Directors' report for the year ended 31 December 2002

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the year ended 31 December 2002.

Principal activities

The Company is principally engaged in investment holding, whilst the principal activities of the subsidiaries are as stated in Note 5 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

Results

Net

	Group RM'000	Company RM'000
t profit/(loss) for the year	100,870	(369)

Reserves and provisions

There were no material transfers to or from reserves and provisions during the year.

Dividends

No dividend was paid during the year and the Directors do not recommend any dividend to be paid for the year under review.

Directors of the Company

Directors who served since the date of the last report are:

Tan Sri Dato' Seri Vincent Tan Chee Yioun Arve Johansen Tun Dato' Seri Dr. Lim Chong Eu Sigve Brekke Ole Bjorn Sjulstad Dato' Ab. Halim Bin Mohyiddin Per Olav Fosse (appointed on 20.2.2003)

Chan Kien Sing (Alternate Director to Tan Sri Dato' Seri Vincent Tan Chee Yioun)

Gunnar Johan Bertelsen (Alternate Director to Sigve Brekke and Ole Bjorn Sjulstad)

Thor Asbjorn Halvorsen (appointed as Alternate Director to Arve Johansen and Per Olav Fosse on 27.2.2003)

Bjorn Magnus Kopperud (resigned on 20.2.2003)

Morten Karlsen Sorby (ceased as Alternate Director to Arve Johansen and Bjorn Magnus Kopperud on 20.2.2003)

Directors' interests

According to the Register of Directors' Shareholdings, the interests of Directors in office at the end of the financial year in the shares of the Company and its related corporations are as follows:

	Num	ber of Ordinary	Shares of RM1.0	0 each
	Balance at 1.1.2002	Acquired	Disposed	Balance at 31.12.2002
The Company	1.1.2002	ricquired	Disposed	31.12.2002
Direct interests				
Tan Sri Dato' Seri Vincent Tan Chee Yioun	64,712,348	5,403,889	-	70,116,237
Indirect interests				
Tan Sri Dato' Seri Vincent Tan Chee Yioun	88,937,387	-	(4,000,000)	84,937,387
	Num	bor of Ordinary	Shares of NOI	/ 6 020h
	Balance at	ber of Ordinary	Silares of Nor	Balance at
	1.1.2002	Acquired	Disposed	31.12.2002
Ultimate holding company				
Telenor ASA				
Direct interests				
Arve Johansen	24,280	276	-	24,556
Ole Bjorn Sjulstad	825	-	-	825
Bjorn Magnus Kopperud	2,260	-	-	2,260
Morten Karlsen Sorby	2,260	276	-	2,536
	Number of o	ptions over Ord	dinary Shares of	NOK6 each
	Balance at			Balance at
I llaimanta la aldina annonno	1.1.2002	Granted	Exercised	31.12.2002
Ultimate holding company Telenor ASA				
Arve Johansen	-	100,000	-	100,000
Morten Karlsen Sorby	-	70,000	-	70,000

By virtue of his interests in the shares of the Company shown above, Tan Sri Dato' Seri Vincent Tan Chee Yioun is deemed to be interested in the shares of the subsidiaries (as set out in Note 5 to the financial statements) to the extent the Company has an interest.

None of the other Directors holding office at 31 December 2002 had any interest in the shares of the Company and its related corporations during the year.

Directors' benefits

Since the end of the previous financial period, no Director of the Company has received nor become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements or the fixed salary of a full time employee of related corporations) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than those in the normal course of business as disclosed in Note 24 to the financial statements.

There were no arrangements during and at the end of the financial year which had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Directors' report for the year ended 31 December 2002

Issue of shares

There were no changes in the issued and paid-up capital of the Company during the year.

Options granted over unissued shares

No options were granted to any person to take up unissued shares of the Company during the year.

Other statutory information

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) all known bad debts have been written off and adequate provision made for doubtful debts, and
- ii) all current assets have been stated at the lower of cost and net realisable value.

At the date of this report, the Directors are not aware of any circumstances:

- i) that would render the amount written off for bad debts, or the amount of the provision for doubtful debts, in the financial statements of the Group and of the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person, or
- ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, except for the effects of change in depreciation rates as disclosed in Note I(e), the results of the operations of the Group and of the Company for the financial year ended 31 December 2002 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

Auditors

The auditors, Messrs KPMG, have indicated their willingness to accept re-appointment.

Signed in accordance with a resolution of the Directors:

Sigve Brekke

Director

Ole Bjorn Sjulstad

Director

Date: 17 March 2003

Statement by Directors pursuant to Section 169 (15) of the Companies Act, 1965

In the opinion of the Directors, the financial statements set out on pages 102 to 135, are drawn up in accordance with applicable approved accounting standards in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company at 31 December 2002 and of the results of their operations and cash flows for the year ended on that date.

Signed in accordance with a resolution of the Directors:

Sigve Brekke

Director

Ole Bjorn Sjulstad

Director

Date: 17 March 2003

Statutory declaration pursuant to Section 169 (16) of the Companies Act, 1965

I, **Ho Meng**, the officer primarily responsible for the financial management of DiGi.Com Berhad, do solemnly and sincerely declare that the financial statements set out on pages 102 to 135, are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed in Kuala Lumpur on 17 March 2003.

Ho Meng

Before me:

Commissioner for Oaths **Soh Ah Kau** Licence No.W315

Kuala Lumpur

We have audited the financial statements set out on pages 102 to 135. The preparation of the financial statements is the responsibility of the Company's Directors. Our responsibility is to express an opinion on the financial statements based on our audit.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. These standards require that we plan and perform the audit to obtain all the information and explanations which we consider necessary to provide us with evidence to give reasonable assurance that the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements. An audit also includes an assessment of the accounting principles used and significant estimates made by the Directors as well as evaluating the overall adequacy of the presentation of information in the financial statements. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of:
 - i) the state of affairs of the Group and of the Company at 31 December 2002 and the results of their operations and cash flows for the year ended on that date; and
 - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and of the Company; and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the said Act.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The audit reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under subsection (3) of Section 174 of the Act.

KPMG

Firm Number: AF 0758 Chartered Accountants

Khaw Hock Hoe

Partner

Approval Number: 2229/04/04(J)

Kuala Lumpur, Date: 17 March 2003

Balance sheets at 31 December 2002

		Group		Group		Con	npany
	Note	2002 RM'000	200 I RM'000	2002 RM'000	200 I RM'000		
Property, plant & equipment	2	2,494,506	1,978,049	_	-		
Intangible asset	3	46,963	50,904	-	-		
Deferred expenditure	4	43,265	17,506	-	-		
Investments in subsidiaries	5	-	-	526,501	526,501		
Amount due from a subsidiary	6			574,495	574,925		
		2,584,734	2,046,459	1,100,996	1,101,426		
Current assets							
Deferred tax asset	7	_	37,000	_	_		
Inventories	8	11,101	14,037	_	_		
Trade and other receivables	9	167,010	155,202	5	_		
Cash and cash equivalents	10	245,672	157,663	-	-		
		423,783	363,902	5	_		
Current liabilities							
Trade and other payables	- 11	664,606	360,241	200	256		
Deferred revenue		104,443	65,019	_	_		
Borrowings	12	106,138	90,354	-	-		
		875,187	515,614	200	256		
Net current liabilities		(451,404)	(151,712)	(195)	(256)		
		2,133,330	1,894,747	1,100,801	1,101,170		
Financed by:-							
Capital and reserves							
Share capital	13	750,000	750,000	750,000	750,000		
Reserves		567,615	466,745	350,801	351,170		
Shareholders' funds Long term liabilities		1,317,615	1,216,745	1,100,801	1,101,170		
Borrowings	12	805,441	678,002	-	-		
Deferred tax liability	7	7,900	-	-	-		
Retirement benefits	14	2,374	-				
		2,133,330	I,894,747	1,100,801	1,101,170		

The financial statements were approved and authorised for issue by the Board of Directors on 17 March 2003.

The notes set out on pages 107 to 135 form an integral part of, and, should be read in conjunction with, these financial statements.

