



DiGi.Com Berhad
Annual Report

Design Rationale:

2009 was an important year for DiGi where our customers became the centre of everything we do. We have captured little moments in the lives of our customers that exemplify DiGi's values, to be shared with you.



What's inside

Our Vision **1** Our Mission **2** DiGi Today **4** Accolades 2009 **4** Performance at a Glance **6**
Chairman's Message **10** CEO's Review **14** Corporate Information **22** Board of Directors **24**
Directors' Profiles **26** Management Team **28** Management Profiles **30** Highlights 2009 **34**
Corporate Responsibility **36** Statement of Corporate Governance **40** Statement on Internal Control **51**
Risk Management **55** Audit Committee Report **57** Additional Compliance Information **62**
Financial Statements **63** List of Properties **109** Disclosure of Recurrent Related Party Transactions **112**
Statement of Directors' Shareholdings **113** Statistics on Shareholdings **114** Notice of Annual General Meeting **117**
Form of Proxy • Corporate Directory

Our Vision is the starting point in everything we do.

Our Vision is to be seen as stars in excellent customer experience.

This Vision expresses where we want to be in the long term. It doesn't tell us how we're going to get there, but sets the direction for us.

Our Vision establishes a standard of excellence that we expect and strive for.

We believe our Vision attracts commitment and energises our employees.

Our Mission

Everyday we go the extra mile, in small and big ways, to exceed our customers' expectations, by delivering mobile and internet services that are; "Made for me", "Make it Easier" and offer the "Best deal"



We make things simple and easy to understand for our customers. Our products and services are practical and intuitive. We make things happen because we **Make it Easy.**



DiGi Today

DiGi.Com Berhad is listed on Bursa Malaysia Securities Berhad and is part of the global telecommunications provider, Telenor Group. Its mobile service operations are undertaken by its wholly-owned subsidiary, DiGi Telecommunications Sdn Bhd.

DiGi commenced operations in May 1995 when it launched its fully digital GSM1800 services, the first digital mobile communications service in Malaysia.

In the last five years, DiGi's revenue has more than doubled to approximately RM4.9 billion with a subscriber base of 7.7 million. DiGi focuses on making it easy, keeping it relevant and providing the best deals to ensure excellent customer experience in mobile and internet services.

Our presence as a leader in prepaid services resulted in a number of firsts that have set industry benchmarks for simplicity and innovation.

These customised and flexible services are offered under the DiGi Prepaid brand name.

DiGi's postpaid services under DiGi Postpaid and DiGi Business deliver quality voice as well as value-added mobile content and data services to individual and corporate customers.

Since the launch of its 14.4 Mbps 3G/HSPA network in late 2008, the Group's mobile broadband and mobile internet offering marketed as 'Broadband Done Right' and 'Internet Done Right' has been well received by the market. 'Quality internet for less' is now a proposition synonymous with DiGi's mobile internet services.

Through its corporate initiative, Deep Green, DiGi is committed to a sustainable business that is financially and ecologically responsible to all stakeholders.

200 Most Admired Companies in Asia

- No. 1 for Innovation in Malaysia
- No. 3 Overall for Most Admired Company in Malaysia
by Wall Street Journal (Asia)

Starbiz/ICRM Corporate Responsibility Awards 2009

- Environment Category Winner
by The Star and ICR Malaysia

Putra Brand Awards

- Silver Medallist in the Communications (Network) Category
by the Association of Accredited Advertising Agents Malaysia

Malaysia's Most Valuable Brand Award 2009

- 7th Most Valuable Brand in Malaysia
by Interbrand and 4A's

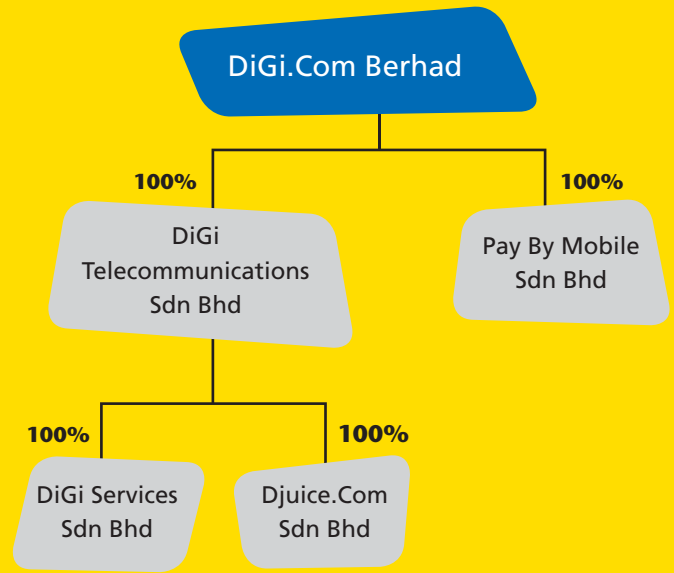
CCAM Awards 2009

- Best In-House Contact Centre (over 100 seats) - GOLD
- Best Mystery shopper - SILVER
by Contact Centre Association of Malaysia

Malaysian Corporate Governance Index

- Merit Award
- Best CSR Practices
by MSWG (Minority Shareholders Watchdog Group)

Corporate Structure



Accolades 2009

Shareholders Value Award 2008

- Sectorial Winner in ICT Category
Winner in Telecommunications Industry
by KPMG

SME Recognition Award 2009

- SME Sahabat Award 2009
by SMI Association of Malaysia

Asia's Best Managed Companies 2009 (Malaysia)

- Best Managed Company, ranked 6th
- Best Corporate Governance, ranked 3rd
- Best Investor Relations, ranked 3rd
- Best Corporate Social Responsibility, ranked 5th
- Most Committed to a Strong Dividend Policy, ranked 3rd
- Best Chief Finance Officer, ranked 1st
by Finance Asia

Malaysian Business – CIMA Enterprise Governance Awards 2009

- Best Return to Shareholder
Category - 2nd Runner Up
by Malaysian Business

MyBranded Service Award 2009

- The Best of Malaysia Branded Service
Champion - Mobile Telecommunications
Category
by Markplus Inc

