

Proxy Form

(Before completing the form, please refer to the notes overleaf)



“A” I/We, _____
(NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)
with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____ (COMPANY NO.) _____
of _____
(FULL ADDRESS)
_____ (TELEPHONE/MOBILE NO.) _____

being a Member/Members of **AXIATA GROUP BERHAD** hereby appoint _____

_____ (NAME AS PER NRIC IN CAPITAL LETTERS)
with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____
of _____
(FULL ADDRESS)

or failing him/her, _____
(NAME AS PER NRIC IN CAPITAL LETTERS)
with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____
of _____
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting, as my/our **first** proxy to vote for me/us on my/our behalf at the 23rd Annual General Meeting of **AXIATA GROUP BERHAD** to be held at Nexus Ballroom 2 & 3, Level 3A, Connexion@Nexus, No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Wednesday, 20 May 2015 at 10.00 a.m. or at any adjournment thereof.

“B” If you wish to appoint a second proxy, please complete this section.

I/We, _____
(NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)
with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____ (COMPANY NO.) _____
of _____
(FULL ADDRESS)
_____ (TELEPHONE/MOBILE NO.) _____

being a Member/Members of **AXIATA GROUP BERHAD** hereby appoint _____

_____ (NAME AS PER NRIC IN CAPITAL LETTERS)
with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____
of _____
(FULL ADDRESS)

or failing him/her, _____
(NAME AS PER NRIC IN CAPITAL LETTERS)
with (NEW NRIC NO.) _____ (OLD NRIC NO.) _____
of _____
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting, as my/our **second** proxy to vote for me/us on my/our behalf at the 23rd Annual General Meeting of the Company to be held at Nexus Ballroom 2 & 3, Level 3A, Connexion@Nexus, No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Wednesday, 20 May 2015 at 10.00 a.m. or at any adjournment thereof.

| For appointment of two proxies, percentage of shareholdings to be represented by the proxies:- | |
|--|----------------|
| | Percentage (%) |
| Proxy* "A" | |
| Proxy* "B" | |
| TOTAL | 100% |

* Please fill in the proportion of the holding to be presented by each proxy

My/Our proxy/proxies is/are to vote as indicated below:-

Please indicate with an 'X' in the appropriate box against each resolution how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote or abstain at his/her discretion.

| Resolutions | | Proxy "A" | | Proxy "B" | |
|-------------|--|-----------|---------|-----------|---------|
| | | For | Against | For | Against |
| 1. | <u>Ordinary Business</u> Ordinary Resolution 1 - Audited Financial Statements and the Reports of Directors and Auditors thereon | | | | |
| 2. | Ordinary Resolution 2 - Declaration of a final tax exempt dividend under single tier system of 14 sen per ordinary share | | | | |
| 3. | Ordinary Resolution 3 - Re-election of Tan Sri Dato' Azman Hj Mokhtar | | | | |
| 4. | Ordinary Resolution 4 - Re-election of David Lau Nai Pek | | | | |
| 5. | Ordinary Resolution 5 - Re-election of Dato' Abdul Rahman Ahmad | | | | |
| 6. | Ordinary Resolution 6 - Re-election of Dr Muhamad Chatib Basri | | | | |
| 7. | Ordinary Resolution 7 - Payment of Directors' Fees to Board and Board Committees | | | | |
| 8. | Ordinary Resolution 8 - Re-appointment of Messrs. PricewaterhouseCoopers as Auditors | | | | |
| 9. | <u>Special Business</u> Ordinary Resolution 9 - Proposed Shareholders' Mandate | | | | |
| 10. | Ordinary Resolution 10 - Proposed Renewal of the Authority For Directors to Allot and Issue New Shares in relation to the Dividend Reinvestment Scheme | | | | |
| 11. | Ordinary Resolution 11 - Authority to Allot and Issue shares under Section 132D of the Companies Act, 1965 | | | | |

| | | | | | | | | | | | | | |
|-----------------------------|--|--|--|---|--|--|--|--|---|--|--|--|--|
| No. of ordinary shares held | CDS Account No. of Authorised Nominee* | | | | | | | | | | | | |
| | | | | - | | | | | - | | | | |

* Applicable to shares held through a nominee account

Signed this _____ day of _____ 2015

Signature(s)/Common Seal of Member(s)

2. Fold this flap to seal

AFFIX STAMP
RM0.80
HERE

The Share Registrar
Tricor Investor Services Sdn Bhd (118401-V)
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur, Malaysia

1. Fold here

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 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, 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, Speak and Vote

9. For purposes of determining a member who shall be entitled to attend, speak and vote at 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 11 May 2015. Only a depositor whose name appears in the General Meeting Record of Depositors as at 11 May 2015 shall be entitled to attend, speak and vote at the said Meeting or appoint a proxy(ies) on his/her behalf.