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If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent adviser immediately.

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celcomdigi

CELCOMDIGI BERHAD
(Formerly known as Digi.Com Berhad)
(Registration No. 199701009694 (425190-X))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PART A

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR CELCOMDIGI BERHAD AND ITS SUBSIDIARIES

PART B

PROPOSED ADOPTION OF NEW CONSTITUTION OF CELCOMDIGI BERHAD

Notice of the 26th Annual General Meeting (“**AGM**”) which will be held on Tuesday, 23 May 2023 at 10.00 a.m. conducted on a virtual basis through online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn Bhd in Malaysia (“**Poll Administrator**”) using Remote Participation and Electronic Voting facilities and live streaming from broadcast venue at Auditorium, Level Podium 6, Menara CelcomDigi, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, together with the Form of Proxy are available at the Company’s website at <https://celcomdigi.listedcompany.com/agm.html>. The hardcopy of Form of Proxy must be deposited at Poll Administrator’s office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for holding the AGM. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned above. The lodging of the Form of Proxy will not preclude you from attending and voting at the AGM if you subsequently wish to do so.

Date of Record of Depositors for the purpose of : Tuesday, 16 May 2023
determining shareholders’ entitlement to
participate, vote and speak at the AGM

Last day and time to submit the Form of Proxy : Sunday, 21 May 2023 at 10.00 a.m.

Date and time of the AGM : Tuesday, 23 May 2023 at 10.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Act	:	The Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual general meeting of our Company
Axiata	:	Axiata Group Berhad (Registration No. 199201010685 (242188-H))
Axiata Group	:	Axiata and its subsidiaries as defined in section 4 of the Act
Board	:	Board of Directors of CelcomDigi
Board Audit Committee	:	Our Board Audit Committee, comprising Tan Sri Abdul Farid Alias, Ms Vimala V.R. Menon and Puan Khatijah Shah Mohamed
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CCM	:	Companies Commission of Malaysia
Celcom	:	Celcom Berhad (formerly known as Celcom Axiata Berhad) (Registration No. 198801000113 (167469-A))
CelcomDigi Group or the Group	:	CelcomDigi and its subsidiaries as defined in section 4 of the Act
CelcomDigi or the Company	:	CelcomDigi Berhad (Registration No. 199701009694 (425190-X))
Celcom Mobile	:	Celcom Mobile Sdn Bhd (Registration No. 197601002188 (27910-A))
Celcom Resources	:	Celcom Resources Berhad (Registration No. 196601000446 (6899-X))
Circular	:	This circular to shareholders of CelcomDigi dated 21 April 2023 in relation to the approval of shareholders on the Proposed Renewal of Shareholders' Mandate and the Proposed Adoption
CMSA	:	Capital Markets and Services Act 2007
Digi Tel	:	Digi Telecommunications Sdn Bhd (Registration No. 199001009711 (201283-M))
Director(s)	:	Shall have the same meaning under subsection 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which terms of the RRPTs were agreed upon, a director of CelcomDigi, its subsidiary or holding company or Chief Executive Officer of CelcomDigi, its subsidiary or holding company
DNB	:	Digital Nasional Berhad (Registration No. 201701005338 (1219503-P))
DNB Shares	:	Ordinary shares in DNB
DNB Rights Allotment	to	Rights to allotment of new DNB Share(s) to be issued where each right provides the holder with right to allotment of one (1) DNB Share and shall be entitled to one (1) vote as if it was one issued DNB Share, subject to the terms of the conditional share subscription agreements entered into by Digi Tel and Celcom Mobile respectively with DNB on 7 October 2022

DEFINITIONS (cont'd)

edotco	:	edotco Malaysia Sdn Bhd (Registration No. 198501016343 (148800-H))
Edotco Group	:	edotco Group Sdn Bhd (Registration No. 201201038361 (1022843-U) and its subsidiaries, which includes edotco
EPS	:	Earnings per share
Existing Constitution	:	The Memorandum and Articles of Association of the Company as at the date of this Circular
Khazanah	:	Khazanah Nasional Berhad (Registration No. 199301020767 (275505-K)), a Major Shareholder of Axiata and indirect Major Shareholder of CelcomDigi
Khazanah Group	:	Khazanah, its subsidiaries as defined in Section 4 of the Act and other related entities
LPD	:	22 March 2023, being the latest practicable date for ascertaining certain information contained in this Circular prior to its printing
Main Suit 1	:	The civil claim at the Kuala Lumpur High Court (Civil Suit. No. D1-22-1960-2008) filed by Celcom and Celcom Resources against, inter alia, TSDTR, DBR and DeTeAsia Holding GmbH, as further elaborated in Appendix IV
Main Suit 2	:	The civil claim at the Kuala Lumpur High Court (Civil Suit No. D5-22-610-2006) filed by Celcom and Celcom Resources against, inter alia, TSDTR and DBR, as further elaborated in Appendix IV
Major Shareholder	:	<p>A person who is or was within the preceding six (6) months of the date on which the terms of the RRPT were agreed upon, has an interest or interests in one or more voting shares in the Company (or any other corporation which is its subsidiary or holding company) and the number or aggregate number of those shares, is:-</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</p> <p>For the purpose of this definition, “interest in shares” has the meaning given in section 8 of the Act</p>
Merger		Merger of Celcom and CelcomDigi in accordance with the SPA
MMLR	:	Main Market Listing Requirements of Bursa Securities including amendments thereto that may be made from time to time
NA	:	Net Asset

DEFINITIONS (Cont'd)

Person(s) Connected	In relation to a Director or Major Shareholder, means such person who falls under any one of the following categories: <ul style="list-style-type: none">(a) a family member of the Director or Major Shareholder;(b) a trustee of a trust (other than a trustee for an employees share scheme or pension scheme) under which the Director, Major Shareholders or a family member of the Director or Major Shareholder, is the sole beneficiary;(c) a partner of the Director, Major Shareholder;(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;(e) its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate in which the Director or Major Shareholder and/or Person Connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or(g) a body corporate which is related corporation of the Director or Major Shareholder
Proposed Adoption	: Proposed adoption of the Proposed New Constitution to replace the Existing Constitution in its entirety
Proposed New Constitution	The proposed new Constitution in the form as set out in Appendix III of this Circular
Proposed Renewal of Shareholders' Mandate	: Proposed renewal of existing shareholders' mandate for CelcomDigi Group to enter into Recurrent Related Party Transactions
Public	: Shall have the meaning given in Chapter 1 of the MMLR
Recurrent Related Party Transaction or RRPT(s)	: Transactions with Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group and are in the ordinary course of business of CelcomDigi Group, as further described in Appendix I of this Circular
Related Parties	: Director, Major Shareholder or Person Connected with such Director or Major Shareholder who are interested in the RRPT as further described in Appendix I of this Circular
RM and sen	: Ringgit Malaysia and sen respectively
SPA	: Conditional share purchase agreement dated 21 June 2021 entered into between CelcomDigi and Axiata in relation to the merger between Celcom and CelcomDigi, as amended on 17 June 2022 and 29 November 2022 and as varied by the cost sharing agreement dated 25 July 2022 entered into between Axiata, Celcom and CelcomDigi

DEFINITIONS (cont'd)

Telenor	:	Telenor ASA (Registration No. 982 463 718)
Telenor Asia	:	Telenor Asia Pte Ltd (Registration No. 199705695G)
Telenor Group	:	Telenor and its subsidiaries as defined in Section 4 of the Act
TM	:	Telekom Malaysia Berhad (Registration no. 198401016183 (128740-P))
TM Group	:	TM and its subsidiaries as defined in Section 4 of the Act

All references to “we”, “us”, “our” and “ourselves” in this Circular are to CelcomDigi and references to “Our Group” mean CelcomDigi Group. All references to “you” in this Circular are to the shareholders of our Company.

Words importing the singular shall, where applicable, include the plural and vice versa, and words referring to masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment, rules or legislation is a reference to that enactment, rules or legislation currently enforced including any amendment or re-enactment. Any reference to time or day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the tables and statements included in this Circular between the amounts stated and the totals thereof are due to rounding.

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CIRCULAR TO SHAREHOLDERS OF CELCOMDIGI BERHAD

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PART A

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

celcomdigi

CELCOMDIGI BERHAD
(Formerly known as Digi.Com Berhad)
(Registration No. 199701009694 (425190-X))
(Incorporated in Malaysia)

Registered Office
Level 30, Menara CelcomDigi
No. 6, Persiaran Barat
Seksyen 52, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

21 April 2023

Board of Directors:

Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (*Chair/Non-Independent Non-Executive Director*)
Mr. Jørgen Christian Arentz Rostrup (*Deputy Chair/Non-Independent Non-Executive Director*)
Dr. Shridhir Sariputta Hansa Wijayasuriya (*Non-Independent Non-Executive Director*)
Mr. Haakon Bruaset Kjoel (*Non-Independent Non-Executive Director*)
Mr. Vivek Sood (*Non-Independent Non-Executive Director*)
Ms. Rita Skjaervik (*Non-Independent Non-Executive Director*)
Tan Sri Abdul Farid Alias (*Independent Non-Executive Director*)
Ms. Vimala V.R. Menon (*Independent Non-Executive Director*)
Datuk Iain John Lo (*Independent Non-Executive Director*)
Puan Khatijah Shah Mohamed (*Independent Non-Executive Director*)

To: The Shareholders of CelcomDigi Berhad

Dear Sir/ Madam,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

The Company had on 13 May 2022 and 24 February 2023 obtained shareholders' mandate under Paragraph 10.09 of the MMLR from its shareholders for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions which are necessary for the Group's day-to-day operations and are in ordinary course of business and on terms that are not more favourable to the Related Parties than those generally available to the public. The approval shall in accordance with the MMLR lapse at the conclusion of the forthcoming 26th AGM scheduled on 23 May 2023 unless approval for its renewal is obtained from the shareholders of the Company at the same AGM.

On 23 March 2023, the Board had announced to Bursa Securities of its intention to seek shareholders' approval at the forthcoming 26th AGM for the Proposed Renewal of Shareholders' Mandate in respect of the RRPTs set out in Section 2.4 of Part A of this Circular, in accordance with Paragraph 10.09 of the MMLR.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED RENEWAL OF

SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM. THE EXTRACT OF THE NOTICE OF FORTHCOMING AGM IS ENCLOSED IN THIS CIRCULAR FOR YOUR REFERENCE AND PERUSAL.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTIONS TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provision under MMLR

- (a) Paragraph 10.09(1) of the MMLR provides, among others, that a listed issuer must immediately announce a RRPT in relation to a listed issuer with an issued and paid-up capital of RM60.0 million and above:
- (i) the consideration, value of the assets, capital outlay or cost of the RRPT is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is one percent or more,
- whichever is the higher.
- (b) Paragraph 10.09(2) of the MMLR provides that a listed issuer may seek a shareholder's mandate in respect of RRPTs subject to the following:
- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the Public;
 - (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the MMLR;
 - (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
 - (iv) in a meeting to obtain shareholders' mandate, relevant related party must comply with the following requirements:
 - (a) a related party with any interest, direct or indirect, must not vote on the resolution in respect of the related party transaction;
 - (b) an interested related party who is a Director or Major Shareholder, must ensure that Persons Connected with it abstain from voting on the resolution in respect of the related party transaction; and
 - (c) where the interested related party is a Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution in respect of the related party transaction.
 - (v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPTs entered into by the listed issuer, exceeds the estimated value of the RRPTs disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the MMLR, the provisions of Paragraph 10.08 of the MMLR will not apply.

The Proposed Renewal of Shareholders' Mandate, if approved, shall take effect from the date of the passing of the ordinary resolutions proposed at the forthcoming 26th AGM and shall continue to be in force and effect until:-

- (a) the conclusion of the next AGM following the forthcoming 26th AGM, at which time the Proposed Renewal of Shareholders' Mandate will lapse, unless by a resolution passed at the next AGM, whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM is required to be held, pursuant to section 340(2) of the Act, (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

2.2 Principal Activities

The principal activity of the Company is investment holding whilst its subsidiary companies are principally engaged in the:

- (a) establishment, maintenance and provision of telecommunications, infrastructure and services;
- (b) provision of e-commerce, digital services and solutions;
- (c) provision of management services to its subsidiaries; and
- (d) provision of mobile communications services and network transmission related services.

2.3 Related Parties

The Proposed Shareholders' Mandate will apply to the following classes of Related Parties:

- (a) Major Shareholders;
- (b) Directors; and
- (c) Persons Connected to such Major Shareholders and/or Directors.

2.4 RRPTs

The details of the RRPTs under the Proposed Renewal of Shareholders' Mandate are described in Appendix I of this Circular.

2.5 Details of Overdue Trade Receivables

The details of our Group's trade receivables pursuant to RRPTs which exceeded the credit term for the following periods as at the LPD are as follows:

Amount in RM ('000)	Aging of the outstanding amount			
	<1 Year	1 < 3 Years	3 < 5 Years	> 5 Years
Revenue to CelcomDigi Group				
Telenor Group:-				
International interconnect and roaming revenue	2,950	-	-	-
Axiata Group:-				
International interconnect and roaming revenue	118	-	-	-
International SMS revenue	1,150	-	-	-
Leased line / Bandwidth leasing revenue	1	-	-	-
Managed services including marketing and collection related services	1,006	-	-	-
Provision of telecommunication services	7	-	-	-
Site infrastructure lease income	1,011	664	-	-
Khazanah Group:-				
Cloud based software infrastructure services	35	4	49	-
Leased line / Bandwidth leasing revenue	785	-	-	-
Provision of telecommunication services	573	548	-	-
DNB:-				
Site infrastructure lease income	2,212	-	-	-
TM Group:-				
Domestic interconnect and roaming services	2,677	-	-	-
Leased line / Bandwidth leasing revenue	3,990	-	-	-
Site infrastructure lease income	978	62	-	-
Grant Total	17,493	1,278	49	-

There are no late payment charges on the overdue trade receivables as our Group does not impose late payment charges. The management of our Company has and will continue to meet and discuss with the relevant Related Parties to pursue for early settlement of the outstanding amounts due. Our Board Audit Committee and our Board have reviewed the outstanding amounts and are of the opinion that the outstanding amounts were part of normal business operations of our Group and are recoverable. In addition, our management is of the view that the Related Parties are long term business counter-parties and have sound credit standing.

2.6 Review Procedures for RRPTs

To ensure that the RRPTs are entered into on an arm's length basis, are on terms not more favourable to the Related Parties than those generally available to the Public and are not detrimental to the minority shareholders, our Board Audit Committee has been tasked with the review and approval of such transactions.

We have established the following procedures and guidelines for the review and approval of the RRPTs.

