

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] has not perused this Circular and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



DIGI.COM BERHAD

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PART A

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE TO BE ENTERED WITH TELENOR ASA ("TELENOR") AND PERSONS CONNECTED WITH TELENOR ("PROPOSED SHAREHOLDERS' MANDATE")

PART B

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Notice of the 24th Annual General Meeting which will be held on Tuesday, 18 May 2021 at 10.00 a.m. entirely on a fully virtual meeting via Remote Participation and Electronic Voting ("RPEV") Facilities through live streaming broadcast at <https://web.lumiagm.com> from Studio, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia, together with the Form of Proxy are enclosed together in the Integrated Annual Report 2020. The hardcopy of Form of Proxy must be deposited to Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for holding the meeting. Alternatively, the Form of Proxy can be submitted electronically via <https://boardroomlimited.my> before the proxy form submission cut-off time as mentioned in the above. The lodging of the Form of Proxy will not preclude you from attending and voting at the meeting if you subsequently wish to do so. The last day and time for you to lodge the Form of Proxy is on Sunday, 16 May 2021 at 10.00 a.m.

This Circular is dated 15 April 2021

DEFINITIONS

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

- Act** – Companies Act 2016 as amended from time to time and any re-enactment thereof
- AGM** – Annual General Meeting
- Board or Board of Directors** – Board of Directors of Digi
- Bursa Securities** – Bursa Malaysia Securities Berhad
[Registration No. 200301033577 (635998-W)]
- Digi or Company** – Digi.Com Berhad
[Registration No. 199701009694 (425190-X)]
- Digi Group** – Digi and its subsidiary companies
- Directors** – Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of Digi (or any other company which is its subsidiary or holding company) or a Chief Executive Officer (“CEO”) of Digi, its subsidiaries or holding company
- DTSB** – Digi Telecommunications Sdn Bhd
[Registration No. 199001009711 (201283-M)]
- Listing Requirements** – Main Market Listing Requirements of the Bursa Securities including any amendments to the Listing Requirements that may be made from time to time
- Major Shareholder** – A person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, has an interest or interests in one or more voting shares in the Company (or any other company 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.

The remainder of this page has been intentionally left blank

DEFINITIONS (cont'd)

- Person(s) Connected** – Such person, in relation to a Director or Major Shareholder, 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 a share scheme for employees or pension scheme) under which the Director, Major Shareholder 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 director, who is 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) A person, or where the person is a body corporate, the body corporate or its director, 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, Major Shareholder and/or Persons 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 a related corporation of the Director or Major Shareholder.
- Proposed Shareholders' Mandate** – Proposed renewal of existing shareholders' mandate for Digi Group to enter into Recurrent Related Party Transactions
- Recurrent Related Party Transactions or RRPT** – Transactions with Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for Digi Group's day-to-day operations and are in the ordinary course of business of Digi Group
- Related Parties** - Directors, Major Shareholders and/or Persons Connected with such Director or Major Shareholder who are interested in the RRPT as set out in Section 6.0 of this Circular
- RM and sen** – Ringgit Malaysia and sen respectively
- Telenor** – Telenor ASA (982463718), a company incorporated in Norway
- Telenor Group** – Telenor and its subsidiary and related companies (including the associated companies)

The remainder of this page has been intentionally left blank

DEFINITIONS (cont'd)

For the purpose of this Circular, all references to a time of day shall be a reference to Malaysian time unless otherwise stated. In this Circular, words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and vice versa. References to persons shall, where applicable, include corporations.

Certain figures included in this Circular have been subject to rounding adjustments. References to “we”, “us”, “our” and “ourselves” are to our Company save where the context otherwise requires, our subsidiaries and to “you” or “your” are to the shareholders of the Company.

Any reference in this Circular to the provisions of any statute, rules, regulation or rules of stock exchange shall (where the context admits) be construed as a reference to the provisions of such statute, rules, regulation or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments to the statute, rules, regulation or rules of stock exchange for the time being in force.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company’s plans and objectives will be achieved.

The remainder of this page has been intentionally left blank

TABLE OF CONTENTS

CIRCULAR TO SHAREHOLDERS OF DIGI.COM BERHAD

PART A	1
LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE	
1. INTRODUCTION	2
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE	3
3. RATIONALE FOR AND BENEFIT TO DIGI GROUP FROM TRANSACTING WITH ALL CLASSES OF RELATED PARTIES	11
4. CONDITIONS OF THE PROPOSED SHAREHOLDERS' MANDATE	11
5. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE	11
6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	11
7. DIRECTORS' RECOMMENDATION	12
8. ANNUAL GENERAL MEETING	12
9. FURTHER INFORMATION	13
PART B	14
LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY	
1. INTRODUCTION	15
2. DETAILS AND RATIONALE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY	15
3. EFFECTS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY	16
4. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED WITH THEM	16
5. APPROVAL REQUIRED	16
6. DIRECTORS' RECOMMENDATION	16
7. ANNUAL GENERAL MEETING	16
8. ADDITIONAL INFORMATION	17

TABLE OF CONTENTS (cont'd)

CIRCULAR TO SHAREHOLDERS OF DIGI.COM BERHAD**APPENDICES****PART A****LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE**

APPENDIX I	FURTHER INFORMATION OF PROPOSED SHAREHOLDERS' MANDATE	18
APPENDIX II	EXTRACT OF THE NOTICE OF THE 24 th ANNUAL GENERAL MEETING	19

PART B**LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

APPENDIX III	ADDITIONAL INFORMATION OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY	20
--------------	-------------------------------------------------------------------------------------------------	----

