

PROXY FORM

(Before completing the form, please refer to the notes overleaf)



(Company No.: 242188-H)
(Incorporated in Malaysia under the Companies Act, 2016)

"A" I/We, _____
(NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____ (COMPANY NO.) _____

of _____
(FULL ADDRESS)

_____ (TELEPHONE/MOBILE NO.) _____

being a Member/Members of **AXIATA GROUP BERHAD** hereby appoint _____
(NAME AS PER NRIC IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____

of _____
(FULL ADDRESS)

or failing him/her, _____
(NAME AS PER NRIC IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____

of _____
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting, as my/our **first** proxy to vote for me/us on my/our behalf at the 26th Annual General Meeting of **AXIATA GROUP BERHAD** to be held at Nexus Ballroom 2 & 3, Level 3A, Connexion@Nexus, No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Wednesday, 23 May 2018 at 10.00 a.m. or at any adjournment thereof.

"B" If you wish to appoint a second proxy, please complete this section.

I/We, _____
(NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____ (COMPANY NO.) _____

of _____
(FULL ADDRESS)

_____ (TELEPHONE/MOBILE NO.) _____

being a Member/Members of **AXIATA GROUP BERHAD** hereby appoint _____
(NAME AS PER NRIC IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____

of _____
(FULL ADDRESS)

or failing him/her, _____
(NAME AS PER NRIC IN CAPITAL LETTERS)

with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____

of _____
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting, as my/our **second** proxy to vote for me/us on my/our behalf at the 26th Annual General Meeting of **AXIATA GROUP BERHAD** to be held at Nexus Ballroom 2 & 3, Level 3A, Connexion@Nexus, No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Wednesday, 23 May 2018 at 10.00 a.m. or at any adjournment thereof.

NOTES:

Proxy and/or Authorised Representative

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.
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 Articles of Association of the Company ("**Articles**") 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 proxies to attend and vote on his/her behalf. Where a Member appoints two 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 Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint at least one proxy but not more than two 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 Nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall:-
 - a) in the case of an individual, be signed by the appointer or by his/her attorney; or
 - b) in the case of a 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 by 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 Articles. Pursuant to Section 333 (3) of the Companies Act 2016, if the corporation authorizes more than one person, every one of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative was an individual member of the Company. However, if more than one of the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
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 & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than 22 May 2018 at 10.00 a.m.
9. Pursuant to Paragraph 8.29 of the Main LR, all resolutions set out in the Notice of AGM will be put to vote on poll.

Members Entitled to Attend, Speak and Vote

10. For purposes of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting Bursa Depository, in accordance with Article 66 of the Articles and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors as at 14 May 2018. Only a depositor whose name appears in the General Meeting Record of Depositors as at 14 May 2018 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his/her behalf.

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:-	
	Percentage (%)
Proxy* "A"	
Proxy* "B"	
TOTAL	100%

* Please fill in the proportion of the holding to be presented by each proxy

My/Our proxy/proxies is/are to vote as indicated below:-

Please indicate with an 'X' in the appropriate box against each resolution how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote or abstain at his/her discretion.

	Resolutions	Proxy "A"		Proxy "B"	
		For	Against	For	Against
	Ordinary Business				
1.	Ordinary Resolution 1 - Final tax exempt dividend under single tier system of 3.5 sen per ordinary share				
2.	Ordinary Resolution 2 - Re-election of Tan Sri Datuk Wira Azman Hj. Mokhtar				
3.	Ordinary Resolution 3 - Re-election of David Lau Nai Pek				
4.	Ordinary Resolution 4 - Re-election of Dr David Robert Dean				
5.	Ordinary Resolution 5 - Re-election of Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz				
6.	Ordinary Resolution 6 - Directors' Fees and Benefits Payable by the Company				
7.	Ordinary Resolution 7 - Directors' Fees and Benefits Payable by the Subsidiaries				
8.	Ordinary Resolution 8 - Re-appointment of PricewaterhouseCoopers PLT as Auditors				
	Special Business				
9.	Ordinary Resolution 9 - Continuation of Tan Sri Ghazzali Sheikh Abdul Khalid to to act as Independent Non-Executive Director ("INED")				
10.	Ordinary Resolution 10 - Continuation of David Lau Nai Pek to act as INED				
11.	Ordinary Resolution 11 - Proposed Shareholders' Mandate				
12.	Ordinary Resolution 12 - Proposed Renewal of the Authority For Directors to Allot and Issue shares in relation to the Dividend Reinvestment Scheme				
13.	Ordinary Resolution 13 - Authority to Allot and Issue shares under Section 75 and 76 of the Companies Act 2016				
14.	Special Resolution 1 - Proposed Adoption of the New Constitution of the Company				

Signed this _____ day of _____ 2018

No. of ordinary shares held	CDS Account No. of Authorised Nominee*												

* Applicable to shares held through a nominee account

Signed this _____ day of _____ 2018

Signature(s)/Common Seal of Member(s)

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AFFIX STAMP
RMO.80
HERE

The Share Registrar
Tricor Investor & Issuing House Services Sdn Bhd (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

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