

AXIATA GROUP BERHAD (242188 H)
(Incorporated in Malaysia)

MINUTES OF TWENTY-THIRD ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD HELD AT THE NEXUS BALLROOM 2 & 3, LEVEL 3A, CONNEXION@NEXUS, NO. 7 JALAN KERINCHI, BANGSAR SOUTH CITY, 59200 KUALA LUMPUR ON WEDNESDAY, 20 MAY 2015 AT 10.00 A.M.

PRESENT

1. Tan Sri Dato' Azman Haji Mokhtar - *Chairman*
("Chairman")
2. Dato' Sri Jamaludin Ibrahim - *Managing Director/President*
("President & GCEO") & *Group Chief Executive Officer*
3. Tan Sri Ghazzali Sheikh Abdul Khalid
("TSG")
4. Datuk Azzat Kamaludin ("DAK")
5. Dato' Abdul Rahman Ahmad ("DAR")
6. David Lau Nai Pek ("DL")
7. Dr Muhamad Chatib Basri ("MCB")
8. Kenneth Shen ("KS")

ABSENT WITH APOLOGIES

1. Juan Villalonga Navarro ("JVN")
2. Ann Ameida ("AA")

IN ATTENDANCE

Suryani Hussein ("Group Cosec") - *Group Company Secretary*

SHAREHOLDERS PRESENT

As per the attendance list [Total :1,897 representing 6,631,722,244 Ordinary shares of RM1.00 each ("Axiata Shares")]

PROXIES PRESENT

As per the attendance list [Total : 631 representing 5,362,424,995 Axiata Shares of which of 1,264, 882, 186 represented by Chairman]

1.0 OPENING

The Chairman called for the recitation of the 'Doa'. Thereafter, he welcomed all shareholders, proxies and invitees present at the 23rd Annual General Meeting ("**23rd AGM**") of Axiata Group Berhad ("**Axiata**" or "**Company**") and introduced members of the Board who were present to the floor.

In particular, the Chairman took the opportunity to introduce Dr Muhamad Chatib Basri and conveyed the apologies from both Mr Juan Villalonga and Ms Ann Almeida for not being able to attend the 23rd AGM. Mr Villalonga could not make the trip for the 23rd AGM due to prior engagement whilst Ms Almeida, who just retired from HSBC Group (UK), is attending a special event organised by HSBC Group in London.

2.0 ADMINISTRATIVE MATTERS AND QUORUM

The Group Cossec briefed on the voting procedures and procedures for a demand for a poll. Rights for demand of poll as follows provided under Article 76(a) of the Articles of Association ("**Articles**") were also highlighted:-

- i) 2 members, personally present or by proxy or in the case of a corporation by a duly authorised representative;
- ii) Members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting or being shares on which an aggregate sum has been paid-up equal to not less than one-tenth of the total sum paid up on all the shares held by all members present in person or by proxy or in the case of a corporation by a duly authorised representative; and
- iii) By the Chairman.

Where unless a poll is demanded, all resolutions would be voted by way of a show of hands. Messrs PricewaterhouseCoopers ("**PwC**") was appointed as independent scrutineers to count the votes.

The presence of quorum was confirmed by the Group Cossec pursuant to Article 71 of the Articles of Association ("**Articles**") of the Company.

3.0 NOTICE

The Chairman with the permission of the Meeting declared the Notice of 23rd AGM dated 28 April 2015 and despatched together with Axiata's 2014 Annual Report ("**AR2014**") and Sustainability Report in CD-ROM format to be taken as read.

The Chairman highlighted that the full interactive version of the AR2014 and Sustainability Report is downloadable for both iOS and Android devices and invited the attendees to download the application. Digital versions of both these reports could also be downloaded from the Investor Relations section of Axiata's corporate website.