The remainder of this page has been intentionally left blank

PART A

PROPOSED SHAREHOLDERS' MANDATE



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

Registered Office:-
12th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

15 April 2021

Directors

Mr Haakon Bruaset Kjoel (*Chair of the Board/Non-Independent Non-Executive Director*)
YBhg Tan Sri Saw Choo Boon (*Senior Independent Non-Executive Director*)
Puan Yasmin Binti Aladad Khan (*Independent Non-Executive Director*)
Ms Vimala V.R. Menon (*Independent Non-Executive Director*)
Ms Wenche Marie Agerup (*Non-Independent Non-Executive Director*)
Ms Randi Wiese Heirung (*Non-Independent Non-Executive Director*)
Mr Lars Erik Tellmann (*Non-Independent Non-Executive Director*)

To: **The Shareholders of Digi.Com Berhad**

Dear Sir/Madam,

DIGI.COM BERHAD

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE TO BE ENTERED WITH TELENOR AND PERSONS CONNECTED WITH TELENOR ("PROPOSED SHAREHOLDERS' MANDATE")

1. INTRODUCTION

- 1.1 The Company had on 1 June 2020 obtained a shareholders' mandate under Paragraph 10.09 of the Listing Requirements from its shareholders for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions which are necessary for Digi 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 Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company scheduled on 18 May 2021 unless approval for its renewal is obtained from the shareholders of the Company at the AGM.
- 1.2 The Board of Directors of Digi had on 18 March 2021 announced its intention to seek its shareholders' approval for a renewal of the existing shareholders' mandate for Recurrent Related Party Transactions in accordance with Paragraph 10.09, Part E of Chapter 10 of the Listing Requirements.
- 1.3 The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM. The Notice of AGM is set out in the Integrated Annual Report 2020.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM OF THE COMPANY.

2.0 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Paragraph 10.09 of the Listing Requirements provides that a listed issuer may seek for shareholders' mandate in respect of recurrent transactions with related parties which are of a revenue or trading nature and are necessary for its day-to-day operations 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 Integrated annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where in relation to a listed issuer with an issued share capital of RM60 million and above;
 - (a) the consideration, value of the assets, capital outlay or costs of the recurrent related party transactions is RM1 million or more; or
 - (b) any one of the percentage ratios of such recurrent related party transactions is 1% or more, whichever is the higher;
- (iii) the issuance of circular to shareholders for the shareholders' mandate shall include information set out in Annexure PN12-A of the Listing Requirements;
- (iv) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of a person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (v) the listed issuer to immediately announce to Bursa Securities when the actual value of recurrent related party transactions entered by the listed issuer, exceeds the estimated value of the recurrent related party transactions disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Background information

The principal activity of Digi is investment holding whilst its subsidiary companies are principally involved in the establishment, maintenance and provision of telecommunications, related services and digital services.

The subsidiary company of Digi which is involved in the Recurrent Related Party Transactions is set out in the table below:

Name of Company	Equity interest held	Principal Activities
DTSB	100%	Establishment, maintenance and provision of telecommunications, related services and digital services

Digi Group has in the past entered into Recurrent Related Party Transactions on terms not more favourable to the Related Parties than those generally available to the public and which are not detrimental to the interests of the minority shareholders. Some of the transactions are bound by agreements and others could occur in accordance to periodic requirements and are not bound by any preceding agreements negotiated in advance.

The Proposed Shareholders' Mandate, if approved by the Digi's shareholders at the forthcoming AGM, will take effect from the date of passing of the proposed ordinary resolution at the AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after the date it 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 a resolution passed by the shareholders in a general meeting;

whichever is the earlier.

Thereafter, approval from the shareholders will be sought for the renewal of the Proposed Shareholders' Mandate for Recurrent Related Party Transactions at each subsequent AGM of the Company if the Board decides that the renewal of the Proposed Shareholders' Mandate is required.

Details of Recurrent Related Party Transactions of the Company which are in accordance with Paragraph 10.09 of the Listing Requirements are set out in the ensuing paragraphs.

The remainder of this page has been intentionally left blank

2.3 Class and Nature of the Recurrent Related Party Transactions

The classes of Related Party and nature of the Recurrent Related Party Transactions which have been entered into and are to be entered into by Digi Group are tabulated as follows:

(i) Proposed Renewal of Shareholders' Mandate

Digi Group with the following Related Parties	Digi and/or its subsidiary companies	Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries	Interested Directors/Major Shareholders and/or Persons Connected to them	Estimated Value from 18 May 2021 (date of this AGM) to the date of next AGM (RM'000)	Estimated disclosed preceding Circular Shareholders dated 28 April 2020 (RM'000)	Value in year's to dated (RM'000)	Actual Value transacted from date of last AGM on 1 June 2020 to latest practicable date on 16 March 2021 (RM'000)
Telenor Group of Companies							
Telenor Group	DTSB	Business service costs which include consultancy, training, programmes and advisory fees ("Business Service")	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	41,100	42,000	26,900	
Telenor Group	DTSB	Personnel services fees receivables Personnel services fees payable ("Professional Service")	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	2,400 4,500	5,000 6,720	1,942 2,758	
Telenor Group	DTSB	International Accounting Settlement (interconnect services) revenue International Accounting Settlement (interconnect services) expense	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	25,800 11,600	18,500 11,200	10,521 6,667	

(i) Proposed Renewal of Shareholders' Mandate (Cont'd)

