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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.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused Part A of this Circular prior to issuance as CelcomDigi Berhad ("**CelcomDigi**") has been selected by Bursa Securities as one of the companies qualified under the Green Lane Policy, whilst both Part A and Part B of this Circular is categorised under exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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CELCOMDIGI BERHAD
(Registration No. 199701009694 (425190-X))
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO 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

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHARE BUY-BACK

Notice of the 29th Annual General Meeting ("**AGM**") which will be held on Thursday, 14 May 2026 at 9.00 a.m. at Nexus, Connexion Conference & Event Centre, Grand Nexus Ballroom (Level 3A), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and virtually by way of electronic means via <https://investor.boardroomlimited.com> provided by Boardroom Share Registrars Sdn Bhd in Malaysia ("**Poll Administrator**") using Remote Participation and Electronic Voting facilities, together with the Form of Proxy are available at the Company's website at <https://corporate.celcomdigi.com/annualreport>. 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 Prof. 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. Submitting the Form of Proxy does not preclude you from attending and voting at the AGM later.

Date of Record of Depositors for the purpose of determining shareholders' entitlement to participate, vote, and speak at the AGM : Thursday, 7 May 2026

Last day and time to submit the Form of Proxy : Tuesday, 12 May 2026 at 9.00 a.m.

Date and time of the AGM : Thursday, 14 May 2026 at 9.00 a.m.

This Circular is dated 15 April 2026

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 Ms Vimala V.R. Menon, Puan Khatijah Shah Mohamed and Tunku Alizakri Raja Muhammad Alias
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Celcom	: Celcom 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)]
CelcomDigi Mobile	: CelcomDigi Mobile Sdn Bhd [Registration No. 197601002188 (27910-A)]
Circular	: This circular to shareholders of CelcomDigi dated 15 April 2026 in relation to the approval of shareholders on the Proposed Renewal of Shareholders' Mandate
CMSA	: Capital Markets and Services Act 2007
CelcomDigi Tel	: CelcomDigi Telecommunications Sdn Bhd [Registration No. 199001009711 (201283-M)]
Code	: Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time and any re-enactment thereof
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
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
Khazanah	: Khazanah Nasional Berhad [Registration No. 199301020767 (275505-K)], a Major Shareholder of Axiata and indirect Major Shareholder of CelcomDigi

DEFINITIONS (cont'd)

Khazanah Group : Khazanah, its subsidiaries as defined in section 4 of the Act and other related entities, of which Khazanah is the major shareholder of these companies

LPD : 16 March 2026, being the latest practicable date for ascertaining certain information contained in this Circular/Statement prior to its printing

Major Shareholder : 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:-

(a) 10% or more of the total number of voting shares in the Company;

or

(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, "interest in shares" has the meaning given in section 8 of the Act

Minister : Minister charged with the responsibility for companies

MMLR : Main Market Listing Requirements of Bursa Securities including amendments thereto that may be made from time to time

NA : Net Asset

Person(s) Connected : In relation to a Director or Major Shareholder, means such person who falls under any one of the following categories:

(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 or 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.

DEFINITIONS

Prevailing Laws	: Prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities
Proposed Renewal of Shareholders' Mandate	: Proposed renewal of existing shareholders' mandate for CelcomDigi Group to enter into Recurrent Related Party Transactions
Proposed Share Buy-Back Authority	: Proposed Authority for the Company to purchase its own ordinary shares of up to 10% of the total number of issued shares of the Company
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
SC	: Securities Commission
Shares	: Ordinary Shares in CelcomDigi
Statement	: Statement to Shareholders in relation to the Proposed Share Buy-Back
Telenor	: Telenor ASA (Registration No. 982 463 718)
Telenor Malaysia	: Telenor Malaysia Investments Pte Ltd (Registration No. 202107994R)
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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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**



CELCOMDIGI 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

15 April 2026

Board of Directors:

Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (*Chair/Non-Independent Non-Executive Director*)
Mr Jon Omund Revhaug (*Deputy Chair/Non-Independent Non-Executive Director*)
Mr Vivek Sood (*Non-Independent Non-Executive Director*)
Ms Rita Skjaervik (*Non-Independent Non-Executive Director*)
Mr Nik Rizal Kamil Nik Ibrahim Kamil (*Non-Independent Non-Executive Director*)
Mr Irfan ul Wahab Khan (*Non-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*)
Tunku Alizakri Raja Muhammad Alias (*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 22 May 2025, obtained shareholders' mandate under Paragraph 10.09 of the MMLR from its shareholders for the Company and/or its subsidiaries to enter into RRPTs 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 29th AGM scheduled on 14 May 2026 unless approval for its renewal is obtained from the shareholders of the Company at the same AGM.