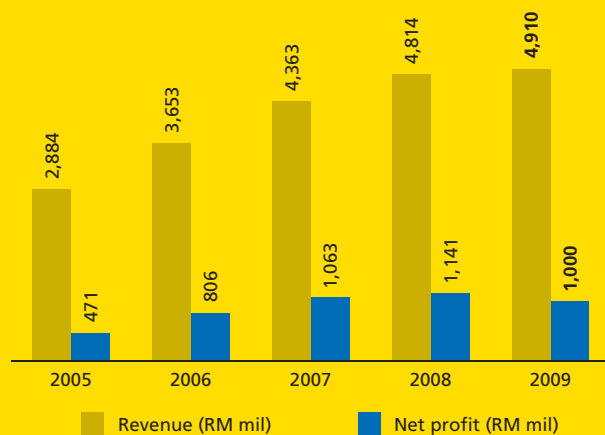
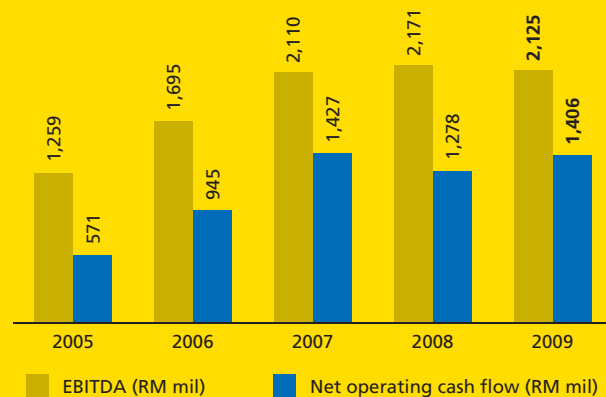
Group Financial Summary (for the year ended 31 December)

	2009 RM'000	2008 RM'000	2007 RM'000	2006 RM'000	2005 RM'000
Revenue	4,909,565	4,814,475	4,362,635	3,652,536	2,884,324
Profit before tax	1,366,455	1,546,896	1,445,314	1,087,139	661,550
Profit after tax	1,000,471	1,140,715	1,062,595	805,653	470,955
Total assets	4,732,444	4,655,852	3,877,491	4,123,031	4,278,651
Shareholders' equity	1,521,468	1,897,172	1,577,645	1,752,401	2,248,148
Non-current liabilities	1,185,190	491,557	573,791	685,105	681,548
Profit after tax as % of revenue	20.4%	23.7%	24.4%	22.1%	16.3%
Earnings per share (sen)	128.7	148.5	141.7	107.4	62.8
Net assets per share (RM)	1.96	2.44	2.10	2.34	3.00

Note :

The above group financial summary has been prepared to conform with the current year's presentation of the financial statements.

Performance

Strong financial performance**Strong profits and net cash flow from operation**

Strong operational performance

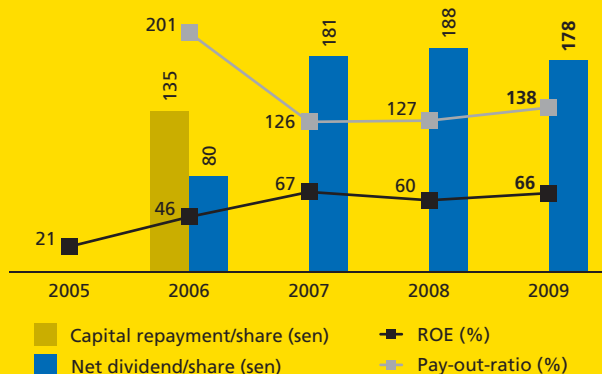
- The Group continues to deliver strong operational performance for the period 2005 – 2009, chalking up a compounded annual revenue growth rate in excess of 11% in the period.
- On the back of an effective and well-planned network investment program, the Group continued to generate strong operating cash flow in excess of RM2bn since 2007.

Committed to enhance shareholders value

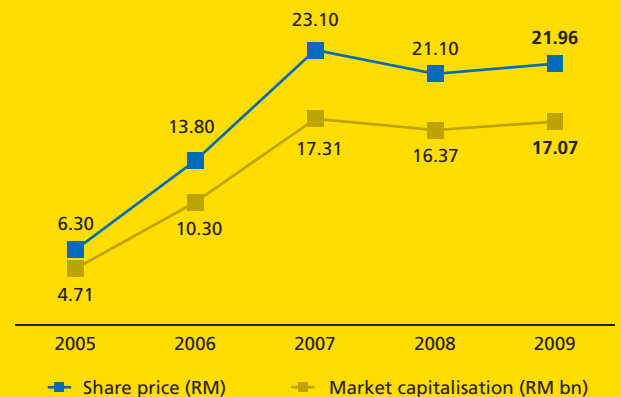
- Since 2005, the Group has returned more than RM5.8bn cash to shareholders as a result of its capital discipline in generating strong operational cash flow to fund its investment activities.
- Long term shareholders have also enjoyed total capital returns in excess of 200% since 2005.
- From financial year 2010, the Group has committed to a higher dividend payout ratio of a minimum 80% to be paid quarterly vis-à-vis its previous commitment of a 50% payout ratio and semi-annual payment.
- Today, the Group is amongst the Top 15 listed companies in Malaysia by market capitalisation.

