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DiGi.COM BERHAD

(Company No. 425190-X)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

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

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Notice of the Extraordinary General Meeting ("EGM") of DiGi.Com Berhad to be held at Ballroom C, Level 6, Hilton Kuala Lumpur, No. 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, on Wednesday, 12 March 2008 at 2.30 p.m., is enclosed together with the Form of Proxy attached to this Circular.

Please complete and return your Form of Proxy in accordance with the instructions thereon to the Registered Office of the Company at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, so as to arrive at least forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Monday, 10 March 2008 at 2.30 p.m.
Date and time of the Extraordinary General Meeting : Wednesday, 12 March 2008 at 2.30 p.m.

This Circular is dated 19 February 2008

DEFINITIONS

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

“Articles”	: Articles of Association
“Board”	: Board of Directors
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“DiGi” or “Company”	: DiGi.Com Berhad
“DiGi Group”	: DiGi and its subsidiaries
“EGM”	: Extraordinary General Meeting
“Proposed Amendments”	: Proposed Amendments to the Articles of Association of the Company

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DiGi.COM BERHAD
(Company No. 425190-X)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

Level 7, Setia 1
15 Lorong Dungun
Damansara Heights
50490 Kuala Lumpur

19 February 2008

Board of Directors:

Arve Johansen (*Chairman and Non-Independent Non-Executive Director*)
YBhg Tan Sri Leo Moggie (*Senior Independent Non-Executive Director*)
YBhg Dato' Ab. Halim Bin Mohyiddin (*Independent Non-Executive Director*)
Christian Storm (*Non-Independent Non-Executive Director and also Alternate Director to Arve Johansen*)
Ragnar Holmen Korsæth (*Non-Independent Non-Executive Director*)

To: The shareholders of DiGi

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. INTRODUCTION

On 14 February 2008, the Board of DiGi announced of its intention to seek shareholders' approval for the Proposed Amendments as set out in Appendix I of this Circular.

The purpose of this Circular is to provide you with the relevant information of the Proposed Amendments and to seek your approval for the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming EGM.

2. DETAILS AND RATIONALE OF THE PROPOSED AMENDMENTS

The details of the Proposed Amendments are set out in Appendix 1 of this Circular.

The Proposed Amendments are to render our Articles to be in line with the amendments to the Listing Requirements of Bursa Securities and other relevant statutory and regulatory requirements, to update our Articles to ensure clarity and consistency throughout our Articles and to further enhance administrative efficiency.

3. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the issued and paid-up share capital, earnings and net assets of DiGi Group.

4. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

None of our Directors and major shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposed Amendments.

5. DIRECTORS' RECOMMENDATION

Our Board, having considered all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments is in the best interest of DiGi. Accordingly, our Board recommends that you vote in favour of the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming EGM.

6. EGM

The EGM of our Company, the notice of which is set out in this Circular, will be held at Ballroom C, Level 6, Hilton Kuala Lumpur, No. 3 Jalan Stesen Sentral, 50470 Kuala Lumpur on Wednesday, 12 March 2008 at 2.30 p.m. for the purpose of considering and if thought fit, passing the special resolution to give effect to the Proposed Amendments.

If you are unable to attend and vote in person at the EGM, you should complete and return the Form of Proxy enclosed in this Circular in accordance with the instructions therein so as to arrive at our Registered Office at Level 7, Setia 1, 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur at least 48 hours before the time fixed for the EGM or any adjournment thereof.

The completion and return of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

7. FURTHER INFORMATION

Please refer to Appendix II for further information.