Digi Group with the following Related Parties	Digi and/or its subsidiary companies	Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries	Interested Directors/Major Shareholders and/or Persons Connected to them	Estimated Value from 18 May 2021 (date of this AGM) to the date of next AGM (RM'000)	Estimated Value disclosed in preceding Circular to Shareholders dated 28 April 2020 (RM'000)	Actual Value transacted from date of last AGM on 1 June 2020 to latest practicable date on 16 March 2021 (RM'000)
Telenor Group	DTSB	International Roaming Revenue International Roaming expense	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	500 3,900	900 6,400	(413) (860)
Telenor Group	DTSB	IP Transit (Internet Upstream) expense	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	6,100	4,300	224
Telenor Group	DTSB	Global Connectivity with Telenor Business Units (BUs) in Asia and to data centers for common services cost	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	3,700	2,200	2,441
Telenor Group	DTSB	Services rendered on Enterprise Resource Planning ("ERP") and enterprise applications	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	8,400	17,700	7,140
Telenor Group	DTSB	Business Security	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	8,800	16,300	7,763

(i) Proposed Renewal of Shareholders' Mandate (Cont'd)

Digi Group with the following Related Parties	Digi and/or its subsidiary companies	Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries	Interested Directors/Major Shareholders and/or Persons Connected to them	Estimated Value from 18 May 2021 (date of this AGM) to the date of next AGM (RM'000)	Estimated Value disclosed in preceding year's Circular to Shareholders dated 28 April 2020 (RM'000)	Actual Value transacted from date of last AGM on 1 June 2020 to latest practicable date on 16 March 2021 (RM'000)
Telenor Group	DTSB	Bandwidth leasing revenue Bandwidth leasing expense	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	13,200 5,300	11,500 11,300	5,965 2,517
Telenor Group	DTSB	Licenses and trademarks	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	10,300	9,500	7,040
Telenor Group	DTSB	Managed services	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	24,900	23,100	16,656
Telenor Group	DTSB	Cloud based software infrastructure services	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung	9,000	6,500	5,163

(i) Proposed Renewal of Shareholders' Mandate (Cont'd)

Digi Group with the following Related Parties	Digi and/or its subsidiary companies	Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries	Interested Directors/Major Shareholders and/or Persons Connected to them	Estimated Value from 18 May 2021 (date of this AGM) to the date of next AGM (RM'000)	Estimated Value disclosed in preceding year's Circular to Shareholders dated 28 April 2020 (RM'000)	Actual Value transacted from date of last AGM on 1 June 2020 to latest practicable date on 16 March 2021 (RM'000)
Telenor Group	DTSB	Digital marketing and distribution platform	Telenor, Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heitung	0	2,100	755
			Total:	179,500 (Projected Value)	195,220 (Estimated Value)	103,269 (Aggregated Actual Value)

Notes:-

(1) *The Projected Value from 18 May 2021 (date of this AGM) to the date of the next AGM are based on historical records and projected business transactions volume of the respective Recurrent Related Party Transaction. The value of these transactions may be subject to change.*

(2) *Telenor is a Major Shareholder of Digi by virtue of its 49% equity interest held by its wholly-owned subsidiary, Telenor Asia Pte Ltd in Digi.*

There was no deviation of 10% or more between the Aggregated Actual Value and the Aggregated Estimated Value pursuant to Paragraph 10.12 of the Listing Requirements.

2.4 Amount Due and Owing By Related Parties Pursuant to Recurrent Related Party Transactions

As at 31 December 2020, there was no outstanding amount due from or owing to the Related Parties under the Recurrent Related Party Transactions which has exceeded the credit term.

The Management will meet and discuss (if and when applicable) with the debtors for early-settlement of the outstanding amounts, should any indications of slower-payment become evident. The Board is of the opinion that there are no collectivity issues as the debtors represent Related Parties within Telenor Group who has continuously proven to be credit-worthy debtors with no history of default.

2.5 Method or Procedures on Which Transaction Prices are Determined/Review Procedures for Recurrent Related Party Transactions

The Digi Group has established various methods and procedures to ensure that the Recurrent Related Party Transactions are entered into on an arm's length basis and on normal commercial terms which are consistent with the Digi Group's normal business practices and policies and are on terms not more favourable to the Related Parties than those extended to third parties and are not detrimental to the minority shareholders:-

- (i) The transaction prices are based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- (ii) In relation to the Business Service provided by the Related Parties, under normal circumstances there isn't any same or substantially similar type of services available from any unrelated third parties. In determining the arm's length basis of this transaction, Digi Group has taken into consideration of several factors; amongst others, the necessary expertise especially in the telecommunications arena and resources which are needed for the successful operations of Digi Group and benefits derived from the sharing of specific knowledge and skills within Telenor Group that is not possible to obtain externally. A cost plus model is regularly used to determine the transaction price/Business Service costs. The appropriate markup is determined based on an arm's length relationship and price to ensure that the Recurrent Related Party Transactions are not detrimental to Digi Group;
- (iii) In relation to the Professional Service for the provision of management services/secondment of staff from Telenor Group for key positions, the factors taken into consideration amongst others are the necessary skills and knowledge and the level of expertise and key position which are needed by Digi Group and the demand and supply of the professionals from both internal (Telenor Group) and external resources, inclusive of a comparative pricing. The Professional Service fee is based on the prevailing market rates and on an arm's length relationship to ensure that the Recurrent Related Party Transactions are not detrimental to Digi Group;
- (iv) In relation to the International Accounting Settlement and International Roaming transactions with Related Parties, wherever practical/possible, contemporaneous transactions with unrelated third parties for similar services will be used as comparison to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of services;
- (v) In relation to the Cloud based software infrastructure services, ERP and enterprise applications, IP Transit, Global Connectivity, in assessing the arm's length basis of this transaction, Digi Group has taken into consideration the pricing, terms and conditions, level of service or expertise required, quality and reliability as compared with the prevailing market rates and prices by the services providers of similar capability generally available in the open market of unrelated third parties;
- (vi) At least two (2) other contemporaneous transactions with unrelated third parties for similar services will be used as comparison, wherever practical/possible, to determine whether the price and terms

offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of services. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price and terms will be determined based on (a) those offered by/to other unrelated parties for the same or substantially similar type of transaction, or (b) transfer pricing studies to ensure that the Recurrent Related Party Transactions are not detrimental to Digi Group;

