

**MAXIS BERHAD**  
**[Registration No. 200901024473 (867573-A)]**  
**(Incorporated in Malaysia)**

**VIRTUAL FOURTEENTH ANNUAL GENERAL MEETING (“FOURTEENTH AGM”) OF MAXIS BERHAD (“MAXIS” OR “THE COMPANY”) HELD AT 2.30 P.M. ON THURSDAY, 18 MAY 2023 AT BROADCAST VENUE, AUDITORIUM, 3A FLOOR, MENARA SYMPHONY, NO. 5, JALAN PROF. KHOO KAY KIM, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA.**

The Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon were received and duly tabled at the Fourteenth AGM under Agenda 1.

The following resolutions as set out in the Notice of Fourteenth AGM dated 19 April 2023 and Appendix VII and Appendix VIII of the Circular to Shareholders dated 19 April 2023 were duly passed at the Fourteenth AGM.

**Ordinary Business**

- Ordinary Resolution 1** Re-election of Alvin Michael Hew Thai Kheam as Director of the Company pursuant to Rule 131.1 of the Constitution of the Company.
- Ordinary Resolution 2** Re-election of Dato’ Hamidah binti Naziadin as Director of the Company pursuant to Rule 131.1 of the Constitution of the Company.
- Ordinary Resolution 3** Re-election of Lim Ghee Keong as Director of the Company pursuant to Rule 131.1 of the Constitution of the Company.
- Ordinary Resolution 4** Payment of Directors’ fees and benefits to the Non-Executive Directors of the Company from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company to be held in 2024.

This aforesaid payment will be made in accordance with the remuneration structure set out below.

<u>Remuneration Structure</u>	<u>Monthly Fees/BIK (RM)</u>
Chairman's Fees	33,334
Directors' Fees	20,834
Chairman of Audit and Risk Committee	10,000
Chairman of Remuneration Committee	4,167
Chairman of Nomination Committee	4,167
Chairman of Transformation Committee	10,000
Chairman of the Government and Regulatory Affairs Committee	4,167
Member of Audit and Risk Committee	4,167
Member of Remuneration Committee	1,667
Member of Nomination Committee	1,667
Member of Transformation Committee	4,167
Member of Government and Regulatory Affairs Committee	1,667
Chairman’s BIK	5,550

*Note: There are no changes to the remuneration structure and monthly fees for the Directors since the last AGM. The Chairman's BIK comprises company car and driver benefits, which BIK value is based on the prescribed value method issued by the Inland Revenue Board of Malaysia – Benefits In Kind (Public Ruling 11/2019)*

**Ordinary Resolution 5** Payment of Directors' fees and benefits to the Non-Executive Directors of Maxis Collections Sdn. Bhd., a wholly owned subsidiary of Maxis Berhad, from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company to be held in 2024.

This aforesaid payment will be made in accordance with the remuneration structure set out below.

<u>Description</u>	<u>Monthly Fees (RM)</u>
	5,000 in aggregate
	(whether as Director only
Directors' fees and fee as member of the Audit and Risk Committee ("ARC")	or as Director and member of ARC)

**Ordinary Resolution 6** Re-appointment of PricewaterhouseCoopers PLT (LLP0014401-LCA & AF 1146) ("PwC") as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

#### **Special Business**

**Ordinary Resolution 7** Approval for Alvin Michael Hew Thai Kheam to continue to act as Independent Non-Executive Director of the Company from 30 August 2023 to 29 August 2024.

**Ordinary Resolution 8** Approval for Dato' Hamidah binti Naziadin to continue to act as Independent Non-Executive Director of the Company from 18 May 2023 to 17 May 2024.

**Ordinary Resolution 9** Renewal of the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") and waiver of pre-emptive rights to new shares under Section 85(1) of the CA 2016 read together with Rule 76.1 of the Constitution of the Company.

