

CELCOMDIGI BERHAD
(“CelcomDigi” or “CD”)
Registration No. 199701009694 (425190-X)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27TH AGM” OR “THE MEETING”) OF CELCOMDIGI BERHAD (“CELCOMDIGI” OR “THE COMPANY”) CONDUCTED ON A VIRTUAL BASIS THROUGH BROADCAST VENUE AT AUDITORIUM, LEVEL PODIUM 6, MENARA CELCOMDIGI, NO. 6, PERSIARAN BARAT, SEKSYEN 52, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA (“BROADCAST VENUE”) ON MONDAY, 27 MAY 2024 AT 10.00 A.M.

PRESENT

- | | |
|--|--|
| Tengku Dato’ Sri Azmil Zahrudin
Raja Abdul Aziz (“Tengku Azmil” or
Chair”) | - Director and Chair of the Meeting for Agenda
items 1, 2(i) to (iii), 3, 4, 5 and 6
(Also as proxy for shareholders set out in the
<i>Attendance Summary</i> attached) |
| Mr Haakon Bruaset Kjoel | - Director |
| Mr Vivek Sood | - Director |
| Ms Rita Skjaervik | - Director |
| Dr. Shridhir Sariputta Hansa
Wijayasuriya | - Director |
| Mr Kasper Wold Kaarbø | - Director |
| Tan Sri Abdul Farid Alias (“Tan Sri
Farid”) | - Director and Chair of the Meeting for Agenda
items 7 to 10
(Also as proxy for shareholders set out in the
<i>Attendance Summary</i> attached) |
| Ms Vimala V.R. Menon | - Director |
| Datuk Iain John Lo | - Director |
| Puan Khatijah Shah Mohamed | - Director |

IN ATTENDANCE

- | | |
|-----------------|---------------------|
| Ms Choo Mun Lai | - Company Secretary |
|-----------------|---------------------|

BY INVITATION

- | | |
|----------------------------|---|
| Datuk Mohamad Idham Nawawi | - Chief Executive Officer (“CEO”) |
| Mr Albern Murty | - Deputy Chief Executive Officer (“DCEO”) |
| Ms Lucy Tan | - Chief Financial Officer (“CFO”) |

The attendance of the remaining invitees together with the AGM Working Team who have participated in the Meeting are set out in the “*Attendance Sheet by Invitation*”. The list of shareholders, corporate representatives and proxies (“the members”) who have participated in the Meeting via the meeting platform <https://meeting.boardroomlimited.my> are set out in the “*Attendance Summary*”.

CHAIR OF THE MEETING

The Chair of the Board of Directors (“Board”), Tengku Azmil presided as Chair of the Meeting and welcomed all shareholders, proxies and invitees to the 27th AGM of the Company.

QUORUM

Ms Choo Mun Lai, the Company Secretary, confirmed that a quorum was present. With the requisite quorum being present, the Chair called the Meeting to order at 10.00 a.m.

INTRODUCTION OF THE BOARD, MANAGEMENT AND AUDITOR

The Chair introduced the Board members, as well as the CEO, DCEO, CFO and Company Secretary, who attended at the broadcast venue. He then introduced Mr Desmond Tseu, the partner from Ernst & Young PLT (“EY”) and welcomed the representative from the Minority Shareholders Watch Group (“MSWG”), both of whom participate remotely via the Remote Participation and Electronic Voting (“RPEV”) facilities.

NOTICE

With the consent of the members present, the Notice convening the Meeting having been issued and circulated for the prescribed period was taken as read.

SUMMARY OF PROXY FORMS RECEIVED

The Chair reported that a total of 2,077 members, representing approximately 11,028,000,000 ordinary shares or 94.01% of the total number of issued shares of the Company, had registered themselves to attend the Meeting via RPEV facilities. The Company had received 663 proxy forms from the shareholders for approximately 11,026,000,000 shares, representing 93.98% of the total number of issued share capital of the Company. Out of those, there were 545 shareholders who had appointed the Chair of the Meeting as proxy to vote on their behalf, and the shares so represented stood at approximately 4,951,000,000 shares, which represent approximately 42.40% of the issued share capital of the Company.

POLLING AND VOTING PROCEDURE

In accordance with Paragraph 8.29A of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in the Notice of the AGM would be voted by poll. The Chair called for a poll to be taken on all the resolutions set out in the Notice convening the Meeting, pursuant to Article 65 of the Company’s Constitution.

The Chair informed that the Company had appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator to conduct the poll voting and Sky Corporate Services Sdn. Bhd. as the Independent Scrutineers to verify the poll results. The Poll Administrator briefed the members on the voting procedure via RPEV facilities.

The Chair reported that the Company had received questions submitted prior to the Meeting and encouraged the members to raise real time questions through the messaging icon. Questions of similar nature would be collated and addressed together. If there are time constraints, the responses would be emailed directly by the Investor Relations Team to the shareholders after the Meeting.

Thereafter, the Chair proceeded with the business of the AGM.

AGENDA OF 27TH AGM

AS ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON (“AFS 2023”)

The Chair informed the Meeting that the first item on the Agenda was to receive the AFS 2023. With the consent of the members present, AFS 2023 having been circulated within the prescribed period was taken as read. The Meeting noted that this agenda item was meant for discussion as it did not require shareholders’ approval. Hence, it would not be put to vote.

Before proceeding with the next agenda items, the Chair invited CEO of the Company, to give an overview of the Company’s performance and the key highlights for the financial year ended 31 December 2023. Presentation slides are enclosed as Appendix I (pages 2 to 14).

The Chair thanked Datuk Idham CEO for his presentation.

- 2. (I) ORDINARY RESOLUTION 1**
Re-election of Mr Haakon Bruaset Kjoel
- (II) ORDINARY RESOLUTION 2**
Re-election of Datuk Iain John Lo
- (III) ORDINARY RESOLUTION 3**
Re-election of Puan Khatijah Shah Mohamed

- 3. ORDINARY RESOLUTION 4**
Re-election of Mr Kasper Wold Kaarbø.

- 4. ORDINARY RESOLUTION 5**
Payment of Directors’ fees and benefits payable to the Non-Executive Directors with effect from 27 May 2024 until the conclusion of the next Annual General Meeting (“AGM”).

- 5. ORDINARY RESOLUTION 6**
Appointment of PricewaterhouseCoopers PLT (“PwC”) as Auditors of the Company in place of the retiring Auditors, EY, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

- 6. ORDINARY RESOLUTION 7**
Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi and its subsidiaries (“CelcomDigi Group”) and Telenor ASA and its subsidiaries (“Telenor Group”) (“Proposed Renewal of Shareholders’ Mandate 1”)

7. ORDINARY RESOLUTION 8

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”)

8. ORDINARY RESOLUTION 9

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”)

9. ORDINARY RESOLUTION 10

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”)

10. ORDINARY RESOLUTION 11

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”)

The Chair informed the Meeting that Telenor Malaysia Investments Pte Ltd, a major shareholder of the Company, had abstained from voting on agenda items 2(i) and 3.

As Tengku Azmil was deemed interested in the agenda items 7, 8, 9 and 10, Tan Sri Farid took over the chair for tabling the Proposed Renewal of Shareholders’ Mandates 2 to 5, respectively. It was also noted that none of the Directors of the Company hold any shares in the Company.