at a Glance

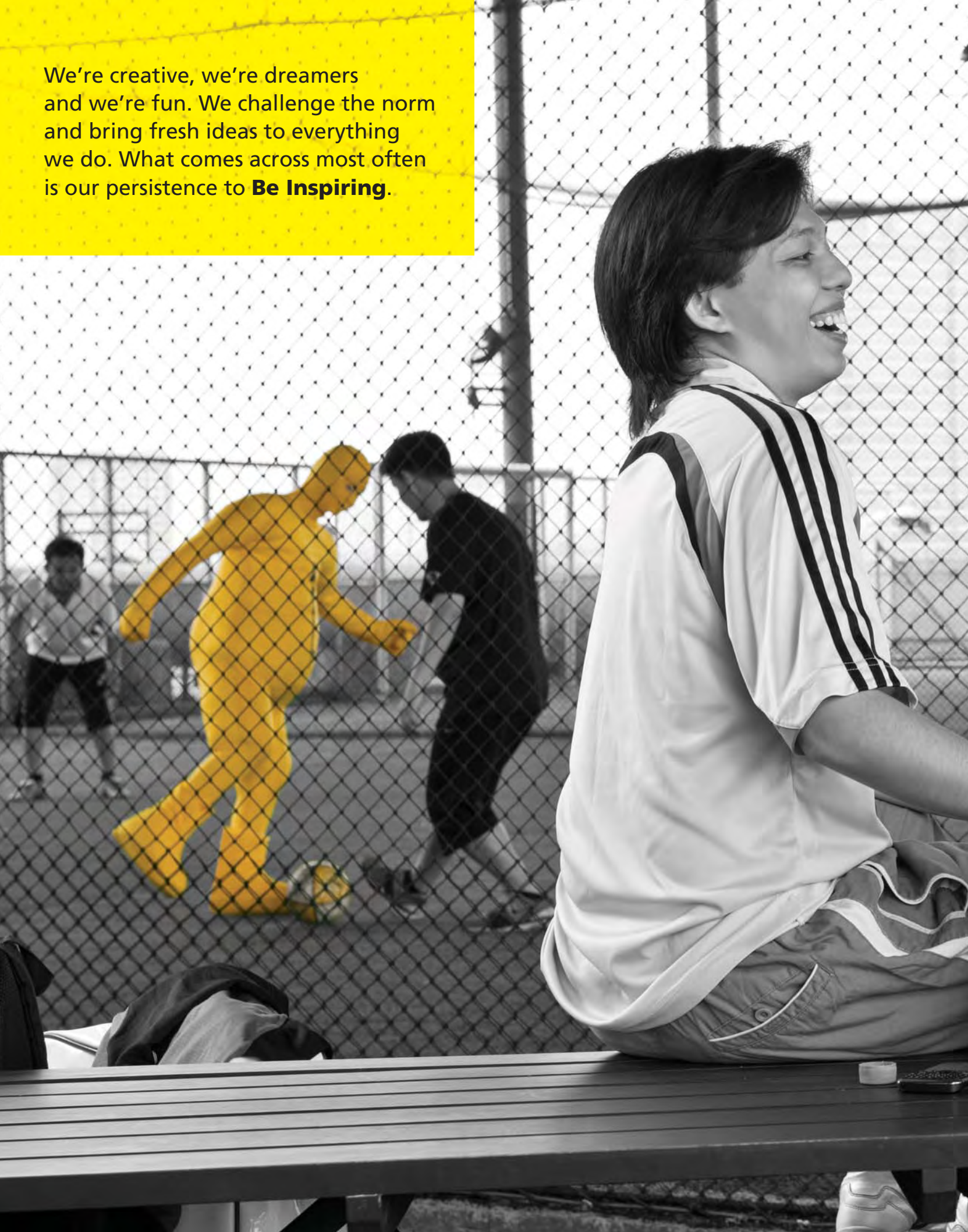
Attractive shareholders' return



Share performance and market capitalisation



We're creative, we're dreamers and we're fun. We challenge the norm and bring fresh ideas to everything we do. What comes across most often is our persistence to **Be Inspiring**.





Dear Shareholders,

I am pleased to report that DiGi performed well in 2009 and met the Board of Directors' expectations. DiGi continued to grow revenue despite operating in a market environment that was highly competitive and impacted by the slowdown of the economy. This in turn has affected the overall use of mobile services, especially in the low income segments. Nevertheless, as the economy improved towards the latter part of the year and customer confidence grew; there was a corresponding pick-up in overall usage. This was also strongly supported by DiGi's attractive offerings as well as customer acquisition and retention focus.

For the full year, Group revenue grew by 2% to RM4.9 billion led by steady demand for mobile services from a subscriber base of 7.7 million. Our subscriber base grew 8% in 2009 compared to the previous year.

Year-on-year earnings before interest, tax, depreciation and amortisation (EBITDA) dipped 4.5% to RM2.1 billion. EBITDA margins also decreased to 43.3% on increased traffic and network operating costs, as well as mobile internet expansion costs and higher allowance for doubtful debts due to the economy although these increases were partially off-set by increased efficiency in sales and marketing expenses.

Rewarding our shareholders

To our shareholders, I am pleased to report that in 2009, the Group paid out a total of RM1.4 billion or RM1.78 net per share in terms of cash dividend to our shareholders; equivalent to a net pay-out ratio of 138% of net profit after accounting for the special dividend of 75 sen net per share.

We reviewed DiGi's growth prospects, balance sheet and cash flow generating ability in the latter part of 2009 and revised our dividend policy. The revised policy, which was announced in October 2009 sought to distribute a minimum 80% of the Group's annual net profit to shareholders from financial year 2010; to be paid quarterly.

Chairman's Message



The revised dividend policy, which was announced in October 2009 sought to distribute a minimum 80% of the Group's annual net profit to shareholders from financial year 2010.

Chairman's Message

The dividend policy will be maintained subject to ongoing assessment depending on the availability of distributable reserves as well as the Group's future cash flow requirements and market conditions.

Our strategic focus

The continued slowdown of the economy since 2008, coupled with intensifying competition in a market that is approaching saturation saw greater emphasis on DiGi's operational efficiency initiatives. There was a concerted drive to improve our operating cash flow, and to look at our business not only for top-line growth but also to significantly enhance the bottom-line.

We balanced our cost optimisation exercise with prioritised investments to expand and improve our network and achieve even higher levels of excellent customer experience. We continued to see a strong growth in the industry for our mobile services, in particular mobile data and increased the capacity of our network in tandem with market demand. Mobile services are no longer seen as a luxury, but a necessity in the day to day lives of customers.

Broadband Done Right and Internet Done Right

In previous reports, I highlighted that the Group has ambition to tap into the growth opportunities related to both mobile broadband and mobile internet via our 3G/HSPA network. I am pleased to report that despite DiGi's later entry into the mobile broadband and mobile internet space, our offerings have been well received by the market since its launch in 2009.

