



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIRST ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD WILL BE HELD AT THE GRAND BALLROOM, 1ST FLOOR, SIME DARBY CONVENTION CENTRE, 1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, MALAYSIA ON THURSDAY, 23 MAY 2013 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:-

AS ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Report of the Directors and the Auditors thereon. **(Ordinary Resolution 1)**
2. To declare a final tax exempt dividend under single tier system of 15 sen per ordinary share for the financial year ended 31 December 2012. **(Ordinary Resolution 2)**
3. To declare a special tax exempt dividend under single tier system of 12 sen per ordinary share for the financial year ended 31 December 2012. **(Ordinary Resolution 3)**
4. To re-elect the following Directors who retire by rotation pursuant to Article 93 of the Company's Articles of Association and who being eligible, offer themselves for re-election:-
 - (i) Dato' Sri Jamaludin Ibrahim **(Ordinary Resolution 4)**
 - (ii) Tan Sri Ghazzali Sheikh Abdul Khalid **(Ordinary Resolution 5)**
5. To re-elect the following Directors who were appointed to the Board during the year and retire pursuant to Article 99 (ii) of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - (i) Dato' Abdul Rahman Ahmad **(Ordinary Resolution 6)**
 - (ii) Bella Ann Almeida **(Ordinary Resolution 7)**
6. To approve the Directors' fees of RM1,680,000.00 payable to the Non-Executive Directors for the financial year ended 31 December 2012. **(Ordinary Resolution 8)**
7. To approve the payment of Directors' fees of RM30,000.00 per month for the Non-Executive Chairman and RM20,000.00 per month for each Non-Executive Director with effect from 1 January 2013 until the next Annual General Meeting of the Company. **(Ordinary Resolution 9)**
8. To re-appoint Messrs PricewaterhouseCoopers having consented to act as the Auditors of the Company for the financial year ending 31 December 2013 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 10)**

AS SPECIAL BUSINESS:-

9. To consider and, if thought fit, to pass the following Ordinary Resolutions:-

(I) PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT, in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), approval be and is hereby given for Axiata Group Berhad (Company) and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, as set out in **Appendix I** of the Circular to Shareholders dated 2 May 2013 despatched together with the Company's 2012 Annual Report, which are necessary for the day-to-day operations in the ordinary course of the business of the Company and/or its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;

THAT such approval will continue to be in force and effect until:-

- (i) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
 - (ii) the expiration of the period within which the Company's next Annual General Meeting is required to be held under Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,
- whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things (including without limitation, to execute such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the aforesaid shareholders' mandate and transaction contemplated under this resolution.” **(Ordinary Resolution 11)**

(II) PROPOSED GRANT OF ENTITLEMENTS TO, AND ALLOTMENT AND ISSUE OF, ORDINARY SHARES OF NOMINAL VALUE OF RM1.00 EACH IN THE COMPANY TO DATO' SRI JAMALUDIN IBRAHIM, MANAGING DIRECTOR/PRESIDENT & GROUP CHIEF EXECUTIVE OFFICER OF THE COMPANY (“PROPOSED GRANT”)

“THAT:-

- (a) Approval be and is hereby given for the Company to grant entitlements to, and to allot and issue, up to 3.6 million new ordinary shares of nominal value of RM1.00 each in the Company (**“New Axiata Shares”**) to Dato' Sri Jamaludin Ibrahim, Managing Director/President & Group Chief Executive Officer of the Company, subject always to the terms and conditions of the Bye-Laws of the Axiata Share Scheme and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws of the Axiata Share Scheme; and
- (b) In order to implement, complete and give full effect to such grant, allotment and issuance, approval be and is hereby given to the 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 they may deem necessary, expedient and/or appropriate, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and in the best interest of the Company.”

(Ordinary Resolution 12)



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10. To transact any other ordinary business for which due notice has been given in accordance with Section 151 of the Companies Act, 1965.

NOTICE ON DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT a final tax exempt dividend under single tier system of 15 sen per ordinary share and a special tax exempt dividend under single tier system of 12 sen per ordinary share for the financial year ended 31 December 2012 as recommended by Directors on 20 February 2013 and if approved by the shareholders at the forthcoming Twenty-First Annual General Meeting will be paid on 14 June 2013 to Depositors whose names appear in the Register of Members/Record of Depositors on 31 May 2013.

FURTHER NOTICE IS HEREBY GIVEN THAT a Depositor shall qualify for entitlement to the dividends only in respect of:-

- (a) Shares deposited into the Depositor's Securities Account before 12:30 p.m. on 29 May 2013 (in respect of shares which are exempted from Mandatory Deposit);
- (b) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 31 May 2013; and
- (c) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

Shareholders are reminded that pursuant to the Securities Industry (Central Depositories) Act 1991 (SICDA), all shares not deposited with Bursa Malaysia Depository Sdn Bhd (Bursa Depository) by 12:30 p.m. on 1 December 1998 and not exempted from Mandatory Deposit, have been transferred to the Ministry of Finance (MOF). Accordingly, the dividend for such undeposited shares will be paid to the MOF.