- (i) A list of Related Parties is established and made available to the chief financial officers or heads of the financial divisions (as the case may be) of CelcomDigi Group, who shall monitor and ensure that all RRPTs to be entered into by us or our subsidiaries are required to be undertaken on an arm's length basis, on terms which are not more favourable to the Related Parties than those generally available to the Public, and which are not to the detriment of our minority shareholders.
- (ii) The processes and procedures are in place to ensure RRPTs are entered into after taking into account the pricing and contract rates, terms and conditions, level of service and expertise required, and the quality of products and services provided, is comparable to the prevailing market prices and rates, industry norms and standards, as well as general practices, adopted by the service providers of similar capacities and capabilities generally available in the open market.
- (iii) Process and systems are put in place to ensure proper records and supporting documents of the RRPTs are maintained so that all RRPTs entered into pursuant to the shareholders' mandate for submission to the auditors, Board Audit Committee and relevant authorities, where required, for review.
- (iv) Disclosures will be made in the annual report of the breakdown of the aggregate value of RRPTs pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
 - (a) the type of the RRPTs made; and
 - (b) the names of the Related Parties involved in each type of the RRPTs made and their relationship with the Company.
- (v) All RRPTs are presented at our Board Audit Committee meetings. Our Board Audit Committee has the right to access information concerning our Related Parties and is entitled to the services of any independent adviser, if required, for the discharge of its duties.
- (vi) Our Board and Board Audit Committee have overall responsibility for determining whether the guidelines and procedures on the RRPTs are appropriate and sufficient. Arising from business needs, a review of the RRPTs processes and procedures will be carried out by our Board through the Board Audit Committee. If, during the review, the Board and the Board Audit Committee are of the view that the RRPTs processes and procedures are:

- (a) no longer valid; or
- (b) insufficient to ensure that the RRPTs are made on arm's length basis or on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of our minority shareholders,

then, they shall have the discretion to change, vary, modify existing guidelines and procedures, or implement new or additional guidelines and procedures, provided that such amended, varied, modified, new or additional guidelines and procedures are no less stringent than the existing guidelines and procedures.

- (vii) At least two (2) other contemporaneous transactions with unrelated third parties for similar or substantially similar services will be used as comparison, whenever practical or possible, to determine whether the price and terms offered to or by the Related Parties are fair and reasonable and comparable to those offered to or by other unrelated third parties for the similar or substantially similar type of services. Where quotation or comparative pricing from unrelated third parties cannot be obtained, prices are determined based on market knowledge and on normal commercial terms in accordance with our Group's policies (which require amongst others) that transactions with Related Parties are undertaken on an arm's length basis and are not detrimental to CelcomDigi Group.
- (viii) Where any of our Board or our Board Audit Committee members has an interest (direct or indirect) in the RRPTs, he must declare his interest in the RRPTs and abstain from participating and deliberating in the decision of the Board or the Board Audit Committee on the said RRPTs.
- (ix) There is no deviation of 10% or more between the aggregated actual value transacted of the Recurrent Related Party Transactions and the aggregated estimated value pursuant to Paragraph 10.12 of the MMLR.

Subject to our Group's related parties transaction manual and limits of authority, RRPTs are reviewed and considered by our Board Audit Committee and are recommended to the Board for approval.

2.7 Statement by the Board Audit Committee

The Board Audit Committee have seen and reviewed the procedures stipulated under Section 2.6 of Part A of this Circular and is satisfied that the review procedures for the RRPTs are sufficient to ensure that the RRPTs will be carried out on normal commercial terms which are not detrimental or prejudicial to the interest of minority shareholders and the terms of the RRPTs are not more favourable to the Related Parties than those generally available to the Public.

The Board Audit Committee are of the opinion that the CelcomDigi Group has in place adequate procedures and processes to monitor, track, and identify RRPTs in a timely and orderly manner. The Board Audit Committee shall annually review the RRPTs and the procedures mentioned in the preceding paragraphs to ascertain the compliance by the Company.

3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The rationale for and benefits of the Proposed Renewal of Shareholders' Mandate to the Group are as follows:

- (a) The Proposed Renewal of Shareholders' Mandate will facilitate transactions that have been and will be entered into with the Related Parties which are carried out in the ordinary course of business of the Group and are mainly for the support of the Group in its day-to-day operations. These transactions are made on an arm's length basis, on

normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the Public and are not detrimental to the interests of the minority shareholders.

- (b) The Proposed Renewal of Shareholders' Mandate will enhance the Group's ability to pursue business opportunities which may be time-sensitive and frequent in nature, and it may be impracticable to seek shareholders' approval on a case-to-case basis before entering into such RRPTs.
- (c) The Proposed Renewal of Shareholders' Mandate will eliminate the need to make regular announcements or convene separate general meetings from time to time to seek shareholders' approval as and when the potential RRPTs arise, thereby reducing substantially the administrative time and cost associated in convening such meetings without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

4. CONDITION FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is subject to the approval being obtained from the shareholders of the Company at the forthcoming 26th AGM.

5. EFFECT OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is in relation to transactions which are of a revenue or trading nature and which form an integral part of our Group's day-to-day operations and hence, they contribute to our financial performance. The Proposed Renewal of Shareholders' Mandate will not have any effect on our issued share capital and our substantial shareholders' shareholdings in our Company. In addition, the Proposed Renewal of Shareholders' Mandate is not expected to have any material effect on our consolidated NA and consolidated earnings for the financial year ending 31 December 2023.

6. DIRECTORS, MAJOR SHAREHOLDERS' INTEREST AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below and in Appendix I, none of the other Directors and/or Major Shareholders and Person Connected to them, has any direct or indirect interest as at the LPD, in the Proposed Renewal of Shareholders' Mandate:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Interested Directors				
Jørgen Christian Arentz Rostrup ⁽¹⁾	-	-	-	-
Dr. Shridhir Sariputta Hansa Wijayasuriya ⁽²⁾	-	-	-	-
Haakon Bruaset Kjoel ⁽³⁾	-	-	-	-
Vivek Sood ⁽⁴⁾	-	-	-	-
Rita Skjaervik ⁽⁵⁾	-	-	-	-
Tan Sri Dr. Halim Shafie ⁽⁶⁾	-	-	5,000 ⁽⁷⁾	Negligible ⁽⁸⁾
Thayaparan S Sangarapillai ⁽⁹⁾	-	-	-	-
Interested Major Shareholders				
Axiata Group Berhad	3,883,129,144	33.10	-	-
Telenor Asia Pte Ltd	3,883,129,144	33.10	-	-
Telenor Mobile Communications AS	-	-	3,883,129,144 ⁽¹⁰⁾	33.10

Telenor Mobile Holding AS	-	-	3,883,129,144 ⁽¹¹⁾	33.10
Telenor ASA	-	-	3,883,129,144 ⁽¹²⁾	33.10
Khazanah Nasional Berhad	-	-	3,883,129,144 ⁽¹³⁾	33.10
Persons Connected to Director and or Major Shareholders				
Puan Sri Zaleha Jamaludin ⁽¹⁴⁾	5,000	negligible	-	-

Note:

- (1) *Jørgen Christian Arentz Rostrup is a representative of Telenor Asia and is also an Executive Vice President and Head of Telenor Asia at Telenor.*
- (2) *Dr. Shridhir Sariputta Hansa Wijayasuriya is a representative of Axiata. He is the Group Executive Director and CEO of Telecommunications Business of Axiata. He also sits on the boards of various subsidiaries of Axiata.*
- (3) *Haakon Bruaset Kjoel is a representative of Telenor Asia and also serves on the board of directors of several Telenor Group companies in Singapore, Grameenphone Ltd. in Bangladesh, and Total Access Communication PCL in Thailand.*
- (4) *Vivek Sood is a representative of Axiata. He is the Group CEO and Managing Director of Axiata.*
- (5) *Rita Skjaervik is a representative of Telenor Asia and is also part of the Telenor Group Executive Management as the company's Executive Vice President.*
- (6) *Tan Sri Dr. Halim Shafie resigned from the Company's Board on 19 January 2023. He was a representative of Axiata and is also an Independent Non-Executive Director of Axiata.*
- (7) *Deemed interested by virtue of his spouse's (Puan Sri Zaleha Jamaludin) direct shareholdings in the Company.*
- (8) *Represents less than 0.01% of the total amount of shares in the Company.*
- (9) *Thayaparan S Sangarapillai resigned from the Company's Board on 19 January 2023. He was a representative of Axiata and is also an Independent Non-Executive Director of Axiata. He is also the Chairman of Axiata's Board Audit Committee and Axiata's Board Sustainability Committee, and a member of the Axiata Enterprise Investment Board Committee.*
- (10) *Deemed interested by virtue of its 100% interest in Telenor Asia pursuant to section 8(4) of the Act.*
- (11) *Deemed interested by virtue of its 100% interest in Telenor Mobile Communications AS which has 100% interest in Telenor Asia pursuant to subsection 8(4) of the Act.*
- (12) *Deemed interested by virtue of its 100% interest in Telenor Mobile Holding AS which has 100% interest in Telenor Mobile Communications AS, which in turn has 100% interest in Telenor Asia pursuant to subsection 8(4) of the Act.*
- (13) *Deemed interested pursuant to subsection 8(4) of the Act through its associate, Axiata.*
- (14) *Puan Sri Zaleha Jamaludin is a person connected to Tan Sri Dr. Halim Shafie (her spouse) who has resigned from the Company's Board on 19 January 2023.*

The interested Directors have abstained and will continue to abstain from deliberating and voting on the Proposed Renewal of Shareholders' Mandate at our relevant Board Meetings in respect of RRPT in which they are interested in. In addition, the interested Directors and interested Major Shareholders will abstain from voting in respect of their direct and indirect shareholdings in the Company at the forthcoming 26th AGM on the relevant ordinary resolutions to approve RRPTs involving their interests and/or interests of Persons Connected with them.

The interested Directors and interested Major Shareholders have also undertaken that they will ensure that Persons Connected with them will abstain from voting, deliberating on and approving on the relevant ordinary resolutions in respect of RRPT in which they are interested in at the forthcoming 26th AGM.

Tengku Dato Sri Azmil Zahrudin Raja Abdul Aziz, the Chair of our Board is a nominee Director of Axiata. Notwithstanding that he may not have any interest in the RRPTs and he is not an interested Director within the meaning of Paragraph 10.02(k) of MMLR, he has voluntarily abstained from deliberation and voting on the relevant RRPTs at our Board Meetings involving the interests of his nominator.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, with the exception of the interested Directors listed in Section 6 above after having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of CelcomDigi Group, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders and recommends that you VOTE IN FAVOUR of the ordinary resolutions pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 26th AGM.

8. AGM

The ordinary resolutions in relation to the Proposed Renewal of Shareholders' Mandate have been included in the Notice of the AGM. The AGM, the extract of the notice of which is enclosed in this Circular, will be held on Tuesday, 23 May 2023 at 10.00 a.m. to be conducted on a virtual basis through online meeting platform at <https://meeting.boardroomlimited.my> provided by the Poll Administrator using Remote Participation and Electronic Voting ("RPEV") facilities and live streaming from broadcast venue at Auditorium, Level Podium 6, Menara CelcomDigi, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or at any adjournment thereof.

The Notice of AGM together with the Form of Proxy and Administrative Guides may be downloaded from our Company's website at <https://celcomdigi.listedcompany.com/agm.html>. Please read carefully and follow the procedures set out in the Administrative Guides to register, participate and vote remotely via the RPEV facilities.

In the event that you are unable to attend and vote in person at the AGM, you are requested to complete, sign and forward it to the Poll Administrator's office, Boardroom Share Registrars Sdn. Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia so as to arrive at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned in above. The Form of Proxy should be completed strictly in accordance with the instructions contained therein. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so. The last day and time for you to lodge the Form of Proxy is on Sunday, 21 May 2023 at 10.00 a.m.

9. FURTHER INFORMATION

Please refer the attached Appendix IV of this Circular, for further information.

Yours faithfully
For and on behalf of the Board
CELCOMDIGI BERHAD

Tan Sri Abdul Farid Alias
Chair of Board Audit Committee, *Independent Non-Executive Director*

PART B
PROPOSED ADOPTION

celcomdigi

CELCOMDIGI BERHAD
(Formerly known as Digi.Com Berhad)
(Registration No. 199701009694 (425190-X))
(Incorporated in Malaysia)

To: The Shareholders of CelcomDigi Berhad

Dear Sir/Madam,

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

After completion of the Merger on 30 November 2022, the composition of our Board has changed in the manner contemplated by the SPA. Details of our new Board composition were disclosed in our Circular to Shareholders dated 28 October 2022 (seeking your approval for the Merger) and in the subsequent announcements made by the Company on changes to our Board.

Our recently constituted Board has reviewed the Existing Constitution and was of the view that certain sections in the Existing Constitution should be revised (among others) to better regulate future Board proceedings, improve corporate governance, improve clarity of certain articles and updating of articles to be in line with the Act and the MMLR.

As such, on 23 March 2023, our Board announced that the Company proposed to seek the approval of the shareholders at the forthcoming 26th AGM for the Proposed Adoption by replacing the Existing Constitution in its entirety with the Proposed New Constitution.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED ADOPTION TOGETHER WITH THE RECOMMENDATION OF OUR BOARD AND TO SEEK YOUR APPROVAL FOR THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED ADOPTION TO BE TABLED AT THE FORTHCOMING AGM. THE EXTRACT OF THE NOTICE OF AGM IS ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE SPECIAL RESOLUTION TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED ADOPTION

The Proposed Adoption will replace the Existing Constitution in its entirety with the Proposed New Constitution.

Details of the material proposed amendments to the articles in the Existing Constitution are set out in **Appendix II** of this Circular. These include increasing the minimum number of Directors of the Company from two (2) Directors to three (3) Directors, removing the Chairman of the Board's entitlement to a second or casting vote, requiring Board resolutions in writing to be signed by all Directors of the Company, providing for a process for an alternate Director to attend a Board meeting, providing details of the Directors' powers, requiring the Board to meet at least once every three (3) months, amending articles governing Board committees (including specifying that a Board committee chairperson shall not be the Board Chair or the Board Deputy Chair), updating of articles to be in line with the Act and the MMLR, deleting redundant definitions and inserting new definitions.

The Proposed New Constitution is set forth in **Appendix III** of this Circular.

3. RATIONALE FOR THE PROPOSED ADOPTION

The Proposed Adoption is primarily intended to better regulate future Board proceedings, improve certain aspects of corporate governance, improve clarity of certain articles and updating certain terminology changes and removal of object clause to be in line with the Act and the MMLR.

4. EFFECTS OF THE PROPOSED ADOPTION

The Proposed Adoption will not have any effect on the share capital, net assets, gearing, earnings per share and substantial shareholders' shareholdings of CelcomDigi.

5. APPROVAL REQUIRED

The Proposed Adoption is subject to the approval being obtained from the shareholders of the Company at the forthcoming 26th AGM, where the resolution for such proposal will need to be passed as a special resolution.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and/or major shareholders of the Company and/or persons connected to them have any interests, direct or indirect, in the Proposed Adoption.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having deliberated and after taking into consideration all aspects of the Proposed Adoption, is of the opinion that the Proposed Adoption is in the best interests of CelcomDigi. Accordingly, our Board recommends that you VOTE IN FAVOUR of the special resolution pertaining to the Proposed Adoption to be tabled at our forthcoming 26th AGM.

8. AGM

The special resolution in relation to the Proposed Adoption has been included in the Notice of the AGM of the Company. The AGM, the extract of the notice of which is enclosed in this Circular, will be held on Tuesday, 23 May 2023 at 10.00 a.m. to be conducted on a virtual basis through online meeting platform at <https://meeting.boardroomlimited.my> provided by the Poll Administrator using RPEV facilities and live streaming from broadcast venue at Auditorium, Level Podium 6, Menara CelcomDigi, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at any adjournment thereof.

The Notice of AGM together with the Form of Proxy and Administrative Guides may be downloaded from our Company's website at <https://celcomdigi.listedcompany.com/agm.html> Please read carefully and follow the procedures set out in the Administrative Guides to register, participate and vote remotely via the RPEV facilities.

In the event that you are unable to attend and vote in person at the AGM, you are requested to complete, sign and forward it to the Poll Administrator's office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission

cut-off time as mentioned above. The lodging of the Form of Proxy will not preclude you from attending and voting at the meeting if you subsequently wish to do so. The last day and time for you to lodge the Form of Proxy is on Sunday, 21 May 2023, at 10.00 a.m.