- (vii) In relation to Bandwidth leasing transactions with Related Parties, wherever practical/possible, at least two (2) other contemporaneous transactions with unrelated third parties for similar services will be used as comparison, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of services;
- (viii) In relation to fee payable for the use of licenses and trademark, prices are determined based on arms-length principle to reflect the market value of the granted license, and comparable date considered transfer pricing studies;
- (ix) All Recurrent Related Party Transactions are reviewed by senior management and/or the CEO and are subject to approval from appropriate level of authority as defined in Digi's Delegation Authority Matrix approved by the Board;
- (x) The Related Parties and interested Directors will be notified of the method and/or procedures of Digi Group;
- (xi) Records of Recurrent Related Party Transactions will be retained and compiled by the Head of Accounting and Financial Transformation for submission to the auditors and the Audit and Risk Committee for review;
- (xii) The Audit and Risk Committee is to provide a statement that it has reviewed the terms of the Recurrent Related Party Transactions to ensure that such transactions are undertaken based on terms not more favourable to the Related Parties than those generally available to the public, are not detrimental to the minority shareholders and is in the best interest of Digi Group;
- (xiii) Directors who have any interest in any Recurrent Related Party Transactions shall abstain from Board deliberations and voting and will ensure that they and any Persons Connected with them will also abstain from voting on the resolution at the AGM to be convened for the purpose;
- (xiv) Disclosures will be made in the annual report of the breakdown of the aggregate value of Recurrent Related Party Transactions pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:-
 - (a) The type of the Recurrent Related Party Transactions made; and
 - (b) The names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company; and
- (xv) There is no deviation of 10% or more between the Aggregated Actual Value transacted of the Recurrent Related Party Transactions and the Aggregated Estimated Value pursuant to Paragraph 10.12 of the Listing Requirements.

2.6 Statement by the Audit and Risk Committee

The Audit and Risk Committee of Digi has seen and reviewed the procedures mentioned in Section 2.5 above and is of the opinion that the abovementioned procedures, as well as the periodic reviews to be made by the Audit and Risk Committee in relation thereto, are sufficient to ensure that the Recurrent Related Party Transactions are carried out on terms 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.

The Audit and Risk Committee is also of the view that Digi Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner and such procedures and processes are reviewed by the Audit and Risk Committee and/or the management staff as and when necessary.

3.0 RATIONALE FOR, AND BENEFIT OF THE DIGI GROUP FROM TRANSACTING WITH ALL CLASSES OF RELATED PARTIES

- 3.1 The Recurrent Related Party Transactions to be entered into by Digi Group are all in the ordinary course of business and intended to meet the business needs of Digi Group at the best possible terms for the benefit of Digi Group as a whole. As such, it is anticipated that the Recurrent Related Party Transactions would occur on a frequent and recurrent basis.
- 3.2 The Proposed Shareholders' Mandate will eliminate the need to make announcements to the Bursa Securities and/or to convene separate general meetings from time to time to seek shareholders' prior approvals for the entry by Digi Group into such Recurrent Related Party Transactions. This will also reduce substantial administrative time and expenses in convening such general meetings without compromising the corporate objectives of Digi Group or affecting the business opportunities available to Digi Group.
- 3.3 The Recurrent Related Party Transactions provide Digi Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities.

4.0 CONDITIONS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon approval being obtained from shareholders at the forthcoming AGM. The Proposed Shareholders' Mandate being procured from shareholders of Digi at the forthcoming AGM is subject to annual renewal.

5.0 FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the issued and paid-up share capital, major shareholders' shareholdings, earnings and net assets of Digi Group.

6.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

- 6.1 The direct and indirect interest of the interested Major Shareholder and the interested Directors of Digi and Persons Connected with them as at 16 March 2021 are summarised below:

Name	Shareholding			
	← Direct →		← Indirect →	
	Shares	%	Shares	%
Interested Major Shareholder Telenor	-	-	3,809,750,300 (Note a)	49.00
Directors:-				
Haakon Bruaset Kjoel	-	-	-	-
Wenche Marie Agerup	-	-	-	-

Name	Shareholding			
	← Direct →		← Indirect →	
	Shares	%	Shares	%
Lars Erik Tellmann	-	-	-	-
Randi Wiese Heirung	-	-	-	-

Note: (a) Deemed interested by virtue of its 100% interest in Telenor Asia Pte Ltd

- 6.2 Telenor being a Major Shareholder will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.
- 6.3 Telenor has undertaken that they will ensure that Persons Connected with them will abstain from voting on the ordinary resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.
- 6.4 Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung are deemed interested in the Proposed Shareholders' Mandate in respect of Recurrent Related Party Transactions to be entered with Telenor and Persons Connected with Telenor as these Directors are acting as nominees/representatives of Telenor which is the Major Shareholder of Digi. These Directors have abstained and will continue to abstain from all deliberations and voting on the Proposed Shareholders' Mandate in respect of the Recurrent Related Party Transactions to be entered with Telenor and Persons Connected with Telenor at all Board meetings.
- 6.5 These Directors have also undertaken that they will ensure that Persons Connected with them will abstain from voting on the ordinary resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.
- 6.6 Save as disclosed, none of the other Directors and Major Shareholders of Digi and/or Persons Connected with them, has any interest, direct or indirect in the Proposed Shareholders' Mandate.

