



AXIATA GROUP BERHAD

(Company No.: 242188-H)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF WITHDRAWAL OF SPECIAL RESOLUTION 2 AND ORDINARY RESOLUTION 9

NOTICE IS HEREBY GIVEN THAT THE FOLLOWING RESOLUTIONS AS PUBLISHED IN THE NOTICE OF ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD DATED 30 APRIL 2012 ARE WITHDRAWN FROM BEING TABLED FOR APPROVAL BY THE SHAREHOLDERS AT THE 20TH ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 23 MAY 2012 AT THE GRAND BALLROOM, 1ST FLOOR, SIME DARBY CONVENTION CENTRE, 1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, MALAYSIA AT 10.00 A.M.:-

(i) PROPOSED AMENDMENT TO ARTICLE 106(i) OF THE ARTICLES OF ASSOCIATION OF AXIATA ("PROPOSED AMENDMENT TO ARTICLE 106(i)")

"THAT, the proposed amendment to the Article 106(i) on Remuneration of Directors, in the form and manner as set out in Section 3 and Section B of Appendix II of the Circular to Shareholders dated 30 April 2012, be approved and adopted.

AND THAT, in order to implement, complete and give full effect to the Proposed Amendment to Article 106(i), approval be and is hereby given to the Board of Directors of the Company to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Amendment to Article 106(i), with full powers to assent to any conditions, modifications, variations and/or amendments thereto as the Board of Directors of the Company may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Amendment to Article 106(i)."

(Special Resolution 2)

(ii) PROPOSED DETERMINATION OF THE AMOUNT OF FEES OF NON-EXECUTIVE DIRECTORS FOR THE YEAR ENDING 31 DECEMBER 2012 AND EACH SUBSEQUENT YEAR

"THAT, subject to and conditional upon Special Resolution 2 being passed, the aggregate fees for the Non-Executive Directors for the year ending 31 December 2012 and each subsequent year, at an aggregate amount of not more than RM3,900,000.00 per annum to be divided amongst them in such manner as the Board of Directors of the Company may agree, be and is hereby approved."

(Ordinary Resolution 9)

BY ORDER OF THE BOARD

Suryani Hussein (LS0009277)

Group Company Secretary

Kuala Lumpur, Malaysia

17 May 2012