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

AND THAT pursuant to Section 85 of the CA 2016 read together with Rule 76.1 of the Constitution of the Company, approval be given for the waiver of

the pre-emptive rights of the shareholders of the Company over (a) all new shares in the Company; and (b) any offers, agreements, rights or options in respect of any new shares in the Company and any new shares in the Company which may be issued pursuant to such offers, agreements, rights or options and for the Board to be exempted, in respect of the Mandate, from any obligation to make or grant any offers, agreements, rights or options in respect of any new shares in the Company first to the existing shareholders of the Company in proportion to their respective shareholdings in the Company.”

**Ordinary Resolutions  
10 to 17**

Shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with:

- a) Astro Malaysia Holdings Berhad and/or its affiliates;
- b) Usaha Tegas Sdn. Bhd. and/or its affiliates;
- c) MEASAT Global Berhad and/or its affiliates;
- d) Maxis Communications Berhad and/or its affiliates;
- e) Saudi Telecom Company and/or its affiliates;
- f) SRG Asia Pacific Sdn. Bhd.;
- g) Malaysian Landed Property Sdn. Bhd. and/or its affiliates; and
- h) ZenREIT Sdn. Bhd.

The full text of Ordinary Resolution 10 to Ordinary Resolution 17 are set out in **Appendix 1**.

**Ordinary Resolution 18**

Establishment of a Long Term Incentive Plan for the eligible employees of Maxis Berhad and its subsidiaries (“Proposed LTIP”) and waiver of pre-emptive rights to new shares under Section 85(1) of the Companies Act 2016 (“CA 2016”) read together with Rule 76.1 of the Constitution of the Company.

The full text of Ordinary Resolution 18 is set out in **Appendix 2**.

All the resolutions were voted on a poll via Remote Participation and Electronic Voting (“RPEV”) facilities at the Virtual Meeting Portal at the Fourteenth AGM of the Company in accordance with Paragraph 8.29A(1) of the MMLR. The results were validated by SKY Corporate Services Sdn. Bhd., the Independent Scrutineer appointed by Maxis. The detailed results are attached in **Appendix 3**.

## APPENDIX 1

### THE FULL TEXT OF ORDINARY RESOLUTION 10 TO ORDINARY RESOLUTION 17 REFERRED TO IN THE COMPANY'S ANNOUNCEMENT TO BURSA MALAYSIA SECURITIES BERHAD ON 19 APRIL 2023

#### 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 Astro Malaysia Holdings Berhad and/or its affiliates, including but not limited to MEASAT Broadcast Network Systems Sdn. Bhd., Astro Digital 5 Sdn. Bhd. and Astro Radio Sdn. Bhd.**

"**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Astro Malaysia Holdings Berhad and/or its affiliates, including but not limited to MEASAT Broadcast Network Systems Sdn. Bhd., Astro Digital 5 Sdn. Bhd. and Astro Radio Sdn. Bhd. as specified in Part A(i) and B(i) of Appendix I of the Company's Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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 Usaha Tegas Sdn. Bhd. and/or its affiliates, including but not limited to UTSB Management Sdn. Bhd., Mobitel (Private) Limited, Sri Lanka Telecom PLC, 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 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 UTSB Management Sdn. Bhd., Mobitel (Private) Limited, Sri Lanka Telecom PLC, Tanjong City Centre Property Management Sdn. Bhd. and TGV Cinemas Sdn. Bhd. as specified in Part A(ii) and B(ii) of Appendix I of the Company's Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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 12**

**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., MEASAT Broadband (International) Ltd and MEASAT Communication Systems Sdn. Bhd.**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements 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., MEASAT Broadband (International) Ltd and MEASAT Communication Systems Sdn. Bhd. as specified in Part A(iii) of Appendix I of the Company’s Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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 13**

#### **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**

**“THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements 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 as specified in Part A(iv) of Appendix I of the Company's Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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 14**

#### **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, Kuwait Telecommunications Company (stc) and STC Bahrain BSC (C)**

**“THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements 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 Kuwait Telecommunications Company (stc) and STC Bahrain BSC (C) as specified in Part A(v) of Appendix I of the Company's Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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 15**

**Proposed shareholders’ mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with SRG Asia Pacific Sdn. Bhd.**

“**THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with SRG Asia Pacific Sdn. Bhd. as specified in Part A(vi) of Appendix I of the Company’s Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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 16**

### **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 Landed Property Sdn. Bhd. and/or its affiliates**

**“THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Malaysian Landed Property Sdn. Bhd. and/or its affiliates as specified in Part A(vii) of Appendix I of the Company's Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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 17**

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

**“THAT** approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with ZenREIT Sdn. Bhd. as specified in Part A(viii) of Appendix I of the Company's Circular to shareholders dated 19 April 2023, 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.