9. FURTHER INFORMATION

Please refer to the attached Appendix IV of this Circular for further information.

Yours faithfully
For and on behalf of the Board of
CELCOMDIGI BERHAD

Tan Sri Abdul Farid Alias
Chair of Board Audit Committee, *Independent Non-Executive Director*

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

PARTICULARS OF THE RRPTS FOR SHAREHOLDERS' APPROVAL IN THE FORTHCOMING AGM

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2022 Shareholders' Mandate (AGM) and/or 2023 Shareholders' Mandate (EGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
CelcomDigi Group	Telenor Group	Interested Major Shareholder (a) Telenor	Telenor is a Major Shareholder of CelcomDigi	Revenue: Personnel services fees receivables International interconnect and roaming revenue Bandwidth leasing revenue Total Revenue	2,000 18,312 10,500 30,812	94 13,443 2,346 15,883	- 40,803 4,551 45,354
		Interested Directors (a) Jørgen Christian Arentz Rostrup (b) Haakon Bruaset Kjoel (c) Rita Skjaervik	The interested Directors are representatives of Telenor on the Board of CelcomDigi and they hold directorships and/or other executive position(s) in Telenor Group.	Expenses: Business service costs which include consultancy, training, programmes and advisory fees Personnel services fees payable International interconnect and roaming cost IP Transit (Internet Upstream) expense Global Connectivity common services cost Services rendered on Enterprise Resource Planning and enterprise applications Business Security Bandwidth leasing expense Licenses and trademarks Managed services Cloud based software infrastructure services Total Expenses Total Revenue and Expenses	41,700 4,600 18,992 400 3,500 7,300 8,800 6,900 9,800 47,213 12,500 161,705 192,517	19,397 1,395 8,380 24 1,987 2,527 4,880 1,627 7,073 19,166 6,292 72,748 88,631	- 2,400 17,428 1,904 4,213 6,156 10,074 3,509 9,900 112,547 10,120 178,251 223,605

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2022 Shareholders' Mandate (AGM) and/or 2023 Shareholders' Mandate (EGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
CelcomDigi Group	Axiata Group (including edotco Group)	<p><u>Interested Major Shareholders</u> (a) Axiata (b) Khazanah</p> <p><u>Interested current Directors</u> (a) Dr. Shridhir Sariputta Hansa Wijayasuriya (b) Vivek Sood</p> <p><u>Interested past Directors (*)</u></p>	<p>Axiata is the Major Shareholder of CelcomDigi.</p> <p>Axiata is a person connected to Khazanah, an indirect Major Shareholder of CelcomDigi. In addition, Khazanah through its wholly owned subsidiary, Mount Bintang Sdn. Bhd. is also the Major Shareholder of edotco Group.</p> <p>The interested current Directors are representatives of Axiata on the Board of CelcomDigi, and they hold directorships and/or other executive position(s) in Axiata Group.</p> <p>The interested past Directors were representatives of</p>	<p>Revenue: Commission fees on content related services International SMS revenue International interconnect and roaming revenue Mobile virtual network operator related revenue IT related services Site infrastructure lease income Leased line / Bandwidth leasing Provision of telecommunication services</p> <p>Total Revenue</p>	<p>7,558 1,403 1,336 461 401 1,392 - -</p> <p>12,551</p>	<p>7,179 2,272 231 - 607 1,360 - 28</p> <p>11,677</p>	<p>33,254 6,172 3,739 - 1,763 5,863 418 523</p> <p>51,732</p>
				<p>Expenses: Infrastructure leasing and related services IT related services International interconnect and roaming cost Managed services including marketing and collection related cost Licenses and trademarks Content related expenses Leased line / Bandwidth leasing expense Mobile virtual network operator related cost</p> <p>Total Expenses</p>	<p>205,626 13,426 5,192 3,708 2,250 819 345 150</p> <p>231,516</p>	<p>170,465 1,833 3,421 3,616 2,250 305 335 -</p> <p>182,225</p>	<p>811,813 35,143 24,458 17,394 9,900 3,603 715 -</p> <p>903,026</p>

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2022 Shareholders' Mandate (AGM) and/or 2023 Shareholders' Mandate (EGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
		(a) Tan Sri Dr. Halim Shafie (b) Thayaparan S Sangarapillai	Axiata on the Board of CelcomDigi, and they hold directorships in Axiata Group.				
CelcomDigi Group	Khazanah Group	Interested Shareholder (a) Khazanah (b) Axiata	Khazanah is an indirect Major Shareholder of CelcomDigi and the major shareholder of these companies. Axiata is a person connected to Khazanah.	Total Revenue and Expenses Revenue: Provision of telecommunication services Domestic interconnect and roaming revenue Cloud based software infrastructure Leased line / Bandwidth leasing Disposal of scrap Total Revenue	244,067	193,902	954,758
		Interested current Directors (a) Dr. Shridhir Sariputta Hansa Wijayasuriya (b) Vivek Sood	The interested current Directors are representatives of Axiata on the Board of CelcomDigi and they hold directorships and/or other executive position(s) in Axiata Group.	Expenses: Site operating charges Domestic interconnect and roaming cost Total Expenses	12,549	12,037	68,920
					7,697	2,263	31,913
					103	-	-
					3,849	8,836	31,328
					775	938	5,128
					125	-	551
					1,551	362	4,206
					148	-	-
					1,699	362	4,206

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2022 Shareholders' Mandate (AGM) and/or 2023 Shareholders' Mandate (EGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
		<u>Interested past Directors (*)</u> (a) Tan Sri Dr. Halim Shafie (b) Thayaparan S Sangarapillai	The interested past Directors were representatives of Axiata on the Board of CelcomDigi, and they hold directorships in Axiata Group.				
CelcomDigi Group	DNB	<u>Interested Major Shareholder</u> (a) Khazanah (b) Axiata	Khazanah is an indirect major shareholder of CelcomDigi. In addition, Khazanah is a person connected to DNB as MoF Inc, a body corporate established under the Minister of Finance (Incorporation) Act, 1957, is the holding company of DNB and Khazanah Axiata is a person connected to Khazanah. The interested current Directors are	Total Revenue and Expenses Revenue: Site infrastructure lease income Expenses: Provision of 5G services	14,248	12,399	73,126
					2,126	1,985	5,885
					82,849	4,412	365,000

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2022 Shareholders' Mandate (AGM) and/or 2023 Shareholders' Mandate (EGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
		(a) Dr. Shridhir Sariputta Hansa Wijayasuriya (b) Vivek Sood	representatives of Axiata on the Board of CelcomDigi and they hold directorships and/or other executive position(s) in Axiata Group.				
		<u>Interested past Directors (*)</u> (a) Tan Sri Dr. Halim Shafie (b) Thayaparan S Sangarapillai	The interested past Directors were representatives of Axiata on the Board of CelcomDigi, and they hold directorships in Axiata Group.				
CelcomDigi Group	TM Group	<u>Interested Major Shareholder</u> (a) Khazanah (b) Axiata	Khazanah is an indirect major shareholder of CelcomDigi and a major shareholder of TM Group. Axiata is a person connected to Khazanah.				
				Total Revenue and Expenses	84,975	6,397	370,885
				Revenue: Provision of telecommunication services Domestic interconnect and roaming revenue Leased line / Bandwidth leasing Site infrastructure lease income	626 10,371 1,557 1,933	518 7,138 1,040 2,381	6,474 39,861 6,770 8,239
				Total Revenue	14,487	11,077	61,344

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2022 Shareholders' Mandate (AGM) and/or 2023 Shareholders' Mandate (EGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
		<p>Interested current Directors (a) Dr. Shridhir Sariputta Hansa Wijayasuriya (b) Vivek Sood</p> <p>Interested past Directors (*) (a) Tan Sri Dr. Halim Shafie (b) Thayaparan S Sangarapillai</p>	<p>The interested current Directors are representatives of Axiata on the Board of CelcomDigi and they hold directorships and/or other executive position(s) in Axiata Group.</p> <p>The interested past Directors were representatives of Axiata on the Board of CelcomDigi, and they hold directorships in Axiata Group.</p>	<p>Expenses: Leased line / Bandwidth leasing Domestic interconnect and roaming cost International interconnect and roaming cost Site operating charges</p> <p>Total Expenses</p>	<p>71,380 3,909 5 12,903</p> <p>88,197</p>	<p>46,192 1,658 6 10,118</p> <p>57,974</p>	<p>312,744 6,102 22 57,941</p> <p>376,809</p>
				Total Revenue and Expenses	102,684	69,051	438,153
				Total	638,491	370,380	2,060,527

Note:

(a) The actual values above are for the period from the date of last AGM held on 13th May 2022 to the LPD (inclusive of the new RRPTs arising from the Merger from 1st December 2022 to the LPD).

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

(b) *The estimated values above are for the period from 23 May 2023 (date of the forthcoming 26th AGM) to the next AGM and are based on best estimates by our management taking into consideration of the historical trends of those transactions and projected business transaction growth. The actual value may vary, exceed or be lower than, the estimates shown above.*

There is no deviation of 10% or more between the aggregated actual value and the aggregated estimated value pursuant to Paragraph 10.12 of the MMLR.

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

The material proposed amendments to the articles of the Existing Constitution are set forth in the right-hand column of the following table opposite the respective articles of the Existing Constitution:

Article No.	Existing Constitution	Proposed New Constitution																
<p>Article 2 of Articles of Association INTERPRETATION</p>	<table border="1"> <thead> <tr> <th data-bbox="355 840 411 1108">WORDS</th> <th data-bbox="355 1108 411 1444">MEANINGS</th> </tr> </thead> <tbody> <tr> <td data-bbox="411 840 478 1108">Market day</td> <td data-bbox="411 1108 478 1444">Any day between Mondays and Fridays which is not a market holiday of the Stock Exchange or public holiday.</td> </tr> <tr> <td data-bbox="478 840 545 1108">Major Shareholder</td> <td data-bbox="478 1108 545 1444">Major shareholder as defined in the Listing Requirements or any modification, amendment or re-enactment thereof for the time being in force.</td> </tr> <tr> <td data-bbox="545 840 612 1108">Chief Executive</td> <td data-bbox="545 1108 612 1444">The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.</td> </tr> </tbody> </table>	WORDS	MEANINGS	Market day	Any day between Mondays and Fridays which is not a market holiday of the Stock Exchange or public holiday.	Major Shareholder	Major shareholder as defined in the Listing Requirements or any modification, amendment or re-enactment thereof for the time being in force.	Chief Executive	The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.	<p>Article 7 of the New Constitution DEFINITIONS & INTERPRETATION</p> <table border="1"> <thead> <tr> <th data-bbox="355 1444 411 1713">WORDS</th> <th data-bbox="355 1713 411 1839">MEANINGS</th> </tr> </thead> <tbody> <tr> <td data-bbox="411 1444 478 1713">Market <u>Day</u></td> <td data-bbox="411 1713 478 1839">Any day between Mondays and Fridays on which is not <u>at the</u> stock market holiday of the Stock Exchange or <u>public holiday is open for trading in securities, which may include a Surprise Holiday.</u></td> </tr> <tr> <td data-bbox="478 1444 545 1713">Major Shareholder</td> <td data-bbox="478 1713 545 1839">Major shareholder as defined in the Listing Requirements or any modification, amendment or re-enactment thereof for the time being in force.</td> </tr> <tr> <td data-bbox="545 1444 612 1713">Chief Executive</td> <td data-bbox="545 1713 612 1839">The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.</td> </tr> </tbody> </table>	WORDS	MEANINGS	Market <u>Day</u>	Any day between Mondays and Fridays on which is not <u>at the</u> stock market holiday of the Stock Exchange or <u>public holiday is open for trading in securities, which may include a Surprise Holiday.</u>	Major Shareholder	Major shareholder as defined in the Listing Requirements or any modification, amendment or re-enactment thereof for the time being in force.	Chief Executive	The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.
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APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution												
-		Article 7 of the New Constitution DEFINITIONS & INTERPRETATION	The following new definitions are proposed to be inserted: <table border="1" data-bbox="347 197 1313 840"> <thead> <tr> <th data-bbox="347 197 375 360">WORDS</th> <th data-bbox="347 360 375 1854">MEANINGS</th> </tr> </thead> <tbody> <tr> <td data-bbox="375 197 402 360"><u>Surprise Holiday</u></td> <td data-bbox="375 360 402 1854">A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the Year.</td> </tr> <tr> <td data-bbox="402 197 429 360"><u>Board Chair</u></td> <td data-bbox="402 360 429 1854">The chairperson of the Board.</td> </tr> <tr> <td data-bbox="429 197 456 360"><u>Board Deputy Chair</u></td> <td data-bbox="429 360 456 1854">The deputy chairperson of the Board.</td> </tr> <tr> <td data-bbox="456 197 483 360"><u>Registered Office</u></td> <td data-bbox="456 360 483 1854">The registered office for the time being of the Company.</td> </tr> <tr> <td data-bbox="483 197 510 360"><u>SICDA</u></td> <td data-bbox="483 360 510 1854">The Securities Industry (Central Depositories) Act 1991 and every statutory modification, amendment or re-enactment thereof for the time being in force and includes all subsidiary legislations made thereunder.</td> </tr> </tbody> </table>	WORDS	MEANINGS	<u>Surprise Holiday</u>	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the Year.	<u>Board Chair</u>	The chairperson of the Board.	<u>Board Deputy Chair</u>	The deputy chairperson of the Board.	<u>Registered Office</u>	The registered office for the time being of the Company.	<u>SICDA</u>	The Securities Industry (Central Depositories) Act 1991 and every statutory modification, amendment or re-enactment thereof for the time being in force and includes all subsidiary legislations made thereunder.
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APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
Article 73 of Articles of Association	<p>The Company in general meeting may, subject to the provisions of these Articles, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their qualifications. Until otherwise determined by a general meeting, the number of Directors shall be not less than two and not more than thirteen.</p>	Article 78 of the New Constitution	<p>The Company in general meeting may, subject to the provisions of these Articles <u>this Constitution</u>, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their qualifications. Until otherwise determined by a general meeting, the number of Directors shall be not less than two<u>three</u>(3) and not more than thirteen <u>13</u>.</p>
<p>Article 75 of Articles of Association</p> <p>ALTERNATE DIRECTOR</p>	<p>Any Director may from time to time and at any time appoint any person to be an alternate Director, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, and any fee paid to an alternate Director shall be agreed between himself and the Director appointing him and shall be paid out of the remuneration of the latter, but shall be entitled (subject to his giving to the Company an address within Malaysia at which notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director may be removed from office by resolution of the Board, and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate</p>	<p>Article 80 of the New Constitution</p> <p>ALTERNATE DIRECTOR</p>	<p>(A) Any Director may from time to time and at any time appoint any person to be an alternate Director, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, and any fee paid to an alternate Director shall be agreed between himself and the Director appointing him and shall be paid out of the remuneration of the latter, but shall be entitled (subject to his giving to the Company an address within Malaysia at which notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. In order for an alternate Director to attend a meeting, the Director which such alternate Director is replacing at such meeting shall provide an irrevocable written notice to the Company and each other Director at least twenty-four (24) hours prior to the scheduled start time for the relevant Board meeting indicating that he or she will not be attending</p>

