BBSB <sup>(d)</sup></li> <li>• BSSB <sup>(d)</sup></li> <li>• WBSB <sup>(d)</sup></li> <li>• TMSB <sup>(d)</sup></li> <li>• BMSB <sup>(d)</sup></li> <li>• BUSB <sup>(d)</sup></li> <li>• EINV <sup>(d)</sup></li> <li>• EAT <sup>(d)</sup></li> <li>• GMT <sup>(d)</sup></li> <li>• WCT <sup>(d)</sup></li> <li>• MHSB <sup>(d)</sup></li> <li>• SENV <sup>(d)</sup></li> <li>• Mohd Din bin Merican <sup>(a)</sup></li> </ul>

	Transacting Parties	Interested Directors	Interested Major Shareholders	Persons Connected <sup>1</sup>
11.	MLP	-	<ul style="list-style-type: none"> <li>• TAK</li> <li>• PanOcean</li> <li>• MSM</li> </ul>	<ul style="list-style-type: none"> <li>• HNSB<sup>(a)</sup></li> <li>• UKSB<sup>(a)</sup></li> <li>• ASSB<sup>(a)</sup></li> <li>• DMSB<sup>(a)</sup></li> <li>• NMSB<sup>(a)</sup></li> <li>• CMSB<sup>(a)</sup></li> <li>• MASB<sup>(a)</sup></li> <li>• TSSB<sup>(a)</sup></li> <li>• AKSB<sup>(a)</sup></li> <li>• DBSB<sup>(a)</sup></li> <li>• Indomurni<sup>(a)</sup></li> <li>• Beduk Selatan<sup>(a)</sup></li> <li>• Badai Maju<sup>(a)</sup></li> <li>• BJSB<sup>(a)</sup></li> <li>• TTSB<sup>(a)</sup></li> <li>• Bagan Budiman<sup>(a)</sup></li> <li>• SCSB<sup>(a)</sup></li> <li>• ANSB<sup>(a)</sup></li> <li>• NSSB<sup>(a)</sup></li> <li>• NTSB<sup>(a)</sup></li> <li>• CCSB<sup>(a)</sup></li> <li>• MAIH<sup>(d)</sup></li> <li>• PFSB<sup>(d)</sup></li> <li>• RUSB<sup>(d)</sup></li> <li>• TESB<sup>(d)</sup></li> <li>• MAI<sup>(d)</sup></li> <li>• TEQSB<sup>(d)</sup></li> <li>• WTSB<sup>(d)</sup></li> <li>• MCB<sup>(a), (d) &amp; (h)</sup></li> <li>• BGSM<sup>(a), (d) &amp; (h)</sup></li> <li>• UTES<sup>(d) &amp; (h)</sup></li> <li>• UTSB<sup>(d) &amp; (h)</sup></li> <li>• PSIL<sup>(d) &amp; (h)</sup></li> <li>• Excorp<sup>(d) &amp; (h)</sup></li> <li>• WRSB<sup>(d) &amp; (h)</sup></li> <li>• TPSB<sup>(d) &amp; (h)</sup></li> <li>• BBSB<sup>(d) &amp; (h)</sup></li> <li>• BSSB<sup>(d) &amp; (h)</sup></li> <li>• WBSB<sup>(d) &amp; (h)</sup></li> <li>• TMSB<sup>(d) &amp; (h)</sup></li> <li>• BMSB<sup>(d) &amp; (h)</sup></li> <li>• BUSB<sup>(d) &amp; (h)</sup></li> <li>• EINV<sup>(d)</sup></li> <li>• EAT<sup>(d)</sup></li> <li>• GMT<sup>(d)</sup></li> <li>• WCT<sup>(d)</sup></li> <li>• MHSB<sup>(d)</sup></li> <li>• SENV<sup>(d)</sup></li> <li>• Mohd Din bin Merican<sup>(a)</sup></li> </ul>
12.	<ul style="list-style-type: none"> <li>• SDCSB</li> <li>• OCSB</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Mokhzani</li> </ul>	-	<ul style="list-style-type: none"> <li>• Datin Mastisa Hani Binti Mohamed<sup>(i)</sup></li> </ul>