7.0 DIRECTORS' RECOMMENDATION

The Board of Directors (with the exception of Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung) having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that it is in the best interest of the Digi Group and accordingly the Board (with the exception of Haakon Bruaset Kjoel, Wenche Marie Agerup, Lars Erik Tellmann and Randi Wiese Heirung who have abstained from making a recommendation and giving an opinion on the Proposed Shareholders' Mandate in respect of Recurrent Related Party Transactions to be entered with Telenor and Persons Connected with Telenor) recommends that you vote in favour of the ordinary resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8.0 AGM

- 8.1 An AGM, the notice of which is set out in the 2020 Integrated Annual Report of Digi and an extract of which is enclosed in this Circular, will be held on Tuesday, 18 May 2021 at 10.00 a.m. entirely on a fully virtual meeting via RPEV Facilities through live streaming broadcast at <https://web.lumiagm.com> from Studio, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor Darul Ehsan, Malaysia, for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Shareholders' Mandate.
- 8.2 If you are unable to attend and vote at the AGM, please complete the Form of Proxy enclosed in the Integrated Annual Report 2020 of Digi and forward it to the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo

Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan so as to arrive at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Alternatively, the Form of Proxy can be submitted electronically via <https://boardroomlimited.my> before the proxy form submission cut-off time as mentioned in the above. The Form of Proxy should be completed strictly in accordance with the instructions contained therein. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9.0 FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendices I and II for further information.

Yours faithfully,
For and on behalf of the Board of
DIGI.COM BERHAD

VIMALA V.R. MENON
Independent Non-Executive Director

PART B

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE
COMPANY**



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

Registered Office:-
12th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

15 April 2021

Directors

Mr Haakon Bruaset Kjoel (*Chair of the Board/Non-Independent Non-Executive Director*)
YBhg Tan Sri Saw Choo Boon (*Senior Independent Non-Executive Director*)
Puan Yasmin Binti Aladad Khan (*Independent Non-Executive Director*)
Ms Vimala V.R. Menon (*Independent Non-Executive Director*)
Ms Wenche Marie Agerup (*Non-Independent Non-Executive Director*)
Ms Randi Wiese Heirung (*Non-Independent Non-Executive Director*)
Mr Lars Erik Tellmann (*Non-Independent Non-Executive Director*)

To: **The Shareholders of Digi.Com Berhad**

Dear Sir/Madam,

DIGI.COM BERHAD
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. INTRODUCTION

On 18 March 2021, the Company announced to Bursa Securities that the Board proposed to seek its shareholders' approval at the forthcoming 24th AGM on the Proposed Amendments to the Articles of Association of the Company.

The purpose of Part B of this Circular is to provide you with the details of the Proposed Amendments to the Articles of Association of the Company and to seek your approval for the Special Resolution to be tabled at the forthcoming 24th AGM. The notice of the 24th AGM and the form of proxy are enclosed together with Integrated Annual Report 2020.

You are advised to read and carefully consider the contents of this circular before voting on the Special Resolution at the forthcoming 24th AGM.

2. DETAILS AND RATIONALE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The details of the Proposed Amendments to the Articles of Association of the Company are set out in Appendix III of this Circular. The purpose of the Proposed Amendments to the Articles of Association of the Company is to enhance administrative efficiency and provide greater clarity to the Company's Articles of Association.

3. EFFECTS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Proposed Amendments to the Articles of Association of the Company is administrative in nature and will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Company.

4. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

None of the Directors and/or Substantial Shareholders of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Amendments to the Articles of Association of the Company.

5. APPROVAL REQUIRED

The Proposed Amendments to the Articles of Association of the Company is subject to the approval of the shareholders of the Company at the forthcoming 24th AGM by way of a Special Resolution.

6. DIRECTORS' RECOMMENDATION

The Board of Directors of DIGI have considered all aspects of the Proposed Amendments to the Articles of Association of the Company, and after careful deliberation, the Board is of the opinion that the Proposed Amendments to the Articles of Association of the Company is fair and in the best interest of the Company.

Accordingly, the Board recommends that you vote in favour of the Special Resolution pertaining to the Proposed Amendments to the Articles of Association of the Company to be tabled at the forthcoming 24th AGM.

7. AGM

The Special Resolution on the Proposed Amendments to the Articles of Association of the Company will be tabled as Special Business at the AGM, the notice of which is set out in the 2020 Integrated Annual Report of Digi and an extract of which is enclosed in this Circular, will be held on Tuesday, 18 May 2021 at 10.00 a.m. entirely on a fully virtual meeting via RPEV Facilities through live streaming broadcast at <https://web.lumiagm.com> from Studio, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

If you are unable to attend and vote at the AGM, please complete the Form of Proxy enclosed in the Integrated Annual Report 2020 of Digi and forward it to the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan so as to arrive at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Alternatively, the Form of Proxy can be submitted electronically via <https://boardroomlimited.my> before the proxy form submission cut-off time as mentioned in the above. The Form of Proxy should be completed strictly in accordance with the instructions contained therein. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

8. ADDITIONAL INFORMATION

Shareholders are advised to refer to the attached Appendix III for additional information.

Yours faithfully
For and on behalf of the Board
DIGI.COM BERHAD

HAAKON BRUASET KJOEL
Chair of the Board/Non-Independent Non-Executive Director

FURTHER INFORMATION OF PROPOSED SHAREHOLDERS' MANDATE

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the accuracy of the information given herein 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.

2. MATERIAL LITIGATION

Neither Digi nor any of its subsidiaries is engaged in any material claims, litigation and/or arbitration either as plaintiff or defendant, which has a material effect on the financial position of Digi Group and the Directors are not aware of any proceedings pending or threatened, against Digi Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of Digi Group immediately preceding the date of this Circular.

3. MATERIAL CONTRACTS

Neither Digi nor any of its subsidiaries has entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Digi at 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 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) Memorandum and Articles of Association of Digi;
- (b) Audited consolidated financial statements of Digi for the past two (2) financial years ended 31 December 2019 and 31 December 2020; and
- (c) Unaudited consolidated results for the three (3) months period ended 31 March 2021.

