



## AXIATA GROUP BERHAD

(Company Number : 242188-H)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF AXIATA GROUP BERHAD ("AXIATA" OR THE "COMPANY") WILL BE HELD AT THE GRAND BALLROOM, 1ST FLOOR, SIME DARBY CONVENTION CENTRE, 1A JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 17 FEBRUARY 2016 AT 3.00 P.M. FOR THE PURPOSE OF CONSIDERING AND IF THOUGHT FIT, PASSING THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATION:

#### ORDINARY RESOLUTION

#### **PROPOSED ACQUISITION OF ENTIRE ISSUED AND PAID-UP CAPITAL OF REYNOLDS HOLDINGS LIMITED ("REYNOLDS") WHICH IN TURN HOLDS 80.0% EQUITY INTEREST IN NCELL PVT. LTD. ("NCELL") ("PROPOSED ACQUISITION")**

"THAT, subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to Axiata Investments (UK) Limited ("AIL"), a wholly-owned subsidiary of the Company, to acquire the entire issued and paid-up capital of Reynolds, which in turn holds 80.0% of the equity interest in Ncell, for a total cash consideration of approximately US\$1,365.1 million subject to adjustments and upon such terms and conditions set out in the share purchase agreement dated 21 December 2015 entered into between TeliaSonera UTA Holding B.V., SEA Telecom Investments B.V., TeliaSonera AB, TeliaSonera Norway Nepal Holdings AS, AIL and Axiata.

THAT, authority be and is hereby given to the Board of Directors of AIL and/or the Company to assent to any modifications to the share purchase agreement and to sign and execute any other ancillary agreements and documents in relation thereto (as may be amended from time to time by further agreement between the parties) in connection with the Proposed Acquisition, for and on behalf of AIL and/or the Company.

AND THAT, in order to implement, complete and give full effect to the Proposed Acquisition, authority be and is hereby given to the Board of Directors of AIL and/or the Company to give full effect to the Proposed Acquisition with full powers to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of AIL and/or the Company and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisition with full powers to assent to any arrangements, conditions, modifications, variations and/or amendments thereto as the Board of Directors of AIL and/or the Company may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Acquisition."

#### **By Order of the Board AXIATA GROUP BERHAD**

**Suryani Hussein (LS0009277)**  
Group Company Secretary

Kuala Lumpur  
2 February 2016

#### **Notes: Proxy and/or Authorised Representative**

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy without any restriction to the qualification of the proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company and the restrictions provided in Section 149(1) (a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company.
2. The Company shall be entitled to reject any instrument of proxy lodged if the Member is not shown to have any shares entered against his name in the Register and/or subject to Article 34A of the Company's Articles of Association in relation to the Record of Depositors made available to the Company.
3. 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.
4. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("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.
5. Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in respect of each securities account (omnibus account), there is no limit to the number of proxies which the Exempt Authorised Nominees may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall:-
  - (a) in the case of an individual, be signed by the appointer or by his/her attorney; or
  - (b) 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 by 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".
7. 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.
8. The instrument appointing the proxy together with the duly registered power of attorney referred to in Note 6 above, if any, must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 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, Speak and Vote**

9. For purposes of determining a Member who shall be entitled to attend, speak and vote at the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, 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 10 February 2016. Only a depositor whose name appears in the General Meeting Record of Depositors as at 10 February 2016 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his/her behalf.