In fact, we see that a substantial portion of industry growth in 2009 was driven by higher uptake of mobile internet services, a trend which I believe will continue in the next few years. DiGi will remain focused on delivering quality and best value services to our customers. Today, our customers demand improved stability and consistent internet performance at even better prices, a proposition now synonymous with DiGi. This has contributed to the steady growth in our subscriber base in 2009.

Throughout 2009, we continued to invest in expanding the footprint of our mobile internet network whilst maintaining good quality in our 2G network. With the national penetration rate for broadband at around 30% at the end of 2009 and the Government's ambition to achieve 50% household broadband penetration by end of 2010 (as stipulated under the National Broadband Plan), I am confident that DiGi will contribute positively towards this national objective. As of today, our mobile internet network has exceeded 30% population coverage and we are working to increase the coverage to 50% by end of 2010.

Our sustainability agenda

By now, most shareholders would be familiar with DiGi's Deep Green strategic initiative which was launched in 2008 that addresses sustainability within the Group's business, and with related stakeholders. Deep Green includes key efficiency initiatives involving DiGi's network, information technology (IT) systems, building and facilities, fleet and initiatives with employees, customers, partners, and the community.

Deep Green is core to DiGi's sustainability agenda, and it is an important part of our strategy to embed sustainable development across every aspect of our organisation.

DiGi has committed to spend up to RM100 million over the course of the next three (3) years on various initiatives within the Deep Green agenda.

When it comes to sustainability and climate change, we are taking the long-term position. Being one of the largest companies in Malaysia, it is vital that DiGi takes a leadership position and actively contributes back to society in the area of carbon emission reduction, especially when the whole world is becoming more and more concerned over this issue.

Our leadership in this area has been well received and acknowledged by the industry. I am proud to announce that DiGi was recently awarded the StarBiz-ICR Malaysia Corporate Responsibility Award in the environment category. This award, which is by nomination only, recognises companies that demonstrate outstanding corporate responsibility practices that go beyond community and philanthropic activities.

People are our most important asset

We have always believed that people are our most important asset and continuously promote development of our talents to their fullest potential.

To increase creativity and productivity, DiGi has created a work environment that enables and encourages open communication between co-workers and managers. Flexible working hours, open-plan offices and a strong focus on health, safety and environment has been part and parcel of DiGi's value proposition to its employees in the last couple of years.

Looking ahead

2010 will be an interesting year for the telecommunication sector in Malaysia; with its fair share of both opportunities and challenges.

Chairman's Message

There are positive signs pointing towards a faster pace of economic recovery in 2010. With improved business and consumer confidence, DiGi is confident that the upward trend in demand for both mobile voice and mobile internet will gain further momentum this year. But competition will intensify as there will be new players challenging for market share. Therefore, tariff and margin pressure will continue, although we expect the overall market to remain fairly rational.

We are and continue to be a willing partner in helping the government narrow the gap in broadband penetration for the government to achieve its National Broadband Plan's objectives of 50% by the end of 2010.

We will continue our strong focus on operational efficiency. I believe that DiGi is on track to deliver margin uplift in the medium to long term.

Financially, DiGi is in a strong position. We have solid operating cash flow and a sound balance sheet. Certainly the Group has flexibility to continue its focus on optimising its balance sheet and long-term shareholder value creation.

I believe the prospects for DiGi in the future are positive and the Group will continue to invest in network expansion and widen the reach of its mobile internet footprint.

The key will be for DiGi to continuously be the first to launch relevant and exciting new services to the market that benefit our customers, and to do so ahead of its competitors.

DiGi's focus on customer experience will continue to imbue customer centric values in all its products and services which will strengthen customer satisfaction and loyalty which will aid growth in subscribers.

Farewell and welcome

My gratitude to both Ragnar Holmen Korsæth and Christian Storm for being with the Board since November 2004. I wish them both best in their new undertakings with the Telenor Group. I also welcome Eirik Boerve Monsen and Hakon Bruaset Kjol to the Board of Directors and look forward to their engagement with the Board.

The Board of Directors and I would like to extend our gratitude to Johan Dannelind for his excellent and dedicated contribution to DiGi and wish him all the best in his future endeavours.

At the same time, we welcome Henrik Clausen, as DiGi's new CEO and look forward to a continued strong working relationship.

Acknowledgements

DiGi has done well despite the uncertainties in the local economy and this is due to the efforts of our loyal employees, stakeholders and partners. I would like to thank them all, along with our customers, shareholders, my fellow directors and the Management for their support during the past year.

Our appreciation also goes out to the Malaysian government and the Malaysian Communications & Multimedia Commission for the guidance and support given to the industry.

To our shareholders, thank you for your unwavering support. Let us assure you that we will continue to strive for higher standards of governance with accountable and transparent processes in place. We look forward to your ongoing support in 2010.

Sigve Brekke

Chairman

DiGi's focus on customer experience will continue to imbue customer centric values in all its products and services.

Dear Shareholders,

Last year was an eventful year for DiGi and the Malaysian communications industry. The environment continued to be competitive, and the slowdown of the economy somewhat affected the usage level of our services; particularly in the low income segment.

2009 was also a year where mobile internet took off in a significant way. In fact, mobile internet accounted for around 25% of industry revenue growth. Whilst we are seen as a late entrant in this market segment, I am pleased to report that we are doing very well where we have coverage in the five key market centres - Klang Valley, Penang, Kota Kinabalu, Ipoh and Kuching and we are working to widen our mobile internet footprint to cover even more areas by end 2010.

CEO's Review

I am particularly proud that DiGi was recognised by Wall Street Journal Asia as the most admired company in Malaysia for innovation, for the third consecutive year in 2009.





CEO's Review

I am pleased with DiGi's financial performance in 2009. Despite a tough operating environment, Group revenue increased by 2% to RM4.9bn and our subscriber base grew by 8% compared to the previous year. The slight decline in EBITDA margin to 43.3% for the year was a result of increased traffic and network operating costs as well as mobile internet expansion costs and higher allowance for doubtful debts due to the economy. Our operational cash flow of RM1.4bn achieved in 2009 was above the RM1.2bn we guided for the year.