On 18 March 2026, the Board had announced to Bursa Securities its intention to seek shareholders' approval at the forthcoming 29th 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 PART A 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 as follows 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 its shareholders' 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, the 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 29th AGM and shall continue to be in force and effect until:-

- (a) the conclusion of the next AGM following the forthcoming 29th 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 the RRPTs which exceeded the credit term as at 31 December 2025 are as follows:

Details of Overdue Trade Receivables

Related party	Overdue RRPT receivables	Total RM million	Aging < 1 year RM million	Aging 1-3 years RM million	Aging 3-5 years RM million	Aging > 5 years RM million
Axiata Group	Managed Services including marketing and collection related services	1.2	1.2	-	-	-
	Provision of telecommunication services	1.4	0.1	1.3	-	-
	Site infrastructure lease income	1.5	1.5	-	-	-
	Subtotal	4.1	2.8	1.3	-	-
DNB	Site infrastructure lease income	12.4	9.8	2.6	-	-
	Subtotal	12.4	9.8	2.6	-	-
Khazanah Group	Cloud based software infrastructure services	0.6	0.6	-	-	-
	Leaseline / Bandwidth leasing revenue	0.2	0.2	-	-	-
	Provision of telecommunication services	1.8	1.6	0.2	-	-
	Subtotal	2.6	2.4	0.2	-	-
TM Group	Leaseline / Bandwidth leasing revenue	0.5	0.3	0.2	-	-
	Provision of telecommunication services	0.5	0.5	-	-	-
	Domestic interconnect and roaming revenue	0.2	-	0.2	-	-
	Subtotal	1.2	0.8	0.4	-	-
	Total	20.3	15.8	4.5	-	-

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 the early settlement of the outstanding amounts due. Our Board Audit Committee and 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 Related Party Review Committee chaired by the Head of Financial Control 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, are 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 our Board Audit Committee. If, during the review, our Board and 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 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 our Board or Board Audit Committee on the said RRPTs.
- (ix) The monitoring of the actual transacted values of RRPTs under the Proposed Mandate to ensure that our Company makes an announcement to Bursa Securities if the actual value exceeds 10% or more of the estimated value disclosed in this Circular for a particular group of Related Parties.

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

2.7 Statement by the Board Audit Committee

Our Board Audit Committee has reviewed the procedures stipulated under Section 2.6 of this Circular and is satisfied that these 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. Additionally, the terms of the RRPTs are not more favourable to the Related Parties than those generally available to the public.

Our Board Audit Committee are of the opinion that the CelcomDigi Group has implemented adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Board Audit Committee will annually review the RRPTs and the aforementioned procedures to ensure 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 enhance the Group's ability to 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 substantially reducing the administrative time and cost associated with 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 29th 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 2026.

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				
Tengku Dato' Sri Azmil Zahruddin Raja Abdul Aziz ("Tengku Azmil") ⁽¹⁾	-	-	-	-
Jon Omund Revhaug ⁽²⁾	-	-	-	-
Vivek Sood ⁽³⁾	-	-	-	-
Rita Skjaervik ⁽⁴⁾	-	-	-	-
Nik Rizal Kamil Nik Ibrahim Kamil ("Nik Rizal") ⁽⁵⁾	-	-	-	-
Irfan ul Wahab Khan ⁽⁶⁾	-	-	-	-
Interested Major Shareholders				
Axiata Group Berhad	3,883,129,144	33.10	-	-
Telenor Malaysia Investments Pte Ltd	3,883,129,144	33.10	-	-
Telenor South East Asia Investment Pte Ltd	-	-	3,883,129,144 ⁽⁷⁾	33.10
Telenor Asia Holding AS	-	-	3,883,129,144 ⁽⁸⁾	33.10
Telenor Mobile Holding AS	-	-	3,883,129,144 ⁽⁹⁾	33.10

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Telenor ASA	-	-	3,883,129,144 ⁽¹⁰⁾	33.10
Khazanah Nasional Berhad	-	-	3,883,129,144 ⁽¹¹⁾	33.10

Notes:

- (1) *Tengku Azmil is a nominee Director of Axiata.*
- (2) *Jon Omund Revhaug is a representative of Telenor Malaysia and part of the Telenor Group Executive Management as the company's Executive Vice President. He also serves on the board of directors of several Telenor Group companies and True Corporation Public Company Limited.*
- (3) *Vivek Sood is a representative of Axiata. He is the Group Chief Executive Officer and Managing Director of Axiata.*
- (4) *Rita Skjaervik is a representative of Telenor Malaysia and is also part of the Telenor Group Executive Management as the company's Executive Vice President.*
- (5) *Nik Rizal is a representative of Axiata. He is the Group Chief Financial Officer of Axiata.*
- (6) *Irfan ul Wahab Khan is a representative of Telenor Malaysia as Senior Vice President for Telenor South East Asia Investment Pte Ltd.*
- (7) *Deemed interested by virtue of its 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.*
- (8) *Deemed interested by virtue of its 100% interest in Telenor South East Asia Investment Pte Ltd which has 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.*
- (9) *Deemed interested by virtue of its 100% interest in Telenor Asia Holding AS which has 100% interest in Telenor South East Asia Investment Pte Ltd, which in turn has 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.*
- (10) *Deemed interested by virtue of its 100% interest in Telenor Mobile Holding AS which has 100% interest in Telenor Asia Holding AS which has 100% interest in Telenor South East Asia Investment Pte Ltd, which in turn has 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.*
- (11) *Deemed interested pursuant to Section 8(4) of the Act through its associate, Axiata.*

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 the RRPT in which they are interested. 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 29th 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 to ensure that Persons Connected with them will abstain from voting, deliberating on, and approving on the relevant ordinary resolutions in respect of the RRPT in which they are interested in at the forthcoming 29th AGM.