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

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

Proposed Amendments to the Articles of Association of the Company

Appendix I

The Articles of Association of the Company are proposed to be amended in the following manner:-

Article No.	Existing Articles		Amended Articles	
2	<p>Words</p> <p>The Stock Exchange</p> <p>Market Day</p> <p>Central Depository</p> <p>Deposited Security</p>	<p>Meanings</p> <p>Kuala Lumpur Stock Exchange and such other stock exchange if any upon which the shares of the Company may be listed and quoted.</p> <p>Any day between Mondays and Fridays which is not a market holiday of the Stock Exchange or Public holiday.</p> <p>Malaysian Central Depository Sdn Bhd.</p> <p>A security standing to the credit of a securities account and include securities in a securities account that is in suspense.</p>	<p>Words</p> <p>The Stock Exchange</p> <p>Market Day</p> <p>Depository</p> <p>Deposited Security</p>	<p>Meanings</p> <p><i>Bursa Malaysia Securities Berhad or such other names by which it may be known from time to time.</i></p> <p><i>A day on which the stock market of the Stock Exchange is open for trading in securities.</i></p> <p><i>Bursa Malaysia Depository Sdn Bhd or such other names by which it may be known from time to time.</i></p> <p>All references to the words "Central Depository" throughout the Articles of Association be amended to "Depository"</p> <p><i>Shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act 1991.</i></p>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
<p>2 (cont'd)</p>	<p>Members Any person for the time being holding shares in the Company and whose names appear in the Register of Members (except the Malaysian Central Depository Nominees Sdn Bhd), including depositors whose names appear on the Record of Depositors.</p> <p>Approved Market Place A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) Exemption (No. 2) Order, 1998.</p> <p>Listing Requirements The Listing Requirement of Kuala Lumpur Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.</p>	<p>Members Any person for the time being holding shares in the Company and whose names appear in the Register of Members (except <i>Bursa Malaysia</i> Depository Nominees Sdn Bhd), including Depositors whose names appear on the Record of Depositors.</p> <p><i>Deleted</i></p> <p>Listing Requirements The Listing Requirements of the <i>Stock Exchange</i> including any amendments to the Listing Requirements that may be made from time to time.</p>
<p>5</p>	<p>Article 4 shall be subject to the following restrictions, that is to say:-</p> <p>(a) No Director shall participate in an issue of shares to employees of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director and unless he holds office in the Company in an executive capacity.</p> <p>(b) No issue of preferred shares shall be made which would result in the total nominal value of issued preferred shares exceeding the total nominal value of the issued ordinary shares at any time.</p>	<p>Article 4 shall be subject to the following restrictions, that is to say:-</p> <p>(a) No Director shall participate in an issue of shares to employees of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director.</p> <p><i>Deleted</i></p>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
5 (cont'd)	(c) In the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same.	(b) In the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same.
6	The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit PROVIDED THAT the total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time.	The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit.
7A	Preference shareholders shall also be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.	<i>Deleted</i>
12	Subject to the provisions of the Act, the Central Depositories Act and the Rules, each registered member shall be entitled without payment to receive within ten (10) market days after allotment up to a maximum of ten (10) share certificates in reasonable denominations in respect of his holding, or within fifteen (15) market days after lodgement of transfer one certificate for his share upon payment of RM3.00 or such other sum as may be permitted by the Stock Exchange provided that in the case of joint holders the Company shall not be bound to issue more than one certificate for the same shares and delivery of such certificate to any one of the joint holders shall be sufficient delivery to all. If any registered member shall require more than ten (10) certificates in respect of the shares allotted to and subscribed by him he shall pay such sum not exceeding RM3.00 per certificate for every additional certificate or such other sum as may from time to time be permitted by the Stock Exchange. Where a registered member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new	<i>Subject to provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue shares, despatch notices of allotment to the successful allottees and make an application for the quotation of such shares within such period as may be prescribed or allowed by the Stock Exchange. The registrar of the Company shall only issue jumbo certificates in respect of shares in favour of Bursa Malaysia Depository Nominees Sdn Bhd as he may be directed by the Securities Commission pending the crediting of shares into the Securities Account of the person entitled to such shares or as may be prescribed by the Central Depositories Act and the Rules provided always that every certificate issued shall be under the share seal of the Company.</i>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