QUESTION AND ANSWER (“Q&A”) SESSION

1. QUESTIONS FROM MSWG

The Meeting noted that the Company received questions from MSWG and replied to the questions were projected on the slide presentation enclosed as Appendix I (pages 16 to 24).

2. QUESTIONS RECEIVED PRIOR TO THE 27TH AGM

The Chair proceeded with the questions received prior to the Meeting. The Meeting was informed that all pre-submitted questions and responses will be uploaded on the Company’s Investor Relations webpage and enclosed a copy as Appendix II.

3. LIVE QUESTIONS DURING THE AGM THROUGH THE MESSAGING ICON

The Company had received live questions from the members during the AGM through the messaging icon, enclosed as Appendix II.

After having addressed all the questions, the Chair ended the Q&A session and proceeded to the polling session.

POLLING SESSION

The Chair informed the Meeting that the Company had not received any notice of any other business for the Meeting and confirmed that the AFS 2023 had been duly tabled and received by the members.

The Chair reminded the members to cast their votes if they have not done so earlier and informed that he and Tan Sri Farid would vote for the respective Resolutions according to the instructions given by the shareholders who had appointed the Chair of Meeting as their proxy.

The Chair then announced that the voting session would close in another 5 minutes whilst the Independent Scrutineers would take approximately 15 minutes to verify the votes cast by the members. The Meeting was then adjourned at 11.10 a.m. and resumed at around 11.30 a.m. for the declaration of the voting results.

POLL RESULTS

The Meeting resumed at 11.30 a.m.; the polling results verified by the Independent Scrutineers were projected and the details of results were enclosed as Appendix III.

Based on the poll results, the Chair declared the following Resolutions were carried and RESOLVED:

Ordinary Resolution 1	THAT Mr Haakon Bruaset Kjoel who retired pursuant to Article 104(A) of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 2	THAT Datuk Iain John Lo who retired pursuant to Article 104(A) of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 3	THAT Puan Khatijah Shah Mohamed who retired pursuant to Article 104(A) of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.
Ordinary Resolution 4	THAT Mr Kasper Wold Kaarbø who retired pursuant to Article 104(E) of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.

Ordinary Resolution 5	THAT the payment of Directors’ fees of up to RM2,250,000 and benefits payable of up to RM218,000 to the Non-Executive Directors with effect from 27 May 2024 until the conclusion of the next AGM of the Company, be and are hereby approved.
Ordinary Resolution 6	THAT PwC be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, EY, to hold office until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.
Ordinary Resolution 7	<p>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 Telenor Group as set out in Appendix I of the Circular to Shareholders dated 16 April 2024 (“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:</p> <ul style="list-style-type: none">(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, <p>whichever is the earlier.</p> <p>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.</p>
Ordinary Resolution 8	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

	<p>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:</p> <ul style="list-style-type: none">(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, <p>whichever is the earlier</p> <p>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.</p>
<p>Ordinary Resolution 9</p>	<p>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:</p> <ul style="list-style-type: none">(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

	<p>be allowed pursuant to subsection 340(4) of the Companies Act 2016); or</p> <p>(iii) revoked or varied by resolution passed by the shareholders at a general meeting,</p> <p>whichever is the earlier.</p> <p>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.</p>
<p>Ordinary Resolution 10</p>	<p>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:</p> <p>(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;</p> <p>(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</p> <p>(iii) revoked or varied by resolution passed by the shareholders at a general meeting,</p> <p>whichever is the earlier.</p> <p>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.</p>

<p>Ordinary Resolution 11</p>	<p>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:</p> <ul style="list-style-type: none">(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, <p>whichever is the earlier.</p> <p>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.</p>
--------------------------------------	---

After the passing of the Ordinary Resolution 6 on appointing PwC as the auditors of the Company, the Chair welcomed and introduced the partners of PwC at the Meeting.

CONCLUSION

There being no other business to be transacted, the Chair declared the Meeting closed at 11.33 a.m.

SIGNED AS A CORRECT RECORD

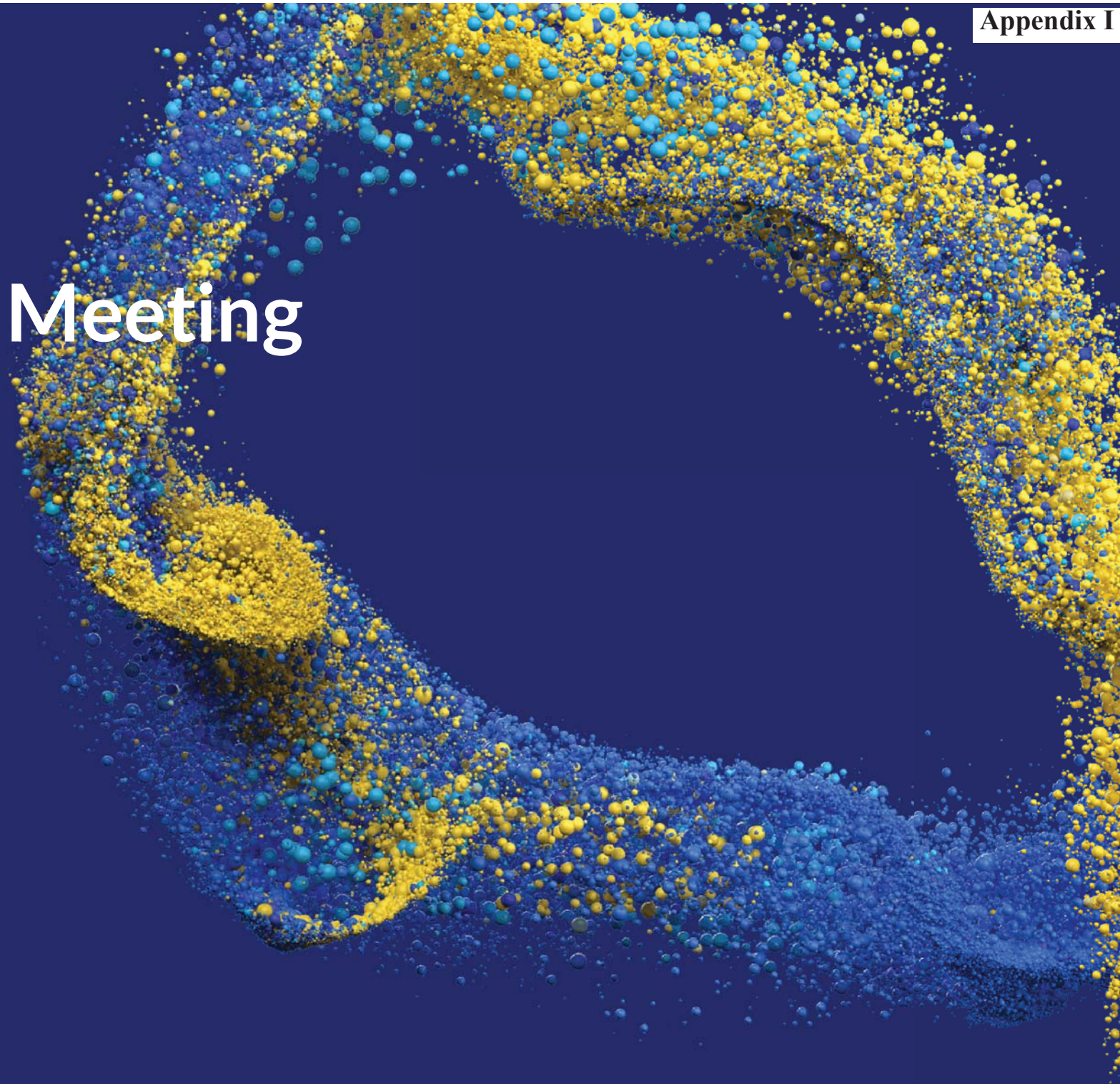
CHAIR OF THE BOARD

Date:



27th Annual General Meeting

Monday, 27 May 2024 | 10:00AM



Agenda

1 CelcomDigi Today

2 2023 Highlights

3 Shaping Up For Future Growth



Private



celcomdigi

ADVANCING & INSPIRING SOCIETY

The nation's Top 10 corporate leader, an inclusive and responsible business

Inspire to be a leading technology and innovation icon in Malaysia

OUR PURPOSE

Advancing and Inspiring Society

OUR VISION

To be Malaysia's top Telco-Tech company

Largest telco today, transforming beyond core connectivity to lead in digitalisation and innovation

OUR VALUES



Customer Obsessed



Performing Relentlessly



Stronger Together



Responsible & Caring

OUR BRAND SPIRIT

Creating a world inspired by you

We are the #1 enabler of the digital lives of Malaysian consumers, businesses, and society

2023 Highlights



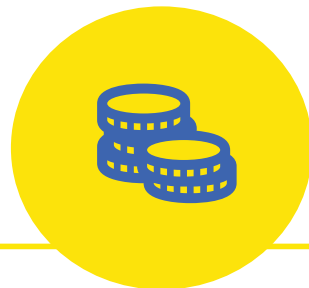
A Solid First Year Post-Merger



INTEGRATION

Year 1
Milestones
and
gross synergy
on track

1



MARKET

Retained **market shares** for core segments with stronger **subs base**

2

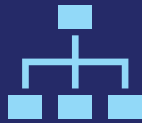


RESULTS

Strong earnings, delivered **13.2 sen** dividend

3

2023 Integration Progress Highlights



Completed **organisational integration** for business continuity



Harmonised **Channels** with integrated **Sales** teams



Embracing new **CelcomDigi** culture integration



Launched **new iconic CelcomDigi** brand



> **50 product campaigns** including unified **5G offerings**

celcom

digi

Digi Stores & Celcom bluecubes **open 365 days** a year



~**5,000 sites integrated** ahead of schedule



Efficient **cost management** & improved **free cash flow**



Realised gross synergy of RM366m


Delivered 2023 Financial Guidance

2023 Guidance		2023 Achievement
Maintaining growth momentum	Service Revenue Growth	0.4%
Flat to low single digit increase	EBITDA Growth	3.3%
Around 15% to 18%	Capex Intensity	RM1.7b / 13.8%


Total Subscribers
20,552K
 +466k Y-Y



Total Revenue
RM12.7b
 1.4% Y-Y



PAT
RM1.6b
 Underlying: RM2.2b
 3.2% Y-Y



FY2023 Dividend
13.2 sen



Share Price Performance

CelcomDigi share price against KLCI from 3 January 2023 to 20 February 2024



← 2023 | 2024 →

#7 listed on KLCI

RM51.3b
Market cap ⁽¹⁾

3.02%
Dividend Yield ⁽¹⁾

13.2 sen
Earnings per share

¹ Closing share price of RM4.37 as at 20 February 2024

The Value We Created

For our Customers

Network Integration & Modernisation

- Completed **35%** ahead of initial target of 30% by end-2023



- **Signal strength**
- **Download speeds**
- **Data Traffic**

Widest Nationwide Coverage



4G LTE :
97%
4G LTE-A :
91%

For our Investors



Highest return on equity over 3 years for Super Big Cap Companies above RM40b and Telco & Media

AAA

RAM Ratings
MARC Ratings

For CDzens



Diversity, Equity and Inclusion embedded in our culture

- Aspire to be **talent powerhouse**
- **Integrating Code of Conduct** into our way of work
- Harmonisation of **rewards & benefits**

For our Environment



The Edge Malaysia ESG Awards 2023 **Gold Award** for Telco & Media



SCIENCE BASED TARGETS

DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

Committed to set **near and long-term company-wide emissions reduction** in line with **science-based net-zero** with the SBTi



Shaping Up For Future Growth

Widest and Most Modern 5G-ready Network



Momentum on enterprise solutions and partnership

- Private 5G LTE network and digital solutions offshore
- Integrated digital cities powered by 5G
- Continuous efforts to digitalise SMEs businesses

National 5G development

Supportive of Government's 5G ambitions & ready to invest in building a leading 5G network in Malaysia

Focused On Executing These Priorities



***CEMENTING
MARKET
LEADERSHIP***



***INSTITUTIONALISING
OPERATIONAL
EXCELLENCE***



***A TRUSTED AND
EXCITING
BRAND FOR
MALAYSIANS***

Guidance For 2024

 Service Revenue Growth	Low single digit increase
 EBIT	Similar level to 2023
 Capex-to-Total Revenue ratio	Around 15% - 18%





CelcomDigi Berhad

Registration No. 199701009694 (425190-X)

Thank You

Monday, 27 May 2024

celcomdigi

Q&A

1

Responses to questions raised by
Minority Shareholders Watch Group (MSWG)

Responses to Questions Raised by MSWG

QUESTION

1) a. Please elaborate on the integration and synergy targets achieved in FY2023, particularly the RM300 million in synergy savings.

1) b. How does CelcomDigi plan to further accelerate integration activities to realise the targeted RM8 billion in net present value synergies?

a) Key initiatives executed in 2023 include:

- Re-negotiation of contracts, consolidation of volumes and resources, network and IT consolidation;
- Elimination of redundancies, optimisation of resources (e.g. energy consumption, office supplies and facilities maintenance); and
- Harmonisation of operations / processes across the organisation to optimise operational efficiencies.

b) Apart from network integration being one of the key initiatives to deliver the RM8 billion NPV synergies, there's an ongoing effort in identifying new and additional synergy opportunities that contribute towards operational efficiencies.

Responses to Questions Raised by MSWG

QUESTION

2) *How does CelcomDigi ensure that the integration process does not compromise service quality and customer experience?*

Our integration efforts are centred around uplifting customer experience, hence whilst network integration targets are met, customers are now able to enjoy in the post-consolidation areas, an improved download speeds by between 20% and 26%, and better signal strength by between 13% and 16%.

In addition, continuous monitoring of our network is being conducted as part of our promise in upholding and enhancing our network quality.

Responses to Questions Raised by MSWG

QUESTION

- 3) a. We welcome the Company's commitment to consistent shareholder returns. However, with a 99% dividend payout ratio, considering the potential for significant capital expenditure (Capex) on 5G dual network model deployment and modernising legacy Celcom and Digi networks, how does CelcomDigi balance consistent shareholder returns and financing its Capex?

CelcomDigi has a solid balance sheet, which highlights our financial capabilities and flexibility to continue funding our investments and operational obligations. The Company manages its operational commitments by focusing on free cash flow optimisation through the implementation of various working capital initiatives aimed at deleveraging the balance sheet while simultaneously minimising new debt requirements and keeping the Net Debt/EBITDA ratio within healthy range of below 2.5 times.

Responses to Questions Raised by MSWG

QUESTION

3) *b. What is the expected total capex spending to integrate and modernise legacy Celcom and Digi networks?*

We have launched full-scale integration and modernisation programme in June 2023, committing an investment of RM4 billion in capex to build Malaysia's leading digital network with an end state of 18,000 5G-ready sites.