For the financial year 2009, we rewarded our shareholders with a cash dividend pay-out totalling to RM1.4 billion or RM1.78 net per share. Given our strong financial position and cash flow generating ability, we revised our dividend policy in October 2009 to a higher dividend pay-out ratio of a minimum of 80% to be paid quarterly vis-à-vis its previous commitment of a 50% payout ratio and semi-annual payment.

Our success can be attributed to key fundamentals that have been put in place, namely the strength of our brand, the entrepreneurial spirit of our people, a rigorous cost efficiency programme, and lastly, DiGi's strong focus on offering

products and services that are relevant to our customers. I am particularly proud that DiGi was recognised by Wall Street Journal Asia as the most admired company in Malaysia for innovation, for the third consecutive year in 2009.

Some key highlights for 2009:

Our mobile business

Our mobile subscriber base grew by 8% to 7.7 million subscribers in 2009. The innovative campaigns launched in the year gave us the edge in a market where competition was intense and mobile penetration levels have reached 106% according to the Malaysian Communications and Multimedia Commission (SKMM).

In the prepaid segment, our Prepaid Easy propositions quickly gained traction with customers as it came with a flat voice rate of 12 sen per minute nationwide to all networks and SMS rate of 1 sen (DiGi to DiGi only) when daily usage reaches RM1.

Our DiGi Campus offerings tailored for tertiary students was revamped and this resulted in accelerated subscriber growth in this segment. This was followed by the launch of DiGi Music's unlimited web and mobile music service, the first ever in

From strategy to execution,
DiGi's Broadband Done Right and
Internet Done Right value propositions
deliver the best mobile internet
experience to our customers.

Malaysia, a strategic move to expand its presence in the youth segment. For just RM5 a month, DiGi customers can enjoy unlimited music downloads from two of the world's largest music labels, Universal Music and Sony Music.

Our efforts to grow postpaid market share continued to pay off in 2009 where postpaid revenue grew by some 24% year-on-year and we added 136,000 new postpaid customers. DiGi is the first in Malaysia to offer unlimited free calls between prepaid and postpaid under the DiGi Family Plan. The plan also includes unlimited free voice calls, SMS and MMS for everyone in the Family account.

DiGi's leading position in the SME market received a boost with our "Think Practical" campaign featuring our Blackberry Biz 25 and Biz100 plans respectively. We made further inroads in the enterprise market by appointing specialist dealers to cater to our growing customer needs.

Broadband and Internet Done Right

Although a late entrant in this segment, DiGi has done well – from strategy to execution, which gives the best mobile internet experience to our customers through DiGi's Broadband Done Right and Internet Done Right offers.

Our 'go-to-market' strategy based on a "Likely Average Speed (LAS)" concept was well received by the market. Briefly, the LAS concept is our promise to customers to enjoy stable mobile internet connection at likely average speed of 700kbps. Given the pent up demand for quality mobile internet services in the market, we have made good progress within a short span of time with more than 500,000 cumulative mobile internet users registered in early 2010, of which 10% are mobile broadband users.

Improving our network

Throughout 2009, we continued to invest in our network. Total capex for the year was RM718 million. Of this, RM300 million-RM400 million was invested in expanding our mobile internet footprint and the balance was focused on capacity and quality enhancements of our 2G network, as well as service development. To capitalise on growth and opportunities in the market, in particular on mobile internet, we expect to invest around the same level in 2010.

During the year we started to offer our network for Mobile Virtual Network Operators (MVNO) that serves specific segments. We inked a deal in May 2009 with Baraka Telecom Sdn Bhd to provide our nationwide GSM network for their mobile services. We also signed an exclusive arrangement to provide domestic roaming to U Mobile Sdn Bhd. This is our way of responding to the Government's objectives of fostering healthy competition in the market place.

Operational efficiency is core

Throughout the year, we continued our operational efficiency program as one of our key initiatives to remain competitive.

We relooked at all our business processes and activities and found big and small ways to make them more efficient. We also leveraged on Telenor Group Procurement in various key spend areas and continued to explore new technologies including Green ones. Last but not least, we took a leading role to ensure greater infrastructure sharing among the mobile operators.

Our internal target when we embarked on this exercise at the start of the year was a savings of at least RM100 million. We are pleased to report that we exceeded this target and generated total savings of more than RM179 million at the end of the period.

Customers at the centre of everything we do

DiGi has a new vision that was put in place during 2009 and it evolves solely around excellent customer experience, which we think will be one of the few differentiators in the longer term given the rapid commoditisation of mobile services. Our vision is "to be seen as Stars in excellent customer experience".

CEO's Review

Customers are now at the centre of everything we do at DiGi. We are committed to deliver mobile and internet services that are relevant, simple and of best value to them. Aside from establishing more DiGi Retail Centres to provide customers with richer experience in mobile solutions and service, we are constantly looking for ways to enhance our online and social media channels to deliver increased convenience and relevance to our customers.

DiGi is benchmarked against top service industry organisations measured by the Forrester Index to ensure our continuous improvement in customer experience. In 2009, we were awarded the Gold Award for Best In-house Customer call centre by the Contact Centre Association of Malaysia (CCAM).

Climate change and community development

Our Deep Green strategic initiative has ambitious targets. It aims to reduce our carbon footprint by 50% by the end of 2012. The universal challenge of climate change is one such area we are passionate about and the focus for our corporate responsibility efforts, where we want to be a leading voice for corporate Malaysia. DiGi, as the first Malaysian corporate signatory of the "Caring for Climate: The Business Leadership Platform" under the United Nations Global Compact, is making the commitment to do what it can to take a leadership position in sustainable and ethical business practices.

We have also made giant strides in extending the Deep Green philosophy to various communities in the country. Together with project partners Ericsson, Intel, TNB Research, and the Energy Commission of Malaysia, we organised the Deep Green Challenge for Change ("C4C") competition for university students to showcase applications of renewable energy solutions for underserved communities in Malaysia.

C4C reaches out to the youth of Malaysia from participating local universities to discover viable energy solutions, with the winners getting the opportunity for their solutions to be incubated, developed and commercialized by key partners, and DiGi.

