

AXIATA GROUP BERHAD (“AXIATA”)

PROPOSED ESTABLISHMENT BY DIALOG AXIATA PLC (“DIALOG”), A SUBSIDIARY OF AXIATA GROUP BERHAD (“AXIATA”), OF AN ISLAMIC MEDIUM TERM NOTES (“SUKUK”) PROGRAMME OF UP TO RM1.2 BILLION IN NOMINAL VALUE (“SUKUK PROGRAMME”)

1. INTRODUCTION

On behalf of Axiata, Maybank Investment Bank Berhad (“**Maybank IB**”) is pleased to announce that Dialog, a subsidiary of Axiata listed on the Colombo Stock Exchange, had on 29 March 2013 received approval from the Securities Commission Malaysia (“**SC**”) for the establishment of the Sukuk Programme and issuance of Sukuk thereafter. The approval is subject to compliance with the relevant requirements pertaining to the implementation of the Sukuk Programme as stipulated under the SC’s Guidelines on Sukuk.

Dialog is Sri Lanka’s mobile telephony market leader and is one of the largest companies listed on the Colombo Stock Exchange in terms of market capitalisation. Dialog’s mobile telecommunications infrastructure spans across all of Sri Lanka’s provinces, with a subscriber base exceeding 7.8 million. Dialog Axiata holds the distinction of being the first service provider in South Asia to launch 3G and HSPA services. In 2012, Dialog launched the first fixed 4G LTE service in Sri Lanka.

2. SALIENT TERMS OF THE SUKUK PROGRAMME

The Sukuk to be issued from the Sukuk Programme shall be based on the Shariah principle of Murabahah (via a Tawarruq arrangement). The tenure of the Sukuk Programme is fifteen (15) years from the first issue of Sukuk under the Sukuk Programme.

Proceeds raised from the issuance of Sukuk shall be utilised for Dialog’s funding investments, operational expenses, capital expenditure and working capital, refinancing of existing debts and other corporate and funding purposes, provided that any such utilisation shall be in compliance with Shariah principles.

3. APPROVALS OBTAINED

- (i) Consent from the Board of Investment of Sri Lanka (“**BOI**”) for the establishment of the Sukuk Programme has been obtained *vide* the no objection letter by the BOI dated 18 June 2012;
- (ii) Consent from the Controller of Exchange, Exchange Control Department, Central Bank of Sri Lanka (“**CBSL**”) for the establishment of the Sukuk Programme has been obtained *vide* the no objection letter by the CBSL dated 25 June 2012;
- (iii) Consent from the Securities and Exchange Commission of Sri Lanka (“**SEC**”) for the establishment of the Sukuk Programme has been obtained *vide* the approval letter by the SEC dated 19 December 2012;
- (iv) Bank Negara Malaysia as the Controller of Foreign Exchange, had on 7 December 2012 granted its approval for the Sukuk Programme; and

(v) The SC had on 29 March 2013 granted its approval for the Sukuk Programme.

4. ADVISERS FOR THE SUKUK PROGRAMME

HSBC Amanah Malaysia Berhad and Maybank IB have been appointed as the Joint Principal Advisers, Joint Lead Arrangers and Joint Lead Managers for the Sukuk Programme.

This announcement is dated 1 April 2013.