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 (i) in the best interest of CelcomDigi Group, (ii) fair, reasonable and on normal commercial terms, and (iii) 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 29th AGM.

8. AGM

The ordinary resolutions regarding 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 Thursday, 14 May 2026 at 9.00 a.m. at Nexus, Connexion Conference & Event Centre, Grand Nexus Ballroom (Level 3A), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and virtually by way of electronic means via <https://investor.boardroomlimited.com> provided by the Poll Administrator using Remote Participation and Electronic Voting ("RPEV") facilities.

The Notice of AGM, along with the Form of Proxy and Administrative Guide, can be downloaded from our Company's website at <https://corporate.celcomdigi.com/annualreport>. Please read carefully and follow the procedures outlined in the Administrative Guide to register, participate, and vote remotely via the RPEV facilities.

If you are unable to attend and vote in person at the AGM, please complete, sign and forward the Form of Proxy to the Poll Administrator's office, Boardroom Share Registrars Sdn. Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, ensuring it arrives at least forty-eight (48) hours before the scheduled start of the AGM or any adjournment thereof. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the submission cut-off time as mentioned above. The Form of Proxy must be completed in strict accordance with the instructions contained therein. Submitting the Form of Proxy does not preclude you from attending and voting in person at the AGM should you later decide to do so. The last day and time to lodge the Form of Proxy is on Tuesday, 12 May 2026 at 9.00 a.m.

9. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board
CELCOMDIGI BERHAD

Vimala V.R. Menon
Chair of the Board Audit Committee

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	2025 Shareholders' Mandate (AGM)		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	<p><u>Interested Major Shareholder</u></p> <ul style="list-style-type: none"> Telenor Malaysia 	<p>Telenor through its indirect wholly owned subsidiary, Telenor Malaysia, is an indirect Major Shareholder of CelcomDigi.</p>	<p>Revenue: International interconnect and roaming revenue Provision of telecommunication services</p>	1,129	310	909
				<p>Total Revenue</p>	1,129	310	2,009
				<p>Expenses: International interconnect and roaming cost Global Connectivity common services cost Services rendered on Enterprise Resource Planning and enterprise applications Business Security Bandwidth leasing expense Managed services Cloud based software infrastructure services IT related services</p>	27,347	1,785	4,687
				<p>The interested Directors are representatives of Telenor Malaysia on the Board of CelcomDigi and they hold directorships and/or other executive position(s) in Telenor Group.</p>	3,960	249	3,960
				<p>Total Expenses</p>	12,076	708	288
					7,700	-	-
					2,200	2,041	2,200
					92,870	27,291	86,340
					22,110	2,745	18,425
					2,375	150	2,256
					170,638	34,969	118,156
				Total Revenue and Expenses	171,767	35,279	120,165

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPPT	2025 Shareholders' Mandate (AGM)		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></p> <ul style="list-style-type: none"> • Axiata • Khazanah <p><u>Interested Directors</u></p> <ul style="list-style-type: none"> • Tengku Azmil • Vivek Sood • Nik Rizal 	<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 Directors are representatives of Axiata on the Board of CelcomDigi. Vivek Sood and Nik Rizal hold directorships in Axiata Group.</p>	<p>Revenue:</p> <p>Commission fees on content related services</p> <p>International interconnect and roaming revenue</p> <p>IT related services</p> <p>Site infrastructure lease income</p> <p>Provision of telecommunication services</p> <p>Cloud based software infrastructure services</p> <p>Commission fees on financial related services</p> <p>Total Revenue</p> <p>Expenses:</p> <p>Infrastructure leasing and related services</p> <p>IT related services</p> <p>International interconnect and roaming cost</p> <p>Managed services including marketing and collection related cost</p> <p>Leased line / Bandwidth leasing expenses</p> <p>Universal Service Provision Projects</p> <p>Total Expenses</p> <p>Total Revenue and Expenses</p>	<p>44</p> <p>348</p> <p>1,650</p> <p>6,050</p> <p>840</p> <p>534</p> <p>550</p> <p>10,016</p> <p>554,427</p> <p>125,532</p> <p>8,317</p> <p>9,104</p> <p>1,501</p> <p>32,890</p> <p>731,771</p> <p>741,787</p>	<p>-</p> <p>411</p> <p>194</p> <p>4,073</p> <p>102</p> <p>724</p> <p>-</p> <p>5,504</p> <p>419,985</p> <p>39,313</p> <p>137</p> <p>560</p> <p>1,349</p> <p>21,897</p> <p>483,241</p> <p>488,745</p>	<p>44</p> <p>348</p> <p>1,288</p> <p>6,050</p> <p>521</p> <p>534</p> <p>550</p> <p>9,335</p> <p>548,453</p> <p>69,047</p> <p>135</p> <p>2,787</p> <p>2,358</p> <p>32,010</p> <p>654,790</p> <p>664,125</p>