Responses to Questions Raised by MSWG

QUESTION

- 4) The Company continues to depart from Practice 5.2 of the Malaysian Code on Corporate Governance (“MCCG”), which states that at least half of the board should comprise independent directors. For large companies, the board comprises a majority of independent directors.

As a large company, only four of the Company's ten directors are currently independent. In explaining the departure, CelcomDigi mentioned that it recognises the importance of having a majority of independent directors to promote objective board decisions. Although currently less than half of the Board comprises independent members, its robust framework, policies, and procedures safeguard against any influence on Board decisions, whether internal or external. Despite the current composition, the Board remains committed to upholding principles of independence and transparency.

Furthermore, the Company stated that the Board Nomination and Remuneration Committee (BNRC) will continue to review the board's composition to ensure alignment with best practices and regulatory requirements.

The Corporate Governance Report for FY 2022 also mentioned that the Company shall comply with Practice 5.2 of MCCG within three years

Responses to Questions Raised by MSWG

QUESTION

- a. *Please provide an instance where the robust framework, policies, and procedures safeguard against any influence on Board decisions*

CelcomDigi has established a robust framework supported by comprehensive policies and procedures to ensure the integrity of our Board decisions. Our Conflict of Interest Policy mandates that all Board members disclose any potential conflicts before deliberations begin and our Related Party Transaction (RPT) Manual mandates all RPTs to be reviewed and approved by the RPT committee, the Board Audit Committee and Board in accordance with the authority limits as set out in the manual. These policies and manuals are further reinforced by our Code of Conduct and Board Charter, which emphasize transparency and accountability in our governance practices.

Throughout the year, our Board convened 18 meetings to address various matters, including amongst others the re-appointment of directors, remuneration of fees, and evaluation of a network rationalisation process post-merger. In instances involving related party transactions or conflict of interest, conflicted Board members adhered to our established procedures by recusing themselves from deliberation and voting. Subject to the limits of authority, all conflict of interest and related party transactions were reviewed by the RPT committees and Board Audit Committee, and there were no issues recorded that were detrimental to the Company. The related party transactions and conflict of interest situations were deemed fair, reasonable, conducted on arm's length terms and in the best interest of the Group and the Company.

Responses to Questions Raised by MSWG

QUESTION

b. How many candidates for the position of independent directors have been interviewed to date?

What prohibits the companies from appointing the candidates identified?

Following the recent merger, CelcomDigi is concentrating on effectively integrating the two merged businesses and delivering on the announced synergies. The Board is prioritising a careful and methodical integration process to ensure stability and effectiveness before appointing new independent directors. Throughout the first-year post-merger, the Board has placed a high priority on assessing the effectiveness and independence of both the Board and its committees.

The Board Nomination and Remuneration Committee conducted a comprehensive annual evaluation that covered various aspects, including Board leadership and committees' effectiveness. This evaluation included Directors' self and peer assessments, a skills matrix assessment, and an evaluation of the independence of the Independent Non-Executive Directors (INEDs). The findings concluded that the Board and its committees are functioning effectively, with the INEDs maintaining their independence, ensuring unbiased oversight and decision-making.

Additionally, there were no instances of any individual or group of directors dominating the decision-making process, and no director had unfettered powers in this regard. There have been no instances to date where an independent director abstained or voted differently from the majority during board decisions. This balance has ensured that the Board's decisions are unbiased and solely in the best interest of shareholders as a whole. While the Company has not yet interviewed candidates for independent director positions, it remains committed to enhancing its governance through strategic succession planning.

Responses to Questions Raised by MSWG

QUESTION

5) In response to climate and environmental risks, the Company is committed to achieving Carbon Neutrality by 2030 and Net Zero by 2050, in alignment with the Science Based Target Initiative (SBTi) (Page 34 of AR2023)

What are the potential challenges or obstacles that CelcomDigi foresees in meeting its Carbon Neutral by 2030 target, and if so, what mitigation strategies are in place?

CelcomDigi has set clear focus areas to support our commitment to advocate responsible business practices across our value chain, addressing material ESG matters such as digital inclusion, privacy and data protection, human rights, as well as the impacts of climate change on our business and society.

We foresee and map multiple climate risks which exist for CelcomDigi and the ICT sector broadly to meet our Carbon Neutral target by 2030. Some of these challenges include managing the growing data demand from our customers, the optimal adoption of emission reduction solutions (factoring in socioeconomic impact and commercial viability), building capabilities to respond to emerging climate-related threats, and ensuring a '*just transition*' with our suppliers and partners.

However, our climate risk assessment also clearly points to our sector having the opportunity to identify emission reducing digital solutions with the potential to avoid emissions and drive significant enablement impact across other sectors.

Our focus in the near term will be on improving efficiencies, reducing emissions in our value chain, and adopting feasible digitalisation solutions including AI, automation, virtual models and renewable energy transition.

Q&A

2

Responses to **pre-submitted** questions by
shareholders

Responses to Pre-Submitted Questions by Shareholders

7) *The Company should consider giving door gifts / e-voucher / ewallet for attending shareholders as token of appreciation.*

Are the Directors getting allowances for attending AGM?

We appreciate the shareholders' participation and continuous support to CelcomDigi.

There will be no distribution of door gifts physical or electronically.

We will continue to provide the best product offers and services for all segments.

We are committed to striving our businesses to deliver returns to our shareholders.

There is no allowance given to any of the Directors for attending this AGM.

Responses to Pre-Submitted Questions by Shareholders

2) *What is the process in evaluating directors remuneration and benefit and how frequent it is benchmarked against peer?*

The remuneration and benefit seem to be at the high side.

- Post-merger, the Company has established a comprehensive Non-Executive Directors' Remuneration Policy and Framework. This framework outlines the process for evaluating and determining the remuneration packages for non-executive directors.
- To ensure competitive and fair remuneration, the Company engaged an independent human resources consultancy firm to conduct a benchmarking exercise. This exercise analysed the structure of fees and benefits in-kind, comparing them with those of the top 10 companies listed on Bursa Malaysia.
- Based on market benchmark findings, CelcomDigi has adopted the prevalent practice of providing insurance and medical coverage, mobile devices and telecommunication services.
- Our Non-Executive Directors' Remuneration Framework is scheduled for review every 3 years to ensure its continued relevance and competitiveness

Responses to Pre-Submitted Questions by Shareholders

3) *What is the Company's strategy or technology in place to prevent subscribers from being scammed given that some of the scams had happened using CelcomDigi name.*

As a network provider serving more than 20 million customers, we take great responsibility to ensure safe access to our users.

We empower our societies through nation-building initiatives such as S.A.F.E Internet (Smart, Aware, Fortify, Empathy) and Anti-Scam campaigns and put efforts to accelerate targeted awareness and more effective prevention initiatives such as:

- i. Special taskforce to investigate scam and strategise to improve mitigations
- ii. Scam alerts on the latest modus operandi updated on our website within 24 hours
- iii. Making it easier for our customers to report
- iv. Security enhancements in our apps and subscription flows, firewall
- v. Supporting MCMC and industry efforts to block the sending and receiving SMS, potential scam-related URL links
- vi. Special program with PDRM, Cybersecurity Malaysia and other agencies on Anti-Scam nationwide.

