

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD (formerly known as TM International Berhad) WILL BE HELD AT GRAND BALLROOM, 1ST FLOOR, SIME DARBY CONVENTION CENTRE, 1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 20 MAY 2009 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:**

#### ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2008 together with the Report of the Directors and the Auditors thereon. (Ordinary Resolution 1)
2. To re-elect Tan Sri Dato' Azman Hj. Mokhtar, who retires by rotation pursuant to Article 93 of the Company's Articles of Association. (Ordinary Resolution 2)
3. 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:
  - (i) Tan Sri Ghazzali Sheikh Abdul Khalid (Ordinary Resolution 3)
  - (ii) Datuk Azzat Kamaludin (Ordinary Resolution 4)
  - (iii) Juan Villalonga Navarro (Ordinary Resolution 5)
  - (iv) Gita Irawan Wirjawan (Ordinary Resolution 6)
  - (v) Ismael Fariz Ali (Ordinary Resolution 7)
  - (vi) David Lau Nai Pek (Ordinary Resolution 8)
4. To approve payment of Directors' fees of RM1,376,697.00 for the financial year ended 31 December 2008. (Ordinary Resolution 9)
5. To re-appoint PricewaterhouseCoopers having consented to act as the Auditors of the Company for the financial year ending 31 December 2009 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 10)

#### AS SPECIAL BUSINESS:

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

6. (i) **Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**  
 "THAT pursuant to Section 132D of the Companies Act, 1965, full authority be and is hereby given to the Directors to issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued, does not exceed 10% of the issued share capital of the Company for the time being, where such approval is necessary." (Ordinary Resolution 11)
- (ii) **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature**  
 "THAT in accordance with paragraph 10.09 of the 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 despatched together with the Company's 2008 Annual Report, which are necessary for the day-to-day operations in the ordinary course of 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 shall continue to be in full force and effect until:
  - (a) 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;
  - (b) 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 shall not extend to such extension as may be allowed under Section 143(2) of the Companies Act, 1965); or
  - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,
 whichever is the earlier;  
**AND THAT** the Board of Directors of the Company be and is 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 any transaction contemplated under this resolution." (Ordinary Resolution 12)
7. To consider any other business of the Company of which due notice has been received.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this Annual General Meeting, the Company shall request from Bursa Malaysia Depository Sdn. Bhd. in accordance with the provisions under Article 66 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors (General Meeting ROD) as at 11 May 2009. Only a depositor whose name appears on the General Meeting ROD as at 11 May 2009 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### BY ORDER OF THE BOARD

Suryani Hussein (LS0009277)  
 Group Company Secretary  
 Kuala Lumpur, Malaysia  
 29 April 2009

#### NOTES:

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 Axiata Group Berhad 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 shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, 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 in the Company standing to the credit of the said securities account.
3. Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the holding to be represented by each proxy is specified.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly appointed under a power of attorney or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If the Proxy Form is signed under the hand of an officer duly authorised, 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 Proxy Form 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 is 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 Registrars, Tenaga Koperasi 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.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

Authority to allot and Issue Shares under Section 132D of the Companies Act, 1965

- (i) The proposed Ordinary Resolution 11, if passed, will give the Directors of the Company authority to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting of the Company.

#### Proposed New Shareholders' Mandate

- (ii) The proposed Ordinary Resolution 12, if passed, will authorise 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 a general meeting.

Detailed information on the proposed new shareholders' mandate is set out in Appendix I of the Circular to Shareholders despatched together with the Company's 2008 Annual Report.