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
	<p>Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office.</p>		<p>such meeting and that the specified alternate Director will be attending.</p> <p>(B) An alternate Director may be removed from office by resolution of the Board, and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office.</p>
<p>Article 80 of Articles of Association</p> <p>GENERAL POWERS OF COMPANY VESTED IN DIRECTORS</p>	<p>The management and control of the business and affairs of the Company shall be vested in the Directors or under the direction of the Board in addition to the powers and authority by these Articles or otherwise expressly conferred upon them. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and do all such acts and things as may be exercised or by the Act expressly directed or required to be exercised or done by the Company in general</p>	<p>Article 85 of the New Constitution</p> <p>GENERAL POWERS OF COMPANY VESTED IN DIRECTORS</p>	<p>(A) The management and control of the business and affairs of the Company shall be vested in the Directors or under the direction of the Board in addition to the powers and authority by these Articles this Constitution or otherwise expressly conferred upon them. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and do all such acts and things as may be exercised or done by the Company and are not hereby or by</p>

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
	<p>meeting but subject nevertheless to the provisions of the Act and these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made provided further that any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by the members in general meeting.</p>	<p>POWERS OF DIRECTORS</p>	<p>the Act expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and these Articles<u>this Constitution</u> and to any regulations not being inconsistent with these Articles<u>this Constitution</u> from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made provided further that any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by the members in general meeting.</p>
			<p>(B) <u>Without limiting the preceding sub-article (A) and subject to the Act and this Constitution, the Directors have full powers, discretion and authority to form and implement the strategy of the Company and to make decisions affecting the necessary or appropriate accomplish the purposes of the Company including all matters reserved for the Board by applicable law(s), enter into any amendment or termination of any material contract or transaction, change of the Company's business plan and any material changes to the business plan, objectives, strategy or any other annual budget of the Company, all matters relating to existing and future licenses or permits for, or allocation of, telecommunications spectrum and key operating licenses and permits, including whether to apply for additional spectrum, licenses or permits and maintain such spectrum, licenses or permits; changes to the principal</u></p>

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
<p>Article 88 of Articles of Association</p> <p>POWER TO MAINTAIN PENSION FUND</p>	<p>The Directors may establish and maintain or procure the establishment and maintenance of a non-contributory or contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependants of any such persons, and may take out policies of insurance and pay the premiums reserved thereby for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, the particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this Article and may vote as a</p>	<p>Article 93 of the New Constitution</p> <p>POWER TO MAINTAIN PENSION FUND</p>	<p><u>executive officers' functions, mandates, compensation, duties and reporting lines, any policies adopted by the Company; and the appointment and removal of the principal executive officers in accordance with this Constitution.</u></p> <p>The Directors may establish and maintain or procure the establishment and maintenance of a non-contributory or contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependants of any such persons, and may take out policies of insurance and pay the premiums reserved thereby for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, the particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a</p>

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
	<p>Director upon any resolution in respect of any such matter but only where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants (including Directors or other officers) and/or their respective wives, widows, families and dependants.</p>		<p>motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter but only where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants or former employees or servants (including Directors or other officers) and/or their respective wives, widows, families and dependants.</p> <p><u>The Third Schedule of the Act shall not apply to the Company, except so far as the same are repeated or contained in this Constitution.</u></p>
<p>Article 89 of Articles of Association</p> <p>MEETING OF DIRECTORS</p>	<p>(B) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined, majority of the Board members shall be a quorum and one of which must be an Independent Director. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the Board of Directors appointed under Article 91 shall have a second or casting vote. Provided that where two Directors are competent to vote on the question at issue, shall not have a second or casting vote.</p> <p>(C) The conduct of a meeting of Directors or a committee of the Directors may include a participation thereof by any Director via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications whereby all participating persons are able to hear each other or be heard during the</p>	<p>Article 94 of the New Constitution</p> <p>MEETING OF DIRECTORS AND QUORUM</p>	<p>(A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined by the Board, majority of the Board members shall be a quorum and one, of which <u>at least one (1) must be an independent Director independent non-executive director.</u></p> <p>(B) Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the Board of Directors appointed under Article 91 shall have a second or casting vote. Provided that where two Directors form a quorum, the Chairman of the Board of Directors at which only such a quorum is present, or at which only two Directors are competent to vote on the question at issue, shall not have a second or casting vote.</p>

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
	<p>meeting. A Director's participation in the manner as aforesaid shall be deemed to be present at the meeting and be conducted for the purpose of a quorum. He shall also be entitled to vote thereat. Any meeting held in such manner shall be deemed to be or have been held at such time and place as set out in the notice of meeting.</p>		<p>(C) <u>Except as otherwise provided in this Constitution, the Board may regulate its own proceedings.</u></p> <p>(DB) The conduct of a meeting of Directors or a committee of the Directors may include a participation thereat by any Director via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications whereby all participating persons are able to hear each other or be heard during the meeting. A Director's participation in the manner as aforesaid shall be deemed to be present at the meeting and be conducted for the purpose of a quorum. He shall also be entitled to vote thereat. Any meeting held in such manner shall be deemed to be or have been held at such time and place as set out in the notice of meeting.</p>
<p>Article 90 of Articles of Association DIRECTOR MAY CALL MEETING</p>	<p>A Director may, and on the request of a Director, the Secretary shall, at any time summon a meeting of the Directors.</p>	<p>Article 95 of the New Constitution DIRECTOR MAY CALL MEETING</p>	<p>A Director may, and on the request of a Director, the Secretary shall, at any time summon a meeting of the Directors, and the Board shall meet at least once every three (3) months.</p>
<p>Article 93 of the Articles of Association CHAIRMAN OF COMMITTEES</p>	<p>A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their numbers to be Chairman of the meeting.</p>	<p>Article 98 of the New Constitution CHAIR OF COMMITTEES</p>	<p><u>Each board committee may appoint a chairperson (who shall not be the Board Chair or the Board Deputy Chair) to be the chairperson of the board committee and to preside over board committee meetings. If no such chairperson of a board committee is appointed, a committee may elect a chairperson. Of its meetings among the members present to be the chairperson of the meeting. If no such Chairman is elected, or if at any meeting the Chairman appointed chairperson is not present within fifteen minutes after the time appointed for holding the same, the members</u></p>

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
<p>Article 93A of the Articles of Association</p> <p>MEETING AND PROCEEDINGS OF A COMMITTEE</p>	<p>The Meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under Article 92.</p>	<p>Article 98A of the New Constitution</p> <p>MEETING AND PROCEEDINGS OF A COMMITTEE</p>	<p>present may choose one of their numbers to be the <u>chairperson</u> Chairman of the meeting.</p> <p>The Meetings and proceedings of any such board committee shall be governed by the provisions herein contained <u>and the terms of reference of each board committee</u> for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under Article <u>97</u>92.</p>
<p>Article 94 of the Articles of Association</p> <p>MEETINGS OF COMMITTEES</p>	<p>A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.</p>	<p>Article 99 of the New Constitution</p> <p>MEETINGS OF COMMITTEES</p>	<p>A <u>board</u> committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the <u>appointed chairperson</u> Chairman shall not have a second or casting vote.</p>
<p>Article 97(A) of the Articles of Association</p> <p>RESOLUTION BY CIRCULATION</p>	<p>A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by all the Directors who are sufficient to form a quorum shall be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present then such resolution shall be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Resolutions" and may consist of several documents in the like form each signed by one or more of the Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him. Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or</p>	<p>Article 102 of the New Constitution</p> <p>RESOLUTION BY CIRCULATION</p>	<p>A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by all the Directors who are sufficient to form a quorum then in office be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present then such resolution shall be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Resolutions" and may consist of several documents in the like form each signed by one or more of the Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him. Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the</p>

APPENDIX II – MATERIAL PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Article No.	Existing Constitution	Article No.	Proposed New Constitution
	electronic or digital signature of the Director or his alternate.		Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate.
Articles 100 and 101(A) of the Articles Association APPLICATION OF PROFITS & DECLARATION OF DIVIDENDS	<p>Article 100 Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls.</p> <p>Article 101 (A) The Directors may from time to time declare dividends but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates.</p>	Article 106(A) of the New Constitution DECLARATION OF DIVIDENDS	<p>(A) Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend <u>declare dividends but no such dividend shall be payable except out of the profits of the Company, and shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls. The Directors may from time to time declare dividends but no such dividend shall be payable except out of the profits of the Company.</u>—The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates.</p>

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

Of

CELCOMDIGI BERHAD

Registration No. 199701009694 (425190-X)

Incorporated on the 28th day of March, 1997

THE COMPANIES ACT 2016

COMPANY LIMITED BY SHARES

**CONSTITUTION
OF
CELCOMDIGI BERHAD**

GENERAL

1. The name of the Company is **CELCOMDIGI BERHAD**.
2. The Registered Office will be situated in Malaysia.
3. Subject to the provisions of the Act and any other written laws and the Constitution, the Company has:
 - (a) full capacity to carry on or undertake any other business or activity or do any act or enter into any transaction; and
 - (b) for the purposes of **Article 3(a)**, full rights, powers and privileges.

It is hereby declared that the word “**company**” in this article except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere.

4. The liability of the members is limited.
5. The shares in the Company may be divided into several classes and there may be attached thereto respectively any preferential, deferred, other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
6. Subject always to the respective rights, terms and conditions mentioned in **Article 5** hereof the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

DEFINITIONS & INTERPRETATION

7. In this Constitution, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context – Interpretation

WORDS	MEANINGS
Act	The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company and includes all subsidiary legislations made thereunder.
Authorised Nominee	A person who is authorised to act as specified under the Rules.
Board	The board of directors of the Company.
Board Chair	The chairperson of the Board.
Board Deputy Chair	The deputy chairperson of the Board.
Broadcast Venue	A physical venue in Malaysia where the chairperson of the general meeting is physically present. The essential individuals may also be present at the broadcast venue to facilitate the conduct of a fully virtual general meeting subject to the rules, regulations and laws at that time specified therein.
Company	CelcomDigi Berhad (Registration No. 199701009694)(425190-X) or such other name as may be adopted in its place from time to time.
Constitution	The Constitution set out herein and as may be amended from time to time by Special Resolution or as required by the Act and/or Listing Requirements.
Deposited Security	The meaning as is assigned to that expression under the SICDA.
Depositor	A holder of a Securities Account established by the Depository.
Depository	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W) or such other names by which it may be known from time to time or such other depository as may be approved by the relevant authorities to be a central depository under the SICDA.
Directors	The Directors for the time being of the Company, and, unless otherwise stated, includes their duly appointed alternates.
effect insurance	Includes pay, whether directly or indirectly, the costs of the insurance.

APPENDIX III- THE PROPOSED NEW CONSTITUTION

Registration No.
199701009694 (425190-X)

electronic address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.
electronic communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
electronic form	Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
Exempt Authorised Nominee	An authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
indemnify	Includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.
Listing Requirements	The Main Market Listing Requirements of Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.
Main Venue	A primary physical venue in Malaysia where the Board Chair of the general meeting or any adjournment thereof is physically present.
Market Day	A day on which the stock market of the Stock Exchange is open for trading in securities, which may include a Surprise Holiday.
Members or Shareholders	Any person for the time being holding one or more shares in the Company and whose names appear in the Register including Depositors whose names appear on the Record of Depositors but excludes the Depository or its nominee company in its capacity as a bare trustee and, subject to the provisions of the Foreign Ownership Regulations and this Constitution.
Month	Calendar month.
Record of Depositors	A record provided by the Depository to the Company pursuant to an application under the Rules.
Register	The register of members to be kept pursuant to the Act.
Registered Office	The registered office for the time being of the Company.
Rules	The Rules of the Depository for the time being in force and as amended from time to time.
Seal	The Common Seal of the Company or in appropriate case the official seal or duplicate Common Seal.
Secretary	Any person or persons appointed to perform the duties of secretary of the Company and shall include any person or persons entitled to perform the duties of secretary temporarily.

APPENDIX III- THE PROPOSED NEW CONSTITUTION

Registration No.
199701009694 (425190-X)

Securities Account	An account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor.
Share	Issued share capital of a corporation and includes stock except where a distinction between stock and share is expressed or implied.
Share Issuance Scheme	A scheme involving a new issuance of shares to the employees.
SICDA	The Securities Industry (Central Depositories) Act 1991 and every statutory modification, amendment or re-enactment thereof for the time being in force and includes all subsidiary legislations made thereunder.
Stock Exchange	Bursa Malaysia Securities Berhad (Registration No. 200301033577) (635998-W) or such other names by which it may be known from time to time.
Surprise Holiday	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the Year.
Year	Calendar year.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever;

Words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967 of Malaysia, as amended from time to time and any re-enactment thereof.

SHARES

8. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income deferred or other special rights, privileges, conditions and restrictions as to dividends, capital, voting or otherwise.
9. Subject always to the provisions of the Act and **Article 54** hereof, the shares of the Company shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions with such preferred deferred or other special, limited or conditional voting rights or such restrictions whether in regard to dividend voting or return of share capital and at such time or times as the Directors may think fit PROVIDED HOWEVER that shares shall not be issued to transfer a controlling interest in the Company without the prior approval of shareholders in general meeting.
10. **Article 9** shall be subject to the following restrictions, that is to say:-

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- (a) No Director shall participate in a Share Issuance Scheme unless the shareholders in general meeting have approved of the specific allotment to be made to such Director.
- (b) In the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same.
11. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit. Preferences shares
12. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or during the winding up of the Company or disposing of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months. Rights of preference shareholder
13. The Company (or the Directors on behalf of the Company) may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company; Provided that such commission shall not exceed ten per centum (10%) of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of the Act shall be observed. Any such commission may be satisfied in fully paid shares of the Company, in which case the provisions of the Act shall be duly complied with. Commission on subscription of shares
14. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, and may charge the same to capital as part of the cost of construction of any works or buildings or the provision of any plant. Interest on share capital during construction
15. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share. Receipts of joint holders of shares
16. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by this Constitution otherwise expressly provided or as by Act required or pursuant to any Order of Court or the SICDA and the Rules. No trust recognised
17. Subject to the provisions of the Act, the SICDA and the Rules, the Company shall allot and/or issue shares, despatch notices of allotment to the successful allottees and make an application for the quotation of such shares within such period as may be prescribed or allowed by the Stock Exchange. The registrar of the Company shall only issue jumbo certificates in respect of shares in favour of Bursa Malaysia Depository Nominees Sdn Bhd as he may be directed by the Securities Commission pending the crediting of shares into the Securities Account of the person entitled to such shares or as may be prescribed by the SICDA and the Rules provided always that every certificate issued shall be under the share seal of the Company. Entitlements to share certificates
18. The certificate of title to shares or debentures in the capital of the Company shall be issued under the Share Seal in such form as the Directors shall from time to time prescribe and shall bear the autographic or facsimile signature of at least one Director and a second Director or the Share certificates

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Secretary or some other person appointed by the Directors, and shall specify the number and class of shares to which it relates and the amounts paid thereon.

