



axiata

AXIATA GROUP BERHAD (242188-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH 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 WEDNESDAY, 1 JUNE 2011 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 2010 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 10 sen per ordinary share for the financial year ended 31 December 2010. (Ordinary Resolution 2)
3. 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) Datuk Azzat Kamaludin (Ordinary Resolution 3)
 - (ii) Juan Villalonga Navarro (Ordinary Resolution 4)
4. To re-elect Muhamad Chatib Basri who was appointed to the Board during the year and retires pursuant to Article 99 (ii) of the Company's Articles of Association and being eligible, offers himself for re-election. (Ordinary Resolution 5)
5. To approve the Directors' fees of RM1,580,817.00 payable to the Directors for the financial year ended 31 December 2010. (Ordinary Resolution 6)
6. To re-appoint Messrs PricewaterhouseCoopers having consented to act as the Auditors of the Company for the financial year ending 31 December 2011 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

AS SPECIAL BUSINESS:

7. 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 II of the Circular to Shareholders dated 10 May 2011 despatched together with the Company's 2010 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 8)

(ii) PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE EXISTING PERFORMANCE-BASED EMPLOYEE SHARE OPTION SCHEME OF AXIATA TO INCLUDE A RESTRICTED SHARE PLAN

"**THAT**:

- (a) the proposed amendments to the Bye-Laws of the Performance-Based Employee Share Option Scheme of the Company established by the Company on 16 April 2009 (Existing ESOS), as described in section 2 of Main Letter of Part A of the Circular to Shareholders dated 10 May 2011 (Proposed Amendment), be and are hereby approved;
- (b) the Existing ESOS, the Bye-Laws having been amended, be and is forthwith re-named "Performance-Based Employee Share Option And Share Scheme" (Axiata Share Scheme);
- (c) the Directors of the Company be and are hereby authorised to:
 - (i) implement, administer and give effect to the Axiata Share Scheme in accordance with its Bye-Laws, as so amended;
 - (ii) allot and issue such number of new ordinary shares of RM1.00 each in the Company (Axiata Shares) as may be required to be issued for the purposes of the Axiata Share Scheme, provided that the aggregate number of Axiata Shares issued, pursuant to the exercise of the options already granted to Axiata Eligible Employees and in any case under the Axiata Share Scheme, does not exceed seven percent (7%) of the total issued and paid-up share capital of the Company at any time during the duration of the Axiata Share Scheme; and that these Axiata Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Axiata Shares and will be subject to all the provisions of the Company's Articles of Association relating to transfer, transmission and otherwise;
 - (iii) do or procure to be done all acts, deeds and things, and to take all such decisions, as they may be in their discretion deem fit, necessary, expedient and/or appropriate, and in the best interests of the Company, including making the necessary applications at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing of and quotation for the Axiata Shares which may from time to time be issued and allotted pursuant to the Axiata Share Scheme;
 - (iv) to modify and/or amend the Axiata Share Scheme from time to time as may be required in accordance with applicable law, provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the Bye-Laws relating to modifications and/or amendments; and
 - (v) execute, sign and deliver on behalf of the Company, all such agreements, arrangements, undertakings, instruments or other documents as may be necessary, with full powers to assent to any arrangement, condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit in order to give effect to the Axiata Share Scheme."

(Ordinary Resolution 9)

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

"**THAT**, subject to and conditional upon Ordinary Resolution 9 being passed:

- (a) approval be and is hereby given for the Company to grant entitlement to, and to allot and issue, up to 1,198,300 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 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 10)

(iv) PROPOSED AUTHORITY FOR AXIATA TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS ISSUED AND PAID-UP SHARE CAPITAL

"**THAT** subject to the passing of Ordinary Resolution 12, and subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Company's Memorandum and Articles of Association, and the regulation and guidelines applied from time to time by Bursa Malaysia Securities Berhad (Bursa Securities) and/or any other relevant regulatory authority, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company's issued and paid-up ordinary share capital listed on Bursa Securities (Proposed Share Buy-Back) upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:-

- (a) the aggregate number of shares to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any point in time;
- (b) the maximum amount of funds to be utilised for the purpose of the Proposed Share Buy-Back shall not exceed the Company's aggregate retained profits and/or share premium account; and
- (c) the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting of the Company; or
 - (ii) the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held,

unless earlier revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is the earlier;

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion for the ordinary shares in the Company so purchased by the Company to be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends and/or re-sold on Bursa Securities;

AND THAT 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 it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Share Buy-Back, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors may deem fit and expedient in the best interest of the Company."