12 (cont'd)	certificate in replacement thereof for the balance of such shares will be issued without charge. Every certificate issued shall be under the Share Seal of the Company.	
32	The registration of transfer may be suspended at such time and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. At least twelve (12) market days' notice of such closure shall be given by advertisement in the daily press and to the Exchange stating the period and the purpose or purposes of such closure. The Company shall give notice to the Central Depository in accordance with the Rules to enable the Central Depository to prepare the appropriate Record of Depositors.	The registration of transfer may be suspended at such time and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. At least <i>ten (10)</i> market days' notice of such closure shall be given to the <i>Stock</i> Exchange stating the period and the purpose or purposes of such closure. The Company shall give notice to the Depository in accordance with the Rules to enable the Depository to prepare the appropriate Record of Depositors.
35A	<p>(1) Where:-</p> <p>(a) securities of the Company are listed on an Approved Market Place; and</p> <p>(b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the Central Depository in respect of such securities;</p> <p>the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such securities.</p> <p>(2) For the avoidance of doubt and notwithstanding the fulfilment of the requirements of subparagraphs (1)(a) and</p>	<p>Where:-</p> <p>(a) the securities of the Company are listed on <i>another stock exchange</i>; and</p> <p>(b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the Depository in respect of such securities;</p> <p>the Company shall, upon the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the <i>other stock exchange</i>, to the register of holders maintained by the registrar of the Company in Malaysia <i>and vice versa</i> provided that there shall be no change in the ownership of such securities.</p> <p><i>Deleted</i></p>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
35A (cont'd)	(b) above, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.	
36(a)	The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors, or trustees of a deceased shareholders.	The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors, trustees <i>or administrator of the estate</i> of a deceased shareholders.
54(1)	An annual general meeting or a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Any other meeting of the Company shall be called by 14 days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed by all the members entitled to attend and vote at such meeting.	<p>An annual general meeting or a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Any other meeting of the Company shall be called by 14 days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed:-</p> <p>(a) <i>in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or</i></p> <p>(b) <i>in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum in nominal value of the shares giving a right to attend and vote.</i></p>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
54(1)(b)	The Company shall inform the Central Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Central Depository in accordance with the Rules, to prepare the Record of Depositors, as at a date not less than 3 market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.	The Company shall inform the Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Depository in accordance with the Rules, to prepare the Record of Depositors, as at <i>the latest date which is reasonably practicable which shall in any event be</i> not less than 3 market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.
54(2)	The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement of the general nature of the business and the effect of any proposed resolution in respect of such special business. At least 14 days’ notice or 21 days’ notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed.	The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement of the general nature of the business and the effect of any proposed resolution in respect of such special business. At least 14 days’ notice or 21 days’ notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in <i>at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper</i> and in writing to each stock exchange upon which the Company is listed.
58	The Chairman (if any) of the Board of Directors shall preside at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose any member present to be Chairman of the meeting.	The Chairman (if any) of the Board of Directors shall preside at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, <i>the Directors present shall choose one of their number to be Chairman of the meeting, or if no Director be present or if all the Directors present decline to take the Chair, then</i> the members present shall choose <i>one of their number</i> to be Chairman of the meeting.