19. Subject to the provisions of the Act, the SICDA and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, persons entitled, purchaser, member-firm or member-company of the stock exchange on which the Company's shares are listed or on behalf of its/their client(s) as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery of the old certificate, and in any case on payment of such sum not exceeding Ringgit Malaysia Three per certificate plus any stamp duties levied by the Government concerned as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person to whom such renewed certificate is given shall also bear such loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.
- New certificates may be issued

LIEN

20. The Company shall have a first and paramount lien upon all the shares (not being fully paid shares) registered in the name of each member (whether solely or jointly with another) and upon all dividends from time to time declared in respect thereof and upon the proceeds of sale of such shares for all debts and liabilities paid discharged or incurred or to be incurred by the Company in respect of his share or on his account solely or jointly with any other person under or by virtue of any statute or legislative enactment in respect of such shares and also for or in respect of unpaid calls whether the period for the payment fulfilment or discharge thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that **Article 16** hereof is to have full effect. Such lien for or in respect of unpaid calls shall extend only to the specific shares on which such calls are for the time being unpaid and to all dividends from time to time declared in respect of such shares. Any money paid by the Company as aforesaid shall carry interest at current bank rates from the time of payment until repayment and such moneys and interest may notwithstanding such lien be recovered by action from such member or his legal representative as a debt due by such member or his deceased estate to the Company. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.
- Lien on shares not fully paid up
21. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such times as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven (7) calendar days after such notice.
- Lien may be enforced by sale of shares
22. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.
23. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the Directors shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- Directors may transfer and enter purchaser's name in share register
24. No member shall be entitled to receive any dividend or exercise any privilege as a member in respect of any share upon which any calls for the time being due and payable shall be unpaid.
- Members not entitled to privileges of membership until all calls paid

CALLS ON SHARES

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| 25. | The Directors may, subject to the Act and provisions of the Listing Requirements, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that no call shall exceed one-fourth of the issued price of the share or be payable at less than thirty (30) calendar days from the date fixed for the payment of the last preceding call, and fourteen (14) calendar days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors. | Directors may make calls |
| 26. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. | When call deemed made |
| 27. | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding 8 per centum (8%) per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. | Interest on unpaid call |
| 28. | Any sum which, by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided. | Sums payable on allotment deemed a call |
| 29. | The Directors may from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. | Difference in calls |
| 30. | The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits. | Call may be paid in advance |

TRANSFER OF SHARES

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| 31. | The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding sections 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities. | Transfer in writing and to be left at Office |
| 32. | Subject to the provisions of the SICDA and the Rules:-

(1) The instrument of transfer of a share shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register and/or the Record of Depositors, as the case may, in respect thereof.

(2) No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. An instrument of transfer must be in respect of only whom share one class of shares. | Both parties must sign transfer

Person to whom share not transferable |
| 33. | Subject to the provisions of the SICDA and the Rules, the Company shall provide a book to be called " Register of Transfers " which shall be kept by the Secretary or such other person | Register of Transfers to be provided |

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authorised by the Directors under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

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| 34. | Subject to the Act, provisions of the SICDA and the Rules, the Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share, not being a fully paid share, and whether or not the Company claims lien on the same. | Directors may refuse registration of transfer |
| 35. | All instruments of transfer which shall be registered shall be retained by the Company. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration, unless the Directors suspect fraud. | Transfers to be retained |
| 36. | Such fee, not exceeding RM3/= or such sum as shall from time to time be fixed by the Stock Exchange for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer. | Fees |
| 37. | The registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) calendar days in any year. At least ten (10) Market Days' notice of such closure shall be given to the Stock Exchange stating the period and the purpose or purposes of such closure. The Company shall give notice to the Depository in accordance with the Rules to enable the Depository to prepare the appropriate Record of Depositors. | Register of Transfers may be closed |
| 38. | (a) There shall be no restriction on the transfer of fully paid securities of the Company except where required by law.

(b) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto. | No restriction on transfer of fully paid securities

Non-liability for the Company's Directors and officers in respect of transfer |
| 38A. | Subject as hereinbefore provided, the Company shall be entitled to destroy:-

(a) at any time after the expiration of 6 years from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be), all instruments of transfer of shares or other forms of security of the Company which shall have been registered and all letters of request, renounced allotment letters, renounceable share certificates, forms of acceptance and transfer and applications for allotment in respect of which an entry in the Register shall have been made and all records on microfilm or on any other system of data recording and storage.

(b) at any time after the expiration of one year from the date of cancellation thereof, all registered certificates for shares or representing any other form of security of the Company (being certificates for shares or other securities in the name of a transferor and in respect whereof the Company has registered a transfer) and all mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and

(c) At any time after the expiration of one year from the date of the recording thereof, all notifications of change of name or address. | Destruction of records |

And it shall conclusively be presumed in favour of the Company that:-

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- (i) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (ii) every certificate for shares or representing any other form of security so destroyed was a valid certificate duly and properly cancelled; and
- (iii) every other document hereinbefore mentioned so destroyed was a valid an effective document in accordance with the recorded particulars thereof in the books or records of the Company.

Provided that:

- (1) the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant.
- (2) nothing herein contained shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of provision (1) above are not fulfilled;
- (3) references herein to the destruction of any documents include references to the disposal thereof in any manner; and
- (4) any document referred to in **Article 38A(b) and (c)** may be destroyed at a date earlier than that authorised by this **Article** provided that a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its production.

39. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any, liability in respect of any share jointly held by him. Transmission of shares
- 39A. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person nominated by him registered as transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Provided always that where the share is a deposited security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such share to his nominee. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer shares and the registration of transfer thereof shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by that member. Death or bankruptcy of member and election of person entitled to be registered himself
40. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for any dividend or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share. Person entitled may receive dividends without being registered as member, but may not vote

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40A. Where:-

- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

JOINT HOLDERS OF SHARES

41. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:-
- (a) The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors, or trustees or administrator of the estate of a deceased shareholder. Joint holders
 - (b) The joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share. Maximum number
 - (c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit. Severally and joint liability
 - (d) Any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share. Survivors of joint holders
 - (e) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders. Receipts

Provided that any reference in this Constitution to joint holders shall not include joint holders of a Deposited Security unless such joint ownership is permitted under the SICDA or the Rules or the guidelines or directives from time to time issued by the Depository. In the event that joint ownership of a Deposited Security is permitted under the SICDA or the Rules, the rights and obligations of such joint owners shall be governed by the relevant provisions of the Act, Rules and guidelines or directives, as the case may be.

FORFEITURE OF SHARES

42. If any member fails to pay the whole or any part of any call or instalment of call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest or compensation at the rate of eight per centum (8%) per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment. Directors may require payment of call with interest and expenses
43. The notice shall name a further day (not earlier than the expiration of seven (7) calendar days from the date of the notice) on or before which such call or instalment or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. Notice requiring payment to

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| | It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited. | contain certain particulars |
| 44. | If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared. | On non-compliance with notice shares forfeited on resolution of Directors |
| 45. | When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. | Notice of forfeiture to be given and entered in register of members |
| 46. | Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. | Directors may allow forfeited shares to be redeemed |
| 47. | Every share which shall be forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after satisfaction of unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before forfeiture thereof or his executors, administrators or assignees or as he directs. | Procedure for shares forfeited |
| 48. | A member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture. | Former holders of forfeited shares liable for call made before forfeiture |
| 49. | The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past members. | Consequences of forfeiture |
| 50. | A statutory declaration in writing by a Director or Secretary of the Company that a share has been duly forfeited in pursuance of this Constitution, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and the Company shall not be bound to see to the application of the purchase money (if any), nor shall the purchaser's title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. This Article on forfeiture shall apply in the case of non-payment of any | Title to forfeited shares |

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sum which, by the terms of issue a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

51. (A) The Company may, from time to time, by ordinary resolution of a general meeting convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any number. Power to convert into stock
- (B) When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in general meeting shall direct, but in default of any such direction in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose. Transfer of stock
- (C) The holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company, shall be conferred by any holding or part of a holding of stock as would not, if existing in shares, have conferred such privileges or advantages. Stockholders to have same privileges and advantages as shareholders
- (D) All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and in all such provisions the words “share” and “shareholder” shall include “stock” and “stockholder”.

ALTERATION OF CAPITAL

52. (1) The Company may alter the share capital in any one or more of the following ways by passing an ordinary resolution:- Company may alter its capital in certain ways
- (A) To increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe, or
- (B) To consolidate and divide its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived, or
- (C) To convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares, or
- (D) To subdivide its share capital or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived.
- (2) The Company may reduce its share capital by—
- (a) special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
- (b) special resolution supported by a solvency statement in accordance with Section 117 of the Act.

INCREASE OF CAPITAL

53. The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special, limited or conditional voting rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs. Company may increase its capital
54. (A) Unless otherwise determined by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to this Constitution, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided. Subject to the Listing Requirements and without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares, except where the shares or convertible securities are issued with prior approval of the members in a general meeting of the precise terms and conditions of the issue. Unissued and new shares to be first offered to members unless otherwise determined
- (B) Except so far as otherwise provided by or pursuant to this Constitution or by the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. New shares to be original capital unless otherwise provided

PURCHASE OF OWN SHARES

- 54A. Subject to the provisions of the Act, the Company may from time to time, by ordinary resolution of a general meeting, purchase its own shares.

MODIFICATION OF RIGHTS

55. If at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes the repayment of such preferred capital or all or any of the rights and privileges attached to each class may subject to the provisions of the Act be varied modified commuted affected abrogated or dealt with by a written consent representing not less than 75% of the total voting rights of the preference shareholders or by special resolution passed by the holders at least 75% of the total voting rights at a separate general meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be members holding or representing by proxy at least three-fourths of the issued shares of the class. Provided however that in the event of the necessary majority for such a special resolution not having been obtained in the manner aforesaid consent in writing may be secured from members holding at least 75% of the total voting rights and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a resolution duly carried by a vote in person or by proxy. Modification of rights

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- 55A. (a) The Company is an exempted entity under Paragraph 17 of the Guideline for the Reporting Framework for Beneficial Ownership of Legal Persons issued by the Companies Commission of Malaysia (“**Guidelines**”). Beneficial ownership requirements
- (b) Notwithstanding the above, the Company is obliged to:
- (i) provide the beneficial owners information to other regulators, competent authorities and law enforcement agencies in accordance with any written laws; and
- (ii) make a declaration of its exempted status:
- (aa) once the Registrar invokes his power under Section 56(6) of the Act according to the Guidelines; and
- (bb) in the annual return pursuant to Section 68 of the Act.
- (c) Each Member must observe the requirements set out in the Guidelines.

GENERAL MEETINGS

56. A general meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two such general meetings. General meetings
57. The abovementioned general meetings shall be called annual general meetings. All other general meetings shall be called extraordinary general meetings. Ordinary and extraordinary meetings
58. The Directors may call an extraordinary general meeting whenever they think fit, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act. Extraordinary meetings
59. (1) An annual general meeting or a meeting called for the passing of a special resolution shall be called by twenty-one (21) calendar days' notice in writing at the least. Any other meeting of the Company shall be called by fourteen (14) calendar days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this **Article**, be deemed to have been duly called if so agreed:- Annual General Meeting
- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum (95%) of total voting rights at that meeting of all members giving a right to attend and vote.
- (2) The Company shall be by written request made in duplicate in the prescribed form, request the Depository in accordance with the Rules, to prepare the Record of Depositors to whom notices of general meetings shall be given by the Company.
- (3) The Company shall inform the Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Depository in accordance with the Rules, to prepare the Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the “**General Meeting Record of Depositors**”). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.

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- (4) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
- (5) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement of the general nature of the business and the effect of any proposed resolution in respect of such special business. At least fourteen (14) calendar days' notice or twenty one (21) calendar days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice to specify time and business
- (6) Notice of a meeting of members of the Company shall state— Particulars of Notice
- (a) the place, date and time of the meeting; and
- (b) the general nature of the business of the meeting.
- (7) The notice convening a meeting to consider a special resolution shall specify the intention to propose the resolution as a special resolution and the text of the resolution. Notice of special resolution
- (8) In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend, participate, speak and vote at a meeting of the Company, or at a meeting of any class of members of the Company, is entitled to appoint not more than two (2) proxies to attend and vote instead of him and that a proxy need not be a member of the Company. Members' right to appoint proxy
- (9) Notice of every general meeting shall be given in any manner authorized by this Constitution to:- To whom given
- (a) every member holding shares conferring the right to attend and vote at the meeting who, at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of any such shares in the Company;
- (b) the auditors of the Company; and
- (c) every director of the Company.
- (10) No other person shall be entitled to receive notices of general meetings. Provided that if the meeting be called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders shall be complied with. Person not entitled to notice
- (11) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at the meeting. Omission not to invalidate proceedings
- (12) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members shall be in writing and shall be given to the members either:-
- (a) in hard copy,
- (b) in electronic form, or
- (c) partly in hard copy and partly in electronic form.
- (13) A notice:-
- (a) given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the Company for such purpose; or

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- (b) given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website.
 - (14) A Notice of a meeting of members shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with the Act.
 - (15) The Company shall notify a member of the publication of the notice on the website and such notifications shall be in writing and shall be given in hard copy or electronic form stating—
 - (a) that it concerns a meeting of members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.
 - (16) The notice shall be made available on the website throughout the period beginning from the date of the notification referred to in **Article 54(11)** until the conclusion of the meeting.
- 59A.
- (a) The Board can decide to call a General Meeting at any time. The Board shall also call a General Meeting where the Act requires. Any Members representing at least 10 per centum (10%) of the issued share capital of the Company may also call a General Meeting. Calling of General Meeting by the Board or Members
 - (b) The following may apply in relation to a General Meeting. These do not limit in any other ways in which a General Meeting may be held or limit in any way a General Meeting from being held using or relying on any of the provisions below in combination with any other ways in which a General Meeting may be held. The same applies to other matters relating to a General Meeting:
 - (i) A General Meeting may be convened, held or conducted, whether wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic or other technological means or using one or more other similar technologies; A General Meeting may be conducted via electronic or technological means
 - (ii) The notice of General Meeting must specify a particular place or places at which the General Meeting is to be held with a Main Venue if more than one place. The Directors may, however, restrict the persons who may physically attend at that place or at those places. The chairperson of the General Meeting must be physically present at the Main Venue for the General Meeting, which must be in Malaysia. In the event that the chairperson is replaced by another, the other must be given access to the Main Venue. The meeting will be adjourned to a time and place to be notified by the Company to the Members which is no later than fourteen (14) calendar days if the person replacing the chairperson is not able to attend the Main Venue within thirty (30) minutes of the decision to replace the chairperson; Notice of General Meeting to specify Main Venue if more than 1 place, restriction of persons attend General Meeting physically, chairperson to be present at Main Venue, adjournment of meeting no later than 14 days
 - (iii) Members may be wholly or partly restricted from physically attending at the discretion of the Directors. Members restricted from physically attending must be given the option of participating in the General Meeting by electronic or other technological means. Members will be solely responsible to ensure that they obtain the necessary equipment and communications to be able to participate through those means. The Directors may regulate any physical attendance by ticketing or other means for booking available places for physical attendance. The Directors are entitled to limit physical attendance to persons who are not Members other than the chairperson of the General Meeting and Directors; Limit/restriction of Members to attend General Meeting physically