EXTRACT OF THE NOTICE OF THE 24TH ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 6**Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, to be entered with Telenor ASA ("Telenor") and Persons Connected with Telenor ("Proposed Shareholders' Mandate")**

"That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 and persons connected with Telenor as specified in Section 2.3 of the Circular to Shareholders dated 15 April 2021, 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 Shareholders' Mandate shall be passed, at which time it will lapse, unless by a resolution passed at a general meeting, 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 Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is earlier.

and that the Directors of the Company be and are hereby authorised 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 Shareholders' Mandate."

ADDITIONAL INFORMATION OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular. The Board hereby confirms that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular, or other facts the omission of which would make any information herein false or misleading.

2. RESOLUTION TO APPROVE THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**SPECIAL RESOLUTION**

- **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

“THAT the Proposed Amendments to the existing Articles of Association of the Company, as annexed as Appendix III in the Circular to Shareholders, be and is hereby approved and adopted, with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities.”

(Special Resolution)

Note:

The above Special Resolution is for information purposes only. Please refer to the Notice of the 24th AGM set out in the Integrated Annual Report 2020.

3. DOCUMENTS AVAILABLE FOR INSPECTION

Copy of the Memorandum and Articles of Association of Digi is available for inspection at the registered office of Digi at 12th Floor, Menara Symphony. No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 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.

DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association of the Company will be amended in the following manner:-

1. By amending Article numbered 2 to include new definition of words as follows:-

Existing Provisions	Proposed Amendments
New	Broadcast Venue a physical venue in Malaysia where the Chair of the general meeting is physically present. The essential individuals may also be present at the broadcast venue to facilitate the conduct of a fully virtual general meeting subject to the rules, regulations and laws at that time specified therein.
New	Main Venue A primary physical venue in Malaysia where the Chair of the general meeting or any adjournment thereof is physically present.
New	Chairman The Chair or Chairperson of the Company or of the Meeting.

2. By amending Article numbered 49(A) as follows:-

Existing Provisions	Proposed Amendments
49(A) Unless otherwise determined by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner	49(A) Unless otherwise determined by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original shares as aforesaid, Unissued and new shares to be first offered to members unless otherwise determined

2. By amending Article numbered 49(A) as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided. Notwithstanding the existence of a resolution pursuant to Section 76 of the Act, no shares or convertible securities shall be issued if the total number of those shares or convertible securities, when aggregated with the share capital of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the members in a general meeting of the precise terms and conditions of the issue.</p>	<p>which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided. Notwithstanding the existence of a resolution pursuant to Section 76 of the Act, no shares or convertible securities shall be issued if the total number of those shares or convertible securities, when aggregated with the share capital of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the issued and paid-up capital of the Company, Subject to the Listing Requirements and without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares, except where the shares or convertible securities are issued with the prior approval of the members in a general meeting of the precise terms and conditions of the issue.</p>

3. By inserting new Article numbered 50A after the existing Article numbered 50 as follows:-

Existing Provisions	Proposed Amendments
New	<p>50A. (a) The Company is an exempted entity under Paragraph 17 of the Guideline for the Reporting Framework for Beneficial Ownership of Legal Persons issued by the Companies Commission of Malaysia (“Guidelines”).</p> <p>(b) Notwithstanding the above, the Company is obliged to:</p> <p>(i) provide the beneficial owners information to other regulators, competent authorities and law enforcement agencies in accordance with any written laws; and</p> <p>(ii) make a declaration of its exempted status:</p> <p>(aa) once the Registrar invokes his power under Section 56(6) of the Act according to the Guidelines; and</p> <p>(bb) in the annual return pursuant to Section 68 of the Act.</p> <p>(c) Each Member must observe the requirements set out in the Guidelines.</p> <p style="text-align: right;">Beneficial ownership requirements</p>

4. By inserting new Article numbered 54A after the existing Article numbered 54 as follows:-

Existing Provisions	Proposed Amendments
<p style="text-align: center;">New</p>	<p>54A. (a) The Board can decide to call a General Meeting at any time. The Board shall also call a General Meeting where the Act requires. Any Members representing at least 10 per centum of the issued share capital of the Company may also call a General Meeting.</p> <p>(b) The following may apply in relation to a General Meeting. These do not limit in any other ways in which a General Meeting may be held or limit in any way a General Meeting from being held using or relying on any of the provisions below in combination with any other ways in which a General Meeting may be held. The same applies to other matters relating to a General Meeting:</p> <p>(i) A General Meeting may be convened, held or conducted, whether wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic or other technological means or using one or more other similar technologies;</p>

4. By inserting new Article numbered 54A after the existing Article numbered 54 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p>(ii) The notice of General Meeting must specify a particular place or places at which the General Meeting is to be held with a main venue if more than one place. The Directors may, however, restrict the persons who may physically attend at that place or at those places. The Chair of the General Meeting must be physically present at the main venue for the General Meeting, which must be in Malaysia. In the event that the Chair is replaced by another, the other must be given access to the main venue. The meeting will be adjourned to a time and place to be notified by the Company to the Members which is no later than 14 days if the person replacing the Chair is not able to attend the main venue within 30 minutes of the decision to replace the Chair;</p> <p>Notice of General Meeting to specify main venue if more than 1 place, restriction of persons attend General Meeting physically, Chair to be present at main venue, adjournment of meeting no later than 14 days</p>