Responses to Pre-Submitted Questions by Shareholders

4) *It seems that sometimes with full bar 4G/5G signal, the download speed is still very slow. What can the Company do to improve customer experience and improve customer retention in this case?*

- We continue to monitor our customer experience and feedback.
- Our 4G network delivers average speed of 67 Mbps. We deliver above the average required by MCMC, however from time to time, we do encounter issues due to sudden spike of users as well as device related issues.
- On 5G, as this is a new network provided by DNB, there are still customer experience handover issues as it is operating on 2 separate networks.
- We are continuing to deliver the improved experience through network modernisation and upgrades.

Responses to Pre-Submitted Questions by Shareholders

5) *After the merger, coverage seems to get worse. In addition, the back-end system seems not capturing the latest updates by customer. For e.g. not capturing the correct card details for auto-debit purposes.*

- We continue to monitor our customer experience and feedback.
- Coverage could be affected from several factors such as network congestion, interference, network throttling and device issues.
- We will investigate and analyse the root cause to provide viable solutions and to deliver better experience for our customers.
- In relation to back-end system, we will take your feedback as we make improvements and enhancements to our payment experience.

Responses to Pre-Submitted Questions by Shareholders

6) *What causes the network interruption that happened on 21 May?*

How can the Company prevent this from occurring again?

Service disruption to network is definitely impacting people's lives considering that we are a connected society and we cannot be connected to what matters to us most.

- On 21 May, we experienced intermittent data services on the Celcom network due to a new firewall introduced for enhanced network security and worked to resolve the issue promptly. During this time, voice services and certain apps including whatsapp were still available.
- The issue was resolved within 2 hours of detection.
- Service interruptions are regrettable, and we are continuously improving our network monitoring protocols to ensure consistent network uptime and faster resolution times in the event such an issue occurs, to continue delivering the best and safe experience for our customers.

Responses to Pre-Submitted Questions by Shareholders

7) *Commendable performance for Home & Fibre with revenue up from RM41 million to RM173 million with net addition of 30k subscribers.*

Does the Company expect this level of performance to continue in FY2024?

- The significant increase in FY2023 was also due to merger effect. (2022: 12 months of Digi + 1 month of Celcom vis-à-vis 2023 being full year of CelcomDigi).
- We believe we can continue with the growth momentum, providing best fibre offer, convergence solution add-ons and improve our customer experience.

Responses to Pre-Submitted Questions by Shareholders

8) *FY2023 integration cost of RM114 million was incurred and few hundred non-cash impact due to change in useful life/accelerated depreciation.*

Does the Company expect zero or minimal integration cost in FY2024, and on the accelerated depreciation will this still be incurred in FY2024?

- Our integration is a 3-year programme, therefore we will expect to incur integration cost in FY2024 as we progress into the second year of merger, focusing on completing network and IT integration initiatives and modernisation programme.
- Accelerated depreciation will continue but at a smaller quantum, in line with the remaining useful life of the assets.

Responses to Pre-Submitted Questions by Shareholders

9) *What is CelcomDigi's position with regards to participation in DNB?*

- We are and have been working closely with the Government and supportive of the Government's 5G policy direction and committed to a successful rollout of 5G for Malaysia.
- As publicly known, we are participating in the on-going process of investment into DNB as a step prescribed by the Government.
- We also have been upgrading our network to be fully at the RAN, CORE and transport layers.
- We are keen to participate to bid on Entity B in building the second network and confident that we are in the good position to build the second 5G network, on top of the widest and most modern 4G network.

Responses to Pre-Submitted Questions by Shareholders

10) *Why is CelcomDigi using both Boardroom Share Registrar and Tricor Investing House? The Annual Report hard copy had to be requested through Tricor but questions for AGM to be submitted via Boardroom? Can it be made easy for shareholders to just request Annual Report through one registrar instead of two?*

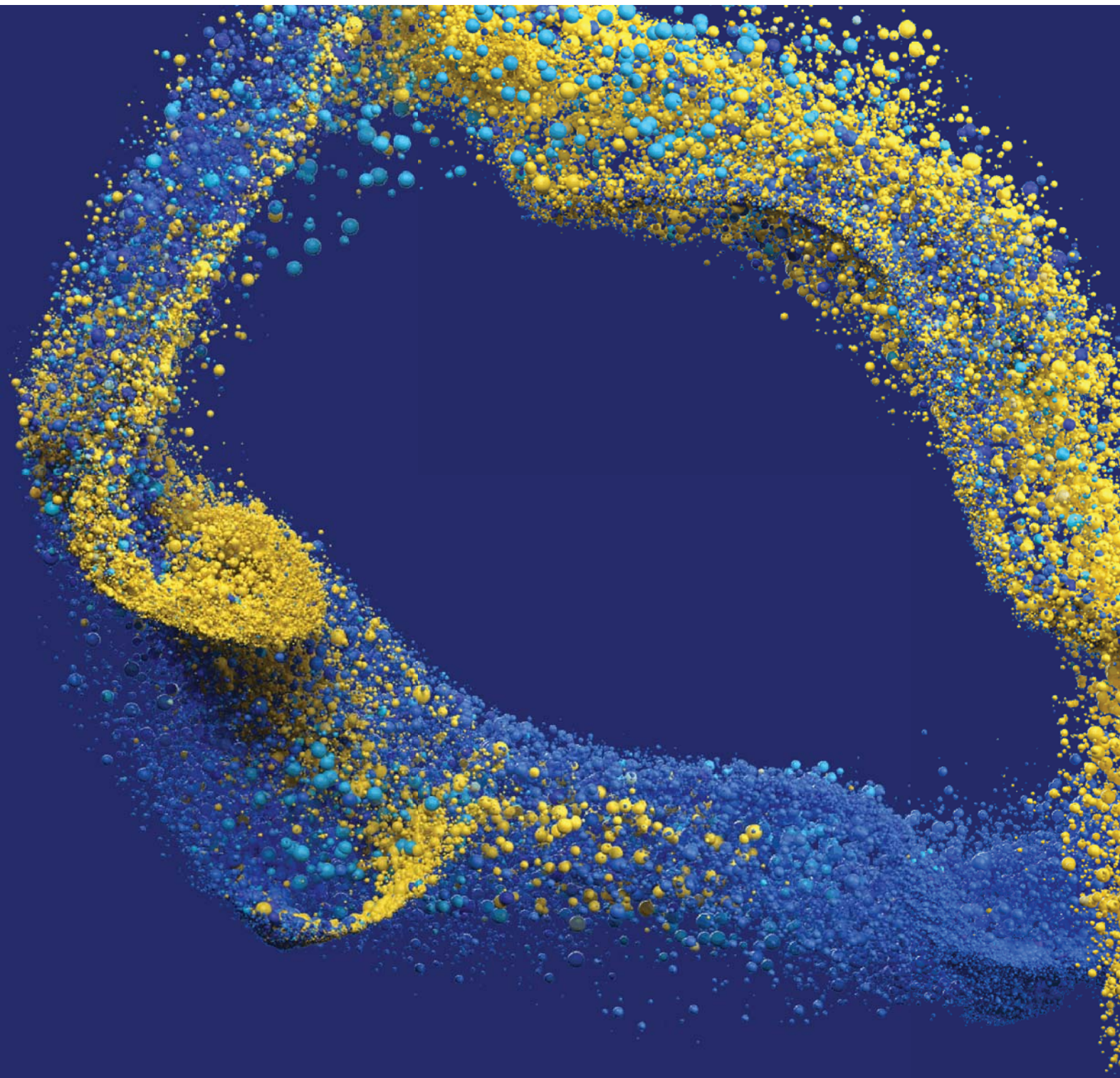
- Boardroom Share Registrars Sdn Bhd is not our share registrars and they are only appointed as the Poll Administrator for the remote AGM.
- Therefore, rRequest for the printed annual report shall be requested through Tricor Investor & Issuing House Services Sdn Bhd while preAGM question can be submitted via Boardroom Smart Investor Portal or CelcomDigi's Investor Relations.