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2025 Shareholders' Mandate (AGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
CelcomDigi Group	Khazanah Group	<p><u>Interested Major Shareholder</u></p> <ul style="list-style-type: none"> • Khazanah • Axiata <p><u>Interested Directors</u></p> <ul style="list-style-type: none"> • Tengku Azmil • Vivek Sood • Nik Rizal 	<p>Khazanah is an indirect Major Shareholder of CelcomDigi.</p> <p>Axiata is a person connected to Khazanah.</p> <p>The interested Directors are representatives of Axiata on the Board of CelcomDigi. Vivek Sood and Nik Rizal hold directorships in Axiata Group.</p>	<p>Revenue:</p> <p>Provision of telecommunication services</p> <p>Cloud based software infrastructure</p> <p>Leased line / Bandwidth leasing</p> <p>Total Revenue</p> <p>Expenses:</p> <p>Site operating charges</p> <p>Leased line / Bandwidth leasing</p> <p>Expenses</p> <p>Infrastructure leasing and related services</p> <p>Total Expenses</p>	<p>60,313</p> <p>27,773</p> <p>770</p> <p>88,856</p> <p>511</p> <p>4,097</p> <p>-</p> <p>4,608</p>	<p>22,088</p> <p>24,891</p> <p>1,474</p> <p>48,453</p> <p>862</p> <p>1,915</p> <p>-</p> <p>2,777</p>	<p>36,603</p> <p>34,543</p> <p>3,168</p> <p>74,314</p> <p>900</p> <p>4,805</p> <p>8,825</p> <p>14,530</p>
				<p>Total Revenue and Expenses</p> <p>Revenue:</p> <p>Site infrastructure lease income</p> <p>Leased line / Bandwidth leasing</p> <p>Total Revenue</p> <p>Expenses:</p> <p>Provision of 5G services</p> <p>Total Expenses</p>	<p>93,464</p> <p>9,966</p> <p>5,720</p> <p>15,686</p> <p>359,293</p> <p>359,293</p>	<p>51,230</p> <p>5,771</p> <p>3,300</p> <p>9,071</p> <p>201,007</p> <p>201,007</p>	<p>88,844</p> <p>11,946</p> <p>5,505</p> <p>17,451</p> <p>358,600</p> <p>358,600</p>

Transacting Companies in CelcomDigi Group	Transacting Related Parties	Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	2025 Shareholders' Mandate (AGM)		Estimated Value of the Proposed Renewal of Shareholders' Mandate ⁽²⁾ (RM'000)
					Estimated Value (RM'000)	Actual Value ⁽¹⁾ (RM'000)	
			Axiata is a person connected to Khazanah.	Total Revenue	29,793	17,080	21,478
		Interested Directors	The interested current Directors are representatives of Axiata on the Board of CelcomDigi. Vivek Sood and Nik Rizal hold directorships in Axiata Group.	Expenses: Leased line / Bandwidth leasing Domestic interconnect and roaming cost Infrastructure leasing and related services IP Transit (Internet Upstream) cost IT related services	393,600 8,316 60,734 396 220	184,253 1,790 6,020 - -	408,768 7,193 49,945 382 220
				Total Expenses	463,266	192,063	466,508
				Total Revenue and Expenses	493,059	209,143	487,986
				Total	1,875,056	994,475	1,737,171

Notes:

(1) The actual values above are for the period from the date of last AGM held on 22 May 2025 to the LPD.

(2) The estimated values above are for the period from 14 May 2026 (date of the forthcoming 29th 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.

The aggregated actual value did not exceed the aggregated estimated value by 10% or more in accordance with Paragraph 10.12 of the MMLR.

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHARE BUY-BACK



CELCOMDIGI BERHAD
(Registration No. 199701009694 (425190-X))
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED SHARE BUY-BACK AUTHORITY**

1. INTRODUCTION

On 18 March 2026, the Board announced to Bursa Securities that the Company intends to seek its shareholders' approval for the Proposed Share Buy-Back Authority at the forthcoming 29th AGM.

The purpose of this Statement is to provide the shareholders with the details of the Proposed Share Buy-Back Authority together with the recommendation of the Board and to seek the shareholders' approval for the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming AGM. The extract of the notice of forthcoming AGM is enclosed in this Statement for reference and perusal.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

The Board proposes to seek approval from the Company's shareholders to purchase up to ten percent (10%) of the Company's total number of issued shares at any point in time, subject to compliance with Section 127 of the Act, Chapter 12 of the MMLR, the Code and any Prevailing Laws at the time of purchase(s).

Quantum

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed ten percent (10%) of the Company's total number of issued shares at any point in time.

As at the LPD, the issued share capital of the Company stood at RM16,595,687,218.65 comprising 11,731,507,988 Shares. Hence, subject to the approval of the Company's shareholders, the Company may purchase up to 1,173,150,799 shares pursuant to the Proposed Share Buy-Back Authority, representing ten percent (10%) of the total number of issued Shares.

The purchase of Shares under the Proposed Share Buy-Back Authority will be carried out through Bursa Securities via stockbroker(s) appointed by the Company.

Duration

The Proposed Share Buy-Back Authority, if granted, will be effective immediately upon the passing of the ordinary resolution at the forthcoming AGM until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) the authority is revoked or varied by an ordinary resolution passed by the shareholders at a general meeting;

whichever occurs first.