		Gr	oup	Com	npany
	Note	2002 RM'000	8 months ended 31.12.2001 RM'000	2002 RM'000	8 months ended 31.12.2001 RM'000
Revenue Other operating income Staff costs Depreciation expense Amortisation expense Operating expenses	2	1,289,564 4,428 (85,004) (276,992) (4,016) (723,524)	747,042 3,285 (48,758) (94,241) (2,349) (445,933)	- - - - (369)	- - - - (426)
Operating profit/(loss) Financing costs Interest income	15 16	204,456 (62,937) 4,251	159,046 (43,742) 6,617	(369)	(426)
Profit/(Loss) before taxation Taxation	17	145,770 (44,900)	121,921 37,000	(369)	(426)
Net profit/(loss) for the year/period		100,870	158,921	(369)	(426)
Earnings per ordinary share (sen)	18	13.4	21.2		
Dividend per ordinary share (sen)					

The notes set out on pages 107 to 135 form an integral part of, and, should be read in conjunction with, these financial statements.

Statements of changes in equity for the year ended 31 December 2002

Group	Share capital RM'000	Non- Distributable Share premium RM'000	Distributable Retained Profits/ (Accumulated losses) RM'000	Total RM'000
At I May 2001 Net profit for the period	750,000 -	352,651 -	(44,827) 158,921	1,057,824 158,921
At 31 December 2001/1 January 2002 Net profit for the year	750,000	352,65 I -	114,094 100,870	1,216,745
At 31 December 2002	750,000	352,651	214,964	1,317,615
	Note 13			
Company				
At I May 2001 Net loss for the period	750,000 -	352,651 -	(1,055) (426)	1,101,596 (426)
At 31 December 2001/1 January 2002 Net loss for the year	750,000	352,651	(1,481) (369)	1,101,170 (369)
At 31 December 2002	750,000	352,651	(1,850)	1,100,801
	Note 13			

The notes set out on pages 107 to 135 form an integral part of, and, should be read in conjunction with, these financial statements.

	Gr	oup	Cor	mpany
	2002 RM'000	8 months ended 31.12.2001 RM'000	2002 RM'000	8 months ended 31.12.2001 RM'000
Cash flows from operating activities				
Profit/(Loss) before taxation	145,770	121,921	(369)	(426)
Adjustments for:				
Depreciation expenses	276,992	94,241	-	-
Amortisation of intangible asset	3,941	2,299	-	-
Amortisation of deferred expenditure	6,708	4,575	-	-
Interest expense	54,731	38,096	-	-
Interest income	(4,251)	(6,617)	-	-
Loss on disposal of property,	, ,	, ,		
plant and equipment	271	448	-	-
Unrealised foreign exchange loss/(gain)	304	(17)	-	-
Property, plant and equipment		,		
written off	45	5,087	-	_
Retirement benefits provision	2,412	<u> </u>		
Operating profit/(loss) before working				
capital changes	486,923	260,033	(369)	(426)
Changes in working capital:				
Inventories	2,936	3,139	-	-
Trade and other receivables	(12,050)	(25,969)	(5)	-
Trade and other payables	296,464	(109,498)	(56)	(25)
Deferred revenue	39,424	1,308	<u>-</u>	
Cash generated from/(used in)				
operations	813,697	129,013	(430)	(451)
Interest paid	(46,830)	(36,288)	. ,	•
Payment for technical services fee	-	(53,203)	-	-
Increase in deferred expenditure	(32,467)	_	-	_
Retirement benefits paid	(38)			
Net cash generated from/(used in)				
operating activities	734,362	39,522	(430)	(451)

Cash flow statements for the year ended 31 December 2002 (continued)

	Group		Cor	mpany
	2002 RM'000	8 months ended 31.12.2001 RM'000	2002 RM'000	8 months ended 31.12.2001 RM'000
Cash flows from investing activities				
Purchase of property, plant and				
equipment	(794,506)	(393,674)	-	-
Amount due from a subsidiary	-	-	430	451
Interest income received	4,189	6,641	-	-
Proceeds from disposal of property, plant and equipment	741	17,029		
Net cash (used in)/generated from				
investing activities	(789,576)	(370,004)	430	451
Cash flows from financing activities Proceeds from bank borrowings Repayment of bank borrowings Repayment of hire purchase and lease obligations	192,623 (49,400)	302,150 (24,700) (778)	- -	- -
Obligations				
Net cash generated from financing activities	143,223	276,672	-	-
Net increase/(decrease) in cash and cash equivalents	88,009	(53,810)	-	-
Cash and cash equivalents at beginning of year/period	157,663	211,473		
Cash and cash equivalents at end of year/period (Note 10)	245,672	157,663		

The notes set out on pages 107 to 135 form an integral part of, and, should be read in conjunction with, these financial statements.

1. Summary of significant accounting policies

The following accounting policies are adopted by the Group and the Company and are consistent with those adopted in previous financial period/years except for the adoption of appropriate policies arising from the following new Malaysian Accounting Standards ("MASB") which became effective in the current year.

- (i) MASB 19, Events After Balance Sheet Date. The adoption does not have any impact on the financial statements;
- (ii) MASB 20, Provisions, Contingent Liabilities and Contingent Assets which are applied retrospectively. Comparatives have not been restated and no prior year adjustment is required as the previous accounting policies were in line with this standard;
- (iii) MASB 21, Business Combination. The adoption does not have any impact on the financial statements;
- (iv) MASB 22, Segmental Reporting which is applied retrospectively. The adoption resulted in new disclosure format as set out in Note 20 to the financial statements;
- (v) MASB 23, Impairment of Assets which is applied prospectively. The adoption does not have any impact on the financial statements; and
- (vi) MASB 24, Financial Instruments: Disclosure and Presentation which has been adopted prospectively. The adoption resulted in new disclosure format as set out in Note 25 to the financial statements.

(a) Basis of accounting

The financial statements of the Group and of the Company are prepared in compliance with applicable approved accounting standards in Malaysia.

(b) Basis of consolidation

Subsidiaries are those enterprises controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases. Subsidiaries are consolidated using the acquisition method of accounting.

Under the acquisition method of accounting, the results of subsidiaries acquired or disposed are included from the date of acquisition or up to the date of disposal. At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are reflected in the Group financial statements. The difference between the acquisition cost and the fair values of the subsidiaries' net assets is reflected as goodwill or reserve on consolidation as appropriate.

Intragroup transactions and balances and the resulting unrealised profits are eliminated on consolidation. Unrealised losses resulting from intragroup transactions are also eliminated unless cost cannot be recovered.

(c) Investments in subsidiaries

Investments in subsidiaries are held for long term and are stated at cost. Such investments are only written down when the Directors are of the opinion that there is a diminution in their values which is other than temporary.

1. Summary of significant accounting policies (continued)

(d) Property, plant and equipment

Property, plant and equipment, except for freehold land and capital work-in-progress, are stated at cost less accumulated depreciation. Freehold land and capital work-in-progress are stated at cost.

(e) Depreciation

Freehold land and capital work-in-progress are not depreciated. All other assets are depreciated on a straight-line basis over their estimated useful lives except for leasehold land and buildings which are amortised over their remaining leasehold period.

The principal annual rates used are as follows:

	2002	8 months ended 31.12.2001
Leasehold land and buildings	30 to 99 years	30 to 99 years
Freehold buildings	2.0%	2.0%
Motor vehicles	20.0%	20.0%
Computer systems	20.0%	12.5%
Furniture and fittings	10.0%	10.0%
Telecommunications network	10.0%	5.0% to 6.6%

As part of the annual review process, the Group revised the estimated useful lives of telecommunications network and computer systems with effect from I July 2002, to better reflect the usage of the depreciable assets and the expected technological advancement in light of the changing business environment. The change in accounting estimate has been applied prospectively.

As a result of the revision, the current year depreciation charge was higher and had reduced the profit before tax of the Group for the financial year ended 31 December 2002 by approximately RM83 million.

(f) Capitalisation of borrowing costs

Interest incurred in connection with financing the construction and installation of property, plant and equipment, if any, is capitalised until the assets are ready for their intended use.

(g) Impairment

The carrying amount of the Group's assets (other than inventories), are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or the cash-generating unit to which it belongs exceeds its recoverable amount. Impairment losses are recognised in the income statement.