**Notes:**

- \* *The list may not be exhaustive. However as explained under Section 7 of this Circular, the interested Directors and interested Major Shareholders will undertake to ensure that Persons Connected to them will abstain from all deliberations and voting at the forthcoming EGM on the resolutions of the Proposed Mandate in which they have an interest.*
- # *GH and Dr. Zeyad resigned as Directors of Maxis on 20 October 2012 and 15 September 2012 respectively. For the purposes of the Proposed Mandate, both would be directors within the preceding 6 months of the date on which the terms of the transactions may be agreed upon.*
- \* *CCB was a director of Aircel Limited and DWL up to 15 February 2013. For the purposes of the Proposed Mandate, CCB would be a director within the preceding 6 months of the date on which the terms of the transactions may be agreed upon.*
- (a) *A person connected to MSM.*
- (b) *A person connected to THO.*
- (c) *A person connected to Dato' Badri.*
- (d) *A person connected to TAK.*
- (e) *A person connected to UTSB, PSIL, Excorp and PanOcean.*
- (f) *A person connected to UTES.*
- (g) *A person connected to STC.*
- (h) *A person connected to PanOcean.*
- (i) *A person connected to Dato' Mokhzani.*
- (j) *A person connected to HNSB.*

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**ADDITIONAL INFORMATION****1. Responsibility Statement**

This Circular has been seen and approved by our Directors who collectively and individually accept full responsibility for the accuracy of the information contained herein. Our Directors confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

**2. Written Consent and Declaration of Conflict of Interest**

CIMB has prepared this Circular. However, CIMB was not involved in the formulation of nor did CIMB advise our Group on the terms of the Proposed Mandate. CIMB's role in the Proposed Mandate is merely to assist our Company in the preparation of this Circular.

CIMB has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto, in the form and context in which it appears.

**3. Material Contracts**

As at the LPD, neither our Company nor our subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business), within the two (2) years immediately preceding the date of this Circular.

**4. Material Litigation, Claims or Arbitration**

As at the LPD, neither our Company nor our subsidiaries are involved in any material litigation, claims or arbitration, and our Company and our subsidiaries are not aware of any material litigation, claims or arbitration pending or threatened against our Company and our subsidiaries.

**5. Documents Available for Inspection**

Copies of the following documents are available for inspection at the registered office of our Company at Level 18, Menara Maxis, Kuala Lumpur City Centre, Off Jalan Ampang, 50088 Kuala Lumpur, Malaysia, between 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) from the date of this Circular up to and including the date of our EGM:

- (a) Memorandum and Articles of Association of our Company;
- (b) Audited consolidated financial statements of our Company for the past two (2) financial years ended 31 December 2011 and 31 December 2012; and
- (c) Letter of consent referred to in Section 2 of this Appendix.



**MAXIS BERHAD**

(Company No.: 867573-A)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Maxis Berhad (“Maxis” or “the Company”) will be held at the Grand Ballroom, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 9 May 2013 at 11.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Fourth Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m. or any adjournment of the Extraordinary General Meeting, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

### ORDINARY RESOLUTION 1

**Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Holdings Sdn Bhd and/or its affiliates, including but not limited to Astro Digital 5 Sdn Bhd (formerly known as Digital Five Sdn Bhd), MEASAT Broadcast Network Systems Sdn Bhd, Astro Radio Sdn Bhd (formerly known as Airtime Management And Programming Sdn Bhd), Astro Entertainment Sdn Bhd, Kristal-Astro Sdn Bhd, Media Innovations Pty Ltd and Getit Infoservices Private Limited**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Holdings Sdn Bhd and/or its affiliates, including but not limited to Astro Digital 5 Sdn Bhd (formerly known as Digital Five Sdn Bhd), MEASAT Broadcast Network Systems Sdn Bhd, Astro Radio Sdn Bhd (formerly known as Airtime Management And Programming Sdn Bhd), Astro Entertainment Sdn Bhd, Kristal-Astro Sdn Bhd, Media Innovations Pty Ltd and Getit Infoservices Private Limited as specified in Parts A and B of Appendix I of the Company’s Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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



## ORDINARY RESOLUTION 2

**Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Tanjong Public Limited Company and/or its affiliates, including but not limited to Tanjong City Centre Property Management Sdn Bhd and TGV Cinemas Sdn Bhd**

"**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Tanjong Public Limited Company and/or its affiliates, including but not limited to Tanjong City Centre Property Management Sdn Bhd and TGV Cinemas Sdn Bhd as specified in Part A of Appendix I of the Company's Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

## ORDINARY RESOLUTION 3

**Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with MEASAT Global Berhad and/or its affiliates, including but not limited to MEASAT Satellite Systems Sdn Bhd and Measat Broadband (International) Ltd**

"**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with MEASAT Global Berhad and/or its affiliates, including but not limited to MEASAT Satellite Systems Sdn Bhd and Measat Broadband (International) Ltd as specified in Parts A and B of Appendix I of the Company's Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or

(c) this resolution is revoked or varied by resolution passed by shareholders in general meeting, whichever is the earliest.

