



MAXIS COMMUNICATIONS BERHAD
("MAXIS" OR "THE COMPANY")
(Company No. 158400-V)

THIS NOTICE OF THE TWENTIETH ("20TH") ANNUAL GENERAL MEETING OF THE COMPANY ("AGM") IS UPDATED WITH NOTE B AND SHALL REPLACE THE NOTICE OF AGM APPEARING IN THE COMPANY'S 2006 ANNUAL REPORT

MAXIS COMMUNICATIONS BERHAD
(Company No. 158400-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth ("20th") Annual General Meeting of MAXIS COMMUNICATIONS BERHAD ("the Company") will be held on Tuesday, 29 May 2007 at 2.30 p.m. at Sapphire Room, Level 1, Mandarin Oriental, Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia for the following purposes:-

Agenda

- 1 To consider the Directors' Report and the Financial Statements for the financial year ended 31 December 2006 and the Auditors' Report thereon. **Please refer to Note A.**
- 2 To declare a final gross dividend of 30.14 sen per ordinary share less Malaysian Income Tax at 27% for the financial year ended 31 December 2006. **Resolution 1**
- 3 To re-elect the following Directors who retire by rotation pursuant to Article 114 of the Company's Articles of Association:
(i) Y. Bhg. Tan Sri Dato' Megat Zaharuddin Bin Megat Mohd Nor **Resolution 2**
(ii) Encik Chan Chee Beng **Resolution 3**
- 4 To re-elect the following Directors who retire pursuant to Article 121 of the Company's Articles of Association:
(i) Mr. Robert William Boyle **Resolution 4**
(ii) Mr. Sandip Das **Resolution 5**
- 5 To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS:

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

- 6 **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 7**
Please refer to Note B
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to 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 ten per cent (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies, if required, being obtained for such allotment and issue."

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Twentieth ("20th") Annual General Meeting to be held on Tuesday, 29 May 2007, a final gross dividend of 30.14 sen per ordinary share less Malaysian Income Tax at 27% for the financial year ended 31 December 2006 will be paid on 20 June 2007 to Depositors registered in the Record of Depositors at the close of business on 31 May 2007.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares transferred to such Depositor's securities account before 4.00 p.m. on 31 May 2007 in respect of transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

DIPAK KAUR
LS 5204
Company Secretary

7 May 2007
Kuala Lumpur

NOTES:

- A. This Agenda item is meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
- B. The Company has on 3 May 2007 received a Notice of Take-Over Offer ("Notice") from CIMB Investment Bank Berhad (formerly known as Commerce International Merchant Bankers Berhad) ("CIMB") on behalf of Binariang GSM Sdn Bhd to acquire all voting shares in the Company ("Offer Shares"). Full details of the offer are set out in the Notice that will be posted to the shareholders of the Company on or before 9 May 2007.

The Offer Shares shall comprise the existing 2,531,696,000 issued and paid-up ordinary shares of RM0.10 each in the Company ("Shares") as at 20 April 2007 and any new Shares that may be issued by the Company arising from the exercise, before the close of the take-over offer, of the options granted by the Company to its employees under the Company's Employee Share Option Scheme.

Proxy

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote for him/her provided that the number of proxies appointed shall not be more than two except in the circumstances set out in note 4. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall:
 - i) in the case of an individual, be signed by the appointor or by his/her attorney; and
 - ii) in the case of a corporation, be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
3. Where a member appoints more than one proxy the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee shall be by a separate instrument of proxy which shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
5. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 18, Menara Maxis, Kuala Lumpur City Centre, off Jalan Ampang, 50088 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than 24 hours, before the time appointed for the taking of the poll; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Fax copies of the duly executed form of proxy are not accepted.
6. A proxy may vote on a show of hands and on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter the proxy may exercise his discretion as to whether to vote on such matter and if so, how.
7. The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

Toll Free Line

A toll free line has been set-up to attend to all queries from shareholders pertaining to the Form of Proxy and all other matters relating to the Twentieth (20th) Annual General Meeting. The toll free number is **1800 828 001** and will be valid from 7 May 2007 till 1 June 2007.

EXPLANATORY NOTE ON SPECIAL BUSINESS:

Resolution pursuant to Section 132D of the Companies Act, 1965 (Resolution 7)

This Ordinary Resolution, if passed, is to give the Directors of the Company flexibility 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 subject to the limitation that the aggregate number of shares to be issued do not exceed ten per cent (10%) of the issued share capital of the Company for the time being. This authority will expire at the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.