The recoverable amount is the greater of the asset's net selling price and its value in use. In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

1. Summary of significant accounting policies (continued)

(g) Impairment (continued)

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have determined, net of depreciation or amortisation, if no impairment loss has been recognised. The reversal is recognised in the income statement.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value and are determined on a weighted average basis. The costs of trading merchandise comprises purchase costs and other incidental costs incurred in bringing these merchandise to their present condition and location.

(i) Cash and cash equivalents

Cash and cash equivalents consists of cash in hand, balances and deposits with licensed banks and financial institutions. For the purpose of the cash flow statements, cash and cash equivalents are presented net of bank overdrafts, if any.

(j) Taxation

The tax expense in the income statement, if any, represents taxation at current tax rates based on profit earned during the year.

Deferred taxation is provided on the liability method for all material timing differences except where no liability is expected to arise in the foreseeable future and there are no indications they will reverse thereafter. Deferred tax benefits are only recognised when there is a reasonable expectation of realisation in the near future.

(k) Foreign currency

Transactions in foreign currencies are translated into Ringgit Malaysia at rates approximating those ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at balance sheet date are translated into Ringgit Malaysia at the foreign exchange rates ruling at that date. Foreign exchange differences arising from translation are recognised in the income statement.

The closing rates used in the translation of foreign currency monetary assets and liabilities are as follows:

	2002	2001
I US Dollar	RM3.80	RM3.80
I Swiss Franc	RM2.74	RM2.27
I Special Drawing Rights	RM5.15	RM4.77
I Euro Dollar	RM3.98	RM3.36
I Norwegian Kroner	RM0.55	RM0.42

(I) Revenue

Net revenue include all sales of goods and services, net of rebates and discounts. Revenue are recognised when goods are delivered or services are rendered. Revenue from the prepaid cards which have been sold to customers but where services have not been rendered at the balance sheet date is deferred.

1. Summary of significant accounting policies (continued)

(m) Interest income

Interest income is recognised in the income statement as it accrues taking into account the effective yield on the asset.

(n) Financing costs

All interest and other ancillary costs incurred in connection with borrowings are expensed as incurred except for those as mentioned in Notes I(f) and I(p).

(o) Intangible asset

Intangible asset comprises a fee paid in the previous financial period for the provision of technology and transfer of technical know-how pursuant to a technical services agreement signed between the Company and Telenor Mobile Communications AS, a wholly owned subsidiary of Telenor ASA, its ultimate holding company.

The fee paid is amortised on a straight line basis over the remaining period of the telecommunications license of fifteen years.

(p) Deferred expenditure

(i) License fees

License fees are capitalised and amortised over the period of the licenses.

(ii) Ancillary costs of borrowings

Costs specifically incurred to obtain new funding for the purpose of retiring existing loans and finance further network expansion are deferred to the extent that these are recoverable out of future revenue.

The costs incurred are amortised over the tenor of the new loans and any unamortised portion will be written off proportionately as and when there is a prepayment of the outstanding loans.

(q) Trade and other receivables

Trade and other receivables are stated at cost less allowance for doubtful debts.

Bad debts are written off in the year in which these are identified. Allowances are made for doubtful debts based on a review of all outstanding balances at the year end.

(r) Liabilities

Borrowings and trade and other payables are stated at cost.

(s) Retirement benefits

The Group operates an unfunded defined benefit scheme for all its eligible employees. The benefits are calculated based on the length of service and the agreed percentages of eligible employees' salaries over the period of their employment and are payable upon resignation after completion of minimum employment period of 10 years service or upon retirement age of 55 years. The retirement benefits obligations have been provided by the Group using the projected unit credit method determined by a qualified independent actuary as of 31 December 2002. The actuarial valuation will be carried out on bi-annual basis.

1. Summary of significant accounting policies (continued)

(t) Operating leases

Leases of assets where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on the straight line basis over the lease period.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

2. Property, plant and equipment

Group	Balance at I.I.2002 RM'000	Additions RM'000	Transfers RM'000	Written off/ Disposals RM'000	Balance at 31.12.2002 RM'000
Cost					
Freehold land and buildings	16,108	50	2,700	-	18,858
Leasehold land and buildings					
- long term	9,605	-	-	-	9,605
- short term	14,312	-	-	-	14,312
Motor vehicles	15,003	3,162	-	(3,267)	14,898
Computer systems	133,025	33,368	17,553	(454)	183,492
Furniture and fittings	25,862	1,068	379	(20)	27,289
Telecommunications network	2,123,076	46,394	577,65 l	(7,889)	2,739,232
Capital work-in-progress	119,090	710,464	(598,283)	-	231,271
	2,456,081	794,506	-	(11,630)	3,238,957
		Balance at 1.1.2002 RM'000	Charge for the year RM'000	Written off/ Disposals RM'000	Balance at 31.12.2002 RM'000
Accumulated depreciation					
Freehold land and buildings Leasehold land and buildings		241	47	-	288
- long term		435	104	-	539
- short term		1,842	297	-	2,139
Motor vehicles		10,233	1,624	(3,267)	8,590
Computer systems		39,697	35,804	(307)	75,194
Furniture and fittings		10,586	2,638	(14)	13,210
Telecommunications network		414,998	236,478	(6,985)	644,491
		478,032	276,992	(10,573)	744,451

2. Property, plant and equipment (continued)

	Net Book Value		Deprecia	ntion Charge
	2002 RM'000	2001 RM'000	2002 RM'000	31.12.2001 RM'000
Freehold land and buildings	18,570	15,867	47	31
Leasehold land and buildings				
- long term	9,066	9,170	104	68
- short term	12,173	12,470	297	198
Motor vehicles	6,308	4,770	1,624	1,041
Computer systems	108,298	93,328	35,804	9,225
Furniture and fittings	14,079	15,276	2,638	1,659
Telecommunications network	2,094,741	1,708,078	236,478	82,019
Capital work-in-progress	231,271	119,090	-	
	2,494,506	1,978,049	276,992	94,241

Long term leasehold land and buildings comprise leasehold interests with an unexpired term in excess of 50 years.

Property, plant and equipment amounting to RM2.492 billion (2001: RM1.976 billion) belonging to a subsidiary have been charged to financial and other institutions for credit facilities.

No interest was capitalised during the financial year and the previous financial period in respect of the property, plant and equipment of the Group.

3. Intangible asset

	Group		
	2002 RM'000	2001 RM'000	
Balance as at I January 2002/I May 2001	50,904	-	
Amount incurred during the year/period	-	53,203	
	50,904	53,203	
Less: Amount amortised during the year/period	(3,941)	(2,299)	
Balance as at 31 December	46,963	50,904	

4. Deferred expenditure

	Group	
	2002 RM'000	2001 RM'000
License fees		
Balance as at I January 2002/I May 2001	818	868
Less: Amount amortised during the year/period	(75)	(50)
Balance as at 31 December	743	818
Ancillary costs of borrowings		
Balance as at I January 2002/I May 2001	16,688	21,213
Add: Amount capitalised during the year/period	32,467	-
Less: Amount amortised during the year/period	(6,633)	(4,525)
Balance as at 31 December	42,522	16,688
Total deferred expenditure	43,265	17,506

5. Investments in subsidiaries

	Co	Company	
	2002 RM'000	2001 RM'000	
Unquoted shares, at cost	526,501	526,501	

Details of the subsidiary companies, which are incorporated in Malaysia, are as follows:

Name of Company	Principal activity	Effect ownership 2002 %	
DiGi Telecommunications Sdn. Bhd.	Establishment, maintenance and provision of telecommunications and related services	100	100
Subsidiaries of DiGi Telecommunications Sdn. Bhd.			
DiGi Services Sdn. Bhd.	Property holding and other related services	100	100
Djuice.Com Sdn. Bhd.	Dormant	100	100

6. Amount due from a subsidiary company

	Company	
	2002 RM'000	2001 RM'000
Amount due from a subsidiary company	574,495	574,925

The amount due is non-trade, unsecured, interest free and not repayable within the next twelve months. In addition, the amount due has been subordinated to the secured lenders of the subsidiary company.