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| (iv) All Members participating in the General Meeting (whether physically or by electronic or other technological means) shall be taken as present at the meeting for all purposes while so participating. These may include but are not limited to the quorum requirement, the casting of votes and proposals for resolutions and amendments. The General Meeting may be held even though those participating in the General Meeting are not together physically at the same place; | Members participation in General Meeting |
| (v) A vote taken at the General Meeting may be cast, by electronic or other technological means or using one or more technologies or by any other means or in one or more combinations. These may include votes conducted by poll; | Vote to be casted at General Meeting |
| (vi) Members participating by electronic or other technological means may do so through any other means which they are entitled to do in respect of Members attending the General Meeting physically, for example, through a corporate representative appointed under Section 333 of the Act or proxies; | Members' Participation & their rights in General Meeting |
| (vii) Members participating by electronic or other technological means may be required to adhere to certain procedures and protocols relating to their conduct in relation to the General Meeting. These may differ from those applying to Members participating physically at the General Meeting. The procedures and protocols may, for example, include requirements for questions and other communications with the chairperson of the General Meeting or other persons involved in the conduct of the General Meeting to be tabled or given in accordance with terms and conditions and restrictions specified by the Directors using electronic or other technological means and for the manner in which responses to question and other matters may be given. Questions and other communications and responses need not be seen or heard by persons participating in the General Meeting by whatever means other than the person tabling or giving the question or communication and the intended recipient of the question or communication. Questions or communications may be restricted to the chair of the General Meeting and Directors present physically at the General Meeting. The chairperson of the General Meeting may at their discretion allow questions or communications to be directed to others. The chairperson of the General Meeting may delegate his discretion in considering the questions to field to a person or persons charged by the chairperson with that task; | Members to adhere to certain procedures and protocols of their conduct in General Meeting |
| (viii) The proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members, the Company or any other persons in order to participate in the General Meeting. If the chairperson of the General Meeting is of the opinion that the interruptions or deficiencies will or may have a material bearing on the conduct of the General Meeting, the chairperson of the General Meeting may adjourn the General Meeting. The determination of the chairperson in such circumstances shall be final and conclusive; | Proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members |
| (ix) The chairperson of the General Meeting shall have all the powers of the Directors specified in this Article ; and | Power of Board Chair in General Meeting |
| (x) The Directors may make additional regulations for the conduct of General Meetings and related matters where electronic and other technological means are used for participation by Members at General Meetings and for voting and other incidentals. The Directors may also make regulations for the conduct of General Meetings and related matters in connection with compliance with laws, regulations, guidelines or directives (whether legally enforceable or not) relating to matters of public health, for example, the control of disease, epidemics and pandemics. | Additional regulations to conduct General Meeting via electronic or technological means |

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PROCEEDINGS AT GENERAL MEETINGS

60. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the laying of the audited financial statements and the reports of the Directors and auditors, the election of those Directors in place of those retiring by rotation or otherwise, appointment and fixing of Directors' fees and benefits payable and the appointment and fixing of the remuneration of the auditors. Special business
61. No business shall be transacted at any general meeting unless a quorum is present in person or by proxy when the meeting proceeds to business. Save as herein otherwise provided, two members personally present at a meeting or by proxy shall be a quorum. For the purposes of constituting a quorum: No business to be transacted unless quorum present
- (i) one or more representatives appointed by a corporation shall be counted as one member; or
- (ii) one or more proxies appointed by a person shall be counted as one member.
- 61A. The Company may convene a meeting of members at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of member's subject to rules, regulations and laws prevailing. The Main Venue of the meeting shall be in Malaysia and the chairperson shall be present at the Main Venue of the meeting.
62. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved. If quorum not present meeting adjourned or dissolved
63. The Board Chair (if any) shall preside at every general meeting, but if there be no such Board Chair, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as chairperson, the Directors present shall choose one of their number to be chairperson of the meeting, or if no Director be present or if all the Directors present decline to be the chairperson, then members present shall choose one of their number to be chairperson of the meeting. Chair of Board Chair to preside at all meetings
- 63A. Without prejudice to any other power which the chairperson may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the chairperson shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings as specified in the notice of such meetings and the chairperson's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The chairperson may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders. Chairperson to promote orderly conduct of the business of all general meetings
- 63B. A person requested by Directors or the chairperson to attend a general meeting, is entitled to be present (and if invited by the chairperson, to speak) at the meeting, irrespective whether the person is a Member. Attendance of a person requested by the Directors/ chairperson
64. The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty (30) calendar days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting Notice of adjournment to be given

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from which the adjournment took place.

65. Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be demanded in writing:-
- How resolution decided
- (a) by the chairperson of the meeting;
 - (b) by at least three (3) members present in person or by proxy;
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or
 - (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.

Unless a poll be so demanded a declaration by the chairperson of the meeting that a resolution has been carried, or lost, or has not been carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 65A. If:-
- Objections
- (a) any objection shall be raised to the qualification of any voter; or
 - (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
 - (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting on any resolution unless the same is raised or pointed out at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairperson of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairperson decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the chairperson on such matters shall be final and conclusive.

66. (i) A poll shall be taken in such manner as the chairperson of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. The chairperson of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
66. (ii) The poll may be conducted manually using voting slips or electronically using various forms or electronic devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer, as may be appointed by the chairperson of the meeting for the purpose of determining the outcome of the resolution(s) to be decided on poll.
- Poll to be taken as chairperson shall direct

- 66A. Subject to **Article 65** a poll demanded on any resolution shall be taken either forthwith or at such time and place as the chairperson of the meeting directs not being more than thirty (30) calendar days from the date of the meeting or adjourned meeting at which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

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| 67. | Any poll duly demanded on the election of a chairperson of a meeting, or on any question of adjournment shall be taken forthwith at the meeting and without adjournment. | No poll in certain cases |
| 68. | In the case of an equality of votes, either on a show of hands or on a poll, the chairperson of the meeting shall not be entitled to an additional or casting vote. | Chairs have no casting vote |
| 69. | Subject to Article 65 , the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question for which a poll has been demanded. Where the capital of the Company consists of shares of different denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting powers when such right is exercisable. | Business to be continued if poll demanded |
| 69A. | A meeting of members may be convened at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the member's rights to speak and vote at the meeting so long as all persons participating in the meeting of members are able to hear or to be heard by all other members without the need for a member to be in the physical presence of another member(s) and participation in the meeting of members in this manner shall be deemed to constitute presence in person at such meeting. The members participating in any such meeting of members shall be counted in the quorum for such meeting of members and subject to there being a requisite quorum under this Constitution, all resolutions agreed by the members in such meeting of members shall be deemed to be effective as a resolution passed at a meeting in person of the members duly convened and held. The Main Venue of the meeting shall be in Malaysia and the chairperson shall be present at the Main Venue of the meeting or Broadcast Venue (the only venue involved in the conduct of a virtual general meeting) of the meeting held in Malaysia, whichever is applicable subject to the rules, regulations and laws as specified at that time therein. | Meeting of Members via conference telephone, video conference, telephone or similar communication equipment |
| 69B. | (a) If authorised by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, the members not physically present at a general meeting where the chairperson of the general meeting is physically present, may, by means of remote communication:-

(i) participate in such general meeting; or

(ii) be deemed present in person at such general meeting, be counted in the quorum and be entitled to vote at such general meeting.

(b) That the general meeting shall be duly constituted and its proceedings shall be valid if the chairperson of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members participating in the general meeting through remote communication are able:-

(i) to participate in the matters for which such general meeting has been convened;

(ii) to speak (whether by use of microphones, loudspeakers, audio-visual communication equipment or any form of electronic means which allows the members to raise any questions and/or express their views on the matters); and

(iii) to vote on matters submitted to the members.

(c) The chairperson of the general meeting shall be physically present at the Main Venue or Broadcast Venue of the general meeting which shall be designated in Malaysia. | General meetings by means of remote communication |
| 69C. | If it appears to the chairperson of the general meeting that:-

(a) the facilities at the Main Venue or Broadcast Venue; or

(b) the means used for the remote communication; | General meetings by means of remote communication |

have become inadequate for the purposes referred to in **Article 69A**, then the chairperson of the general meeting shall, without the consent of the members at the general meeting, interrupt or adjourn the general meeting. All businesses as conducted at that general meeting up to the adjournment shall be valid. The provisions of **Article 79** shall apply to that adjournment. No interruption or termination of any remote communication or the inability of a member to participate in a general meeting by way of remote communication shall invalidate any general meeting held using such remote communications or any such general meeting.

The Board may request the members, proxies or representatives wanting to attend a general meeting to comply with security procedures which the Board deem appropriate. The Board may, at their discretion, refuse entry to, or remove from, a general meeting, a member, proxy or representative who does not comply with the security procedures.

Security procedures may include member, proxy or representative not being allowed into a general meeting with recording or broadcasting devices or an article which the chairperson of the general meeting considers as to be dangerous, offensive, or liable to cause disruption.

- 69D. (a) Subject to the Act, where a general meeting is convened by the Board, they may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting to a date and time determined by them or change the place for the general meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.

Cancellation or postponement of general meetings

This **Article** shall not apply to a general meeting convened in accordance with Sections 310(b) and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.

- (b) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:
- (i) published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper;
 - (ii) given to the Exchange and given in such manner required by the Listing Requirements or other requirements by the Exchange; and
 - (iii) subject to the Act and the Listing Requirements, given in any other manner determined by the Board.
- (c) A notice of postponement of a general meeting must specify:
- (i) the postponed date and time for the holding of the general meeting;
 - (ii) a place for the holding of the general meeting which may be either the same as or different from the place specified in the notice convening the general meeting; and
 - (iii) if the general meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the general meeting in that manner.

The new time and place specified in the notice of postponement will be taken to be the time and place for the general meeting as if specified in the notice which called the general meeting originally.

- (d) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the general meeting.
- (e) Whereby the terms of an instrument appointing a proxy or attorney or an appointment of a representative:

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- (i) the appointed person is authorised to attend and vote at a general meeting to be held on or before a specified date; and
- (ii) the date for holding the general meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this **Article**, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the Member appointing the proxy, attorney or representative gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of general meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the general meeting has been postponed.
- (f) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.
- (g) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.
- (h) A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.
- (i) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by Members in accordance with Section 311 of the Act, the general meeting may be cancelled by the Directors if the Members who requisitioned the general meeting withdraw their requests prior to the date of the general meeting.

VOTES OF MEMBERS

70. Subject to this Constitution and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and **Article 59(1)** above, a holder of ordinary shares or preference shares who is personally present or proxy or member's representative or attorney and entitled to vote shall be entitled to one (1) vote on a show of hands and upon a poll every such member shall have one vote (1) for every share held by him.
- 70A. A member may appoint not more than two (2) proxies to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands or poll on any question at any general meeting. A proxy or attorney need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting. A member is entitled to appoint a proxy to attend and vote instead of him at the meeting, and such proxy need not also be a member(s). Where a member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which, the appointment shall be invalid.
- 70B. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

How votes may be given and who can act as proxy

Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercised.

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- 71. If any member be a lunatic, idiot or non-compos mentis, he may vote by his committee, receiver, curator bonis or other legal curator, and such last mentioned persons may give their votes either personally or by proxy. Votes of lunatic member

- 72. In the case of joint holders of shares of the Company, the joint holder shall be considered as one shareholder. For this purpose, if the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior present at the meeting, whether in person or by proxy or by an attorney shall alone be accepted to the exclusion of the votes of the other' registered holders of the shares, and for this purpose seniority shall be determined by the order in which the names stand in the Register. Votes of joint holder of shares

- 73. A member shall be entitled to be present and to vote on any question either personally or by proxy at any general meeting or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and of any shares upon which calls due and payable to the Company shall have been paid. No member shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. Only members not indebted to Company in respect of shares entitled to vote

- 74. (A) A power of attorney or a certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. A proxy may vote only as directed in the proxy form. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote. Instrument appointed proxy to be in writing

- (B) Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept:-

CELCOMDIGI BERHAD

I/We,----- NRIC No./Company No. -----of ----- and telephone no./email address ----- being a member/members of CelcomDigi Berhad (the "Company"), hereby appoint -----NRIC No.----- of ----- or failing him/her,----- NRIC No.----- of ----- or failing him/her, THE CHAIRPERSON OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the Company, to be held at ----- on ----- or at any adjournment thereof. I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast.

Agenda	For	Against

Subject to the above stated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

First Proxy	%
Second Proxy	%
	100%

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- (2) For the purpose of **Article 77A**, the Directors may require such reasonable evidence they consider necessary to determine:-
 - (a) the identity of the member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
- (3) Without prejudice to **Article 77A**, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
 - (a) Notice calling the meeting;
 - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to **Article 77A(3)** not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (5) An appointment of proxy by electronic communication which is not made in accordance with this **Article** shall be invalid.

DIRECTORS

78. The Company in general meeting may, subject to the provisions of this Constitution, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their qualifications. Until otherwise determined by a general meeting, the number of Directors shall be not less than three (3) and not more than thirteen (13).
79. A Director shall not be required to hold any share in the Company but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of, the holders of any class of shares in the Company. Director's qualification
80. (A) Any Director may from time to time and at any time appoint any person to be an alternate Director, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, and any fee paid to an alternate Director shall be agreed between himself and the Director appointing him and shall be paid out of the remuneration of the latter, but shall be entitled (subject to his giving to the Company an address within Malaysia at which notices may be served on him) to receive notices of and attend all meetings of Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. In order for an alternate Director to attend a meeting, the Director which such alternate Director is replacing at such meeting shall provide an irrevocable written notice to the Company and each other Director at least twenty-four (24) hours prior to the scheduled start time for the relevant Board meeting indicating that he or she will not be attending such meeting and that the specified alternate Director will be attending. Alternate Director
- (B) An alternate Director may be removed from office by resolution of the Board, and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this **Article** which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company

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for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this **Article** shall be in writing under the hand of the Director making the same and left at the Office.

81. The nomination of an alternate Director shall be valid if made by facsimile or other electronic transmission, provided that such nomination shall be confirmed within three months from the date of such facsimile or other electronic transmission by a written nomination complying with the abovementioned requirements; and any act done by the alternate Director nominated in such facsimile or other electronic transmission between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.

82. The fees and any benefits payable to the Non-Executive Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by the Company in general meeting. Unless otherwise directed by the resolution by which it is voted, any such fees shall be divided amongst the Directors as they may agree, or, failing agreement, equally, or in any other manner to be determined by the Board. Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses properly incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from meetings of Directors or general meetings or which he may otherwise incur on or about the business of the Company. If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged. Provided that fees payable to non-executive Directors shall be by a fixed sum and no non-executive Director shall be remunerated by a commission on or percentage of profits or turnover and no Directors (non-executive or executive) shall be remunerated by a commission on or percentage of turnover and that nothing herein shall prejudice the power of the Directors to appoint any of their member to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include a commission on or percentage of turnover.

Directors' fees

83. (1) The office of a Director shall be vacated if the Director:-

- (A) is an undischarged bankrupt;
- (B) has been convicted of an offence relating to the promotion, formation or management of a corporation;
- (C) has been convicted of an offence involving bribery, fraud or dishonesty;
- (D) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under sections 198, 199, 213, 215, 216, 217, 218, 228 and 539 of the Act;
- (E) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- (F) is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company, except when an exemption or waiver is obtained from the Stock Exchange;

Office of
Director
vacated in
certain cases

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- (G) if he is removed by a resolution of the Company in general meeting;
 - (H) resigns from his office by notice in writing to the Company and deposited at the Office;
 - (I) has retired in accordance with the Act or this Constitution but is not re-elected; or
 - (J) otherwise vacate his office in accordance with the Act or this Constitution.
- (2) The circumstances referred to in paragraphs (1)(A), (B) and (C) shall be applicable to circumstances in or outside Malaysia.