4.0 PRESENTATION BY PRESIDENT & GCEO

- 1) The Chairman, invited the President & GCEO to give a presentation. The President & GCEO thanked the shareholders for their attendance and shared his presentation entitled 'Axiata Journey – Entering the Next Phase : Building A New Generation 'Telco' covering, inter-alia, the following:-
 - i) Axiata's Journey So Far;
 - ii) 2014 and 1Q15 Performance;
 - iii) Opportunities and Challenges;
 - iv) Strategy Moving Forward; and
 - v) Conclusion and Key Messages.
- 2) The Chairman thanked the President & GCEO for the presentation and informed that Axiata had on 14 May 2015 received a letter ("**MSWG Letter**") from the Minority Shareholder Watchdog Group ("**MSWG**") raising several queries for Axiata's 23rd AGM. Axiata's reply letter dated 20 May 2015 was distributed to the attendees before the meeting. Further clarification on questions raised by MSWG and Axiata's reply would be provided in the question and answer session, if required. The Chairman then highlighted that Axiata has retained its top 5 ranking in the Malaysia-ASEAN Corporate Governance Index 2014 ("**CGI2014**") administered by the MSWG and received an award for exemplary environment, social and governance (ESG) Practices for its ESG policies and activities related to sustainability. The Chairman then congratulated Dato' Sri Jamaludin Ibrahim for 2 of the highest recognition; namely, the 'Chief Executive Officer of the Year Award' by MSWG and earlier in March 2015, as the recipient of the prestigious 2015 GSM Association Chairman for his outstanding personal contribution to the growth and development of mobile communications around the world.
- 3) The Chairman then summarised Axiata's 7-8 years' journey and commended Axiata Management on their achievements despite telecommunication being a tough industry with great complexities. The Board and Management whilst mindful of Axiata's short and medium term performance has always put Axiata's long term prospects a priority. This is reflective in the acquisition by XL of Axis, which although would adversely affect the Group's performance in the short term but puts the Group in a better position to address XL's spectrum constraints and capture growth opportunities in Indonesia. Turbulence in Celcom and onslaughts of OTTs/digital services also pose as threats. The launch of Elevenia (Indonesia) and 11st Street (Malaysia) marked the Group's involvement in the digital arena.
- 4) The Chairman then invited the representative from MSWG, Lya Rahman to say a few words. Key points on matters raised by Lya are as follows:-
 - i) Commended the response provided by Axiata on MSWG's queries;
 - ii) Commended the Board and Management of Axiata for their efforts to ensure Axiata continue to comply to the highest corporate governance practices;
 - iii) Axiata, besides ranked Top 5 in Malaysia-ASEAN CGI2014, is also in the Top 20 of the list of 50 ASEAN companies. MSWG hoped that in 2015, Axiata could

improve its position in the Top 50 ASEAN companies' list which for the first time would be published and announced in November 2015 in Manila;

- iv) Axiata's disclosure on Non-Executive Directors' ("**NED**") remuneration structure is exemplary but reiterated MSWG's recommendation for disclosure on individual Directors' remuneration emphasising that Axiata is the only local listed telecommunication company in Malaysia not doing so. She added that with 1 Executive Director ("**ED**") coupled with detailed disclosure on remuneration structure, the information on individual Directors' remuneration could be extrapolated easily; hence, supporting the dispensation for Axiata to disclose Directors' remuneration in bands;
 - v) Attendance of Mr Villalonga having attended 2 out of 5 Board Audit Committee ("**BAC**") meetings held in 2015. Lya highlighted the importance the role of BAC and the attendance of its members; and
 - vi) 5-year financial information/highlights not included in AR2014.
- 4) The Chairman thanked Lya and responded as follows:-
- i) On remuneration, the Chairman concurred with MSWG's view that with Axiata's detailed disclosure on NEDs remuneration structure and Axiata's Board composition of 1 ED, it would not be difficult to figure out individual Directors' remuneration. However, the Chairman highlighted that the Board having deliberated the matter could not reach a consensus to disclose Directors' remuneration on individual basis. The Chairman will try to attain consensus on this next year;
 - ii) On Mr Villalonga's absenteeism, the Chairman agreed on the importance of the role of the BAC and its members' attendance. Highlighting on Mr Villalonga's attendance, the Chairman highlighted that his attendance for Board meetings has improved in 2014 with having attended 7 out of 9 Board meetings (2014:6 out of 10). Mr Villalonga, with his Telefonica CEO's experience and having grew Telefonica into a USD100 billion company continues to remain as a valuable Board member. On BAC meetings, they are normally held in the morning before Board meetings which for Mr Villalonga would be in the late night or very early morning in Europe where he is primarily based. It would be difficult for him to attend all the BAC meetings due to the timing differences. Rescheduling of BAC/Board meetings also contributed to his absenteeism. The Chairman acknowledged that all the above are challenges in managing the Board and would take the necessary steps to improve; and
 - iii) 5-year financial information/highlights is available in the digital version and summary booklet despatched to shareholders. In view of MSWG's feedback, this will be included in future annual reports.