7. Deferred tax (liability)/asset

	Group	
	2002 RM'000	2001 RM'000
Balance at 1 January 2002/1 May 2001 Transfer (from)/to income statement (Note 17)	37,000 (44,900)	- 37,000
Balance at 31 December	(7,900)	37,000

Subject to the agreement by Inland Revenue Board, the details of deferred tax (liability)/benefit calculated under the liability method are as follows:

	Group		
	2002 RM'000	2001 RM'000	
Unutilised tax losses	287,000	287,000	
Unabsorbed capital allowances	672,000	897,000	
Other timing differences	(987,000)	(1,052,000)	
	(28,000)	132,000	
Deferred tax (liability)/benefit recognised at 28%	(7,900)	37,000	

8. Inventories

	G	Group	
	2002 RM'000	200 I RM'000	
Trading merchandise		14,037	

Included in the trading merchandise balance are those stated at net realisable values of RM176,000 (2001: Nil).

9. Trade and other receivables

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Trade receivables	123,734	103,041	-	-
Other receivables, deposits and				
prepayments	43,276	52,161	5	-
	167,010	155,202	5	-

Trade receivables are stated net of allowance for doubtful debts of RM21.495 million (2001: RM20.927 million).

During the financial year, the Group had written off approximately RM20.716 million (2001: RM21.969 million) of trade receivables balance against the allowance for doubtful debts balance brought forward.

At 31 December 2002, the Group's trade receivables balance includes exposure to foreign currency denominated in US Dollars amounting to USD7.9 million.

10. Cash and cash equivalents

	Group	
	2002 RM'000	2001 RM'000
Deposits placed with:		
Licensed bank	-	15,663
Licensed financial institutions	241,568	136,803
Cash and bank balances	4,104	5,197
	245,672	157,663

11. Trade and other payables

2001
2001 RM'000
-
-
256
256

Included in other payables is an amount of RM103.0 million (2001: RM60.9 million) relating to a creditor for telecommunication equipment purchases which bears interest of 8.5% (2001: 8.5% to 8.9%) per annum.

At 31 December 2002, the Group's trade and other payables balances include exposure to foreign currency denominated in US Dollars amounting to USD17.5 million.

12. Borrowings

	Group	
	2002 RM'000	200 I RM'000
Current:		
Syndicated term loan (existing)	40,954	40,954
Term loan (USD65 million)	49,400	49,400
Syndicated term loans (new)	15,784	
	106,138	90,354
Non-current:		
Syndicated term loan (existing)	505,102	505,102
Term loan (USD65 million)	123,500	172,900
Syndicated term loans (new)	176,839	-
	805,441	678,002
		

The existing syndicated term loan outstanding was part of a syndicated term loan facility of up to RM551.21 million secured during the financial year ended 30 April 2001 to refinance outstanding borrowings and to finance capital expenditure. This is repayable in eight half yearly unequal instalments over a period of four years and bears interest of between 7.9% to 8.4% (2001: 8.4% to 8.8%) per annum. During the year, the repayment commencement date for the instalments of this loan was rescheduled to commence from 31 October 2003 instead of 31 October 2002.

12. Borrowings (continued)

A term loan facility of USD65 million (approximately RM247 million) was obtained during the previous financial period to finance capital expenditure. The loan is subject to interest of between 3.1% to 5.0% (2001: 5.0% to 5.6%) per annum and repayable in 10 half yearly instalments of USD6.5 million (approximately RM24.7 million) which commenced on 31 July 2001.

During the year, the subsidiary company had further secured new syndicated term loan facilities amounting to approximately RMI.0 billion to finance capital expenditure. Of this, an amount of approximately RMI92.6 million was drawn down during the financial year. These facilities are subject to interest of between 4.0% to 7.9% per annum. These loans are repayable in twelve or thirteen half yearly instalments, some of which require unequal instalment payments, and with their repayment dates commencing between March 2003 to April 2005.

All the above loans are secured by:

- i) A fixed and floating charge over all the assets of a subsidiary company;
- ii) Corporate guarantee issued by the Company;
- iii) Pledgement of all the shares of a subsidiary company; and
- iv) Negative pledge over all the assets of a subsidiary company.

The borrowings of the Group are repayable as follows:-

	Total RM'000	Current RM'000	1 to 2 years RM'000	2 to 5 years RM'000	Over 5 years RM'000
Syndicated term loan (existing)	546,056	40,954	122,862	382,240	-
Term loan (USD65 million)	172,900	49,400	49,400	74,100	-
Syndicated term loans (new)	192,623	15,784	15,784	103,602	57,453
	911,579	106,138	188,046	559,942	57,453

13. Share capital

		Group and Company		
		2002 RM'000	2001 RM'000	
	Ordinary shares of RMI each Authorised	1,000,000	1,000,000	
	Issued and fully paid	750,000	750,000	
14.	Retirement benefits	Gı	roup	
		2002 RM'000	200 l RM'000	
	Balance at 1 January 2002/1 May 2001	-	-	
	Provision for the year	2,412	-	
	Amount paid during the year	(38)		
	Balance at 31 December	2,374	_	

The Group had appointed an independent actuary to carry out an actuarial valuation of the retirement benefit scheme as at 31 December 2002. The actuarially determined value of vested benefits was fully provided for in the financial statements. The principal assumptions used in the actuarial valuation are:

- a) discount rate of 7% per annum; and
- b) salary increases of 6% per annum for year ending 31 December 2003 and 8% per annum thereafter.

The value of vested benefits determined by the actuary as at 31 December 2002 amounting to RM2.4 million represents the cumulative vested benefits payable since the Group commenced operations and has been charged to the current year income statement. There was no actuarial gain or loss recognised as this is the first actuarial valuation conducted.

15. Operating profit/(loss)

	Group		Company	
	2002	8 months ended 31.12.2001	2002	8 months ended 31.12.2001
	RM'000	RM'000	RM'000	RM'000
Operating profit/(loss) is arrived at				
after charging:				
Auditors' remuneration	79	79	11	П
Directors' remuneration				
- Fees	-	9	-	9
- Emoluments	334	152	76	12
Rental of land and buildings	35,209	20,257	-	-
Rental of equipment	1,052	349	-	-
Lease of transmission facilities	51,034	34,754	-	-
Allowance for doubtful debts	21,284	19,954	-	-
Amortisation expense of				
- Intangible asset	3,941	2,299	-	-
- License fees	75	50	-	-
Realised loss on foreign exchange	309	-	-	-
Unrealised loss on foreign exchange	304	-	-	-
Loss on disposal of property, plant				
and equipment	271	448	-	-
Property, plant and equipment				
written off	45	5,087	-	-
Retirement benefits provision	2,412	-	-	-
and crediting:				
Unrealised gain on foreign exchange	-	17	-	-
Bad debts recovered	1,701	1,120	-	-
Realised gain on foreign exchange	-	1,084	-	-

The number of employees of the Group and of the Company at the end of the year was 1,443 (2001: 1,490) and Nil (2001: Nil), respectively.

16. Financing costs

17.

	G	roup
	2002 RM'000	8 months ended 31.12.2001 RM'000
Interest expense	54,731	38,096
Ancillary costs of borrowings (Note 4)	6,633	4,525
Others	1,573	1,121
	62,937	43,742
Taxation		
	G	roup
	2002	8 months ended 31.12.2001

There is no income tax charge for the Group in the current year and previous period due to tax savings of approximately RM130 million (8 months ended 31.12.2001: RM55 million) arising from the utilisation of unabsorbed capital allowances by its subsidiary.

2002 RM'000

44,900

(37,000)

There is no income tax charge for the Company in the current financial year and previous financial period as it had incurred an operating loss.

18. Earnings per ordinary share – Group

Deferred tax expense/(benefit)

The calculation of earnings per share is based on the Group's net profit attributable to ordinary shareholders of RM100.8 million (8 months ended 31.12.2001: RM158.9 million) and the weighted average number of ordinary shares outstanding during the year of 750.0 million (8 months ended 31.12.2001: 750.0 million).

19. Holding company

The ultimate holding company is Telenor ASA, a company incorporated in Norway and listed on the Oslo Stock Exchange, Norway and NASDAQ, United States of America.