Q&A

3

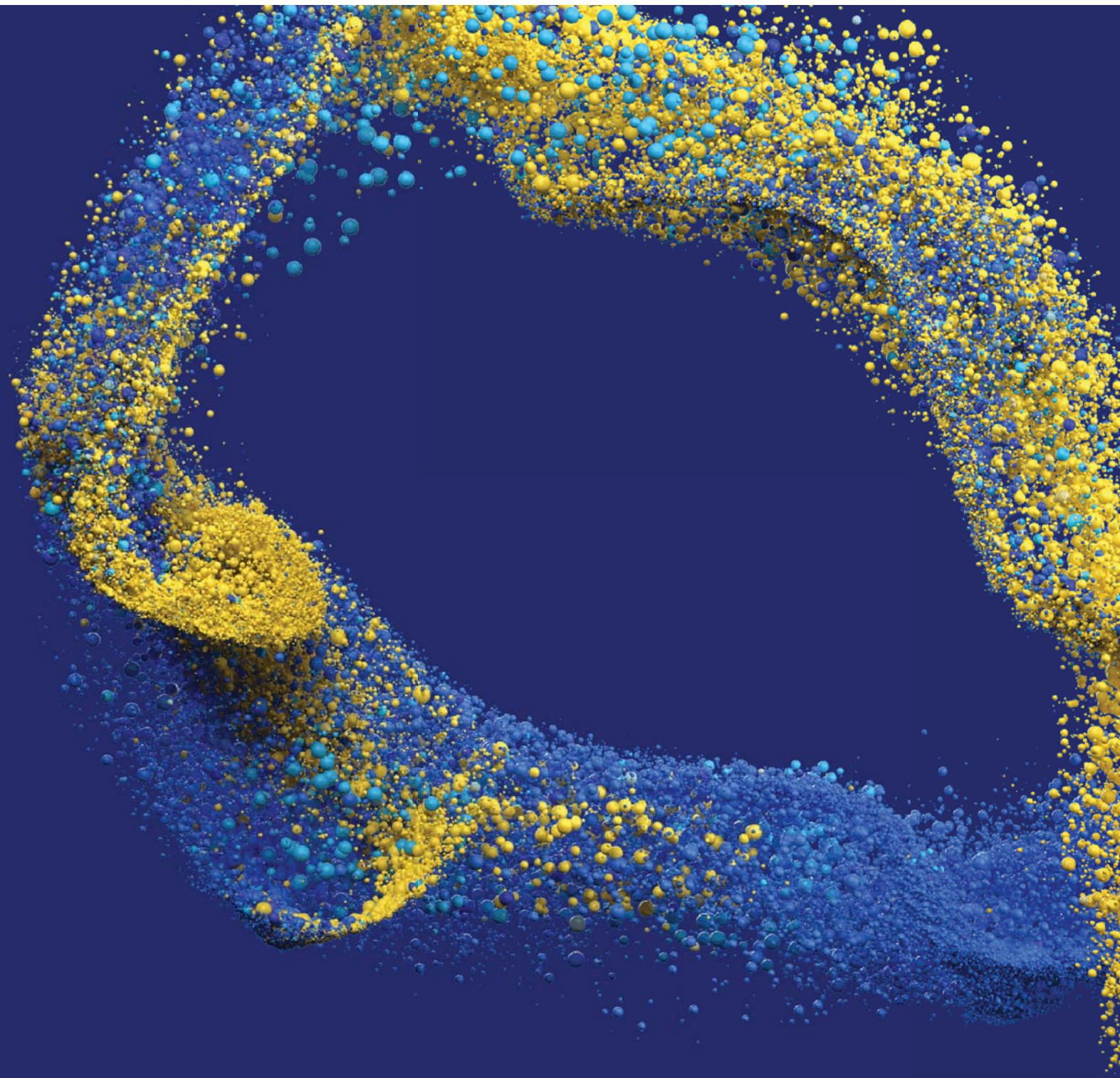
Live





Thank You

Monday, 27 May 2024



CELCOMDIGI BERHAD

27th ANNUAL GENERAL MEETING HELD ON 27 MAY 2024

- Responses to questions received from shareholders – Pre AGM and during AGM

No.	Question	Answer
Strategy		
1.	What is the Company's future outlook?	<ul style="list-style-type: none"> • We are building CelcomDigi to be a progressive, forward-leaning and customer-centric organisation. This strong foundation combined with leveraging our widest network footprint, extensive distribution channels and partner ecosystem, wide range of innovative digital products and services, and superior customer experience will enable us to become the nation's top telco-tech company. • Moving forward in our journey, achieving growth and profitability amid a challenging market environment remains a top priority, and our strategy to win is straightforward - cementing market leadership, institutionalising operational excellence, trusted and excited brand for Malaysians.
2.	Please explain how the merger of Digi and Celcom has benefitted the shareholders and what are the lessons from this merger?	<ul style="list-style-type: none"> • Shareholders able to benefit from the combination of scale, competencies, financial strengths and experience in serving the diverse needs of Malaysian consumers. • We strengthened the potential yield of return from the strengthened core Telco position and ability to drive sustainable growth beyond core. • Learnings amongst others: <ul style="list-style-type: none"> - people integration needs to be done fast to run the company, hence we place it as top priority, completed our organisation design and putting in place top 400 leaders - Don't lose sight of our customers – continue to be Customer Obsessed
3.	Why CelcomDigi is not going for data centre business?	<ul style="list-style-type: none"> • CelcomDigi is actively pursuing connectivity solutions opportunity with data center operators and enterprise customers with data center requirements. This is in line with our stature and ambition as the top Telco-Tech in Malaysia. • With regards to participating in the data center business, this will entail strategic evaluation exercise taking into account CelcomDigi's strategic ambition and synergy commitment, risk appetite and financial investment priorities.
4.	Will the Board privatise CelcomDigi?	There is no such plan.
5.	When will share price be above RM5.00?	<ul style="list-style-type: none"> • We are not able to predict the timing and movement in share price. • We are putting strategic efforts to reach our vision in becoming Malaysia's top Telco-Tech company, transforming beyond connectivity to lead in digitalisation and innovation. • We are committed to deliver returns to our shareholders.