MANAGING DIRECTOR AND OTHER APPOINTMENTS

84. (1) The Directors may from time to time appoint one or more of their body to be:-
- (a) the Managing Director or Managing Directors,
 - (b) the Executive Director or Executive Directors.
- The Managing Director or Managing Directors or the Executive Director or Executive Directors shall be subject to the control of the Board of Directors.
- (2) Any such appointment or appointments shall be for a fixed term not exceeding three (3) years at any one time, with power to the Directors to reappoint thereafter, at such remuneration and upon such terms as the Directors think fit and the Directors may entrust to and confer upon such appointee or appointees any of the power exercisable by them as Directors upon such terms and conditions and with such restriction as they think fit and may from time to time revoke, withdraw or vary all or any of such power.
- (3) The remuneration of the Managing Director or Managing Directors and the Executive Director or Executive Directors may be payable by way of salary or commission or participation in profits of the Company or of any other company in which the Company is interested, or by any or all of those modes, or otherwise as may be thought expedient but shall not include a commission on or percentage of turnover, and it may be made a term of such appointment or appointments that the appointee shall receive a pension, gratuity or other benefits on their retirement.
- (4) The Managing Director or Managing Directors or Executive Director or Executive Directors shall, even though he or they may continue to hold such office, be subject to retirement by rotation and be taken into account in determining the rotation or retirement of Directors pursuant to **Article 104(A)**. In addition thereto, he or they shall be subject to the provisions of any contract between him and the Company and the same provisions as to resignation and removal from office as the other Directors of the Company and if he shall cease to hold the office of Director he shall ipso facto and immediately cease to be the Managing Director or Managing Directors or Executive Director or Executive Directors.
- Power to appoint Managing Director and Other appointments
- Term of office and powers of Managing Director and other appointees
- Remuneration of Managing Director and other appointees
- Exemption of Managing Director and other appointees from retirement by rotation

POWERS AND DUTIES OF DIRECTORS

85. (A) The management and control of the business and affairs of the Company shall be vested in the Directors or under the direction of the Board in addition to the powers and authority by this Constitution or otherwise expressly conferred upon them. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made provided further that any sale or disposal by the Directors of a substantial portion of the Company’s main undertaking or property shall be subject to ratification by the members in general meeting. General powers of Company vested in Directors
- (B) Without limiting the preceding sub-article (A) and subject to the Act and this Constitution, the Directors have full powers, discretion and authority to form and implement the strategy of the Company to make decisions affecting the Company and to take such actions as it deems necessary or appropriate accomplish the purposes of the Company including all matters reserved for the Board by applicable law(s), enter into any amendment or termination of any material contract or transaction, change of the Company’s business plan and any material changes to the business plan, objectives, strategy or any other annual budget of the Company, all matters relating to existing and future licenses or permits for, or allocation of, telecommunications spectrum and key operating licenses and permits, including whether to apply for additional spectrum, licenses or permits and maintain such spectrum, licenses or permits; changes to the principal executive officers’ functions, mandates, compensation, duties and reporting lines, any policies adopted by the Company; and the appointment and removal of the principal executive officers in accordance with this Constitution. Powers of Directors
86. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. Power of Attorney
87. (A) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of any person or persons or of any company, whether or not having objects or engaged or intending to engage in business similar to those of the Company, including (without limitation) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary (as defined in Section 4 of the Act) or an associated company. Directors’ borrowing power
- (B) The Directors may borrow or raise any such money as aforesaid upon or by the issue or sale of any bonds, debentures, debenture stock, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of bonus upon redemption or repayment or otherwise as they may think proper. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or securities to exchange the same for shares in the Company or any class authorised to be issued. Classification of securities and terms
- (C) Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage of a charge upon all or any part of the undertaking Nature of Security

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or property of the Company, both present and future, and upon any capital remaining unpaid upon the shares of the Company, whether called up or not or by any other security, and the Directors may confer upon any mortgages or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or so raised, and confer upon the trustees or any receiver to be appointed by them or by debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management, or the realisation thereof, or the making, receiving or enforcing of calls upon the members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated.

- (D) The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised but in such case the amount shall be reckoned as part of the money borrowed. Security for payments due
88. The continuing Directors may act at any time notwithstanding any vacancy in their body: Provided Always that in case the number of Directors shall at any time be reduced to less than the minimum number prescribed by or in accordance with this Constitution, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting of the Company, but not for any other purpose. Continuing Directors may act to fill vacancies or summon meetings
89. The Directors shall duly comply with the provisions of the Act, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the Register, keeping a register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates and the particulars required by the Act notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements, and other particulars connected with the above. Directors to comply with the Act
90. (A) A Director who is in any way, whether directly or indirectly personally interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act. Save as by the next following paragraph of this **Article** otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this **Article** shall not apply to:- Declaration of interest; restriction on voting and quorum
- (i) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
- (ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.
- (B) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise whether by himself, his firm or a company in which he has an interest. Director may hold office of profit under the Company
- (C) A Director, notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit Relaxation of restriction on voting

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under any other company or whereat the terms of any such appointment are considered, and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof.

- (D) The provisions of this **Article** may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this **Article** may be ratified by ordinary resolution of the Company.

91. Any Director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, commission, participation in profits, pension, superannuation or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as it may think fit (including the exercise thereof in favour of any resolution appointing the Directors or any of them director of such company, or voting or providing for the payment of remuneration to the directors of such company).
- Director may hold other office

92. Subject to the Act, the documents shall be executed, as the case may be, in such manner and by such person as the Directors shall from time to time determine.
- Execution of documents

93. The Directors may establish and maintain or procure the establishment and maintenance of a non-contributory or contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependants of any such persons, and may take out policies of insurance and pay the premiums reserved thereby for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, the particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this **Article** and may vote as a Director upon any resolution in respect of any such matter but only where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants or former employees or servants (including Directors or other officers) and/or their respective wives, widows, families and dependants.
- Power to maintain pension fund

The Third Schedule of the Act shall not apply to the Company, except so far as the same are repeated or contained in this Constitution.

94. (A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined by the Board, majority of the Board members shall be a quorum, of which at least one (1) must be an independent non-executive director.
- Meeting of Directors and Quorum
- (B) Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Board Chair or the Board Deputy Chair shall not have a second or casting vote.
- (C) Except as otherwise provided in this Constitution, the Board may regulate its own proceedings.

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- (D) The conduct of a meeting of Directors or a committee of the Directors may include a participation thereat by any Director via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications whereby all participating persons are able to hear each other or be heard during the meeting. A Director's participation in the manner as aforesaid shall be deemed to be present at the meeting and be conducted for the purpose of a quorum. He shall also be entitled to vote thereat. Any meeting held in such manner shall be deemed to be or have been held at such time and place as set out in the notice of meeting.
95. A Director may, and on the request of a Director, the Secretary shall, at any time summon a meeting of the Directors, and the Board shall meet at least once every three (3) months. Director may call meeting
96. The Directors shall elect a Board Chair and may elect one Board Deputy Chair from their number and the Directors may determine the period for which such officers shall respectively hold office. The Board Chair or in his absence, the Board Deputy Chair (if any) shall preside at the meeting of Directors. If such officers have not been appointed, or if no such officers are present within fifteen minutes after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one of their numbers to be chairperson of the meeting. Chair of Directors
97. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Directors. Power for Directors to appoint committees
98. Each board committee may appoint a chairperson (who shall not be the Board Chair or the Board Deputy Chair) to be the chairperson of the board committee and to preside over board committee meetings. If no such chairperson of a board committee is appointed, a committee may elect a chairperson of its meetings among the members present to be the chairperson of the meeting. If at any meeting the appointed chairperson is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their numbers to be the chairperson of the meeting. Chair of committees
- 98A. The Meetings and proceedings of any such board committee shall be governed by the provisions herein contained and the terms of reference of each board committee for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under **Article 97**. Meeting and proceedings of a committee
99. A board committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the appointed chairperson shall not have a second or casting vote. Meetings of committees
100. All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been fully appointed and was qualified to be a Director. All acts done by Directors to be valid
101. The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees and of the attendances thereat, and of all business transacted at such meeting; and any such minute of any meeting, if purporting to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated. Minutes to be made and when signed by Board Chair to be conclusive evidence
102. A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by all the Directors then in office shall be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present then such resolution shall be signed by such alternate in place of the absent Director. All such resolutions shall be described as "**Directors' Resolutions**" and Resolution by circulation

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may consist of several documents in the like form each signed by one or more of the Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him. Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate.

103. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Directors may from time to time, by resolution appoint an assistant or deputy Secretary. Secretary
104. (A) At the annual general meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office. A retiring Director shall be eligible for re-election. PROVIDED ALWAYS that all Directors shall be relieved from office once at least in each three (3) years subject to re-election. An election of Directors shall take place each year. Rotation and retirement of Directors
- (B) The Directors to retire in every year shall be those who have been longest in office since their appointment or last election but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Which Directors to retire
- (C) The Company at the meeting at which a Director retires as aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost. Filing of vacancy
- (D) No person other than a retiring Director shall unless recommended by the Directors for election be eligible for election to the office of Director at any general meeting unless some member intending to propose him has at least eleven (11) calendar days before the meeting left at the Office a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such member to propose him. PROVIDED THAT in the case of a person recommended by the Directors for election nine (9) calendar days' notice only shall be necessary. Notice of each and every candidature shall at least seven (7) calendar days prior to the meeting at which the election is to take place be served on the members. The cost of serving the notice to propose the election of a Director where the nomination is made by a member or members, shall be borne by the member or members making the nomination. Nomination of Director
- (E) The Directors shall have the power at any time, from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting. Directors' power to fill casual vacancy and make additional appointment

SIGNATURE

- 104A. For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign or GlobalSign, of any of the following persons:- Electronic/Digital Signature
- (a) a holder of shares;
 - (b) a Director;
 - (c) an alternate Director;
 - (d) in the case of a corporation, which is a holder of shares, its Director or Secretary or a duly appointed attorney or duly authorised representative;

shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

THE SEAL

105. (A) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorising the use of the Seal. The Directors may from time to time (subject to the provisions of **Article 18** in relation to certificates) make such regulations as they think fit in determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other person appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate, instrument of transfer or other document of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Common Seal of the Company.
- (B) The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors. The Company may have a duplicate Common Seal as referred in Section 62 of the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal". The official seal when duly affixed to a document has the same effect as the Company's common seal. The person affixing the official seal shall certify in writing on the deed or other document to which the seal is affixed the date and place it is affixed.

DIVIDENDS AND RESERVE FUND

106. (A) Subject to any preferential or other special rights for the time being attached to any special class of shares, the Directors may from time to time declare dividends but no such dividend shall be payable except out of the profits of the Company, and shall be applied in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates. Declaration of Dividends
- (B) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made.
- (C) No higher dividend shall be paid than is authorised by the Directors, and the declarations of the Directors as to the distribution shall be conclusive.
107. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or shall, as to the whole or a part thereof, be applicable for equalising dividends, or for distribution by way of special dividend or bonus, or for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities as they may Directors may form reserve fund and invest

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- select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.
108. The Directors may establish a reserve to be called either “capital reserve” or “realisation account” and shall either carry to the credit of such reserve from time to time all moneys realised on the sale of any investment held by the Company in excess of the then book price of the same or apply the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other moneys in the nature of accretion to capital, whether on sale of investments held, or otherwise, shall be treated for all purposes as capital moneys and not as profits available for dividend. Any losses realised on the sale of any investment may be carried to the debit of capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other funds of the Company.
109. The Directors shall be at liberty to invest any sums carried to any reserve account or accounts upon such investments as they think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company (save as hereinbefore provided) and to divide the ordinary reserve account or accounts into such special accounts as they think fit with full power to employ the assets constituting the ordinary reserve account or accounts in the business of the Company.
110. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt by the person whose name at the date of the declaration of the dividend appears on the Register as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be, a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company. Dividend warrants to be sent to members by post
- 110A. Subject to the provisions of the Act, the SICDA and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the register of members or Record of Depositors or, if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any one of such persons or to the bank account of such persons as such persons may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the member in the details of bank account(s). Payment of dividend by electronic means
- 110B. Subject to the provisions of the Listing Requirements, any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures or debenture stocks of any other company, or in any one (1) or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. No distribution, settlement, arrangement or adjustment so made by the Directors shall be questioned by any member. Payment of dividend in specie
- 110C. (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:- Dividend Reinvestment Scheme
- (i) the basis of any such allotment shall be determined by the Directors;

- (ii) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this **Article**;
 - (iii) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
 - (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the “Elected Ordinary Shares”) and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of this Constitution to the contrary), the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.
- (2) (a) The ordinary shares allotted pursuant to the provisions of paragraph (1) of this **Article** shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
 - (b) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this **Article**, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary shares (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members).
- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this **Article**, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or the Depository Register, as the case may be, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this **Article** shall be read and construed to such determination.
 - (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this **Article**, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or the Depository Register, as the case may be, is

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outside Malaysia or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

(5) Notwithstanding the foregoing provisions of this **Article**, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this **Article** in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (1) of this **Article**.

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|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| 111. | A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. | Right to dividend in respect of a transferred share |
| 112. | Subject to the Unclaimed Money's Act, 1965, all dividends unclaimed for one year, after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. | Unclaimed dividends |
| 113. | Every dividend shall belong and be paid (subject to the Company's lien) to those members who shall be on the Register at the date fixed for the payment of such dividend, notwithstanding any subsequent transfer or transmission of share. | Register |

CAPITALISATION OF RESERVES, ETC.

114. The Director may, with the sanction of an ordinary resolution of the Company:-
- (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Record of Depositors at the close of business on:
- (i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or
 - (ii) such other date as may be determined by the Directors,
- in the proportion to their then holdings of shares; and/or
- (b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of deposit Depositors at the close of business on:
- (i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or
 - (ii) such other date as may be determined by the Directors

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this **Article**, with full power to the Directors to

make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

In addition and without prejudice to the power to capitalise profits and other moneys provided for by this **Article**, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any undistributable profits or other monies of the Company not required for the payment or provision of any dividends on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit.

ACCOUNTS

115. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 47 of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
116. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be opened to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or document of the Company, except as conferred by the Act or authorised by the Directors or by a resolution of the Company in general meeting.
117. The Directors shall from time to time in accordance with Section 244 of the Act cause to be prepared and laid before the Company in general meeting such financial statements and any report as are referred to in the Act. A copy of each of such documents shall not less than twenty-one (21) calendar days before the date of the meeting be sent to every member of and to every holder of debentures of the Company under the provisions of the Act or this Constitution. Provided that this **Article** shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

Accounts and Books may be inspected by members

Subject to the compliance with the requirements of the Stock Exchange and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory ("CD-ROM") or digital video disc read-only memory ("DVD-ROM") format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever; or may in the same manner as set out in **Articles 121** and **121A** on the serving of notice of general meeting or any other document to the members of the Company.

Annual Report in CD-ROM or DVD-ROM format

AUDIT

118. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more auditor or auditors, and the provisions of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and auditors shall be observed.

AUTHENTICATION OF DOCUMENT

119. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall deemed to be a person appointed by the Directors as aforesaid. Power to authenticate documents
120. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified by person having powers to authenticate the documents as such in accordance with the provisions of the last preceding **Article** shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Certified copies of resolution of the Directors

NOTICES

121. (1) Notice of a meeting of members or any other document shall be in writing and shall be given to the members either— Service of notices by Company
- (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.
- (2) A notice—
- (a) given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the Company for such purpose; or
 - (b) given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website, subject to the Act, Listing Requirements, rules, regulations and laws.
- 121A. Subject to the Act, Listing Requirements, laws, rules and regulations:- Notification of publication of notice of meeting on website
- (1) Notice of a meeting of members or any other document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with this **Article**.
 - (2) The Company shall notify the member of the publication of the notice or any other document on the website and such notification shall be in writing and shall be given in hard copy or electronic form stating—
 - (a) that it concerns a meeting of members;
 - (b) the place, date and time of the meeting; and
 - (c) in the case of a public company, whether the meeting is an annual general meeting.
 - (3) The notice or any other document shall be made available on the website throughout the period beginning from the date of the notification referred to in subsection (2) until the conclusion of the meeting.