20. Segmental information

Segment information is presented in respect of the Group's business and geographical segments. The primary reporting format by business segments, is based on the Group's management and internal reporting structure. Inter-segment pricing is determined on an arms' length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise interest-earning and corporate assets, interest-bearing loans and general enterprise expenses.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets that are expected to be used for more than one period.

Business segments

The Group comprises the following main business segments:

Mobile Provision of mobile communication services to businesses, individuals and other

operators through its operating unit, DiGi Telecommunications Sdn Bhd.

International Provision of international gateway network which offers cross border interconnection

and related services, through its operating unit, DiGi Telecommunications Sdn Bhd.

Geographical segments

The Group's business segments operate mainly in Malaysia, the home country of the Company and its operating subsidiary companies. No other individual country contributed more than 10% of the consolidated revenue and assets.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are also based on the geographical location of assets.

20. Segmental information (continued)

	П	Mobile		national		
	2002 RM'000	2001* RM'000	2002 RM'000	2001* RM'000		
Business segments						
Revenue from external						
customers	1,081,853	611,974	193,464	126,449		
Inter-segment revenue	-	-	-	-		
Total revenue	1,081,853	611,974	193,464	126,449		
Segment result	222,932	163,602	13,931	13,679		

Unallocated expenses

Operating profit Financing costs Interest income

Profit before taxation Taxation

Net profit for the year/period

 $^{^{\}ast}$ denotes segmental information for the 8 months period ended 31.12.2001

nsolidated	Consolidated		Elim	Others		
2001* RM'000	2002 RM'000	2001* RM'000	2002 RM'000	2001* RM'000	2002 RM'000	
747,042	1,289,564 -	- (3,986)	- (6,100)	8,619 3,986	14,247 6,100	
		(2,122)	(0,100)			
747,042	1,289,564	(3,986)	(6,100)	12,605	20,347	
174,407	232,542	-	-	(2,874)	(4,321)	
(15,361)	(28,086)					
159,046	204,456					
(43,742)	(62,937)					
6,617	4,251					
121,921	145,770					
37,000	(44,900)					
158,921	100,870					

20. Segmental information (continued)

		Mobile		ernational
	2002 RM'000	2001* RM'000	2002 RM'000	2001* RM'000
Segment assets Unallocated assets	2,543,215	2,021,618	146,430	149,077
Total assets				
Segment liabilities Unallocated liabilities	666,746	356,046	72,216	50,110
Total liabilities				
Capital expenditure Depreciation and	779,812	372,544	10,268	11,907
amortisation Non-cash expenses other	261,077	85,905	15,817	8,739
than depreciation and amortisation	2,810	5,521	196	(3)

 $^{^{\}ast}$ denotes segmental information for the 8 months period ended 31.12.2001

nsolidated	Consolidated		Elim	Others El	
2001* RM'000	2002 RM'000	2001* RM'000	2002 RM'000	2001* RM'000	2002 RM'000
2,196,958	2,718,394	-	-	26,263	28,749
213,403	290,123				
2,410,361	3,008,517				
409,005	743,420	-	-	2,849	4,458
784,611	947,482				
1,193,616	1,690,902				
393,674	794,506	-	-	9,223	4,426
96,590	281,008	-	-	1,946	4,114
5,518	3,032	-	-	-	26

20. Segmental information (continued)

	I.	/lalaysia
	2002 RM'000	2001* RM'000
Geographical segments		
Revenue from external customers by location of customers	1,131,695	638,552
Segment assets by location of assets	2,985,798	2,387,127
Capital expenditure by location of assets	793,994	391,912

⁺ Others comprise customers which are mostly located in Asia region

 $[\]ensuremath{^*}$ denotes segmental information for the 8 months period ended 31.12.2001

onsolidated	Co	Others+		
2001* RM'000	2002 RM'000	2001* RM'000	2002 RM'000	
747,042	1,289,564	108,490	157,869	
2,410,361	3,008,517	23,234	22,719	
393,674	794,506	1,762	512	

21. Contingent liabilities - secured

Company

2002 RM'000 2001 RM'000

Guarantees given by the Company to financial institutions for term loan facilities granted to its subsidiary

1,738,956

788,356

22. Operating leases

Total future minimum lease payments under non-cancellable operating leases are as follows:

	G	Group		
	2002 RM'000	2001 RM'000		
Less than one year	21,056	16,079		
Between one and five years	10,514	24,081		
	31,570	40,160		

Significant operating lease arrangements of the Group include leases for transmission facilities and land and buildings to support its telecommunications operations. The tenure of these leases range between one to nine years, with options to renew. None of the leases include contingent rentals.

23. Commitments

	Group		
	2002 RM'000	2001 RM'000	
Capital expenditure commitments: Authorised and contracted for	139,000	278,000	
Authorised but not contracted for	302,000	487,000	

24. Related parties

Controlling related party relationships are as follows:

- i) The ultimate holding company as disclosed in note 19.
- ii) Its subsidiaries as disclosed in note 5.

Significant transactions and balances with related parties of the Group during the year/period are as follows:-

	Transactions Year 8 months			
	31.12.2002 RM'000	31.12.2001 RM'000	31.12.2002 RM'000	31.12.2001 RM'000
With the intermediate holding company - Telenor Mobile Communications AS				
Technical services fee and know-how	-	53,203	-	-
Professional and personnel services rendered	19,798	3,517	(5,712)	(7,623)
With fellow subsidiary company				
- Telenor Global Services AS				
Sales of interconnection services				
on international traffic	5,715	5,378	1,197	1,191
Purchase of interconnection services				
on international traffic	1,089	320		
With companies in which a Director				
of the Company,Tan Sri Dato' Seri				
Vincent Tan Chee Yioun has an interest				
Cosway (M) Sdn. Bhd.				
Sales of reload coupons	5,869	3,204	1,068	<u>854</u>
Convenience Shopping Sdn. Bhd.				
Sales of reload coupons	6,438		813	

24. Related parties (continued)

	Transactions		Balance due	
	Year	8 months	fron	n/(to) at
	ended 31.12.2002	ended 31.12.2001	31.12.2002	31.12.2001
	RM'000	RM'000	RM'000	RM'000
With companies in which a Director				
of the Company, Tan Sri Dato' Seri				
Vincent Tan Chee Yioun has an interest				
Berjaya General Insurance Bhd.				
Insurance premiums	1,725	1,429	_	(91)
msurance premiums	====			
Berjaya Registration Services Sdn. Bhd.				
Printing and mailing services	2,788	2,035	(848)	(439)
Hyumal Motor Sdn. Bhd.				
Purchase of motor vehicles	-	1,383	_	_
B				
Berjaya Land Development Sdn. Bhd.				
Purchase of land		13,371		

The transactions above have been entered into in the normal course of business and have been established under the terms that are no less favourable than those arranged with independent third parties.

25. Financial instruments

Financial Risk Management Objectives and Policies

In the normal course of conducting its business activities, the Group is exposed to a variety of financial risks, which include credit, currency and interest rate risk. The Group's overall risk management programme seeks to minimise potential adverse effects of these risks on the financial performance of the Group.

Credit Risk

The Group's credit risk arises in the normal course of business primarily with respect to trade and other receivables and cash and cash equivalents. Credit risk is managed through formalised policies on credit assessment and approvals, credit limits and monitoring procedures.

The maximum credit risk exposure in respect of trade receivables is limited to the carrying value of the receivables less allowance for doubtful debts as stated in the financial statements, whereas, the maximum exposure for other receivables, cash and cash equivalents are the reported carrying value in the financial statements.

As at 31 December 2002, the Group has short term fixed deposits with various maturity dates amounting to RM205 million with a licensed financial institution.

Foreign Currency Risk

The Group is exposed to foreign currency risk as a result of transactions denominated in foreign currency arising from the normal business activities and borrowings. The currency giving rise to this risk is primarily US dollars. Exposure to foreign currency risk is monitored on an ongoing basis and when considered necessary, the Group will consider using effective financial instruments to hedge its foreign currency risk.