Financial		
6.	Despite doubling of revenue in PAT, these gains are not reflected in EPS, which has grown from 10.4 sen to 13.2 sen only. Please explain why such increase is not reflected in EPS.	In FY2022, Digi issued 3,956 million new ordinary shares as part of purchase consideration to acquire 100% of issued share capital of Celcom Group from Axiata Group Berhad. Therefore, EPS in FY2022 is computed based on weighted average number of shares of 8,122 million while 2023 EPS is based on total number of shares of 11,732 million.
7.	Why higher depreciation cost on assets and right use of assets? This further prove that company acquire less valuable assets and equipment to sustain business operation.	<ul style="list-style-type: none"> Higher in FY2023 mainly due to results of the Group include Celcom's performance as it became a subsidiary on 30 November 2022, through the merger. In FY2022, only one month's portion from Celcom was added after the merger. Underlying increase attributable to revision in asset useful life from accounting policy harmonization and site rationalisation activities post-merger.
8.	Why door gift allocation diverted to fund director remuneration and medical expenses. This was evidenced from increase on staffs expenses and increase on non executive remuneration? Further noted that finance cost also escalate. It is widely believed that company leverage on borrowing to pay salary to the senior management.	<ul style="list-style-type: none"> The directors' fee and benefits payable have been benchmarked with the market and only the Directors who are not employees of Telenor Group or Axiata Group are entitled to receive director's fee and benefits payable. Higher finance costs in FY2023 were due: <ul style="list-style-type: none"> Results of the Group in FY2023 include Celcom's performance where else for FY2022, the results comprise only one month's portion from Celcom New borrowings to finance the acquisition of Celcom group as well as to fund capex investments. Free cash flow, driven by disciplined cost and working capital management, was robust and healthy, closed full year at RM2,298 million
9.	How is interest rate cut affect company business?	<ul style="list-style-type: none"> The last increase in the Overnight Policy Rate ("OPR") was in May 2023, bringing the rate to 3.00% and remains at this level to date. We manage our interest rate risk by having an optimal mix of fixed and floating-rate debts. Any rate cut will improve our finance cost on the floating-rate debt.
10.	How is inflation affecting company business?	<ul style="list-style-type: none"> As per BNM (Bank Negara Malaysia) Malaysia's report, headline inflation remained moderate at 1.7% in Q1'2024 vs. Q4 2023 at 1.6%. Whilst we closely monitor the impact of our nation's inflation to citizens and our customers, we remain committed to continue to provide the best connectivity at the right value for our customers.
11.	When is the company paying dividend and distribute treasury shares?	We remain committed with our dividend policy of distributing minimum 80% of our PAT, to be paid on quarterly basis.

Operational		
12.	How does the shutting down of Yodo services affect the company's financials and what is the plan for the existing employees of Yodo?	<ul style="list-style-type: none"> • CelcomDigi is not expected to have any material impact arising from the discontinuation of Yodo brand. • Yodo was a very good example of trying to do things differently as a business. We are very proud of the team and all they have accomplished in the last 6 years. We believe the experiences, learnings, and competencies developed in operating Yodo will contribute positively to CelcomDigi's future growth moving forward. • In view of this, all Yodo employees will be transitioned back to CelcomDigi to take on new opportunities within the company. Their return will fuel our next-generation talent pipeline, CDzens with skills and competencies required to push ahead with our Telco-Tech ambitions. We look forward to welcoming the team.
13.	Is there a VSS being offered following the merger? If yes, how much likely to be incurred for such exercise? How many workforce CDB seeking to rationalise?	<ul style="list-style-type: none"> • We offered VSS program in Q1 2024, purely on voluntary basis and subject to Management's acceptance. Approximately 600 employees have been accepted. • The VSS is a one-off program and will not be undertaken further in FY2024. • CelcomDigi recognised RM139 million in Q1 2024 for the VSS.
14.	How many subscribers have CDB lost to other mobile operators as a result of network disruptions or poor coverage during the network modernisation exercise?	<ul style="list-style-type: none"> • We continue to monitor our customer experience and feedback. We prioritise to mitigate and minimize network disruption, however, from time to time, we do encounter issues due to sudden spike of users as well as device related issue. • Our integration efforts centred around uplifting customer experience which resulted in customers enjoying improved download speeds between 20% - 26%, better signal strength between 13% - 16% in the post-consolidation area and reduction of customer complaints by 69%. Consequently, we continue to have subscribers growth Y-Y of 466k, serving 20.5 million subscribers nationwide.
15.	How is the DEI (Diversity, Equity & Inclusiveness) of Malaysian racial mosaic reflected in the employee composition of the group?	<p>We have a healthy DEI with a male, female ratio of 52:48 composition. We have some employees with physical limitations and we have ensured that the working environment is inclusive for these colleagues.</p> <p>We continue to be included in the 2023 Bloomberg Gender-Equality Index (GEI).</p>
16.	Appreciate if your side could provide the following information: a) Details regarding the duration of PwC's tenure as auditor for your company b) Any policies in place regarding the rotation of	<p>a) PwC has been the incumbent auditor of Celcom (Pre-merger) since 2008, and the auditor for Celcom's consolidation & Celcom's entities Post merger in 2023.</p> <p>b) We follow by the rotation of audit partners of the audit firms, which we believe is the best practice and to the best interest of CelcomDigi. The partners are rotated every 7 years to ensure independence of the audit.</p>

	<p>audit partners within your company</p> <p>c) Explanation for the increase in total auditors' remuneration as per table below, particularly the increase in other services provided by other auditors amounting RM3.4million</p> <p>d) The reason on the changes of auditors of the company</p>	<p>c) Other services fees provided by other auditors of RM3.4million is mainly arising from the consultancy services engaged for integration activities post-merger (non-recurring) and regulatory submissions performed for Celcom Group of entities i.e. RONR, USP, MCMC and tax (recurring, but only consolidated under CDB post-merger in 2023).</p> <p>d) EY has been the auditor of Digi for 18 years until the merger of Digi and Celcom. The merger resulted in a need to consider one auditor for the merged group and this assessment resulted in the change of auditors.</p>				
RRPT						
17.	RRPT with Axiata – revenue is mainly CDB providing services for other opcos?	Revenue is mainly relating to site infra lease income and commission fee on content related services provided by Axiata Group Berhad and its subsidiaries.				
18.	RRPT with Khazanah – What is the disposal of scrap for?	Disposal of network scraps from decommissioned assets that are no longer in use are sold to Cenviro Recycling, a Khazanah related company.				
Corporate Governance, Directors						
19.	From CG Report 2023, we take note that CelcomDigi departs from practice 5.2 where the board only consists of 40% independent non-executive directors. We appreciate if you can provide us with insights on any plan (if any) to increase the composition of independent non-executive directors to more than 50%.	<ul style="list-style-type: none"> We acknowledge the significance of having a predominance of independent directors to foster impartial board decisions. While presently, independent members constitute less than half of CelcomDigi's Board, our comprehensive framework, policies, and procedures are in place to prevent any undue influence on board decisions, whether originating internally or externally. Despite the current composition, the Board remains dedicated to adhering to principles of independence and transparency. The Board Nomination and Remuneration Committee will continue to review the composition of the Board to ensure alignment with best practices and regulatory requirements. 				
20.	How many terms can Directors hold? What is the succession planning for retiring directors?	<ul style="list-style-type: none"> All Directors are subject to retirement at least once in three years and shall be eligible for re-election. The Board Nomination and Remuneration Committee will continue to review the composition of the Board to ensure the selection of the most qualified candidates and effective succession planning. 				
21.	Appreciate if your side could provide the details on the fee structure and insights on the reason that the amount sought for approval for benefits payable to Non-Executive Directors has increases almost 100%, compared to previous AGM.	<ul style="list-style-type: none"> The proposed Directors' fees to be approved by the shareholders at the forthcoming annual general meeting ("AGM") remained unchanged at RM2,250,000. <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Directors' fees approved for the period from 23 May 2023 until the conclusion of the next AGM in 2024</th> <th style="text-align: center;">Proposed Directors' fees for the period from 27 May 2024 until the conclusion of the next AGM in 2025</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">RM2,250,000</td> <td style="text-align: center;">RM2,250,000</td> </tr> </tbody> </table>	Directors' fees approved for the period from 23 May 2023 until the conclusion of the next AGM in 2024	Proposed Directors' fees for the period from 27 May 2024 until the conclusion of the next AGM in 2025	RM2,250,000	RM2,250,000
Directors' fees approved for the period from 23 May 2023 until the conclusion of the next AGM in 2024	Proposed Directors' fees for the period from 27 May 2024 until the conclusion of the next AGM in 2025					
RM2,250,000	RM2,250,000					