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
60	<p>At all general meetings, resolutions put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by any person for the time being entitled to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.</p>	<p>At all general meetings, resolutions put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing:-</p> <ul style="list-style-type: none"> (a) by the Chairman <i>of the meeting</i>; (b) <i>by at least three (3) members present in person or by proxy</i>; (c) <i>by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting</i>; or (d) <i>by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.</i> <p>Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.</p>
65	<p>Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and Articles 54(1) above, every member present in person or by proxy or represented by attorney shall have one vote on a show of hands and upon a poll every such member shall have one vote for every share held by him. A proxy or attorney need not be a member of the Company.</p>	<p>Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and Article 54(1) above, <i>a holder of ordinary shares or preference shares who is personally present or proxy or member's representative or attorney and entitled to vote shall be entitled to one (1) vote</i> on a show of hands and upon a poll every such member shall have one (1) vote for every share held by him.</p>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
65A	A member may appoint a proxy to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands.	A member may appoint a proxy to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands. <i>A proxy or attorney need not be a member of the Company. The provisions of Section 149(1)(b) of the Act shall not apply.</i>
65B	Where a member of the Company is an Authorised Nominee, it may appoint one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.	Where a member of the Company is an Authorised Nominee, it may appoint <i>at least</i> one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
70	The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the Office 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; otherwise the person so named shall not be entitled to vote in respect thereof.	The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the Office, <i>or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting,</i> 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; otherwise the person so named shall not be entitled to vote in respect thereof.
74	All Directors shall be natural persons. A Director shall not be required to hold any share in the Company but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of, the holders of any class of shares in the Company.	A Director shall not be required to hold any share in the Company but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of, the holders of any class of shares in the Company.
78	The office of a Director shall be vacated:- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors; (B) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;	The office of a Director shall be vacated:- (A) If <i>he becomes bankrupt</i> or he makes any arrangement or composition with his creditors <i>during his term of office;</i> (B) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder <i>during his term of office;</i>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
78 (cont'd)	<p>(C) If he is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company;</p> <p>(D) If he is removed by a resolution of the Company in general meeting;</p> <p>(E) If he is prohibited from being a Director by any order made under any provision of the Act;</p> <p>(F) If by notice in writing given to the Company he resigns his office.</p> <p>New provision</p>	<p>(C) If he is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company, <i>except when an exemption or waiver is obtained from the Stock Exchange;</i></p> <p>(D) If he is removed by a resolution of the Company in general meeting;</p> <p>(E) If he is prohibited from being a Director by any order made under any provision of the Act;</p> <p>(F) If by notice in writing given to the Company he resigns his office; or</p> <p>(G) <i>if he is convicted by a court of law, whether in Malaysia or elsewhere, in relation to the offences under the Act or the securities laws as defined in the Listing Requirements.</i></p>
89(A)	<p>The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman, Deputy Chairman or any other director so appointed pursuant to Article 91 shall not have a second or casting vote.</p>	<p>The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the <i>Chairman of the Board of Directors appointed under Article 91 shall have a second or casting vote. Provided that where two Directors form a quorum, the Chairman of the Board of Directors at which only such a quorum is present, or at which only two Directors are competent to vote on the question at issue, shall not have a second or casting vote.</i></p>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
91	<p>The Directors shall elect a Chairman and may elect one or more Deputy Chairman from their number and the Directors may determine the period for which such officers shall respectively hold office. The Chairman or in the absence of the Chairman the Deputy Chairman (if any) or in the event that there are more than one Deputy Chairman, the senior in appointment amongst them shall preside at the meeting of Directors. If such officers have not been appointed, or if no such officers are present within fifteen minutes after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one of their number to be Chairman of the meeting.</p>	<p>The Directors shall elect a Chairman <i>of the Board of Directors</i> and may elect one or more Deputy Chairman from their number and the Directors may determine the period for which such officers shall respectively hold office. The Chairman <i>of the Board of Directors</i> or in <i>his</i> absence, the Deputy Chairman (if any) or in the event that there are more than one Deputy Chairman, the senior in appointment amongst them shall preside at the meeting of Directors. If such officers have not been appointed, or if no such officers are present within fifteen minutes after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one of their number to be Chairman of the meeting.</p>
93A	<p>New provision</p>	<p><u>Meeting and proceedings of a committee</u></p> <p><i>The Meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under Article 92.</i></p>
98(D)	<p>No person other than a retiring Director shall unless recommended by the Directors for election be eligible for election to the office of Director at any annual general meeting unless some member intending to propose him has at least eleven clear days before the meeting left at the Office a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such member to propose him. PROVIDED THAT in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary. Notice of each and every candidature shall at least seven days prior to the meeting at which the election is to take place be served on the members.</p>	<p>No person other than a retiring Director shall unless recommended by the Directors for election be eligible for election to the office of Director at any general meeting unless some member intending to propose him has at least eleven clear days before the meeting left at the Office a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such member to propose him. PROVIDED THAT in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary. Notice of each and every candidature shall at least seven days prior to the meeting at which the election is to take place be served on the members. <i>The cost of serving the notice to propose the election of a Director where the nomination is made by a member or members, shall be borne by the member or members making the nomination.</i></p>