Interest Rate Risk

The Group is exposed to interest rates risk primarily from the deposit placements and interest-bearing financial liabilities. The Group manages its interest rate risk for the interest-earning deposit placements by placing such balances with licensed financial institutions and on varying maturities and interest rate terms.

Notes to the financial statements 31 December 2002

25. Financial instruments (continued)

The Group's policy in dealing with interest-bearing financial liabilities is to minimise the interest expense by obtaining the most favourable interest rates available and by using a mix of fixed and floating rate debts.

The effective interest rates and maturity terms of the financial assets and liabilities are as follows:-

			2002 -		
	Effective interest rate %	Total RM'000	Within I year RM'000	l – 5 years RM'000	After 5 years RM'000
Group					
Financial Assets Deposit with licensed financial institutions	2.8	241,568	241,568	-	-
Financial Liabilities Other payables	8.5	103,034	103,034	-	-
Syndicated term loan (existing)	7.9	546,056	40,954	505,102	-
Term Ioan (USD65 million)	3.1	172,900	49,400	123,500	-
Syndicated term loans (new)	6.1	192,623	15,784	119,386	57,453
			2001 -		
	interest rate %	Total RM'000	Within I year RM'000	I – 5 years RM'000	After 5 years RM'000
Financial Assets					
Deposit with licensed financial institutions	2.7	152,466	152,466	-	-
Financial Liabilities					
Other payables	8.9	60,939	60,939	-	-
Syndicated term loan (existing)	8.4	546,056	40,954	505,102	-
Term loan (USD65 million)	5.0	222,300	49,400	172,900	-

25. Financial instruments (continued)

Fair Value

The following methods and assumptions are used to determine the fair value of each of the financial assets or liabilities for which it is practicable to estimate their value:-

i) Cash and cash equivalents, other receivables and payables

The carrying values of these amounts approximate their fair values due to their short term nature.

ii) Trade receivables and payables

The carrying values of these amounts approximate their fair value because these are subject to normal trade credit terms and their short term nature.

iii) Amount due from a subsidiary

No disclosure of fair value is made for amount due from a subsidiary as it is not practicable to determine its fair value with sufficient reliability given this balance have no fixed term of repayment.

Notes to the financial statements 31 December 2002

25. Financial instruments (continued)

iv) Borrowings

The fair values of the borrowings carried at the balance sheet date are as below -

		G	iroup	
	2002 Carrying amount RM'000	2002 Fair value RM'000	2001 Carrying amount RM'000	200 l Fair value RM'000
Syndicated term loan (existing)	546,056	546,056	546,056	546,056
Term loan (USD65 million)	172,900	172,900	222,300	222,300
Syndicated term loans (new)				
- fixed rates	40,000	38,800	-	-
- floating rates	152,623	152,623	-	-
	911,579	910,379	768,356	768,356

The fair value of the new syndicated term loan which was obtained on a fixed rate has been determined by discounting the relevant cash flows using current interest rates for similar instruments at the balance sheet date. Apart from this fixed rate loan, the fair values of all the other loans are their carrying amounts as their interest rates are on floating rate basis.

26. Change in accounting year end

The Company and its subsidiaries changed its accounting year end in the previous period from 30 April to 31 December to be co-terminuous with its ultimate holding company. The comparatives for the Income Statements, Statements of Changes in Equity and Cash Flow Statements as well as the comparatives in the Notes to the financial statements relating to the Income Statements for the previous eight months ended 31 December 2001 are hence not comparable to that for the current twelve months ended 31 December 2002.

27. Comparatives

The following comparatives have been reclassified to conform with the current year's presentation:

	Gro	oup
	As restated RM'000	As previously stated RM'000
Balance sheets		
Deferred expenditure	17,506	818
Trade and other receivables	155,202	171,890
Trade and other payables	360,241	425,260
Deferred revenue	65,019	-
Income statements		
Amortisation of deferred expenditure	-	(50)
Amortisation of intangible asset	-	(2,299)
Amortisation expense	(2,349)	-
Operating expenses	(445,933)	(447,692)
Interest expense	-	(41,983)
Financing costs	(43,742)	-
Cash flow statements		
Amortisation of deferred expenditure	4,575	50
Interest expense	38,096	41,983
Trade and other receivables	(25,969)	(25,331)
Trade and other payables	(109,498)	(108,190)
Deferred revenue	1,308	-
Notes to the financial statements		
Note 4: Deferred expenditure		
Ancillary costs of borrowings	16,688	-
Note 9: Trade and other receivables		
Other receivables, deposits and prepayments	52,161	68,849
Note II: Trade and other payables		
Deferred revenue	-	65,019
Note 16: Financing costs		
Interest expense	38,096	41,983
Ancillary costs of borrowings	4,525	-
Others	1,121	-

List of properties as at 31 December 2002

No.	Location	Tenure	Description/Existing use
I	H.S. (D) No 92086 & 92087, P.T. No 9 & No.10	Freehold	Land with a building/
	Pekan Seremban Jaya, Daerah Seremban, Negeri Sembilan		Telecommunications Centre
2	Unit No 202-4-11, Sri Bandar Besi	Freehold	Apartment/Housing base transceiver
	Jalan Sungai Besi, Sungai Besi, Kuala Lumpur		equipment
3	Unit No C16-2, Indera Subang UEP	Freehold	Apartment/Housing base transceiver
	Jalan UEP 6/2L, UEP Subang Jaya, Petaling Jaya		equipment
4	No 1-16.2, 16th Floor, Union Height, Taman Yan	Freehold	Apartment/Housing base transceiver
	Jalan Klang Lama, Kuala Lumpur		equipment
- 5	3rd Floor, Unit Pt 4888/4786 C, Block TC-14	Freehold	Apartment/Housing base transceiver
	Taman Sri Gombak, Jalan Batu Caves, Selangor		equipment
6	4572, 7th Floor, Sri Jelatek Condominiums	Freehold	Apartment/Housing base transceiver
	Section 10, Wangsa Maju, Kuala Lumpur		equipment
7	32, PLO 151 Jln Angkasa Mas Utama	30 years lease	Land with a building/
	Kawasan Perindustrian Tebrau II, 81100 Johor Bahru	(expiring in 2023)	Telecommunications Centre
8	HS (D) 77, No. P.T. PTBM/A/081	Leasehold 60 years	Land with a building/
	Mukim I, Kawasan Perusahaan Perai	(expiring in 2033)	Telecommunications Centre
	District Seberang Perai Tengah, Pulau Pinang		
9	Lot 36, Sedco Light Industrial Estate	Leasehold 60 years	Land with a building/
	Jalan Kolombong, Kota Kinabalu, Sabah	(expiring in 2034)	Telecommunications Centre
10	Lot 1220, Section 66	Leasehold 60 years	Land with a building/
	Kuching Town, Land District	(expiring in 2036)	Telecommunications Centre
- 11	No 112, Semambu Industrial Estate	Leasehold 66 years	Land with a building/
	Kuantan, Pahang	(expiring in 2041)	Telecommunications Centre
12	Unit 16-12-1, 12th Floor, Cloud View Tower	Leasehold 99 years	Apartment/Housing base transceiver
	Taman Supreme, Cheras, Kuala Lumpur	(expiring in 2076)	equipment
13	Unit No M803, 8th Floor	Leasehold 99 years	Apartment/Housing base transceiver
	Sunrise Park, Ampang, Kuala Lumpur	(expiring in 2088)	equipment
14	Part of Lot PT 11702	Leasehold 99 years	Land with a building/
	HS(D) 10654, Mukim 1, District Of Bentong, Pahang	(expiring in 2091)	Earth Station Complex
15	Plot D-38, Taman Industri Prima Kota Fasa I	Leasehold 99 years	Land with Fixed Line
	Sector 3, Bandar Indera Mahkota, Kuantan, Pahang	(expiring in 2097)	switch and base transceiver station
16	Ptd 1490, Mukim Of Jemaluang	Leasehold 99 years	Land with trunk station
	District Of Mersing, Johor Darul Takzim	(expiring in 2098)	
17	PN 89926, Lot 191363	Leasehold 90 years	Land with a building/
	Mukim Hulu Kinta, Daerah Kinta, Negeri Perak	(expiring in 2081)	Telecommunications Centre
18	Lot No 54, Jalan 6/2, Kawasan Perindustrian Seri Kembangan	Leasehold 99 years	Land with a building/
	43000 Seri Kembangan	(expiring in 2091)	Telecommunications Centre
19	Lot 2728 Miri Concession Land District	Leasehold 60 years	Land with a building/
	Lopeng, Miri	(expiring in 2027)	Telecommunications Centre
20	H.S.(D) 54842, P.T. No. 152	Freehold	Land
	Mukim of Damansara, District of Petaling Jaya, Selangor		
21	No. 24, Jalan KIP 7	Freehold	Land with a building/
	Taman Perindustrian KIP, 52200 Kuala Lumpur		Telecommunications Centre