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122. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to the holders of such share. How joint holders of shares may be served
123. Any member described in the Register of Members or Record of Depositors by an address not within Malaysia shall from time to time give the Company an address within Malaysia at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under this Constitution, but, save as aforesaid, only members described in the Register of Members or Record of Depositors by an address within Malaysia or the Republic of Singapore shall be entitled to receive any notice from the Company. Members abroad not entitled to notices unless they give address
124. A notice including notice given in electronic form or any other document, may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives or trustees of such deceased or bankrupt member, at the address (if any) in Malaysia supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.
125. (1) Any notice or other document, if served personally or sent by post, shall be deemed to have been served or delivered at the time personally or when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter. Any notice or other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on the website. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such shares. The contact details (including electronic address) of the Member are as set out in the Record of Depositors shall be deemed the last known address provided by the Member to the Company for purposes of communication with the Member. When services effected
- (2) Where a notice or any other document or information is served, sent or supplied by electronic communication:-
- (a) to the current address of Member, shall be deemed to have been duly given, sent, or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of members (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent).
- (b) by making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under laws.
- (3) A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the Member in the following manner in writing:-
- (a) The publication of the notice, document or information on the website; and
- (b) The designated website link or address where a copy of the notice, document or information may be downloaded.

- (4) A Member shall be implied to have agreed to receive such notice, document or information by way of such electronic communication. However, Members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the Member within the prescribed period subject to the Listing Requirements.
- (5) The Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communication or as a physical copy, and such Member shall be deemed to have consented to receive such notice, document or information by way of electronic communication if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, document or information.

WINDING UP

126. If the Company shall be wound up, the liquidators may with the sanction of a special resolution, divide among the members in specie any part of the assets of the Company and any such division may be otherwise than in accordance with the existing right of the members, but so that if any division is resolved or otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution was a special resolution passed pursuant to the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the Act may in like manner authorise the distribution of any share or other consideration receivable by the liquidators amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the Act. Distribution of assets in specie
127. (1) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may—
- (a) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or
 - (b) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation, and any such transfer, sale or arrangement shall be binding on the members of the Company.
- (2) If any member of the Company expresses his dissent on matters referred to in subsection (1) in writing addressed to the liquidator and delivered to the Office of the liquidator within seven (7) calendar days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration.

INDEMNITY

128. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company (including effect of insurance) against all losses or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no such Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this **Article** shall only have effect in so far as its provisions are not avoided by the Act.

ALTERATION OF ARTICLES

129. (A) This Constitution shall not be amended, added to or deleted without the prior approval of the shareholders by a special resolution.
- (B) This Constitution have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of the **Articles**, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.

EFFECTS OF THE LISTING REQUIREMENTS

130. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.

1. DIRECTOR'S RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Directors of the Company who individually and collectively accept full responsibility for the accuracy of the information provided in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor its subsidiaries have entered any contracts (*not being contracts entered into in the ordinary course of business*) within the two (2) years immediately preceding the date of this Circular:

(a) SPA

The Share Purchase Agreement was entered into by CelcomDigi and Axiata on 21 June 2021 for the merger of Celcom and CelcomDigi in which 1,237,534,681 Celcom shares held by Axiata, representing 100% of the issued share capital of Celcom were transferred to CelcomDigi for the total consideration of RM17,756,156,250.00 which was satisfied as follows:

- (i) the issuance of 0.63% fully paid-up ordinary shares in CelcomDigi to Telenor Asia against payment by Telenor Asia to Axiata a cash consideration of RM297,918,107.00;
- (ii) the issuance of 33.10% fully paid-up ordinary shares in CelcomDigi to Axiata; and
- (iii) a cash consideration of RM1,692,733,818 (which was adjusted under the terms of the SPA).

(b) Conditional Share Subscription Agreement with DNB dated 7 October 2022

On 7 October 2022, Digi Tel and Celcom Mobile had each entered into a conditional share subscription agreement with DNB for the proposed subscription of:

- (i) 100,000 new ordinary shares in DNB; and
- (ii) 178.47 million DNB Rights to Allotment,

which represents 12.50% equity interest in the enlarged DNB each held by Digi Tel and Celcom Mobile for cash consideration of RM178.57 million, for a collective 25.00% equity interest in the enlarged DNB for a total cash consideration of RM357.14million.

Under the terms of the conditional share subscription agreements entered into by Digi Tel and Celcom Mobile respectively with DNB, their collective equity interest in DNB shall not be more than 25% of the aggregate issued ordinary shares in DNB and granted DNB's rights to allotment.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, the CelcomDigi Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board confirms that to the best of its knowledge there are no proceedings pending or threatened against the CelcomDigi Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the CelcomDigi Group.

(a) **Main Suit 1: Kuala Lumpur High Court Suit No. D1-22-1960-2008
Celcom and Celcom Resources (formerly known as Technology Resources
Industries Berhad) vs TSDTR & 7 Others- Conspiracy Suit**

On 24 October 2008, Celcom and Celcom Resources (also known as “**Plaintiffs**”) commenced proceedings in the High Court of Malaya in Kuala Lumpur against its former directors, namely (i) Tan Sri Dato’ Tajudin Ramli (“**TSDTR**”), (ii) Dato’ Bistamam bin Ramli (“**DBR**”), (iii) Dato’ Lim Kheng Yew (“**DLKY**”), (iv) Axel Hass (“**AH**”), and (v) Oliver Tim Axmann (“**OTA**”), (vi) DeTeAsia Holding GmbH (“**DeTeAsia**”) and (vii) Beringin Murni Sdn. Bhd. (collectively referred to as “**Defendants**”).

The Plaintiffs are seeking damages for conspiracy. The Plaintiffs claim that the Defendants wrongfully and unlawfully conspired amongst each other to cause financial injury to the Plaintiffs by causing and/or committing the Plaintiffs to enter into the Supplemental Agreement to the Subscription Agreement and the Management Agreement dated 7 February 2002 (“**2002 Supplemental Agreement**”) and the Amended and Restated Supplemental Agreement dated 4 April 2002 with DeTeAsia (“**ARSA**”) which entitled DeTeAsia to renounce its right shares in Celcom Resources. Consequently, DeTeAsia exercised its renunciation of certain rights issue shares in favour of TSDTR and DBR at a significantly higher price than the prevailing value of the shares at that time.

On 23 June 2016, TSDTR and DBR, filed a statement of defence (“**Defence for Main Suit 1**”) and counterclaim against the Plaintiffs seeking among others:

- (i) payment of the sum of RM6,246.492,000.00 or alternatively the sum of RM7,214.909,224.01 together with interest, being the same amount claimed by TSDTR in a separate counterclaim filed in the Kuala Lumpur High Court Suit No. D2-22-673-2006 (known as the Danaharta Suit) which was subsequently withdrawn pursuant to a purported global settlement agreement which did not include the Main Suit 1 (“TSDTR and DBR’s Counterclaim against Main Suit 1”)
- (ii) pay all sums received by TM and Telekom Enterprise Sdn Bhd (“**Telekom Group**”) from dividends and other payments from the Plaintiffs to be assessed;
- (iii) withdraw all pending suits without liberty to refile and no order as to costs;
- (iv) restraint from executing judgment procured from the pending suits;
- (v) indemnify TSDTR and DBR against all liability, payments, loss and damages incurred or suffered as a consequence or in relation to the pending suits;
- (vi) punitive, aggravated and exemplary damages to be assessed for malicious prosecution;
- (vii) interest and costs.

On 30 June 2016, AH, OTA and DeTeAsia filed their respective defences.

TM filed an application to intervene in the Main Suit 1 in light of the allegations made against TM in TSDTR and DBR’s counterclaim against Main Suit 1.

Following the decision of the Court of Appeal on 4 May 2017 in allowing TM’s appeal to be added as a defendant to TSDTR and DBR’s Counterclaim, TSDTR and DBR filed an application to amend their defence and counterclaims on 19 May 2017 which was dismissed by the High Court on 29 June 2017. On 24 July 2017, TSDTR and DBR filed an appeal to the Court of Appeal and that the appeal was fixed for hearing on 8 December 2017.

On 24 July 2017, TSDTR and DBR filed an appeal to the Court of Appeal and that the same was dismissed by the Court of Appeal on 8 December 2017 with costs of RM1,000.00 to the Plaintiffs and RM5,000.00 to Telekom.

TSDTR and DBR filed the Notice of Motion for leave to appeal to the Federal Court against the dismissal of the Court of Appeal's decision dated 2 January 2018 and the same has been dismissed by the Federal Court.

The trial in the High Court had proceeded commencing from 22 January 2018 up until 8 October 2021.

On 15 November 2021, the Plaintiffs and DeTeAsia have reached an amicable settlement without any admission as to liability in respect of this Main Suit 1. The Plaintiffs have discontinued this Main Suit 1 with no order as to costs and without liberty to file afresh against AH, OTA and DeTeAsia.

The hearing for oral submissions was held on 13 December 2022. The judge handed his decision on 10 February 2023. The decision is as per below.

**(b) Main Suit 2: Kuala Lumpur High Court Suit No. D5-22-610-2006
Celcom and Celcom Resources vs TSDTR & 8 Others- Indemnity Suit**

On 28 April 2006, Celcom and Celcom Resources (also known as "**Plaintiffs**") instituted a claim against nine (9) of its former directors (namely (i) TSDTR, (ii) DBR, (iii) DLKY, (iv) Dieter Sieber ("**DS**"), (v) Frank-Reinhard Bartsch ("**FRB**"), (vi) Joachim Gronau, (vii) Joerg Andreas Boy ("**JAB**"), (viii) AH, and (ix) OTA, (collectively referred to as the "**Defendants**").

The Plaintiffs are seeking an indemnification against the Defendants, for the sums paid by Celcom to DeTeAsia in satisfaction of the award granted in 2 August 2005 ("**Award**") by the Tribunal of the International Court of Arbitration of the International Chamber of Commerce in Paris ("**ICC**") alleging that the Defendants had breached their fiduciary duties by causing the Plaintiffs to enter into a Subscription Agreement dated 25 June 1996 with Deutsche Telekom AG ("**Subscription Agreement**") and the Amended and Restated Agreement dated 4 April 2002 between DeTeAsia and the Plaintiffs ("**ARSA**"). The defendants were inter alia, directors of the Plaintiffs at time of entry into the Subscription Agreement and ARSA.

In addition, the Plaintiffs have also made a claim against TSDTR only, for the return of the alleged unauthorised profits made by him, all monies received by the directors arising out of such breaches, losses and damages in connection with the abovementioned agreements.

In summary, the Plaintiffs are seeking the following:

- (i) A declaration that the Defendants have acted in breach of their fiduciary duties and are liable to indemnify Celcom in relation to the sums paid out to DeTeAsia pursuant to the Award where the ICC found Celcom to be liable for the following:
 - (a) The sum of USD177.2 million (RM715.4 million) being the principal sum plus USD16.3 million (RM65.6 million) representing interest at the rate of 8% for the period from 16 October 2002 to 27 June 2003;
 - (b) The cost of arbitration amounting to USD0.8 million (RM3.3 million); and
 - (c) The sum of USD1.8 million (RM7.3 million) representing the legal costs

- (ii) Damages for various breaches of fiduciary duties committed by them in relation to the entry into the Subscription Agreement and the ARSA
- (iii) The unauthorised profits claimed to have been made by TSDTR, amounting to RM446.0 million

On 23 June 2016, TSDTR and DBR served their defence and counterclaim. In the defence and counterclaim, TSDTR and DBR are seeking, among others, the following relief from the Plaintiffs:

- (i) pay the sum of RM6,246,492,000.00 or alternatively the sum of RM7,214,909,224.01 together with interest, being the amount claim by TSDTR in his counterclaim in Kuala Lumpur High Court Suit No: D2-22-673-2006 which was withdrawn pursuant to a global settlement;
- (ii) pay all sums received by TM and Telekom Enterprise Sdn Bhd ("**Telekom Group**") from dividends and other payments from the Plaintiffs to be assessed;
- (iii) withdraw all pending suits without liberty to refile and no order as to costs;
- (iv) restraint from executing judgment procured from the pending suits;
- (v) indemnify TSDTR and DBR against all liability, payments, loss and damages incurred;
- (vi) or suffered as a consequence or in relation to the pending suits;
- (vii) punitive, aggravated and exemplary damages to be assessed for malicious prosecution;
- (viii) interest and costs.

On 30 June 2016, DS, FRB, JAB, AH and OTA served their Defence.

Following the decision of the Court of Appeal on 4 May 2017 in allowing TM's appeal to be added as a defendant to TSDTR and DBR's Counterclaim, TSDTR and DBR filed an application to amend their Defence and Counterclaims on 19 May 2017 which was dismissed by the High Court on 29 June 2017.

On 24 July 2017, TSDTR and DBR filed an appeal to the Court of Appeal and that the same was dismissed by the Court of Appeal on 8 December 2017 with costs of RM1,000.00 to the Plaintiffs and RM5,000.00 to Telekom.

TSDTR and DBR filed a notice of motion for leave to appeal to the Federal Court against the dismissal of the Court of Appeal's decision dated 2 January 2018 and the same has been dismissed by the Federal Court.

The trial in the High Court had proceeded commencing from 22 January 2018 up until 8 October 2021.

On 19 November 2021, the Plaintiffs and DeTeAsia have reached an amicable settlement without any admission as to liability in respect of this suit. The Plaintiffs have discontinued this suit with no order as to costs and without liberty to file afresh against DS, FRB, JAB, AH and OTA.

A hearing for oral submission was held on 13 December 2022. The judge handed his decision on 10 February 2023. The decision is as per below.

Decision of the High Court for Main Suit 1 and Main Suit 2 (collectively “Suits”)

On 10 February 2023, the High Court has decided Main Suit 1 and Main Suit 2 in favour of the Plaintiffs and also dismissed TSDTR and DBR’s counterclaims in both Suits with costs. The appropriate remedies and quantum of costs will be decided at a later date.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of CelcomDigi at Level 30, Menara CelcomDigi, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the time set for convening the AGM:-

- (a) the Existing Constitution;
- (b) the audited financial statements of CelcomDigi Group for the past 2 financial years and the latest unaudited results since the last audited financial statements;
- (c) the material contracts referred to in Section 2 of Appendix IV; and
- (d) the relevant cause papers in respect of material litigation referred to in Section 3 of Appendix IV.

Ordinary Resolution 11

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Berhad and its subsidiaries ("CelcomDigi Group") and Telenor ASA and its subsidiaries ("Telenor Group") ("Proposed Renewal of Shareholders' Mandate 1")

"THAT, subject to the provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Telenor Group as set out in Appendix I of the Circular to Shareholders dated 21 April 2023 ("Circular"), which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 1 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 1."

Ordinary Resolution 12

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Axiata Group Berhad and its subsidiaries ("Axiata Group") ("Proposed Renewal of Shareholders' Mandate 2")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Axiata Group as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 2 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 2."

Ordinary Resolution 13

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Khazanah Nasional Berhad and its related entities ("Khazanah Group") ("Proposed Renewal of Shareholders' Mandate 3")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Khazanah Group as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 3 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 3."

Ordinary Resolution 14

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Digital Nasional Berhad ("DNB") ("Proposed Renewal of Shareholders' Mandate 4")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with DNB as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 4 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 4."

Ordinary Resolution 15

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Telekom Malaysia Berhad and its subsidiaries ("TM Group") ("Proposed Renewal of Shareholders' Mandate 5")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with TM Group as set out in Appendix I of the Circular, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and 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 and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate 5 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate 5."

Special Resolution

Proposed Adoption of New Constitution of the Company ("Proposed Adoption")

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety, and in place thereof, the proposed new constitution of the Company in the form as set out in Appendix III of the Circular, be and is hereby adopted as the new constitution of the Company with immediate effect.

AND THAT the Directors and the Company Secretaries of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Adoption with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