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

#### **ORDINARY RESOLUTION 4**

**Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Usaha Tegas Sdn Bhd and/or its affiliates, including but not limited to UT Hospitality Services Sdn Bhd, UT Projects Sdn Bhd, UT Energy Services Sdn Bhd, UTSB Management Sdn Bhd, SRG Asia Pacific Sdn Bhd, Bumi Armada Berhad, Mobitel (Private) Limited and Sri Lanka Telecom PLC**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Usaha Tegas Sdn Bhd and/or its affiliates, including but not limited to UT Hospitality Services Sdn Bhd, UT Projects Sdn Bhd, UT Energy Services Sdn Bhd, UTSB Management Sdn Bhd, SRG Asia Pacific Sdn Bhd, Bumi Armada Berhad, Mobitel (Private) Limited and Sri Lanka Telecom PLC as specified in Parts A and B of Appendix I of the Company’s Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

#### **ORDINARY RESOLUTION 5**

**Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with UMTS (Malaysia) Sdn Bhd**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with UMTS (Malaysia) Sdn Bhd as specified in Part A of Appendix I of the Company’s Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

#### **ORDINARY RESOLUTION 6**

**Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Maxis Communications Berhad and/or its affiliates, including but not limited to Dishnet Wireless Limited, Aircel Limited and Bridge Mobile Pte Ltd**

"**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Maxis Communications Berhad and/or its affiliates, including but not limited to Dishnet Wireless Limited, Aircel Limited and Bridge Mobile Pte Ltd as specified in Part A of Appendix I of the Company's Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

## ORDINARY RESOLUTION 7

**Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Saudi Telecom Company and/or its affiliates, including but not limited to Cell C (Pty) Ltd, Kuwait Telecom Company, AVEA İletişim Hizmetleri A.Ş., SEBIT Eğitim ve Bilgi Teknolojileri Anonim Şirketi, Viva Bahrain BSC (C) and Sale Advanced Co. Ltd.**

**"THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Saudi Telecom Company and/or its affiliates, including but not limited to Cell C (Pty) Ltd, Kuwait Telecom Company, AVEA İletişim Hizmetleri A.Ş., SEBIT Eğitim ve Bilgi Teknolojileri Anonim Şirketi, Viva Bahrain BSC (C) and Sale Advanced Co. Ltd. as specified in Parts A and B of Appendix I of the Company's Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

## ORDINARY RESOLUTION 8

**Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with PT AXIS Telekom Indonesia**

**"THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with PT AXIS Telekom Indonesia as specified in Part A of Appendix I of the Company's Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or

(c) this resolution is revoked or varied by resolution passed by shareholders in general meeting, whichever is the earliest.

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

#### **ORDINARY RESOLUTION 9**

##### **Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Malaysian Jet Services Sdn Bhd**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Malaysian Jet Services Sdn Bhd as specified in Part A of Appendix I of the Company’s Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the party with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

#### **ORDINARY RESOLUTION 10**

##### **Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Communications and Satellite Services Sdn Bhd and Malaysian Landed Property Sdn Bhd**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Communications and Satellite Services Sdn Bhd and Malaysian Landed Property Sdn Bhd as specified in Part A of Appendix I of the Company’s Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

#### **ORDINARY RESOLUTION 11**

##### **Proposed shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Strateq Data Centre Sdn Bhd and OPCOM Cables Sdn Bhd**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Strateq Data Centre Sdn Bhd and OPCOM Cables Sdn Bhd as specified in Parts A and B of Appendix I of the Company's Circular to Shareholders dated 11 April 2013, provided that such transactions are necessary for day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the non-interested shareholders of the Company,

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

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution shall be passed, at which time it will lapse, unless by a resolution passed at such meeting, the authority conferred by this resolution is renewed; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) this resolution is revoked or varied by resolution passed by shareholders in general meeting,

whichever is the earliest.