The shareholders' approval for the Proposed Share Buy-Back does not impose an obligation on the Company to purchase the Shares. However, it will allow the Board to exercise the Company's power to purchase its Shares at any time within the abovementioned time period.

2.1 Source of Funds

Paragraph 12.10(1) of the MMLR stipulates that the Proposed Share Buy-Back Authority must be made wholly out of the retained profits of the Company. The Company intends to use internally generated funds to finance the Proposed Share Buy-Back.

The Proposed Share Buy-Back Authority is not expected to have a material impact on the cash flow position of the Company. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Share Buy-Back.

Based on the latest audited consolidated financial statements for the financial year ended 31 December 2025, the retained profits of the Company are approximately RM84.8 million. The Company will ensure that the maximum funds to be utilised for the Proposed Share Buy-Back Authority do not exceed the aggregate of its retained profits.

The actual number of Shares to be purchased and the timing of such purchases will depend, among others, on the market conditions and sentiments of the stock market, as well as the Company's financial resources and retained profits.

2.2 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, where the Company has purchased the Shares, the Directors may deal with any Shares so purchased in the following manner:

- (a) cancel the Shares so purchased;
- (b) retain the Shares so purchased as treasury shares; or
- (c) retain part of the Purchased Shares as treasury shares and cancel the remainder.

The decision on whether to retain the Purchased Shares as treasury shares, to cancel the Purchased Shares, or to undertake a combination of both will be made by the Board at the appropriate time, subject to compliance with the Prevailing Laws.

Accordingly, based on Section 127(7) of the Act and subject to compliance with the Prevailing Laws, where such Shares are held as treasury shares, the Directors may, at their discretion:

- (i) distribute the Shares as dividends to the shareholders, such dividends to be known as "shares dividends";
- (ii) resell the Shares, or any of the Shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the Shares, or any of the Shares for the purposes of or under an employees' share scheme and any other employees' share scheme which the Company may establish in the future;
- (iv) transfer the Shares, or any of the Shares as purchase consideration;

- (v) cancel the Shares or any of the Shares; or
- (vi) sell, transfer or otherwise use the Shares for such other purposes as the Minister charged with the responsibility for companies, may by order prescribe.

If such purchased Shares are held as treasury shares, the rights attaching to them in relation to voting, dividends, and participation in any other distribution or otherwise will be suspended, and the treasury shares will not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purpose, including the determination of substantial shareholdings, take-overs, notices, the requisition of meetings, the quorum for meetings, and the result of a vote on resolution(s) at meetings.

2.3 Purchase/Resale/Transfer Price

Pursuant to the MMLR, the Company may only purchase the Shares at a price which is not more than fifteen percent (15%) above the weighted average market price for the shares for the five (5) market days immediately before the purchase.

In the case of a resale or transfer, according to the MMLR, the Company may only resell or transfer treasury shares at a price:

- (a) not less than the weighted average market price for the shares for the five (5) market days immediately before the resale or transfer; or
- (b) at a discounted price of not more than five percent (5%) to the weighted average market price for the shares for the five (5) market days shares immediately before the resale or transfer provided that:
 - (i) the resale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of shares being resold or transferred.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back, if implemented, will enable the Company to utilise its surplus financial resources more efficiently to purchase its own Shares from Bursa Securities to be dealt in the manner set out in Section 2.2.

If the Shares purchased are held as Treasury Shares or cancelled immediately, this may strengthen the consolidated Earnings Per Share (EPS) of the Group.

The Shares that are purchased, whether retained as treasury shares or subsequently cancelled, will effectively reduce the number of Shares carrying voting rights. The increase in EPS, if any, arising from the Proposed Share Buy-Back Authority is expected to benefit the shareholders of the Company.

The Purchased Shares can be held as treasury shares to be transferred for the purpose of or under the ESGP or any other employee's share scheme to be established by the Company or resold on Bursa Securities at a higher price with the intention of realising potential gain without affecting the total issued share capital. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK AUTHORITY

4.1 Potential Advantages

The potential advantages of the Proposed Share Buy-Back are as follows:

- (i) the Proposed Share Buy-Back will provide the Company with opportunities for potential gains if the Purchased Shares retained as treasury shares are resold at prices higher than their cost of purchase;
- (ii) the Proposed Share Buy-Back may also stabilise the supply and demand of the Company's shares traded on Bursa Securities and reduce the volatility of the share price. The stability of the share price is important to maintain investors' confidence and may also assist in facilitating future fund raising exercises via the equity market; and
- (iii) the Proposed Share Buy-Back will allow the Company to transfer the Purchased Shares held as treasury shares for the purpose of or under an employees' share scheme or any other employees' share scheme to be established by the Company.

4.2 Potential Disadvantages

The potential disadvantages of the Proposed Share Buy-Back Authority are as follows:

- (i) the Proposed Share Buy-Back will reduce the financial resources of the Company, which may result in the Company foregoing other investment opportunities that may emerge in the future;
- (ii) the Proposed Share Buy-Back may reduce the amount of financial resources available for distribution to shareholders in the immediate future; and
- (iii) the Company's cash flow may be affected and gearing levels may increase should the Company decide to utilise bank borrowings to finance the Proposed Share Buy-Back.