Notes: The Group does not adopt a revaluation policy on landed properties. N/A denotes "Not Applicable"

Da	ate of acquisition	Area	Age of building (years)	Net book value as at 31.12.2002 RM'000
29	/12/1997	22,529 sq ft	5	829
26	/01/1995	802 sq ft	7	115
04	//02/1995	2,429 sq ft	9	611
25	/01/1995	1,249 sq ft	8	230
29	7/03/1995	1,319 sq ft	7	87
07	//02/1995	1,115 sq ft	7	179
12	/05/1995	1.58 acres	8	1,363
23	/03/1995	I acre	28	2,175
12	:/06/1995	0.938 acre	22	2,314
15	/08/1995	4,124 sq ft	7	2,041
07	//07/1995	4 acres	20	2,351
08	3/02/1995	1,400 sq ft	14	196
22	/03/1995	1,100 sq ft	П	102
07	//08/1996	7.5 acres	8	6,096
14	./II/I 997	25,521 sq ft	5	409
17	7/08/1999	40,000 sq ft	3	118
15	/07/1999	5,942 sq ft	3	219
23	/05/2000	18,050 sq ft	13	1,926
29	7/09/2000	4,937 sq ft	N/A	1,163
19	7/07/2001	284,485 sq ft	N/A	13,819
21	/08/2002	17,847 sq ft	6	2,700

Statistics on shareholdings as at 6 March 2003

Analysis of shareholdings

Size of shareholdings	No. of shareholders	%	No. of shares	%
Less than 1,000	443	11.92	146,637	0.02
1,000 - 10,000	2,957	79.55	6,683,245	0.89
10,001 - 100,000	195	5.25	6,586,498	0.88
100,001 – 37,499,999	119	3.20	279,083,990	37.21
* Above 37,500,000	3	0.08	457,499,630	61.00
Total	3,717	100.00	750,000,000	100.00

Notes: I. There is only one class of shares in the paid-up capital of the Company. Each share entitles the holder to one vote.

Thirty largest shareholders

No.	Name	No. of shares held	%
I	CITICORP NOMINEES (ASING) SDN BHD Telenor Asia Pte Ltd	247,000,000	32.93
2	CITICORP NOMINEES (ASING) SDN BHD Telenor Asia Pte Ltd (DiGi)	105,499,630	14.07
3	CITICORP NOMINEES (ASING) SDN BHD Telenor Asia Pte Ltd (DiGi/Moratorium)	105,000,000	14.00
4	SCOTIA NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account For Berjaya VTCY Sdn Bhd	28,132,271	3.75
5	AMMB NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account for Berjaya VTCY Sdn Bhd (BK 6/166-0)	24,609,274	3.28
6	CIMSEC NOMINEES (TEMPATAN) SDN BHD Danaharta Urus Sdn Bhd For Tan Sri Dato' Seri Vincent Tan Chee Yioun	20,411,014	2.72
7	AMSEC NOMINEES (TEMPATAN) SDN BHD Amfinance Berhad For Tan Sri Dato' Seri Vincent Tan Chee Yioun	19,811,043	2.64
8	EMPLOYEES PROVIDENT FUND BOARD	19,609,020	2.61
9	INTER-PACIFIC EQUITY NOMINEES (TEMPATAN) SDN BHD Prime Credit Leasing Sdn Bhd For Alam Nusantara Sdn Bhd	18,551,523	2.47
10	PAB NOMINEE (TEMPATAN) SDN BHD Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	11,902,168	1.59
11	CIMSEC NOMINEES (TEMPATAN) SDN BHD Danaharta Urus Sdn Bhd For Berjaya VTCY Sdn Bhd (VTCY)	11,288,811	1.51
12	SCOTIA NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	10,079,966	1.34

^{2.*} Denotes 5% of the issued share capital of the Company.

Thirty largest shareholders (continued)

No.	Name No. o	of shares held	%
13	DATO' AHMAD SEBI BIN BAKAR	6,580,196	0.88
14	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (1731010)	6,193,322	0.83
15	MALAYSIA NOMINEES (TEMPATAN) SENDIRIAN BERHAD Great Eastern Life Assurance (Malaysia) Berhad (PAR I)	5,900,594	0.79
16	AM NOMINEES (TEMPATAN) SDN BHD Employees Provident Fund Board (A/CI)	5,528,000	0.74
17	BUMIPUTRA-COMMERCE NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account for Malpac Management Sdn Bhd (3349 SBAN)	5,380,481	0.72
18	AMSEC NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account for Berjaya VTCY Sdn Bhd	3,569,820	0.48
19	BERJAYA GENERAL INSURANCE BERHAD	3,569,522	0.48
20	SOUTHERN FINANCE BERHAD Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	3,339,889	0.45
21	PM NOMINEES (TEMPATAN) SDN BHD Malpac Management Sdn Bhd for Dato' Ahmad Sebi Bin Bakar	3,091,371	0.41
22	SCOTIA NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account for Tengku Rethwan Bin Tengku Mansor	3,000,000	0.40
23	DATO' TAN CHEE SING	2,705,000	0.36
24	INTER-PACIFIC SECURITIES SDN BHD IVT (9C55)	2,592,288	0.35
25	AMSEC NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account for Tan Sri Dato' Seri Vincent Tan Chee Yioun	2,352,244	0.31
26	MAYBAN NOMINEES (TEMPATAN) SDN BHD Pledged Securities Account for Datuk Tengku Adnan Bin Tengku Mansor (414570223205)	2,271,618	0.30
27	CIMSEC NOMINEES (TEMPATAN) SDN BHD Danaharta Manager Sdn Bhd for Datuk Tengku Adnan Bin Tengku Mansor (Sun Media Cor	2,257,763 p)	0.30
28	INTER-PACIFIC EQUITY NOMINEES (TEMPATAN) SDN BHD Inter-Pacific Capital Sdn Bhd (A/C 83)	2,205,036	0.29
29	BUMIPUTRA-COMMERCE TRUSTEE BERHAD RHB Mudharabah Fund	2,120,000	0.28
30	ENG SECURITIES SDN BHD IVT A01	2,108,423	0.28
		686,660,287	91.55

Statistics on shareholdings as at 6 March 2003

Substantial shareholders as per register of substantial shareholders

		≪	No. of	shares ————	
	Name	Direct Interest	%	Deemed Interest	%
1.	Berjaya VTCY Sdn Bhd	71,827,825	9.58	-	-
2.	Tan Sri Dato' Seri Vincent Tan Chee Yioun	72,552,237	9.67	84,937,387 (a)	11.33
3.	Telenor Asia Pte Ltd	457,499,630	61.00	-	-
4.	Telenor Mobile Communications AS	-	-	457,499,630 (b)	61.00
5.	Telenor Communications AS	-	-	457,499,630 (c)	61.00
6.	Telenor ASA	-	-	457,499,630 (d)	61.00

Notes: (a) Deemed interested by virtue of his interest in Berjaya VTCY Sdn Bhd and deemed interest in Inter-Pacific Securities Sdn Bhd, Eng Securities Sdn Bhd, Inter-Pacific Capital Sdn Bhd, Berjaya General Insurance Berhad, Prime Credit Leasing Sdn Bhd, Indah Corporation Berhad and Immediate Capital Sdn Bhd.

- (b) Deemed interested by virtue of its 100% interest in Telenor Asia Pte Ltd.
- (c) Deemed interested by virtue of its 100% interest in Telenor Mobile Communications AS.
- (d) Deemed interested by virtue of its 100% interest in Telenor Communications AS.