4. By inserting new Article numbered 54A after the existing Article numbered 54 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>New</p>	<p>(iii) Members may be wholly or partly restricted from physically attending at the discretion of the Directors. Members restricted from physically attending must be given the option of participating in the General Meeting by electronic or other technological means. Members will be solely responsible to ensure that they obtain the necessary equipment and communications to be able to participate through those means. The Directors may regulate any physical attendance by ticketing or other means for booking available places for physical attendance. The Directors are entitled to limit physical attendance to persons who are not Members other than the Chair of the General Meeting and Directors;</p> <p>Limit/ restriction of Members to attend General Meeting physically</p>

4. By inserting new Article numbered 54A after the existing Article numbered 54 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments	
New	<p>(iv) All Members participating in the General Meeting (whether physically or by electronic or other technological means) shall be taken as present at the meeting for all purposes while so participating. These may include but are not limited to the quorum requirement, the casting of votes and proposals for resolutions and amendments. The General Meeting may be held even though those participating in the General Meeting are not together physically at the same place;</p> <p>(v) A vote taken at the General Meeting may be cast, by electronic or other technological means or using one or more technologies or by any other means or in one or more combinations. These may include votes conducted by poll;</p> <p>(vi) Members participating by electronic or other technological means may do so through any other means which they are entitled to do in respect of Members attending the General Meeting physically, for example, through a corporate representative appointed under Section 333 of the Act or proxies;</p>	<p>Members participation in General Meeting</p> <p>Vote to be casted at General Meeting</p> <p>Members' Participation & their rights in General Meeting</p>

4. By inserting new Article numbered 54A after the existing Article numbered 54 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p>(vii) Members participating by electronic or other technological means may be required to adhere to certain procedures and protocols relating to their conduct in relation to the General Meeting. These may differ from those applying to Members participating physically at the General Meeting. The procedures and protocols may, for example, include requirements for questions and other communications with the Chair of the General Meeting or other persons involved in the conduct of the General Meeting to be tabled or given in accordance with terms and conditions and restrictions specified by the Directors using electronic or other technological means and for the manner in which responses to question and other matters may be given. Questions and other communications and responses need not be seen or heard by persons participating in the General Meeting by whatever means other than the person tabling or giving the question or communication and the intended recipient of the question or communication. Questions or communications may be restricted to the Chair of the General Meeting and Directors present physically at the General Meeting.</p>

4. By inserting new Article numbered 54A after the existing Article numbered 54 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>New</p>	<p>Meeting. The Chair of the General Meeting may at their discretion allow questions or communications to be directed to others. The Chair of the General Meeting may delegate his discretion in considering the questions to field to a person or persons charged by the Chair with that task;</p> <p>(viii) The proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members, the Company or any other persons in order to participate in the General Meeting. If the Chair of the General Meeting is of the opinion that the interruptions or deficiencies will or may have a material bearing on the conduct of the General Meeting, the Chair of the General Meeting may adjourn the General Meeting. The determination of the Chair in such circumstances shall be final and conclusive;</p> <p>(ix) The Chair of (the General Meeting shall have all the powers of the Directors specified in this clause; and</p> <p>Proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members</p> <p>Power of Chair in General Meeting</p>

4. By inserting new Article numbered 54A after the existing Article numbered 54 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments	
New	<p>(x) The Directors may make additional regulations for the conduct of General Meetings and related matters where electronic and other technological means are used for participation by Members at General Meetings and for voting and other incidentals. The Directors may also make regulations for the conduct of General Meetings and related matters in connection with compliance with laws, regulations, guidelines or directives (whether legally enforceable or not) relating to matters of public health, for example, the control of disease, epidemics and pandemics.</p>	<p>Additional regulations to conduct General Meeting via electronic or technological means</p>

5. By inserting new Article numbered 58B after the existing Article numbered 58A as follows:-

Existing Provisions	Proposed Amendments	
New	<p>58B. A person requested by Directors of the Chair to attend a general meeting, is entitled to be present (and if invited by the Chair, to speak) at the meeting, irrespective whether the person is a Member.</p>	<p>Attendance of a person requested by the Directors/ Chair</p>

6. By inserting new Article numbered 64A, 64B, 64C and 64D after the existing Article 64, as follows:-
(Cont'd)

Existing Provisions	Proposed Amendments	
New	<p>64A. A meeting of members may be convened at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the member's rights to speak and vote at the meeting so long as all persons participating in the meeting of members are able to hear or to be heard by all other members without the need for a member to be in the physical presence of another member(s) and participation in the meeting of members in this manner shall be deemed to constitute presence in person at such meeting. The members participating in any such meeting of members shall be counted in the quorum for such meeting of members and subject to there being a requisite quorum under these Articles, all resolutions agreed by the members in such meeting of members shall be deemed to be effective as a resolution passed at a meeting in person of the members duly convened and held. The main venue of the meeting shall be in Malaysia and the Chair shall be present at the main venue of the meeting or Broadcast Venue (the only venue involved in the conduct of a virtual general meeting) of the meeting held in Malaysia, whichever is applicable subject to the rules, regulations and laws as specified at that time therein.</p>	<p>Meeting of Members via conference telephone, video conference, telephone or similar communication equipment</p>

6. By inserting new Article numbered 64A, 64B, 64C and 64D after the existing Article 64 as follows:-
(Cont'd)

Existing Provisions	Proposed Amendments
New	<p>64B. (a) If authorised by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, the members not physically present at a general meeting where the Chair of the general meeting is physically present, may, by means of remote communication:-</p> <ul style="list-style-type: none"> (i) participate in such general meeting; or (ii) be deemed present in person at such general meeting, be counted in the quorum and be entitled to vote at such general meeting. <p>(b) That the general meeting shall be duly constituted and its proceedings shall be valid if the Chair of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members participating in the general meeting through remote communication are able:-</p> <ul style="list-style-type: none"> (i) to participate in the matters for which such general meeting has been convened; (ii) to speak (whether by use of microphones, loudspeakers, audio-visual communication equipment or any form of electronic means which allows the members to raise any questions and/or express their views on the matters); and (iii) to vote on matters submitted to the members. <p>(c) The Chair of the general meeting shall be physically be present at the main venue or broadcast venue of the general meeting which shall be designated in Malaysia.</p> <p style="text-align: right;">General meetings by means of remote communication</p>