		<ul style="list-style-type: none"> Proposed benefits payable is higher by RM107,800 Y-Y, and this is due to a change in the approach to the medical costs structure, shifting a larger portion of insurance premiums to self-funding (<i>also known as Administrative Services Only (“ASO”)</i>) while maintaining the same benefit. Below is the cost structure for benefits payable: <table border="1" data-bbox="727 409 1523 688"> <thead> <tr> <th>Benefits payable</th> <th>23 May 2023 until the conclusion of the next AGM in 2024</th> <th>27 May 2024 until the conclusion of the next AGM in 2025</th> </tr> </thead> <tbody> <tr> <td>Telecommunications facilities @RM1,000 per month</td> <td>RM60,000</td> <td>RM60,000</td> </tr> <tr> <td>Medical and insurance coverage</td> <td>RM50,000 (excludes administrative service (“ASO”) only portion)</td> <td>¹RM157,800 (includes ASO portion)</td> </tr> <tr> <td>Total</td> <td>RM110,000</td> <td>RM217,800</td> </tr> </tbody> </table> <p>Note:</p> <p>¹ The medical and insurance coverage of RM157,800 (for 5 directors) is calculated based on the following assumptions:</p> <p>a) Premium cost of RM17,800 (for 5 directors) which constitute in-patient coverage (50% only), Group Term Life (“GTL”) and Group Personal Accident (“GPA”) insurances.</p> <ul style="list-style-type: none"> ASO cost of RM140,000 (for 5 directors) based on maximum exposure for in-patient (50% only) and Outpatient 	Benefits payable	23 May 2023 until the conclusion of the next AGM in 2024	27 May 2024 until the conclusion of the next AGM in 2025	Telecommunications facilities @RM1,000 per month	RM60,000	RM60,000	Medical and insurance coverage	RM50,000 (excludes administrative service (“ASO”) only portion)	¹ RM157,800 (includes ASO portion)	Total	RM110,000	RM217,800
Benefits payable	23 May 2023 until the conclusion of the next AGM in 2024	27 May 2024 until the conclusion of the next AGM in 2025												
Telecommunications facilities @RM1,000 per month	RM60,000	RM60,000												
Medical and insurance coverage	RM50,000 (excludes administrative service (“ASO”) only portion)	¹ RM157,800 (includes ASO portion)												
Total	RM110,000	RM217,800												

AGM

22.	When will the Company conduct physical AGM?	<ul style="list-style-type: none"> The Company will continue holding virtual AGMs and provide facility for electronic voting at the same time. The virtual AGM allows and encourages the shareholders of the Company to participate actively in the AGM regardless of where they are. This is in compliance with the Practice 13.3 of MCCG, i.e. the listed company with a large number of shareholders should leverage technology to facilitate voting in absentia and remote shareholders’ participation at general meetings.
23.	How much does the company spend on this virtual AGM? I would like to request a printed hard copy of the company annual report.	<ul style="list-style-type: none"> The total cost of the virtual AGM is approximately RM40,000.00, which includes proxy processing and summary report, electronic poll voting for pre-general meeting and day of general meeting. Printed hard copy of annual report can be requested through Tricor Investor or email to invesrel@celcomdigi.com
24.	It is difficult to log in to AGM meeting. Please make it easier in the future.	<ul style="list-style-type: none"> Thank you for your feedback. We will evaluate this for next AGM.

SKY**CORPORATE SERVICES SDN BHD**

Registration No. : 199301021831 (276569-W)

12th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13,
46200 Petaling Jaya,
Selangor, Malaysia 603 7890 4800 603 7890 4650 017 7474 161**CELCOMDIGI BERHAD**

Level 30, Menara Celcom

No. 6, Persiaran Barat

Seksyen 52

46200 Petaling Jaya

Selangor, Malaysia

Our Ref

SAL/ NABN/AFBAN/24

Contact Ext

03-7890 4800/4880/4829

Attn: Chairman of the Meeting

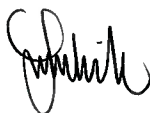
Date: 27 May 2024

Re: Independent Scrutineer Report for the conduct of poll for CELCOMDIGI BERHAD'S 27th Annual General Meeting ("27th AGM") held on 27 May 2024

We SKY Corporate Services Sdn. Bhd. as the appointed independent scrutineers in attendance at the 27th AGM of CELCOMDIGI BERHAD held on 27 May 2024 have performed the procedures as listed in our letter of engagement dated 1 April 2024.

The results of the poll, as casted by the shareholders and proxy holders present and voted, based on the results tabulated by Boardroom Share Registrars Sdn. Bhd. are as per enclosed.

Thank you,

For and on behalf of
SKY Corporate Services Sdn. Bhd.

Independent Scrutineer

CELCOMDIGI BERHAD

27TH ANNUAL GENERAL MEETING

BROADCAST VENUE AT AUDITORIUM, LEVEL PODIUM 6, MENARA CELCOMDIGI, NO. 6, PERSIARAN BARAT,

SEKSYEN 52, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA

MONDAY, 27 MAY 2024 AT 10.00 A.M.

Polling Results

RESOLUTION	Vote FOR			Vote AGAINST			TOTAL Vote
	NO. OF			NO. OF			NO. OF
	RECORDS	SHARES	%	RECORDS	SHARES	%	SHARES
ORDINARY RESOLUTION 1	1,451	6,766,520,595	94.7203	425	377,165,609	5.2797	7,143,686,204
ORDINARY RESOLUTION 2	1,557	10,885,936,163	98.7629	299	136,355,824	1.2371	11,022,291,987
ORDINARY RESOLUTION 3	1,622	11,026,163,266	99.9945	236	604,972	0.0055	11,026,768,238
ORDINARY RESOLUTION 4	1,479	6,927,996,992	96.9813	389	215,642,102	3.0187	7,143,639,094
ORDINARY RESOLUTION 5	1,511	10,958,913,883	99.3891	338	67,356,454	0.6109	11,026,270,337
ORDINARY RESOLUTION 6	1,656	11,026,047,024	99.9932	202	747,214	0.0068	11,026,794,238
ORDINARY RESOLUTION 7	1,631	7,143,272,478	99.9946	225	387,816	0.0054	7,143,660,294
ORDINARY RESOLUTION 8	1,624	6,316,174,878	99.9939	225	387,816	0.0061	6,316,562,694
ORDINARY RESOLUTION 9	1,624	7,143,208,376	99.9937	232	451,918	0.0063	7,143,660,294
ORDINARY RESOLUTION 10	1,625	7,143,225,470	99.9939	231	434,824	0.0061	7,143,660,294
ORDINARY RESOLUTION 11	1,623	6,316,135,172	99.9932	227	430,322	0.0068	6,316,565,494



27/5/24 @ 11:22 a.m