**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 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); 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.”

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## APPENDIX 2

### THE FULL TEXT OF ORDINARY RESOLUTION 18 REFERRED TO IN THE COMPANY'S ANNOUNCEMENT TO BURSA MALAYSIA SECURITIES BERHAD ON 19 APRIL 2023

#### ORDINARY RESOLUTION 18

##### **Proposed Establishment of a Long Term Incentive Plan for the eligible employees of Maxis Berhad and its subsidiaries ("Proposed LTIP") and waiver of pre-emptive rights to new shares under Section 85(1) of the Companies Act 2016 ("CA 2016") read together with Rule 76.1 of the Constitution of the Company**

**"THAT** subject to the approvals of all relevant regulatory authorities for the Proposed LTIP being obtained, and to the extent permitted by law and the Constitution of the Company, the Board of Directors of Maxis ("Board") be and is hereby authorised:

- i) to establish, implement and administer the Proposed LTIP which comprises the share grant for the benefit of the employees of Maxis and its subsidiaries (excluding subsidiaries which are dormant) (including an Executive Director) who fulfill the criteria of eligibility for participation in the Proposed LTIP ("Eligible Employees"), and who are selected by the Board Remuneration Committee or any other committee comprising Directors and/or other officers or executives of the Company appointed by the Board to administer the Proposed LTIP, to be offered a grant ("Selected Employees") in accordance with the bylaws of the Proposed LTIP ("By-Laws") as set out in Appendix V of the Circular to Shareholders dated 19 April 2023;
- ii) to allot and issue and/or transfer or procure the transfer, from time to time such number of new and existing ordinary shares in Maxis ("Maxis Shares") as may be required to be issued or transferred, as the case may be, to the Selected Employees who have accepted the grant ("Grants") pursuant to the vesting of the Grants under the Proposed LTIP, provided always that the total number of Maxis Shares to be allotted and issued and/or transferred under the Proposed LTIP shall not, when aggregated with the total number of new Maxis Shares allotted and issued and/or to be allotted and issued under the Maxis Berhad 2009 Employee Share Option Scheme and the Maxis Berhad 2015 Long Term Incentive Plan, exceed 250 million Maxis Shares at any point in time during the duration of the Proposed LTIP and that such Maxis Shares shall, upon allotment and issuance or transfer, as the case may be, rank equally in all respects with the then existing issued Maxis Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, for which the entitlement date is prior to the date on which the Maxis Shares are credited into the central depository system accounts of the respective Selected Employees who have accepted the Grants, upon vesting of their Grants under the Proposed LTIP;
- iii) to add, modify and/or amend the Proposed LTIP, By-Laws and all rules, regulations and administration relating to the Proposed LTIP and/or the administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board, Board Remuneration Committee or any other committee established to administer the Proposed LTIP, provided that such additions, modifications, and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- iv) establish a trust ("Trust") to be administered by the trustee to be appointed by the Company from time to time for the administration of the Trust ("Trustee"), in accordance with the terms of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation of the Proposed LTIP and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new Maxis Shares, acquire existing Maxis Shares and/or receive treasury shares for the purpose of the Proposed LTIP and to pay expenses in relation to the administration of the Trust, if required; and

- v) to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

**THAT** the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix V of the Circular to Shareholders dated 19 April 2023) as it may deem fit and/or as may be required by the relevant regulatory authorities;

**THAT** pursuant to Section 85 of the CA 2016 read together with Rule 76.1 of the Constitution of the Company, approval be given for the waiver of the pre-emptive rights of the shareholders of the Company over any new Maxis Shares which may be allotted and/or issued and/or any grants or offers in respect of the same which may be made pursuant to or in respect of the Proposed LTIP and that the Board be exempted, in respect of the Proposed LTIP, from any obligation to offer or make any grants in respect of such new Maxis Shares first to the existing shareholders of the Company in proportion to their respective shareholdings in the Company;

**AND THAT** the By-Laws, as set out in Appendix V of the Circular to Shareholders dated 19 April 2023, which is in compliance with the Bursa Malaysia Securities Berhad Main Market Listing Requirements, be and is hereby approved.”