5.0 AUDITED FINANCIAL STATEMENTS (“AUDITED FINANCIAL STATEMENTS”) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2014 (“FYE2014”) TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS (“REPORTS”) THEREON

[Ordinary Resolution 1]

- 1) The Chairman tabled the Audited Financial Statements and Reports. The Chairman highlighted that PwC, have given their opinion that the Audited Financial Statement have been properly drawn up and present a true and fair view of the financial position of the Company and Group as at 31 December 2014.
- 2) The motion on the receipt of Audited Financial Statements was proposed by Veiven Goon, a shareholder and seconded by Mr Tan Gim Boon, also a shareholder. With the permission of the meeting, the Chairman declared the Auditors’ Report to be taken as read.
- 3) The Chairman invited comments and/or queries from shareholders/proxies and the summary of proceedings are as follows:-
 - i) Mr Goon requested for the MSWG Letter with Axiata’s replies to be distributed and requested for the President & GCEO to share some of the questions raised by MSWG;

The President & GCEO shared 2 of the questions raised by MSWG on the financial performance of Indonesia and Celcom and Celcom’s systems related issues and other internal issues which saw a revenue dip by 4% and normalised EBITDA by 6%. On systems related issues, the President & GCEO admitted that Celcom faced a major glitch in its system since 2Q14 till the end of 2015 due to Celcom’s IT transformation efforts. Most of the issues have been resolved and Celcom is targeting to resolve all issues by 1H15. Celcom’s 1Q15 performance was also badly affected by the flood in the East Coast, a market which contributed about 20% of Celcom’s revenue.

On the Group’s financial results, they were somewhat distorted due to the acquisition of Axis and being a loss making company, Axis’ results negatively affect the Group’s consolidated financial results. The loan took by XL of USD1 billion to finance the acquisition also raised significant interest expense to the Group. Notwithstanding the above, the President & GCEO reiterated the points raised by the Chairman earlier on the importance of Axis’ acquisition with the Group expected to reap the benefits fully in the next 1-2 years.

- ii) Mr Muthu, a shareholder, shared the following key points:-
 - a) With investments of about US4 billion in 2014 and approximately USD5 billion targeted in 2015, reminded the Board to ensure transparency in all its dealings and contracts and suggested for information to be sent to shareholders on quarterly basis or through media; and
 - b) Commended on the performance of Idea.

The Chairman and the President & GCEO responded that Axiata has always focused on transparency and good corporate governance and through the BAC, ensures that check and balance are in place. However, in a competitive

telecommunications industry, not all information could be disclosed and confidentiality; especially, commercial terms, must be protected. On India, Idea has been gaining market share and is now a solid No. 3. The Chairman commended Axiata's Indian partner/Management of Idea on Idea's recovery and improving performance that is reflected in Idea's share price, achieving a record high of INR200 per share, further reflective on Idea's strong underlying performance.

- iii) Chong Sue Yoon, a shareholder shared her personal experience and commented that the level of customer service provided by Celcom could be improved further and expressed her concern that the President & GCEO might not be aware of Celcom customers' grievances.

On behalf of Axiata/Celcom, the President & GCEO extended his apologies for any dissatisfaction and unpleasant experiences during her dealings with Celcom and requested her to speak to Dato' Sri Mohammed Shazalli Ramly ("DSSR"), CEO of Celcom who was present at the 23rd AGM on her experience.

- iv) Wan Hueng Wah, a shareholder, questioned and/or commented the following:-
- a) The Group's strategy and steps to be taken by the Group in the face of competition from OTT services such as 'Skype' and 'WhatsApp' which is encroaching into telcos territories; and
 - b) Smartphones market penetration and cheaper smartphones from China would further encourage data usage by customers and how would Axiata position itself to capture the growing demand and/or usage of data.

Relating to Axiata's strategy in 'Transforming, Expanding and Acquiring New Core', the President & GCEO highlighted that many industry players view OTT negatively. However, the Group has a different posture in which the OTTs would enhance customers' experience and productivity and Axiata, through its services/network, should position itself Axiata to better satisfy its customers and improve customer experience whilst they use the OTT services.