6. By inserting new Article numbered 64A, 64B, 64C and 64D after the existing Article numbered 64 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p>64C If it appears to the Chair of the general meeting that:-</p> <ul style="list-style-type: none"> (a) the facilities at the main venue or broadcast venue; or (b) the means used for the remote communication; <p>have become inadequate for the purposes referred to in Clause 64A, then the Chair of the general meeting shall, without the consent of the members at the general meeting, interrupt or adjourn the general meeting. All businesses as conducted at that general meeting up to the adjournment shall be valid. The provisions of Clause 74 shall apply to that adjournment. No interruption or termination of any remote communication or the inability of a member to participate in a general meeting by way of remote communication shall invalidate any general meeting held using such remote communications or any such general meeting.</p> <p>The Board may request the members, proxies or representatives wanting to attend a general meeting to comply with security procedures which the Board deem appropriate. The Board may, at their discretion, refuse entry to, or remove from, a general meeting, a member, proxy or representative who does not comply with the security procedures.</p> <p>Security procedures may include member, proxy or representative not being allowed into a general meeting with recording or broadcasting devices or an article which the Chair of the general meeting considers as to be dangerous, offensive, or liable to cause disruption.</p> <p style="text-align: right;">General meetings by means of remote communication</p>

6. By inserting new Article numbered 64A, 64B, 64C and 64D after the existing Article numbered 64 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p>64D (a) Subject to the Act, where a general meeting is convened by the Board, they may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting to a date and time determined by them or change the place for the general meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.</p> <p>This Clause shall not apply to a general meeting convened in accordance with Sections 310(b) and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.</p> <p>(b) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:</p> <ul style="list-style-type: none"> (i) published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper; (ii) given to the Exchange and given in such manner required by the Listing Requirements or other requirements by the Exchange; and (iii) subject to the Act and the Listing Requirements, given in any other manner determined by the Board.

6. By inserting new Article numbered 64A, 64B, 64C and 64D after the existing Article numbered 64 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p>(c) A notice of postponement of a general meeting must specify:</p> <ul style="list-style-type: none"> (i) the postponed date and time for the holding of the general meeting; (ii) a place for the holding of the general meeting which may be either the same as or different from the place specified in the notice convening the general meeting; and (iii) if the general meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the general meeting in that manner. <p>The new time and place specified in the notice of postponement will be taken to be the time and place for the general meeting as if specified in the notice which called the general meeting originally.</p> <p>(d) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the general meeting.</p> <p>(e) Whereby the terms of an instrument appointing a proxy or attorney or an appointment of a representative:</p> <ul style="list-style-type: none"> (i) the appointed person is authorised to attend and vote at a general meeting to be held on or before a specified date; and

6. By inserting new Article numbered 64A, 64B, 64C and 64D after the existing Article numbered 64 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>New</p>	<p>(ii) the date for holding the general meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the Member appointing the proxy, attorney or representative gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of general meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the general meeting has been postponed.</p> <p>(f) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.</p> <p>(g) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.</p>

6. By inserting new Article numbered 64A, 64B, 64C and 64D after the existing Article numbered 64 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p>(h) A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.</p> <p>(i) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by Members in accordance with Section 311 of the Act, the general meeting may be cancelled by the Directors if the Members who requisitioned the general meeting withdraw their requests prior to the date of the general meeting.</p>

7. By amending Article numbered 70 as follows:-

Existing Provisions	Proposed Amendments	
<p>70. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the rules, regulations and laws at that time specified therein.</p>	<p>70. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an electronic address (or electronic portal/platform or any other use of technology) in the notice of meeting, for the purpose of receipt of proxy appointments subject to the rules, regulations and laws at that time specified therein. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.</p>	<p>Instrument appointing a proxy to be left at Company's Office</p>

8. By inserting new Article numbered 98A after the existing Article numbered 98:-

Existing Provisions	Proposed Amendments
New	<p style="text-align: center;">SIGNATURE</p> <p>98A. For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign or GlobalSign, of any of the following persons:-</p> <ul style="list-style-type: none"> (a) a holder of shares; (b) a Director; (c) an alternate Director; (d) in the case of a corporation, which is a holder of shares, its Director or Secretary or a duly appointed attorney or duly authorised representative; <p>shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.</p>

9. By replacing the existing Article numbered 109 as follows:-

Existing Provisions	Proposed Amendments
<p style="text-align: center;">CAPITALISATION OF RESERVES, ETC.</p> <p>109. The Company in general meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) being any part of the undivided profits in the hands of the Company or (B) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, and/or accretion to capital accruing on sale or shown by a valuation or revaluation of any property or assets</p>	<p style="text-align: center;">BONUS ISSUE</p> <p>109. The Director may, with the sanction of an ordinary resolution of the Company:-</p> <ul style="list-style-type: none"> (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Record of Depositors at the close of business on:

9. By replacing the existing Article 109, as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective, and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares or debentures and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalised sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or</p>	<p>i. the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>ii. such other date as may be determined by the Directors,</p> <p>in the proportion to their then holdings of shares; and/or</p> <p>(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of deposit Depositors at the close of business on:</p> <p>i. the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>ii. such other date as may be determined by the Directors</p> <p>in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.</p>

9. By replacing the existing Article 109, as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.</p>	<p>The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p> <p>In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Clause, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any undistributable profits or other monies of the Company not required for the payment or provision of any dividends on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit.</p>