Health, Safety, Security and Environment (HSSE)

We have taken the initiative to ensure our business partners are aligned to how we conduct responsible business in an ethical and sustainable manner. Further, we established DiGi's Supply Chain HSSE Assurance program with a pilot group of vendors to evaluate their risks and collaborate to improve their working conditions.

Our people

Besides our customers, our other core asset is our people or DiGizens as we call them. We recognise that for DiGizens to deliver better results, they need to be happy and motivated. At DiGi, we strive to provide

DiGizens with a positive work environment; clear responsibilities, the right authority and accountability within the scope of their roles and more importantly everyone is encouraged to have a longer term career path they can aspire to.

We launched Work@, a program that provides greater flexibility and promotes work-life balance for our employees. Our employees are empowered to discuss with their respective team members to reach a consensus of how and when they can work from home.

Going forward, the focus on human capital development will remain on top of the DiGi's agenda.

The year ahead

2010 will be an exciting year with good opportunities for growth, especially in the mobile internet market, which covers both mobile broadband and mobile internet access on handsets. I mentioned earlier that a substantial portion of the industry growth in 2009 was driven by higher uptake of mobile internet services, which leads to higher data revenue; a trend which I believe will continue. Smarter and more affordable devices are important drivers for this development. A prime example of this is the iPhone, largely seen as a key driver for strong data uptake in markets where it is available.

I am excited to see the additions of the latest iPhone 3G models coupled with a range of 3G tariff plans tailored for iPhone customers to our portfolio of services. I believe the iPhone will be important in enabling DiGi to reach our revenue growth ambitions for the next 2-3 years. It will be a catalyst to enhance DiGi's brand and market position in terms of revenue market share in targeted segments.

Industry-wise, we anticipate that revenue growth will be around 5% this year but DiGi aims to grow our revenue above this level. EBITDA margin will continue to be under some pressure but we target to improve the margin with further cost optimisation measures. We are confident to achieve an absolute operating cash flow higher than that of 2009. Operationally efficiency will continue to be an important focus area to ensure we remain competitive.

Last but not least, we will continue to create sustainable shareholders' value through efficient capital management practices and keep the momentum of delivering superior returns to shareholders.

Thank you and goodbye


After six very rewarding years, I am leaving DiGi and Malaysia. I am proud that I leave behind a company with a solid platform for future growth, all truly centred on the customer. DiGi today is powered by some of the most talented, driven employees in Malaysia, and an experienced and capable management team.

I want to express my warm welcome and support to DiGi's new CEO, Henrik Clausen, and I wish him and all DiGizens the best in taking DiGi to the next level.

To my fellow DiGizens, thank you all for your commitment and support. You are simply the best.

Johan Dannelind
CEO

DiGi, as the first Malaysian corporate signatory of the "Caring for Climate: The Business Leadership Platform" under the United Nations Global Compact, is making the commitment to do what it can to take a leadership position in sustainable and ethical business practices.



We're honest.
Straightforward.
We do what we say.
We listen, learn
and respond.
You can always
depend on us
because we take
pride in all
that we do.
And above all,
we **Keep Promises.**



Board of Directors

Sigve Brekke
Chairman

Tan Sri Leo Moggie

Dato' Ab. Halim Bin Mohyiddin

Eirik Boerve Monsen
(Appointed on 7 May 2009)

Hakon Bruaset Kjol
(Appointed on 16 March 2010)

Christian Storm
(Resigned on 16 March 2010)

Ragnar Holmen Korsæth
(Resigned on 16 September 2009)

Audit Committee

Dato' Ab. Halim Bin Mohyiddin
Chairman/Independent Non-Executive Director

Tan Sri Leo Moggie
Senior Independent Non-Executive Director

Eirik Boerve Monsen
(Appointed on 7 May 2009)
Non-Independent Non-Executive Director

Christian Storm
(Resigned on 7 May 2009)
Non-Independent Non-Executive Director

Corporate Information

Nomination Committee

Hakon Bruaset Kjol
(Appointed on 16 March 2010)
Chairman/Non-Independent
Non-Executive Director

Tan Sri Leo Moggie
Senior Independent Non-Executive Director

Dato' Ab. Halim Bin Mohyiddin
Independent Non-Executive Director

Christian Storm
(Resigned on 16 March 2010)
Chairman/Non-Independent
Non-Executive Director

Remuneration Committee

Sigve Brekke
Chairman/Non-Independent
Non-Executive Director

Eirik Boerve Monsen
(Appointed on 16 September 2009)
Non-Independent Non-Executive Director

Hakon Bruaset Kjol
(Appointed on 16 March 2010)
Non-Independent Non-Executive Director

Ragnar Holmen Korsæth
(Resigned on 16 September 2009)
Non-Independent Non-Executive Director

Christian Storm
(Resigned on 16 March 2010)
Non-Independent Non-Executive Director

Secretaries

Hee Chew Yun (LS 6249)
Tai Yit Chan (MAICSA No.7009143)
Liew Irene (MAICSA No.7022609)

Domicile and Country of Incorporation

Malaysia

Registered Office

Lot 6.05, Level 6, KPMG Tower
8, First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-7720 1188 Fax: 03-7720 1111
E-mail: Boardroom-KL@boardroomlimited.com
Web: www.boardroomlimited.com

Share Registrars

Tricor Investor Services Sdn Bhd
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
Tel: 03-2264 3883 Fax: 03-2282 1886
E-mail: is.enquiry@my.tricorglobal.com
Web: www.tricorglobal.com

Auditors

Messrs Ernst & Young
Chartered Accountants
Level 23A, Menara Milenium
Jalan Damanlela, Pusat Bandar Damansara
50490 Kuala Lumpur
Tel: 03-7495 8000 Fax: 03-2095 5332

Stock Exchange Listing

Main Market of Bursa Malaysia
Securities Berhad
Listed on: 18 December 1997
Stock Name: DiGi
Stock Code: 6947

Principal Bankers

AmBank (M) Berhad
CIMB Bank Berhad
CitiBank Berhad
Malayan Banking Berhad
OCBC Bank (Malaysia) Berhad
Standard Chartered Bank Malaysia Berhad