As a starting point, it is critical for Axiata to convert its network which are predominantly configured and/or built for traditional services e.g. voices and messages to the world of data. Next, product prices and packaging should also cater for customers' data usage. The cost side of data is more challenging with more impetus on volume. Combined, network, pricing, packages and volume would in the long run increase customers' data usage which resulting in increased revenue and profitability. In some markets, the Group has also become OTT providers by providing micro-credit and entertainment services. Furthermore, bundling of smartphones with services and/or packages is also some of the efforts taken by the Group in encouraging its customers towards data usage.

- v) On Celcom's IT issues and loss of customers, Goon, a shareholder, questioned on what are the steps that have been taken by Celcom to win back its lost customers caused by the IT issues and Celcom's strategies to increase its subscribers' base. He also requested the Board to provide a breakdown of the RM4.8 billion CAPEX spending based on OpCos and enquired on the party which XL had sold its 3,500 towers.

At the invitation of the Chairman, DSSR explained that for Celcom to move forward and to meet future demands, it is imperative for Celcom to undertake the IT transformation. However, the initiative has caused back-end problems resulting Celcom being unable to launch any new products for the whole of Year 2014. In 2015, Celcom has made good stride by launching 3 new post-paid products with one of them, to-date, has a subscribers' growth exceeding 30% from 1Q15. Next steps in Celcom's strategy in to win back customers' confidence in the pre-paid segment.

The President & GCEO added that the Board of Celcom is closely monitoring the IT issues. Other measures taken by Celcom included the appointment of new key personnel and on this note, introduced Christopher Tiffin, CFO and Ramanathan Sathiamutty as Chief Technology, Operations and Experience Officer, CEO's Office.

On the breakdown of CAPEX for 2014 of RM4 billion, the President & GCEO highlighted that RM787 million was spent by Celcom (Malaysia), RM1.7 billion by XL (Indonesia), RM400 million by Dialog (Sri Lanka), RM800 million by Robi (Bangladesh) and RM200 million (Smart). The respective OpCos is expected to utilise the same proportion of the Group's 2015 CAPEX Budget as above. On XL's towers, due to regulatory constraints concerning foreign ownership of tower companies, XL's tower sale was made with P.T. Solusi Tunas Pratama Tbk.

vi) In response to a question from a shareholder on compounds imposed by Malaysian Communications and Multimedia Commission ("MCMC") on Celcom, DSSR clarified that they were primarily related to inaccuracies of subscribers' records in Celcom's database for registration of pre-paid customers. Most of the offences were attributable to registration of overseas foreign workers ("OFWs"). DSSR highlighted that the local telco operators are working together to come with a better process and/or procedures to register OFWs;

vii) Other key comments and/or questions raised by the shareholders under this Agenda Items and the response from the Board includes:-

a) Increase of Intangible Assets from RM9.5 billion in 2014 to RM12.8 billion in 2015 and reasons for the increase by Chan, a shareholder. He also enquired on the size of the Group's Intangible Assets against its competitors.

The increase in Intangible Assets in 2014 was a result of the acquisition of Axis which also increased the Group's asset base. An impairment test of the goodwill within the Group is carried out by PwC at the end of every financial year and reviewed by the BAC. Write-down of the goodwill would be considered in circumstances in which the goodwill could not be substantiate and/or supported. It would be difficult to obtain a meaningful comparison of the Group's Intangible Assets against its competitors as their portfolio profile and M&A transactions, from which the goodwill arises, differ significantly.

b) Comments from Ahmad Marzuki Abdul Razak, a shareholder, for Axiata to consider accepting proxy forms for general meetings via email. He also suggested and/or enquired on the following:-

- Axiata to provide detail breakdown of its major cost components and annual comparative figures

Detailed breakdown of the Group's major cost components including manpower costs are provided in the Quarterly Results released by Axiata to Bursa Malaysia Securities Berhad ("**Bursa Securities**").

- Illegal outdoor structure under the Group and efforts taken to legalise them;

Efforts were taken to legalise the 28 structures. The Chairman requested the CEO of edotco Group Sdn Bhd, Mr Suresh Sidhu who was present at the 23rd AGM to look into the matter

- 4) Upon the conclusion of the question and answer session, the Chairman put the motion to vote by show of hands which was **passed unanimously**.

RESOLVED:

THAT the Audited Financial Statements for the FYE2014 and the Reports be and are hereby received.