**SKY****CORPORATE SERVICES SDN BHD**

Registration No. : 199301021831 (276569-W)

12th Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13,  
46200 Petaling Jaya,  
Selangor, Malaysia 603 7890 4800 603 7890 4650 017 7474 161**MAXIS BERHAD**LEVEL 21, MENARA MAXIS  
KUALA LUMPUR CITY CENTRE  
OFF JALAN AMPANG  
50088 KUALA LUMPUR  
MALAYSIA

Our Ref GLD/DYSK/TSW/SWT

Contact Ext 03 - 7890 4838/4879/4861

**Attn: Chairman of the Meeting**


Date: 18 May 2023

**Re: Independent Scrutineer Report for the conduct of poll for Maxis Berhad's Fourteenth Annual General Meeting held on 18 May 2023**

We, SKY Corporate Services Sdn Bhd as the appointed independent scrutineers in attendance at the Fourteenth Annual General Meeting of Maxis Berhad held on 18 May 2023 have performed the procedures as listed in our letter of engagement dated 31 January 2023.

The results of the poll, as casted by the shareholders and proxy holders present and voting, based on the results generated by the Polling System provided by Boardroom Share Registrars Sdn Bhd are as per enclosed.

Thank you,

For and on behalf of  
SKY Corporate Services Sdn Bhd  
Independent Scrutineers

### Polling Results

RESOLUTION	Vote FOR			Vote AGAINST			TOTAL Vote
	RECORDS	SHARES	%	RECORDS	SHARES	%	SHARES
RESOLUTION 1	1,375	5,062,472,565	69.4044	606	2,231,694,464	30.5956	7,294,167,029
RESOLUTION 2	1,348	5,058,019,761	69.3833	618	2,231,944,662	30.6167	7,289,964,423
RESOLUTION 3	1,604	7,084,198,725	97.1041	382	211,270,300	2.8959	7,295,469,025
RESOLUTION 4	1,732	7,294,957,635	99.9944	235	407,392	0.0056	7,295,365,027
RESOLUTION 5	1,724	7,294,957,946	99.9944	243	407,081	0.0056	7,295,365,027
RESOLUTION 6	1,315	6,048,174,775	82.9032	659	1,247,293,454	17.0968	7,295,468,229
RESOLUTION 7	1,453	5,153,384,204	70.6509	526	2,140,772,825	29.3491	7,294,157,029
RESOLUTION 8	1,436	5,149,662,917	70.6402	533	2,140,321,645	29.3598	7,289,984,562
RESOLUTION 9	1,725	5,495,312,001	75.3250	245	1,800,153,828	24.6750	7,295,465,829
RESOLUTION 10	1,811	2,420,344,689	99.9951	158	117,537	0.0049	2,420,462,226
RESOLUTION 11	1,800	2,420,334,402	99.9947	170	127,827	0.0053	2,420,462,229
RESOLUTION 12	1,814	2,420,345,592	99.9952	155	115,637	0.0048	2,420,461,229
RESOLUTION 13	1,807	2,420,344,326	99.9952	160	115,503	0.0048	2,420,459,829
RESOLUTION 14	1,801	2,420,336,668	99.9948	168	125,061	0.0052	2,420,461,729
RESOLUTION 15	1,799	2,420,332,069	99.9946	171	130,160	0.0054	2,420,462,229
RESOLUTION 16	1,800	2,420,328,969	99.9947	170	128,260	0.0053	2,420,457,229
RESOLUTION 17	1,799	7,295,335,159	99.9982	173	129,470	0.0018	7,295,464,629
RESOLUTION 18	1,304	6,920,582,938	94.8614	674	374,886,035	5.1386	7,295,468,973