Sigve Brekke

Chairman
Non-Independent Non-Executive Director
and Chairman of the Remuneration Committee



Tan Sri Leo Moggie

Senior Independent Non-Executive Director,
member of the Audit Committee and
Nomination Committee

Board of



**Dato' Ab. Halim
Bin Mohyiddin**

Independent Non-Executive Director,
Chairman of the Audit Committee and
member of the Nomination Committee



Eirik Boerve Monsen

Non-Independent Non-Executive
Director, member of the Audit
Committee and the Remuneration
Committee



Hakon Bruaset Kjol

Non-Independent Non-Executive Director,
Chairman of the Nomination Committee and
member of the Remuneration Committee

Directors

Directors' Profiles

Sigve Brekke

Chairman
Non-Independent Non-Executive Director
and Chairman of the Remuneration Committee
50 years of age, Norwegian

He was appointed to the Board as Chairman on 21 August 2008. He holds a Master's degree in Public Administration from John F. Kennedy School of Government, Harvard University, USA and a Degree in Business and Administration from Telemark College, Norway.

He is the Executive Vice President in Telenor Group as well as Head of Telenor Region Asia, assuming these positions from 1 September 2008. He was a Director of Total Access Communication PLC (DTAC), Thailand, from 2000 to 2008 and was appointed Chief Executive Officer (CEO) from 2005 until 2008. He was also both a Director and CEO of United Communication Industry PLC, Thailand, from 2005 to 2008. He joined Telenor in 1999 and was the Managing Director of Telenor Asia Pte Ltd. In his career, he has served as the Deputy Minister (State Secretary) of Defence in Norway in 1993, and has also held positions at the Norwegian Defence Research Establishment. He also held an associate position at John F. Kennedy School of Government, Harvard University in the USA.

He is a member of the Board of Directors of Telenor India subsidiaries and Grameenphone Ltd (Bangladesh), and Deputy Chairman of the Board of DTAC. He also sits on the Board of DiGi Telecommunications Sdn Bhd.

Tan Sri Leo Moggie

Senior Independent Non-Executive Director,
member of the Audit Committee and
Nomination Committee
68 years of age, Malaysian

He was appointed to the Board on 10 May 2005. He was elected as a Member of Parliament and Member of the Sarawak Legislative Assembly in 1974 and served as a Minister in the State Government of Sarawak from 1976 to 1978 and as a Federal Cabinet Minister for about 26 years from 1978 till 2004. He is the Chairman of Tenaga Nasional Berhad and a number of its subsidiary companies from 12 April 2004. He is also an independent non-executive member on the Board of New Straits Times Press (Malaysia) Bhd from 27 February 2008.

He was conferred the Honorary Doctorate of Laws by Otago University, New Zealand in 2000, and the Honorary Doctorate of Science by Multimedia University Malaysia in 2003. He was appointed the Pro-Chancellor of Universiti Tenaga Nasional (UNITEN) on 8 February 2005.

Directors' Profiles

Dato' Ab. Halim Bin Mohyiddin

Independent Non-Executive Director,
Chairman of the Audit Committee and member
of the Nomination Committee

64 years of age, Malaysian

He was appointed to the Board on 23 November 2001. He holds a Bachelor of Economics in Accounting from Universiti of Malaya and a Master in Business Administration from University of Alberta, Canada.

He was a lecturer at University Kebangsaan Malaysia from 1973 to 1978. He joined Messrs Peat Marwick Mitchell (now known as KPMG) in 1977 and was admitted as a Partner in 1985. Prior to his retirement on 1 October 2001, he was the Partner in charge of the Assurance and Financial Advisory Services Divisions.

He is the past President of the Malaysian Institute of Certified Public Accountants (MICPA) and Chairman of the Education and Training Committee. He is also a council member of the Malaysian Institute of Accountants (MIA). He served as a member of the Education Committee of the International Federation of Accountants (IFAC) from 2001 to 2005.

He also sits on the Boards of HeiTech Padu Berhad, Utusan Melayu (Malaysia) Berhad, Kumpulan Perangsang Selangor Berhad, Idris Hydraulic (Malaysia) Bhd, Amway (Malaysia) Holdings Berhad, Idaman Unggul Berhad, KNM Group Berhad, Bank Pembangunan Malaysia Berhad Group, BI Credit & Leasing Berhad, ECM Libra Financial Group Berhad, AMDB Berhad and RCE Capital Berhad.

Eirik Boerve Monsen

Non-Independent Non-Executive Director,
member of the Audit Committee and
the Remuneration Committee

35 years of age, Norwegian

He was appointed as a Director of the Company on 7 May 2009. He holds a Master's degree in Business Administration and is a State Authorized Public Accountant, both degrees from the Norwegian School of Economics and Business Administration. In addition, he is a Certified EFFAS Financial Analyst. He joined Telenor ASA Group Treasury in February 2005 where he remained until July 2007 before taking on the position of General Manager, Head of Capital Market and Head of Collection Network & Fund Management in Grameenphone (Bangladesh) until November 2008. Prior to that, he was attached to the Financial Services division at KPMG Oslo from 1998 to 2005.

On 1 December 2008, he was appointed as Director, Performance Management in Telenor Asia (ROH) Ltd in Bangkok, Thailand and has since continued to serve in that capacity. He is also a Director in DiGi Telecommunications Sdn Bhd, Telenor Pakistan Pvt. Ltd, Telenor Pakistan Key Partner and Telenor Asia (ROH) Ltd.

Hakon Bruaset Kjol

Non-Independent Non-Executive Director,
Chairman of the Nomination Committee and
member of the Remuneration Committee

38 years of age, Norwegian

He was appointed as a Director of the Company and as the Alternate Director to Mr Sigve Brekke on 16 March 2010. He is a former student of the Norwegian School of Management, and joined Telenor Group in 1995, beginning his career in the domestic mobile operation in Norway. Since 1999, he has been working with Telenor's international mobile business the last 9 years from Telenor's base in Asia. During the first years in Telenor Mobile International he was involved in merger and acquisition activities and operational development of mobile network operators in Europe and Asia.