6.0 DECLARATION OF FINAL TAX EXEMPT DIVIDEND UNDER SINGLE TIER SYSTEM OF 14 SEN PER ORDINARY SHARE FOR THE FYE2014

[Ordinary Resolution 2]

- 1) The motion on the declaration of the final tax exempt dividend of 14 sen per Axiata Share ("**Final Dividend**") tabled at the meeting was proposed by Ahmad Rais Ismail, a proxy and seconded by Chan Heng Leong, a shareholder/proxy.
- 2) Axiata had on 24 February 2015, declared the Final Dividend which together with the interim dividend of 8 sen per Axiata Share paid in October 2014 and based on 6-month volume-weighted average price for Axiata shares of RM7.05 would imply a dividend payout ratio of 85% and dividend yield of 3.1%. If the Final Dividend is approved, total dividend of 22 sen per share would tantamount to a cash outflow of RM1.9 billion.
- 3) As announced by CIMB Investment Bank Berhad ("**CIMB**") on 20 March 2015, the Board has decided to apply the Dividend Reinvestment Scheme ("**DRS**") approved by the shareholders at the 22nd AGM to the Final Dividend, whereby shareholders will be given the option to elect to reinvest the whole or part of the Final Dividend into new Axiata Shares. The dividend entitlement date and payment date will be announced later today.
- 4) The motion was put to vote by show of hands and **passed unanimously**.

RESOLVED:-

THAT the declaration of final tax exempt dividend under single tier system of 14 sen per Ordinary Share for the FYE2014 be and is hereby approved.

In view of the next resolutions would involve his retirement by rotation pursuant to Article 93 of the Articles, the Chairman handed over the Chair of the meeting to DAK, Axiata's Senior Independent NED to chair the meeting for Ordinary Resolutions 3, 4 and 5.

7.0 RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO ARTICLE 93 OF THE ARTICLES

a) Re-election of Chairman

[Ordinary Resolution 3]

- 1) The motion on the re-election of the Chairman tabled at the Meeting was proposed by Cheah Phaik Tuan, a proxy and seconded by Tan Gim Boon, a shareholder.
- 2) The motion was put to vote by show of hands and **passed by way of majority vote**.

RESOLVED:-

THAT Tan Sri Dato' Azman Hj Mokhtar who retires in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

b) Re-election of DL

[Ordinary Resolution 4]

- 1) DL who is an Independent NED ("**INED**") has re-affirmed his independence based on independence criteria applied by the Company which is also used in the yearly assessment of INEDs independence.
- 2) The motion on the re-election of DL at the Meeting was proposed by Cheah Swee Kiang, a shareholder and seconded by Yusnita Pendek, also a shareholder.
- 3) The motion was put to vote by show of hands and **passed by way of majority vote**.

RESOLVED:-

THAT David Lau Nai Pek who retires in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

c) Re-election of DAR

[Ordinary Resolution 5]

- 1) DAR who is an INED has re-affirmed his independence based on independence criteria applied by the Company which is also used in the yearly assessment of INEDs independence.

- 2) The motion on the re-election of DAR at the Meeting was proposed by Sudirman Hassan, a proxy and seconded by Ahmad Rais Ismail, a proxy.
- 3) The motion was put to vote by show of hands and **passed by way of majority vote.**

RESOLVED:-

THAT Dato' Abdul Rahman Ahmad who retires in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

At the end of this Agenda Item, DAK handed-over the Chair of the meeting to the Chairman. The Chairman and on behalf of the other Directors who stood for re-election at the 23rd AGM thanked the shareholders for approving their re-election as Directors of the Company.

8.0 RE-ELECTION OF DR MUHAMAD CHATIB BASRI RETIRING PURSUANT TO ARTICLE 99 (II) OF THE ARTICLES

[Ordinary Resolution 6]