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

#### **BY ORDER OF THE BOARD**

**Dipak Kaur**  
**Company Secretary**  
(LS5204)

11 April 2013

**Notes:**

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 Companies Act, 1965 shall not apply to the Company.*
2. *Where a member of the Company is also a substantial shareholder (within the meaning of the Companies Act, 1965) per the Record of Depositors, such member shall be entitled to appoint up to (but not more than) five proxies. For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
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 hands 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. 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 Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 81(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 30 April 2013. Only a depositor whose name appears on the General Meeting Record of Depositors as at 30 April 2013 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 this forthcoming Extraordinary General Meeting. The toll-free number is 1800 828 001 and the email address is [agm2013@maxis.com.my](mailto:agm2013@maxis.com.my). These will be valid from 11 April 2013 to 16 May 2013.



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

**FORM OF PROXY**

\*I/\* We ..... \*NRIC (new and old)/\*Passport /\*Company No .....  
(FULL NAME OF A MEMBER IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT/\*CERTIFICATE OF INCORPORATION) (COMPULSORY)

of .....  
(ADDRESS)

telephone no. .... being a member of Maxis Berhad (the "Company"), hereby appoint

..... \*NRIC No/\*Passport No .....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of .....  
(ADDRESS)

and/or ..... \*NRIC No/\*Passport No .....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of .....  
(ADDRESS)

**Only in the case of a member who is a substantial shareholder / exempt authorised nominee**

and/or ..... \*NRIC No/\*Passport No .....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of .....  
(ADDRESS)

and/or ..... \*NRIC No/\*Passport No .....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of .....  
(ADDRESS)

and/or ..... \*NRIC No/\*Passport No .....  
(FULL NAME OF A PROXY IN BLOCK LETTERS AS PER \*IDENTITY CARD/\*PASSPORT) (COMPULSORY)

of .....  
(ADDRESS)

or failing \*him/\*her, THE CHAIRMAN OF THE MEETING as \*my/\*our \*proxy/\*proxies to vote for \*me/\*us and on \*my/\*our behalf at the Extraordinary General Meeting of the Company to be held at the Grand Ballroom, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 9 May 2013 at 11.30 a.m. or at any adjournment thereof. \*I/\*We indicate with an "✓" or "x" in the spaces below how \*I/\*we wish \*my/\*our vote to be cast:

Agenda	For	Against
Ordinary Resolution 1		
Ordinary Resolution 2		
Ordinary Resolution 3		
Ordinary Resolution 4		
Ordinary Resolution 5		
Ordinary Resolution 6		
Ordinary Resolution 7		
Ordinary Resolution 8		
Ordinary Resolution 9		
Ordinary Resolution 10		
Ordinary Resolution 11		

Subject to the abovestated voting instructions, \*my/\*our proxy may vote or abstain from voting on any resolution as \*he/\*she/\*they may think fit.





If appointment of proxy is under hand  Signed by *individual member/ *officer or attorney of member/ *authorised nominee of ..... (beneficial owner)	No of shares held : .....  Securities Account No: ..... (CDS Account No) (COMPULSORY)  Date :	The proportions of *my/*our holding to be represented by *my/*our proxies are as follows:  <b>First Proxy</b> No. of Shares : ..... Percentage : .....%  <b>Second Proxy</b> No. of Shares : ..... Percentage : .....%
If appointment of proxy is under seal  The Common Seal of ..... was hereto affixed in accordance with its Articles of Association in the presence of :-  ..... Director *Director/*Secretary  in its capacity as *member/ *attorney of member/ *authorised nominee of ..... (beneficial owner)	Seal  No of shares held : .....  Securities Account No: ..... (CDS Account No) (COMPULSORY)  Date :	No. of Shares : ..... Percentage : .....%  <b>Second Proxy</b> No. of Shares : ..... Percentage : .....%

<p><b>Only in the case of a member who is a substantial shareholder/exempt authorised nominee</b></p> <p>The proportions of *my/*our holding to be represented by *my/*our proxies are as follows:</p> <p><b>Third Proxy</b>          No. of Shares : .....          Percentage : ..... %</p> <p><b>Fourth Proxy</b>          No. of Shares : .....          Percentage : ..... %</p> <p><b>Fifth Proxy</b>          No. of Shares : .....          Percentage : ..... %</p>
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#### MEMBERS ENTITLED TO ATTEND

For purposes of determining the entitlement of a member to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 81(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 30 April 2013. Only a depositor whose name appears on the General Meeting Record of Depositors as at 30 April 2013 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.

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\* delete if inappropriate

#### Notes to form of proxy:

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

Fold this flap together with the Form of Proxy for sealing

Then fold here



AFFIX  
STAMP

**Maxis Berhad**  
**c/o Symphony Share Registrars Sdn Bhd** 378993-D  
Level 6, Symphony House  
Block D13, Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya, Selangor  
Malaysia

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