



AXIATA GROUP BERHAD

(Company No.: 242188-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH 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, 23 MAY 2012 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2011 together with the Report of the Directors and the Auditors thereon. **(Ordinary Resolution 1)**
- To declare a final tax exempt dividend under single tier system of 15 sen per ordinary share for the financial year ended 31 December 2011. **(Ordinary Resolution 2)**
- 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:
 - Tan Sri Dato' Azman Haji Mokhtar **(Ordinary Resolution 3)**
 - David Lau Nai Pek **(Ordinary Resolution 4)**
- To re-elect Kenneth Shen 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)**
- To approve the Directors' fees of RM1,847,096.00 payable to the Directors for the financial year ended 31 December 2011. **(Ordinary Resolution 6)**
- To re-appoint Messrs PricewaterhouseCoopers having consented to act as the Auditors of the Company for the financial year ending 31 December 2012 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS:

- To consider and, if thought fit, to pass the following Ordinary Resolutions/Special 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 30 April 2012 despatched together with the Company's 2011 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:-

- 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;
 - 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
 - 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 ARTICLES OF ASSOCIATION OF AXIATA ("PROPOSED AMENDMENTS")

"THAT, the proposed amendments to the Articles of Association of the Company in the form and manner as set out in Section 3 and Section A 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 Amendments, 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 Amendments 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 Amendments." **(Special Resolution 1)**

(iii) 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)**

(iv) 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)**

(v) 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)**

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 for the financial year ended 31 December 2011 as recommended by Directors on 22 February 2012 and if approved by the shareholders at the forthcoming Twentieth Annual General Meeting will be paid on 14 June 2012 to Depositors whose names appear in the Register of Members/Record of Depositors on 30 May 2012.

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

- Shares deposited into the Depositor's Securities Account before 12:30 p.m. on 28 May 2012 (in respect of shares which are exempted from Mandatory Deposit);

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 30 May 2012; and
- 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

30 April 2012

NOTES:

Proxy and/or Authorised Representatives

- 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.
- 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.
- 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.

- The instrument appointing a proxy shall:-
 - in the case of an individual, be signed by the appointer or by his/her attorney.
 - 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". 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.

- 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.
- 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

- 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 14 May 2012. Only a depositor whose name appears on the General Meeting Record of Depositors as at 14 May 2012 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) 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 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 30 April 2012 which is despatched together with the Company's 2011 Annual Report.

(ii) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF AXIATA ("PROPOSED AMENDMENTS")

The proposed Special Resolution 1, if passed, will ensure that the Listing Requirements of Association comply with the additional requirements of the Listing Requirements following certain amendments that were recently made to the Listing Requirements as well as to enhance the efficiency of the Company's administration.

Detailed information on the Proposed Amendments is set out in Section 3 and Section A of Appendix II of the Circular to Shareholders dated 30 April 2012 which is despatched together with the Company's 2011 Annual Report.

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

The proposed Special Resolution 2, if passed, would allow the shareholders to determine the maximum Directors' fees by an ordinary resolution in this AGM, and such maximum amount determined will be applicable for every subsequent year unless otherwise varied by a subsequent ordinary resolution by shareholders in a future general meeting.

Detailed information on the Proposed Amendment to Articles 106(i) is set out in Section 3 and Section B of Appendix II of the Circular to Shareholders dated 30 April 2012 which is despatched together with the Company's 2011 Annual Report.

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

The proposed Ordinary Resolution 9, if passed, will determine the maximum amount of Non-Executive Directors' fees for the year ending 31 December 2012 and such amount so determined shall be applicable for all calendar years subsequent to the passing of the ordinary resolution approving the determination of such amount. Where already determined, such fees shall not be increased except by an ordinary resolution of the Company in general meeting, where notice of the proposed increase has been given in the notice convening the meeting. Upon the passing of this resolution, the shareholders will not be required to approve the directors' fees at each subsequent annual general meeting as long as the fees do not exceed the maximum amount.

Detailed information on the Proposed Determination of Non-Executive Directors' Fees is set out Section 4 of the Circular to Shareholders dated 30 April 2012 which is despatched together with the Company's 2011 Annual Report.