- 1) The Chairman highlighted that Dr Chatib had served as a Director of Axiata before from November 2010 to June 2012 before leaving to serve as the Chairman of Investment Coordinating Board of Indonesia from June 2012 to October 2013 and thereafter as the Minister of Finance of Indonesia from May 2013 to October 2014. Axiata was very fortunate to have him back serving on Axiata Board, especially with his experience having held key positions in the Indonesian Government and his deep understanding of the intricacies of Indonesia's macroeconomics and politics. More importantly, Dr Chatib fills the vacancy of Board member representing Axiata's Indonesia footprint.
- 2) Dr Chatib's appointment went through the formal appointment process adopted by Axiata as illustrated on page 41 of the Annual Report. The search for an Indonesian candidate for appointment on the Board of Axiata was initiated not long after Dr Chatib stepped down from Axiata Board. Candidates were sourced through internal recommendations as well as a formal search by a global executive search firm. The Board Nomination Committee ("**BNC**") had had several discussions on the progress and potential candidates throughout 2013 and 2014. Finally, Dr Chatib was identified as the most suitable candidate, in view of his familiarity with telecommunications industry and Axiata's business and footprint, his ministerial positions coupled with his academic background and expertise in international trade, macroeconomic and politics. His ability to commit to his role as a Director despite his other commitments which would include spending some time in Harvard University from July 2015 onward was also taken into consideration.
- 3) The motion on the re-election of Dr Chatib at the Meeting was proposed by Yusnita Pendek, a shareholder and seconded by Muhammad Radzi Haji Mansor, also a shareholder.
- 4) The motion was put to vote by show of hands and **passed by way of majority vote.**

RESOLVED:-

THAT Dr Muhamad Chatib Basri who retires in accordance with Article 99(ii) of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

9.0 PAYMENT OF THE FOLLOWING DIRECTORS' FEES WITH EFFECT FROM THE 23RD AGM UNTIL THE NEXT AGM:-

- I. DIRECTORS' FEES OF RM30,000.00 PER MONTH TO THE NON-EXECUTIVE CHAIRMAN ("NEC") AND RM20,000.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BOARD;**
- II. DIRECTORS' FEES OF RM4,000.00 PER MONTH TO THE NEC AND RM2,000.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BAC;**
- III. DIRECTORS' FEES OF RM1,200.00 PER MONTH TO THE NEC AND RM800.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BNC; AND**
- IV. DIRECTORS' FEES OF RM1,200.00 PER MONTH TO THE NEC AND RM800.00 PER MONTH TO EACH OF THE NEDS WHO ARE MEMBERS OF THE BRC**

[Ordinary Resolution 7]

- 1) The Chairman highlighted that the monthly fixed fees for Board Committees were introduced and approved at the 22nd AGM primarily to compensate the NEDs for the additional responsibilities as members of these Board committees which are prescribed under the Main Market Listing Requirements of Bursa Securities ("**Main LR**") and Malaysia's Code of Corporate Governance. There is no revision to the quantum of fixed fees to be paid to both Board and Board committees as approved earlier.
- 2) The above motion tabled at the Meeting was proposed by Chong Siew Yoon, a proxy and seconded by Tan Gim Boon, a shareholder.
- 3) The motion was put to vote by show of hands and **passed by way of majority vote.**

RESOLVED:-

THAT the payment of the following Directors' fees with effect from the 23rd AGM until the next AGM of the Company be and is hereby approved:-

- i) Directors' fees of RM30,000.00 per month to the Non-Executive Chairman ("**NEC**") and RM20,000.00 per month to each of the Non-Executive Directors ("**NEDs**") who are members of the Board;
- ii) Directors' fees of RM4,000.00 per month to the NEC and RM2,000.00 per month to each of the NEDs who are members of the Board Audit Committee;
- iii) Directors' fees of RM1,200.00 per month to the NEC and RM800.00 per month to each of the NEDs who are members of the Board Nomination Committee; and

- iv) Directors' fees of RM1,200.00 per month to the NEC and RM800.00 per month to each of the NEDs who are members of the Board Remuneration Committee.

10.0 RE-APPOINTMENT OF MESSRS. PRICEWATERHOUSECOOPERS ("PwC") TO ACT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 2015 ("RE-APPOINTMENT OF AUDITORS") AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

[Ordinary Resolution 8]

- 1) PwC has expressed their willingness to continue office as Auditors of the Company.
- 2) The BAC has considered the Re-Appointment of Auditors based on the criteria prescribed under Paragraph 15.21 of the Main LR. The Board having considered BAC's recommendation, is of the opinion that the Re-Appointment of Auditors is in the best interest of the Company and has recommended the same for approval by the shareholders.
- 3) The motion on the re-appointment of PwC tabled at the Meeting was proposed by Ng Kok Yong, a proxy and seconded by Ahmad Rais Ismail, a shareholder.
- 4) The motion was put to vote by show of hands and **passed by way of majority vote**.