Nevertheless, the Proposed Share Buy-Back Authority is not expected to have any potential material disadvantage to the Company and the shareholders, as it will be implemented only after careful consideration of the financial resources of the Company and its resultant impact.

5. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

Assuming the Proposed Share Buy-Back Authority is carried out in full, the financial effects of the Proposed Share Buy-Back on the share capital, earnings, NA and working capital of the Company are as follows:

5.1 Total Number of Issued Shares

The effect of the Proposed Share Buy-Back on the total number of issued shares will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

In the event the maximum number of shares authorised under the Proposed Share Buy-Back Authority are purchased and cancelled, the total number of issued shares of the Company as at the LPD will be reduced from 11,731,507,988 Shares to 10,558,357,189 Shares.

If the Shares purchased are retained as treasury shares, the Proposed Share Buy-Back will not affect the issued share capital but the rights attaching to them as to voting, dividends and participation in other distributions or otherwise will be suspended.

5.2 Earnings and EPS

The effects of the Proposed Share Buy-Back on the earnings and EPS of the Group will depend on, inter alia, the number of the Shares purchased, the purchase price of such Shares, the effective cost of funding to finance such purchases, and/or any loss in interest income to the Company.

5.3 NA and NA per share

The Proposed Share Buy-Back may increase or decrease the NA per share of the Group depending on the purchase price of Shares bought-back in comparison to the NA per share of the Group at the time of purchase. In the event the Shares which are retained as treasury shares are resold, the NA of the Group will increase or decrease depending on whether a gain or loss is realised upon the resale. The quantum of the increase or decrease in NA will depend on the actual disposal price and the number of Shares purchased and retained as treasury shares, which are subsequently resold.

5.4 Working Capital

The Proposed Share Buy-Back, as and when carried out, will result in an outflow of cash and thereby reduce the working capital of the Company, the quantum of which is dependent on amongst others, the purchase price(s) of the Company's Shares, the number of Company's Shares purchased and the cost incurred in making the purchase, if any. Nevertheless, the Company will be mindful of the interests of the Company and its shareholders in undertaking the Proposed Share Buy-Back and will assess the working capital needs of the Company prior to any repurchase of the Shares.

6. PUBLIC SHAREHOLDING SPREAD

The Proposed Share Buy-Back will be implemented in accordance with the Prevailing Laws at the time of purchase, including compliance with the 25% public shareholding spread requirement under paragraph 8.02(1) of the MMLR or such other percentage as may be approved by Bursa Securities.

As at the LPD, the public shareholding spread of the Company stood at 33.80%. Assuming that the Proposed Share Buy-Back is implemented in full and all the Shares so purchased (and assuming all Shares so purchased are from public shareholders in the market) and thereafter cancelled, the public shareholding spread of the Company is expected to be reduced to 26.44%.

The Board will be mindful of the public shareholding spread requirement before making any purchase of its own Shares.

In implementing the Proposed Share Buy-Back, the Company will ensure that the minimum public shareholding spread of twenty-five percent (25%) is met and maintained.

7. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

7.1 Directors' Shareholdings

The proforma effect of the Proposed Share Buy-Back on the direct and indirect interests of the Directors as at the LPD is set out below:

	As at LPD				After the full implementation of the Proposed Share Buy-Back Authority ⁽¹⁾			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	-	-	-	-	-	-	-	-
Jon Omund Revhaug	-	-	-	-	-	-	-	-
Vivek Sood	-	-	-	-	-	-	-	-
Rita Skjaervik	-	-	-	-	-	-	-	-
Nik Rizal Kamil Nik Ibrahim Kamil	-	-	-	-	-	-	-	-
Irfan ul Wahab Khan	-	-	-	-	-	-	-	-
Vimala V.R. Menon	-	-	-	-	-	-	-	-
Datuk Iain John Lo	-	-	-	-	-	-	-	-
Khatijah Shah Mohamed	-	-	-	-	-	-	-	-

	As at LPD				After the full implementation of the Proposed Share Buy-Back Authority ⁽¹⁾			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Tunku Alizakri Raja Muhammad Alias	-	-	-	-	-	-	-	-

Note:

⁽¹⁾ Assuming the Proposed Share Buy-Back is implemented in full, i.e. ten percent (10%) of the total number of issued shares bought back and retained as treasury shares.

7.2 Substantial Shareholders' Shareholdings

The proforma effect of the Proposed Share Buy-Back on the direct and indirect interests of the Substantial Shareholders as at the LPD is set out below:

	As at LPD				After the full implementation of the Proposed Share Buy-Back Authority ⁽¹⁾			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Axiata Group Berhad	3,883,129,144	33.10	-	-	3,883,129,144	36.78	-	-
Telenor Malaysia Investments Pte Ltd	3,883,129,144	33.10	-	-	3,883,129,144	36.78	-	-
Telenor South East Asia Investment Pte Ltd	-	-	3,883,129,144 ⁽²⁾	33.10	-	-	3,883,129,144	36.78
Telenor Asia Holding AS	-	-	3,883,129,144 ⁽³⁾	33.10	-	-	3,883,129,144	36.78
Telenor Mobile Holding AS	-	-	3,883,129,144 ⁽⁴⁾	33.10	-	-	3,883,129,144	36.78
Telenor ASA	-	-	3,883,129,144 ⁽⁵⁾	33.10	-	-	3,883,129,144	36.78
Khazanah Nasional Berhad	-	-	3,883,129,144 ⁽⁶⁾	33.10	-	-	3,883,129,144	36.78
Employees Provident Fund Board	1,260,401,290	10.74	-	-	1,260,401,290	11.94	-	-
AmanahRaya Trustees Berhad – Amanah Saham Bumiputera	591,797,600	5.05	-	-	591,797,600	5.61	-	-