Proposed Amendments to the Articles of Association of the Company

Article No.	Existing Articles	Amended Articles
105A	New provision	<p><u>Payment of dividend by electronic means</u></p> <p><i>Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the register of members or Record of Depositors or, if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any one of such persons or to the bank account of such persons as such persons may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the member in the details of bank account(s).</i></p>
112A	New provision	<p><u>Report in CD-ROM or DVD-ROM format</u></p> <p><i>Subject to the compliance with the requirements of the Stock Exchange and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory (“CD-ROM”) or digital video disc read-only memory (“DVD-ROM”) format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever.</i></p>

[End of Appendix I]

FURTHER INFORMATION

1) RESPONSIBILITY STATEMENT

Our Directors have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Circular false or misleading.

2) MATERIAL CONTRACTS

Other than the Definitive Agreement dated 25 January 2008 entered into between DiGi, DiGi Telecommunications Sdn Bhd, a wholly-owned subsidiary of DiGi, TIME dotcom Berhad (“TdC”) and TT dotcom Sdn Bhd, a wholly-owned subsidiary of TdC (“Definitive Agreement”), there are no material contracts (not being contracts entered into in the ordinary course of business of our Group) which have been entered by DiGi Group within the 2 years immediately preceding the date of this Circular.

3) MATERIAL LITIGATION, CLAIM AND ARBITRATION

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 our 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.

4) DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are made available for inspection from 9.00 a.m. to 5.00 p.m. from Monday to Friday (except on public holidays) at the registered office of DiGi at Level 7, Setia 1, 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia from the date of this Circular up to and including the date of the EGM:-

- i) Our Memorandum and Articles of Association;
- ii) Our audited consolidated financial statements for the two (2) financial years ended 31 December 2005 and 31 December 2006 and the latest unaudited quarterly results for the period ended 31 December 2007; and
- iii) Definitive Agreement.



DiGi.COM BERHAD

(Company No. 425190-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of DiGi.Com Berhad (“**DiGi**” or “**Company**”) will be held at Ballroom C, Level 6, Hilton Kuala Lumpur, No. 3 Jalan Stesen Sentral, 50470 Kuala Lumpur on Wednesday, 12 March 2008 at 2.30 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following Resolution, with or without any modifications:

SPECIAL RESOLUTION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

“THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix I attached with the Circular to Shareholders dated 19 February 2008 be and are hereby approved.”

BY ORDER OF THE BOARD

HEE CHEW YUN (LS 6249)
TAI YIT CHAN (MAICSA 7009143)
LIEW IRENE (MAICSA 7022609)
Company Secretaries

Kuala Lumpur
Date: 19 February 2008

NOTES :

- (i) A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company.
- (ii) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
- (iii) A power of attorney or certified copy thereof or the instrument appointing a proxy, shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under seal or under hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy or a power of attorney or certified copy thereof must be deposited at the Company’s Registered Office at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.



DiGi.COM BERHAD
 (Company No. 425190-X)
 (Incorporated in Malaysia under the Companies Act, 1965)

FORM OF PROXY

No. of ordinary shares	CDS account no.

I/ We,
(Full name and NRIC No. / Company No. in block letters)

of
(Full address in block letters and telephone no.)

being a member/ members of DiGi.COM BERHAD (“**Company**”), hereby appoint

(Full name in block letters)

of
(Full address in block letters)

or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting to be convened at Ballroom C, Level 6, Hilton Kuala Lumpur, No. 3 Jalan Stesen Sentral, 50470 Kuala Lumpur on Wednesday, 12 March 2008 at 2.30 p.m. or any adjournment thereof.

My/our proxy is to vote on a show of hands or on a poll as indicated below with a “X”. In the absence of specific directions, my/our proxy will vote or abstain at his/her discretion.

	FOR	AGAINST
SPECIAL RESOLUTION		

Signature(s)/ Common Seal of Shareholder(s) Dated thisday of.....2008

Notes:

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company.
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Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Secretary
DiGi.Com Berhad (425190-X)
Level 7, Setia 1
15 Lorong Dungun
Damansara Heights
50490 Kuala Lumpur

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