BY ORDER OF THE BOARD

Suryani Hussein (LS0009277)
Group Company Secretary

Kuala Lumpur, Malaysia
2 May 2013

NOTES:**Proxy and/or Authorised Representatives**

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy without any restriction to the qualification of the proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company and the restrictions provided in Section 149(1) (a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company.
2. The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or subject to Article 34A of the Company's Articles of Association in relation to the Record of Depositors made available to the Company.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a Member appoints two (2) proxies, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified.
4. Where a Member is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

Every appointment submitted by an authorised nominee as defined under the SICDA, must specify the CDS Account Number.

5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in respect of each securities account (omnibus account), there is no limit to the number of proxies which the Exempt Authorised Nominees may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall:-
 - (i) in the case of an individual, be signed by the appointer or by his/her attorney.
 - (ii) in the case of corporation, be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

If the instrument appointing a proxy is signed by an officer on behalf of the corporation, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document, which is still in force, no notice of revocation has been received". If the instrument appointing a proxy is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney, which is still in force, no notice of revocation has been received".

7. A corporation which is a Member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with Article 89 of the Company's Articles of Association.
8. The instrument appointing the proxy together with the duly registered power of attorney referred to in Note 6 above, if any, must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding of the Meeting or at any adjournment thereof.

Members Entitled to Attend

9. For purposes of determining a member who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Depository, in accordance with Article 66 of the Company's Articles of Association and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors as at 15 May 2013. Only a depositor whose name appears in the General Meeting Record of Depositors as at 15 May 2013 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his/her behalf.



EXPLANATORY NOTES TO THE SPECIAL BUSINESS

(I) PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed Ordinary Resolution 11, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next Annual General Meeting unless authority for its renewal is obtained from shareholders of the Company at such general meeting.

Detailed information on the Proposed Shareholders' Mandate is set out in Appendix I of the Circular to Shareholders dated 2 May 2013 which is despatched together with the Company's 2012 Annual Report.

(II) PROPOSED GRANT OF ENTITLEMENTS TO, AND ALLOTMENT AND ISSUE OF, ORDINARY SHARES OF NOMINAL VALUE OF RM1.00 EACH IN THE COMPANY TO DATO' SRI JAMALUDIN IBRAHIM, MANAGING DIRECTOR/PRESIDENT & GROUP CHIEF EXECUTIVE OFFICER OF THE COMPANY ("PROPOSED GRANT")

The proposed Ordinary Resolution 12, if approved, will allow Dato' Sri Jamaludin Ibrahim to participate further under the Axiata Share Scheme and be eligible for grants of up to 3.6 million New Axiata Shares.

The above amount includes 1,279,300 Axiata Restricted Share Plan Shares which have already been granted to Dato' Sri Jamaludin Ibrahim in 2012 and 2013 ("**Previous Grant**"). The Proposed Grant is being sought for approval by shareholders at this Annual General Meeting for the Previous Grant and to accommodate further offers of New Axiata Shares to Dato' Sri Jamaludin Ibrahim under the Axiata Share Scheme for the final grant in 2014.

The Proposed Grant is the maximum number of Axiata Shares that may be vested to Dato' Sri Jamaludin Ibrahim and is subject to the meeting of super stretched individual performance targets and the Axiata Group meeting superior company performance targets at the point of vesting in addition to the standard vesting conditions applicable to other eligible employees.

Dato' Sri Jamaludin Ibrahim and persons connected to him must abstain from voting on this resolution. He has also abstained from all deliberation and voting on this resolution at the Board of Directors' Meeting.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27 (2) MAIN LR

DIRECTORS STANDING FOR RETIREMENT AND RE-ELECTION AT THE TWENTY-FIRST ANNUAL GENERAL MEETING

The following are Directors retiring pursuant to Article 93 and Article 99 (ii) of the Company's Articles of Association:-

Article 93: Retirement by rotation:

1. Dato' Sri Jamaludin Ibrahim
2. Tan Sri Ghazzali Sheikh Abdul Khalid

Article 99 (ii): Retirement after appointment to fill casual vacancy

1. Dato' Abdul Rahman Ahmad
2. Bella Ann Almeida

The respective profiles of the above Directors are set out in the Profile of Directors' section of the Annual Report from pages 53 to 56.

None of the above Directors have any direct and/or indirect interest in the Company and its related corporation.