Notes:

⁽¹⁾ Assuming the Proposed Share Buy-Back Authority is implemented in full, i.e. ten percent (10%) of the total number of issued shares bought back and retained as treasury shares.

⁽²⁾ Deemed interested by virtue of its 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.

⁽³⁾ Deemed interested by virtue of its 100% interest in Telenor South East Asia Investment Pte Ltd which has 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.

⁽⁴⁾ Deemed interested by virtue of its 100% interest in Telenor Asia Holding AS which has 100% interest in Telenor South East Asia Investment Pte Ltd, which in turn has 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.

⁽⁵⁾ Deemed interested by virtue of its 100% interest in Telenor Mobile Holding AS which has 100% interest in Telenor Asia Holding AS which has 100% interest in Telenor South East Asia Investment Pte Ltd, which in turn has 100% interest in Telenor Malaysia Investments Pte Ltd pursuant to Section 8(4) of the Act.

⁽⁶⁾ Deemed interested pursuant to Section 8(4) of the Act through its associate, Axiata.

8. PURCHASE, RESALE, TRANSFER OF CANCELLATION OF SHARES MADE IN THE PRECEDING 12 MONTHS

Given that this is the first time the Company is seeking authority from the shareholders for the Proposed Share Buy-Back, the Company does not hold any treasury shares and has not purchased, resold, transferred or cancelled any shares during the twelve (12) months preceding the LPD.

9. HISTORICAL SHARE PRICES

The monthly highest and lowest share price of the Shares as traded on Bursa Securities for the past twelve (12) months from March 2025 to February 2026 are as follows:

	High (RM)	Low (RM)
2025		
March	3.66	3.33
April	3.82	3.39
May	4.00	3.72
June	3.93	3.76
July	3.92	3.76
August	3.88	3.63
September	3.79	3.66
October	3.71	3.58
November	3.71	3.28
December	3.39	3.19
2026		
January	3.45	3.22
February	3.27	3.14
Last transacted price of CelcomDigi Shares as at the LPD (Source: Bloomberg)		3.19

10. IMPLICATIONS OF THE CODE

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer by any of its Substantial Shareholders and/or persons acting in concert with them, the Company will ensure that only such number of shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Code will not be triggered.

However, in the event that an obligation to undertake a mandatory offer is expected to arise with respect to any parties resulting from the Proposed Share Buy-Back Authority, which is an action outside its direct participation, the relevant parties shall make the necessary application to SC for an exemption from undertaking a mandatory offer under the Code prior to any buy-back of the Shares.

In this connection, the Board is mindful of the requirements of the Code when making any purchase of the Shares pursuant to the Proposed Share Buy-Back.

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

Save for the proportionate increase in the percentage of shareholdings of Directors, Major Shareholders and/or person connected to them (if any) as a result of the effective decrease in the total issued share capital after the Proposed Share Buy-Back, none of the Directors, Major Shareholders and/or person connected to them, if any, have any interest, whether directly or indirectly, in the Proposed Share Buy-Back.

12. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that the shareholders of the Company VOTE IN FAVOUR of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 29th AGM.

13. AGM

The ordinary resolution regarding the Proposed Share Buy-Back Authority has been included in the Notice of the AGM. The AGM, the extract of the notice of which is enclosed in this Statement, will be held on Thursday, 14 May 2026 at 9.00 a.m. at Nexus, Connexion Conference & Event Centre, Grand Nexus Ballroom (Level 3A), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and virtually by way of electronic means via <https://investor.boardroomlimited.com> provided by the Poll Administrator using Remote Participation and Electronic Voting ("RPEV") facilities.

The Notice of AGM, along with the Form of Proxy and Administrative Guide, can be downloaded from the Company's website at <https://corporate.celcomdigi.com/annualreport>. Please read carefully and follow the procedures outlined in the Administrative Guide to register, participate, and vote remotely via the RPEV facilities.

If you are unable to attend and vote in person at the AGM, please complete, sign and forward the Form of Proxy to the Poll Administrator's office, Boardroom Share Registrars Sdn. Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, ensuring it arrives at least forty-eight (48) hours before the scheduled start of the AGM or any adjournment thereof. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the submission cut-off time as mentioned above. The Form of Proxy must be completed in strict accordance with the instructions contained therein. Submitting the Form of Proxy does not preclude you from attending and voting in person at the AGM should you later decide to do so. The last day and time to lodge the Form of Proxy is on Tuesday, 12 May 2026 at 9.00 a.m.

14. FURTHER INFORMATION

Please refer the attached Appendix II of this Statement, for further information.