Since 2002, he has worked extensively with government and public relations focusing on how Telenor can extend the benefits of mobile communications to a wider audience. Currently, he is the Senior Vice President, Business Environment Management, Telenor Group, Region Asia and has played a key role in the development of Telenor Group strategy for managing the business environment and social responsible investments.

He has been a key member of several management committees and is at present the Director of Telenor Research and Development Sdn Bhd (Malaysia) and a Director of Telenor Pakistan Ltd, (Pakistan). He also sits on the Board of DiGi Telecommunications Sdn Bhd.

None of the Directors have any:

1. Family relationship with any Director and/or major shareholders of the Company;
2. Conflict of interest with the Company; and
3. Conviction for offences within the past 10 years.

The details of attendance of each Director at Board meetings are set out on page 42 of the Annual Report.

Management Team



From top left, clockwise:

Johan Dannelind

Zaiton Hj Idrus
Corporate Affairs

Stefan Carlsson
Finance

Khor Choo Lin

Corporate Administration

Chan Nam Kiong

Customer and Channels

Noelle Tan Leng Hoay

Strategy and New Business

Ole Martin Gunhildsbu

Technology

Suriahni Abdul Hamid

Human Resource Development

Albern Murty

Marketing



Johan Dannelind

Chief Executive Officer
40 years of age, Swedish

Effective 1 April 2008, Johan took office as Chief Executive Officer. He was previously DiGi's CMO from 2006-2007, after serving as DiGi's Chief Financial Officer since 2004. Prior to that, he was CFO and Deputy CEO of Telenor AB and Director of International Business for the Nextra Group. He has been in the telecommunications business since 1995, starting his career at Telia AB. Johan graduated from University of Orebro, Sweden with a Master of Science in Business Administration.

The CEO does not have any:

1. Interest in the securities of DiGi.Com Berhad;
2. Directorship of public companies;
3. Family relationship with any Director and/or major shareholders of the Company;
4. Conflict of interest with the Company; and
5. Conviction for offences within the past 10 years.

Zaiton Hj Idrus

Corporate Affairs

Zaiton joined DiGi in January 2009 bringing with her over 30 years of experience in communications and stakeholder management. Prior to this, Zaiton was the Country Head of Corporate Affairs for Standard Chartered Bank Malaysia Berhad. She also served as its Regional Head of Corporate Affairs for Africa from 2004-2007 based at the Bank's head office in London. She was also with the Group Public Affairs Division of PETRONAS for over 15 years. Zaiton holds a Bachelor's degree in Mass Communications from Universiti Teknologi Mara and has attended Senior Management Development Programs with INSEAD, Fontainebleau and Templeton College, Oxford University, UK.

Albern Murty

Marketing

Since joining DiGi in 2002, Albern has had roles in Project Planning & Controls, Product Management & Development and later as Acting Co-CMO in 2007. He took on the responsibilities of Strategy & New Business on 2 May 2008. Before DiGi, his previous experience includes business and commercial management in Lucent Technologies. Albern holds a Bachelor of Science in Marketing and Bachelor of Science in Advertising Management from Portland State University, Oregon, USA.

Management Profiles

Stefan Carlsson

Finance

Stefan joined the team in November 2006, coming from a position as CFO of the then greenfield startup Telenor Pakistan. Previously, he was the CFO of Telenor Mobile Sweden for 3 years, and prior to that, CFO of Mobyson in Sweden and Norway, one of the first MVNOs in Scandinavia. Stefan was also an auditor and consultant at PricewaterhouseCoopers in Sweden. He holds a Master in Finance & Business Administration from University of Uppsala, Sweden.

Khor Choo Lin

Corporate Administration

Prior to joining DiGi in 1997, Choo Lin spent 17 years at Intel in various local and regional positions. She was the Compensation and Benefits Manager for Intel Malaysia, Regional Compensation and Benefits Manager for Intel Asia-Pacific and Human Resource Manager for Intel Singapore and Intel Australia. Choo Lin holds a Bachelor's degree in Mathematics from Queen's University, Canada.

Chan Nam Kiong

Customer and Channels

Chan Nam Kiong was appointed the Head of Customer and Channels in 2009. Nam Kiong is responsible for driving business results and customer experience at the points of sales or service, across DiGi's customer channels. He has more than 20 years of experience in the telecommunications industry, where he held various sales, distribution, and marketing positions. His telecommunications experience is also coupled with his in-depth knowledge of DiGi, having been with the company since 1995. Nam Kiong holds a Bachelor of Science Degree in Electronic Engineering from Sussex University, UK.

Suriahni Abdul Hamid

Human Resource Development

Suriahni (Su) joined DiGi in 2005 as Head of Rewards and Resourcing and was appointed Acting Head of HR Development and member of the DiGi Management Team in January 2010. Her previous work experiences include being an internal consultant within the CEO's Office of Maxis in 1995 and as a HR Relationship management role in Standard Chartered Bank in 1999. Later on, Su accepted the offer to become Head of HR in Deutsche Bank in 2003. Su has a Degree in Engineering (Chemical) from the Technical University of Nova Scotia, Canada. She is a Certified Executive Coach from University of Malaya and a certified practitioner in Neuro Linguistic Programming (NLP).

Ole Martin Gunhildsbu

Technology

Ole joined DiGi's Service Operations in January 2008 and was appointed Chief Technology Officer in October 2008. He was attached to Telenor for almost 15 years in various Technology Management positions within fixed and mobile business. For five years he was CTO in Tele2 Norway. He has extensive 3G experience in design, planning and rollout of 3G/HSPA networks in Norway and Denmark. Ole holds a Master of Science in Electronics from Technical University of Delft in the Netherlands and a Master of Business Administration from BI Norwegian School of Management.

Noelle Tan Leng Hoay

Strategy and New Business

Noelle joined DiGi in April 2005. She has been in the telecommunications business since 1997. She worked with Sprint (USA), and later with Maxis, Singapore Telecoms (Singapore) and Total Access Communications (Thailand). In DiGi, she has held various positions in the areas of marketing strategy, business planning, product management and new business. In July 2009, Noelle was appointed to the DiGi Management Team as Head of Strategy and New Business. She holds a Bachelor's degree in Finance from the University of Iowa, USA.