(Ordinary Resolution 11)

(v) PROPOSED EXEMPTION UNDER PARAGRAPH 24 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 ("CODE") FOR KHAZANAH NASIONAL BERHAD FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING VOTING SHARES IN THE COMPANY NOT ALREADY OWNED BY IT, UPON THE PURCHASE BY THE COMPANY OF ITS OWN SHARES PURSUANT TO THE PROPOSED SHARE BUY-BACK

"**THAT** subject to the passing of Ordinary Resolution 11 and subject to the approval of the Securities Commission (SC), approval be and is hereby given for Khazanah Nasional Berhad (Khazanah) to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part III of the Code, which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 11, in conjunction with the application submitted by Khazanah to the SC under Paragraph 24 of Practice Note 9 of the Code (Proposed Exemption);

AND THAT 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 it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Exemption, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors may deem fit and expedient in the best interest of the Company."

(Ordinary Resolution 12)

8. 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 10 sen per ordinary share for the financial year ended 31 December 2010 as recommended by Directors on 22 February 2011 and if approved by the shareholders at the forthcoming Nineteenth Annual General Meeting will be paid on 22 June 2011 to Depositors whose names appear in the Register of Members/Record of Depositors on 8 June 2011.

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 6 June 2011 (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 8 June 2011 (in respect of Ordinary Transfers); 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 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 MoF.

BY ORDER OF THE BOARD

Suryani Hussein (LS0009277)
Group Company Secretary
Kuala Lumpur, Malaysia
10 May 2011

NOTES:

Proxy and/or Authorised Representatives

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company and the provisions of Section 149(1) (a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company.
2. 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.
3. 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.
4. 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 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 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". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and exercised, should be enclosed with the proxy form.
5. 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.
6. The instrument appointing the proxy together with the duly registered power of attorney referred to in Note 4 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

7. 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 23 May 2011. Only a depositor whose name appears on the General Meeting Record of Depositors as at 23 May 2011 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS

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

The proposed Ordinary Resolution 8, 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 Company'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 Part D of the Circular to Shareholders dated 10 May 2011 which is despatched together with the Company's 2010 Annual Report.

(ii) PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE PERFORMANCE-BASED EMPLOYEE SHARE OPTION SCHEME OF AXIATA TO INCLUDE A RESTRICTED SHARE PLAN

The proposed Ordinary Resolution 9, if passed, will enable the Company to grant Axiata RSP Shares without any consideration to eligible employees, in lieu of or in addition to the grant of options under the Existing ESOS ("ESOS Options"), at a future date. If passed, the Company may grant ESOS Options, Axiata RSP Shares and/or a combination of both under the Axiata Share Scheme.

Detailed information on the Proposed Amendment is set out in Part A of the Circular to Shareholders dated 10 May 2011 which is despatched together with the Company's 2010 Annual Report.

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

The proposed Ordinary Resolution 10, if approved, will allow Dato' Sri Jamaludin Ibrahim to also participate under the Axiata Share Scheme and be eligible for grants of up to 1,198,300 Axiata RSP Shares, subject always that the total number of new Axiata Shares to be granted either by way of Axiata RSP Shares and/or Existing ESOS does not result in the issuance of more than 1,198,300 Axiata Shares.

(iv) PROPOSED AUTHORITY FOR AXIATA TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS ISSUED AND PAID-UP SHARE CAPITAL

The proposed Ordinary Resolution 11, if approved, will allow the Board to exercise its power for the Company to purchase its own shares of up to 10% of its issued and paid-up share capital by utilising up to the total retained earnings and share premium of the Company. The authority under this resolution will expire at the conclusion of the Company's next Annual General Meeting or the expiry of the period within which the Company's next Annual General Meeting is required by law to be held, unless earlier revoked or varied by an ordinary resolution passed by the Company's shareholders in a general meeting, whichever is the earlier.

Detailed information on the Proposed Share Buy-Back is set out in Part B(i) of the Circular to Shareholders dated 10 May 2011 which is despatched together with the Company's 2010 Annual Report.

(v) PROPOSED EXEMPTION UNDER PARAGRAPH 24 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 FOR KHAZANAH NASIONAL BERHAD FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING VOTING SHARES IN THE COMPANY NOT ALREADY OWNED BY IT, UPON THE PURCHASE BY THE COMPANY OF ITS OWN SHARES PURSUANT TO THE PROPOSED SHARE BUY-BACK

The proposed Ordinary Resolution 12, if approved, will enable the SC to consider the exemption application by Khazanah from its obligation to undertake a mandatory take-over offer on the remaining shares in the Company not already owned by it, upon purchase by the Company of its own shares pursuant to the Proposed Share Buy-Back.

Detailed information on the Proposed Exemption is set out in Part B(ii) of the Circular to Shareholders dated 10 May 2011 which is despatched together with the Company's 2010 Annual Report.