Yours faithfully
For and on behalf of the Board
CELCOMDIGI BERHAD

Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz
Chair of the Board of Directors
Non-Independent Non-Executive Director

APPENDIX II – FURTHER INFORMATION

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 material 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) Shareholders Agreement dated 28 June 2024 and its supplemental (“SHA”)

On 28 June 2024, Ministry of Finance Inc. (“**MoF Inc.**”), DNB, YTL Power International Berhad, Infrantion Sdn Bhd (CelcomDigi’s Subsidiary) (“**CD**”) Maxis Broadband Sdn Bhd and U Mobile Sdn Bhd on 28 June 2024 have entered into the SHA and subsequently its variation on 13 May 2025.

At the request of DNB, CD had on 15 August 2025 provided to DNB RM116,666,667 as additional shareholder advance (“**Additional Shareholder Advance**”). The terms of the Additional Shareholder Advance includes amongst others, (i) the Additional Shareholder Advance does not bear any interest; (ii) the Additional Shareholder Advance shall only be repaid when agreed to by DNB and subject to compliance with any covenants binding on DNB; and (iii) the Additional Shareholder Advance shall carry the right to attend, participate, speak and vote at shareholders’ meeting of DNB on the basis that each Ringgit of Additional Shareholder Advance outstanding shall have the same rights accorded to a holder of one (1) ordinary share under the SHA, the DNB’s constitution and the Act.

(b) Share Sale and Purchase Agreement with State Financial Secretary, Sarawak dated 22 August 2024

On 22 August 2024, Celcom and the State Financial Secretary, Sarawak (“**SFSS**”) had entered into a Share Sale and Purchase Agreement (“**SSPA**”) for the sale of shares held by Celcom in Sacofa Sdn Bhd (“**SACOFA**”) with a total purchase price of RM200,000,000.00 (“**Purchase Price**”). Celcom had agreed to sell to SFSS: -

- (i) all the ordinary shares held by Celcom in SACOFA being 12,834,327 ordinary shares representing 15.12% of the issued and paid-up ordinary share capital of SACOFA (“**Sale Shares**”) for the purchase price of RM137,496,827.51 at the approximate price of RM10.714 for each share; and
- (ii) all the share warrants held by Celcom in SACOFA being 12,834,327 warrants (“**Sale Warrants**”) for the price of RM62,503,172.49 at the price of RM4.87 for each warrant.

On 11 October 2024, the terms under the SSPA were fulfilled and the sale of the Sale Shares and Sale Warrants were completed by SFSS having made the payment of the Purchase Price to Celcom.

3. MATERIAL LITIGATION

Save as disclosed below, as of 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, nor are there 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) **CelcomDigi Mobile Sdn. Bhd. and IMMA Technology Sdn. Bhd.**

CelcomDigi's wholly-owned subsidiary, CelcomDigi Mobile Sdn. Bhd. ("CDMSB") received a Notice of Arbitration dated 1 October 2025 ("**Arbitration**") from IMMA Technology Sdn Bhd ("**IMMA**") in relation to claims including an alleged breach of a Services Agreement dated 21 March 2022 ("**Services Agreement**").

The Services Agreement involves Credit Advance ("**CA**") services with CelcomDigi Mobile with payment on a revenue share arrangement upon launch of the service. The launch was held off and a new RFP was launched in November 2023 which IMMA did not participate in despite being invited.

IMMA's claim includes, amongst others, the alleged loss of profits of RM72,588,123.00 or alternatively, alleged wasted expenditure of RM28,280,110.40.

CelcomDigi's solicitors are of the view that CelcomDigi Mobile has a reasonably strong chance of defending these claims and intends to do so vigorously. Accordingly, the Board is of the opinion that no provision needs to be made for this claim.

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 Constitution of CelcomDigi;
- (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; and
- (c) the material contracts referred to in Section 2 of Appendix II.

Ordinary Resolution 5

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 15 April 2026 ("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 6

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 7

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 8

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 9

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."

Ordinary Resolution 10

Proposed Authority for the Company to Purchase its Own Shares of Up to Ten Percent (10%) of the Total Number of Issued Shares of the Company ("Proposed Share Buy-Back Authority")

"THAT subject to Section 127 of the Companies Act 2016, the Constitution of the Company, the MMLR of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the best interest of the Company, provided that:

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as at any point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

("Proposed Share Buy-Back")

THAT the authority to facilitate the Proposed Share Buy-Back will commence upon the passing of this Ordinary Resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, or at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the MMLR and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:

- (i) to cancel all or part of the shares so purchased; and/or
- (ii) to retain the shares so purchased as treasury shares for distribution as dividends to the shareholders and/or resell the treasury shares on the stock market of Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
- (iii) to retain part of the shares so purchased as treasury shares and cancel the remainder of shares so purchased; and/or
- (iv) to transfer the treasury shares, or any of the said shares for the purposes of or under an employees' share scheme; and/or
- (v) transfer the shares, or any of the shares as purchase consideration; and/or

in any other manner as prescribed by the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016 and the MMLR and any other relevant authority for the time being in force.

AND THAT the Directors of the Company be authorised to give effect to the Proposed Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take such steps and do all such acts and things as they may deem fit and expedient in the best interest of the Company.”