RESOLVED:-

THAT Messrs PricewaterhouseCoopers be and is hereby re-appointed as Auditors of the Company for the FYE2015 until the conclusion of the next annual general meeting **AND THAT** the Directors be and are hereby authorised to fix their remuneration.

11.0 PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF REVENUE OR TRADING NATURE ("RRPT MANDATE")

[Ordinary Resolution 9]

- 1) Khazanah, the major shareholder of Axiata was deemed interested in the RRPT Mandate. The Chairman and KS are representatives of Khazanah on the Board of Axiata.
- 2) In view of the above, the Chairman handed over the chair of the Meeting to DL to preside and put the resolution on the RRPT Mandate to vote.
- 3) The motion on the RRPT Mandate tabled at the Meeting was proposed by Ng Kok Yong, a proxy and seconded by Ahmad Rais Ismail, a shareholder.
- 4) The motion was put to vote by show of hands and **passed unanimously**.

RESOLVED:-

THAT, in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) (Main LR), approval be and is hereby given for Axiata 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 28 April 2015 (Circular) despatched together with the Company's 2014 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 transactions contemplated under this resolution.

At the conclusion of the agenda item, DL handed over the chair of the Meeting to the Chairman.

12.0 PROPOSED RENEWAL OF AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW AXIATA SHARES IN RELATION TO THE DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF AXIATA WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW ORDINARY SHARES OF RM1.00 EACH IN AXIATA

[Ordinary Resolution 10]

- 1) The shareholders had, at the 22nd AGM, approved the DRS providing shareholders with the opportunity to reinvest their cash dividends in new Axiata Shares in lieu of receiving cash.
- 2) CIMB had on 20 March 2015 announced on the decision of the Board for the shareholders to be given an option to elect to reinvest the whole or part of the Final Dividend into new Axiata Shares in accordance with the DRS.
- 3) The proposed Ordinary Resolution 10, if approved, will give authority to the Directors to issue new Axiata Shares in respect of the above Final Dividend and subsequent dividends to be declared, if any, under the DRS, until the conclusion of the next AGM. A renewal of this authority will be sought at subsequent AGM.

- 4) The Board noted the suggestion from Ahmad Marzuki for the Company to consider accepting Notice of Election (“**NOE**”) on the DRS from shareholders in digital format/electronically. The Chairman commented that legal aspects with regard to the NOE including payment of stamp duty must be looked into thoroughly.
- 5) The motion on this resolution was proposed by Cheah Pjaik Tuan, a shareholder/proxy and seconded by Ahmad Marzuki Abd. Razak, a shareholder.
- 6) The motion was put to vote by show of hands and **passed unanimously**.

12.0 AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR DIRECTORS TO ALLOT AND ISSUE SHARES IN THE COMPANY

[Ordinary Resolution 11]

- 1) Ordinary Resolution 11 if approved would allow the Directors, from the date of the 23rd AGM until the conclusion of the next AGM, to issue 10% of the issued and paid-up capital of the Company subject to the relevant required approvals such as Bursa Securities.
- 2) Under the Main LR, where issuance of shares is made pursuant to a general mandate such as this, Axiata must ensure that Axiata Shares issued are not priced at more than 10% discount to the weighted average market price of the shares for the 5 market days immediately before the price-fixing date and no Axiata Shares will be placed to interested Director, major shareholder or CEO or persons connected with the interested Director, major shareholder or CEO.
- 3) The Company has not issued any new Axiata Shares under the general mandate for approved at the 22nd AGM.
- 4) The motion on the authority under Section 132D of the Companies Act, 1965 (“**Section 132D**”) for Directors to allot and issue Axiata Shares was proposed by Chin Phark Khiang, a proxy and seconded by Tan Gim Boon, a shareholder.
- 5) The motion was put to vote by show of hands and **passed by way of majority vote**.

RESOLVED:-

THAT pursuant to Section 132D of the Companies Act, 1965, full authority be and is hereby given to the Directors of the Company to allot and issue shares in 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.

15.0 TERMINATION OF MEETING

- 1) The Group Cosec confirmed that there was no notice received for any other business to be conducted at the 23rd AGM.
- 2) The Chairman concluded the Meeting and thanked all present. The Meeting was terminated at 12.45 p.m.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Date:

Appendix

President & GCEO 23rd AGM presentations slides – Appendix 1

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