Statement of directors' shareholdings as at 6 March 2003

	Numb	er of Ordina	ry Shares of RM1.00 e	ach
The Company	Direct Interest	%	Deemed Interest	%
Tan Sri Dato' Seri Vincent Tan Chee Yioun	72,552,237	9.67	84,937,387	11.33
Ultimate Holding Company	Num	ber of Ordin	ary Shares of NOK6 ea	ach
Telenor ASA	Direct Interest	%	Deemed Interest	%
Arve Johansen	24,556	0.0013	-	_
Ole Bjorn Sjulstad	825	-	-	-
Per Olav Fosse	3,536	0.0002	-	-
Thor Asbjorn Halvorsen	1,651	0.0001	-	-
			rdinary Shares of NOK	
	Direct Interest	%	Deemed Interest	%
Arve Johansen	200,000	0.0110	-	-
Per Olav Fosse	10,000	0.0005	-	-
Thor Asbjorn Halvorsen	85,000	0.0047	-	-

By virtue of his interests in the shares of the Company shown above, Tan Sri Dato' Seri Vincent Tan Chee Yioun is deemed to be interested in the shares of the subsidiaries (as set out in Note 5 to the financial statements) to the extent the Company has an interest.

Save as disclosed, none of the other Directors in office have any interest in the shares of the Company and its related corporations as at 6 March 2003.

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of DiGi.Com Berhad will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 30 April 2003 at 9.30 a.m. for the following purposes:-

Agenda

 To receive and adopt the audited financial statements of the Company for the year ended 31 December 2002 and the Directors' and Auditors' Reports thereon.

Resolution I

- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:
 - a) Tan Sri Dato' Seri Vincent Tan Chee Yioun

Resolution 2

b) Sigve Brekke

Resolution 3

c) Per Olav Fosse

Resolution 4

 To re-appoint Tun Dato' Seri Dr Lim Chong Eu as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965.

Resolution 5

4. To re-appoint Messrs KPMG as Auditors and to authorise the Directors to fix their remuneration.

Resolution 6

 As special business, to consider and, if thought fit, pass the following ordinary resolution:-

"That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 7

By Order of the Board Su Swee Hong Secretary

Kuala Lumpur 8 April 2003

Notes:-

(A) Appointment of proxy

- A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (I)
 proxy only to attend and vote in his stead. A proxy may but need not be a member of the
 Company.
- 2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (I) proxy in respect of each securities account.
- 3. 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.
- 4. The instrument appointing a proxy must be deposited at the Company's Registered Office, 11th Floor Menara Berjaya, KL Plaza, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

(B) Resolutions 2, 3, 4 and 5:-

The particulars of Directors who stand for re-election/re-appointment are as follows:-

- Tan Sri Dato' Seri Vincent Tan Chee Yioun (Please refer to Profiles of Directors on Page 10 and Statement of Directors' Shareholdings on Page 140 of the Annual Report.)
- 2. Sigve Brekke (Please refer to Profiles of Directors on Page 13 of the Annual Report.)
- 3. Per Olav Fosse (Please refer to Profiles of Directors on Page 12 and Statement of Directors' Shareholdings on Page 140 of the Annual Report.)
- 4. Tun Dato' Seri Dr Lim Chong Eu (Please refer to Profiles of Directors on Page 12 of the Annual Report.)

The details of Directors' attendance at Board Meetings are set out on Page 19 of the Annual Report.

(C) Special business

Resolution 7 is proposed pursuant to Section 132D of the Companies Act, 1965 and if passed, will give the Directors of the Company, from the date of the above annual general meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

DIGI.COM BERHAD

(Company No: 425190-X) (Incorporated in Malaysia)

I/We		
		(Name in full)
I.C. or Company NoCDS Accou	unt No	
of		
		(Address)
being a member of DiGi.COM BERHAD hereby appoint:		
		(New and Old I.C. Nos.)
		(INEW and Old I.C. INOS.)
of		
or failing him/her, the Chairman of the meeting as my/our at the Sixth Annual General Meeting of the Company to be he Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 9.30 a.m. or any adjournment thereof.	eld at Dewan Berjaya, Bu	ıkit Kiara Equestrian &
This proxy is to vote on the resolutions set out in the Notice appropriate spaces. If no specific direction as to voting is given his/her discretion.		
	For	Against
Resolution I		
Resolution 2		
Resolution 3		
Resolution 4		
Resolution 5		
Resolution 6		
Resolution 7		
	No. of sh	ares held
Signature of shareholder(s)		
Signed this day of, 2003.		

- Notes: I. A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (I) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company.

 - may but need not be a member of the Company.

 2. 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.

 3. 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.

 4. The instrument appointing a proxy must be deposited at the Company's Registered Office, 11th Floor Menara Berjaya, KL Plaza, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Affix stamp

The Secretary

DiGi.Com Berhad

11th Floor, Menara Berjaya KL Plaza 179, Jalan Bukit Bintang 55100 Kuala Lumpur

2nd fold here

1st fold here



Corporate directory

List of operating offices

Principal place of business/ Head office

Lot 30, Jalan Delima 1/3 Subang Hi-Tech Industrial Park 40000 Shah Alam, Selangor Tel: 03-5721 1800 Fax: 03-5721 1857

Central operating offices

Lot 5, Jalan U1/15 Hicom Glenmarie Industrial Par 40150 Shah Alam, Selangor Tel: 03-5721 1800 Fax: 03-5721 1857

Lots 7 & 8, Jalan Delima 1/1 Subang Hi -Tech Industrial Parl 40000 Shah Alam, Selangor Tel: 03-5721 1800 Fax: 03-5721 1857

Lot 28, Jalan Delima 1/3 Subang Hi -Tech Industrial Parl 40000 Shah Alam, Selangor Tel: 03-5721 1800 Fax: 03-5721 1857

Regional operating offices

Northern Region

62, 1st Floor, Jalan Mayang Pasir I Off Jalan Mahsuri 11950 Bayan Baru, Pulau Pina Tel: 04-641 2800

Fax: 04-641 3800

Southern Region

Taman Molek 81100 Johor Bahru, Johor Tel: 07-351 1800

Fax: 07-352 8016

3, Jalan Tun Ismail 25000 Kuantan Pahan

Tel: 09-508 0071 Fax: 09-508 0070 Sabah Region

Lot 36, SEDCO Light Industrial Estate Jalan Kolombong, 88450 Inanam Kota Kinabalu, Sabah Tel: 088-431 800

Sarawak Region

Lot 2087, Block 10, Bangunan Kueh Boon Teck alan Tun Ahmad Zaidi Adruce 93150 Kuching, Sarawak Tel: 082-421 800

DiGi centres

Selangor

Subang Taipan, 19 & 21 Jalan USJ 10/1A, Subang Jaya 47610 Petaling Jaya, Selangor

SS2
24, Jalan SS2/66

47300 Petaling Jaya, Selangor

57, Jalan 2/3A, Pasar Borong Selayang Off Jalan Ipoh

Klang

90, Batu 1-1/2, Jalan Meru 41050 Klang, Selangor

Kuala Lump

randan indan M5A/13, Jalan Pandan Indah 4/I Taman Pandan Indah 55100 Kuala Lumpur

KL Plaza

Lot S26-30, 2nd Floor

179, Jalan Bukit Bintang 55100 Kuala Lumpur Fanang Kuantan

25000 Kuantan, Pahang

Penang

368-1-02, Jalan Burmal 10350 Pulau Tikus Pulau Pinang

Seberang Jaya

Pusat Bandar,
Bandar Seberang Jaya

Bukit lambul

6B-C-D, Jalan Tun Dr Awan Bukit Jambul Shop House 11900 Pulau Pinang

Melaka

523, Taman Melaka Raya

Johor

8, Jalan Molek 1/12
Taman Molek
81100 Johor Bahru, Joho

Jalan Tun Abdul Razak 64, Ground Floor

Jalan Tun Abdul Razak Susur I

Batu Pahat 18, Jalan Kundang Taman Bukit Pasir 83100 Batu Pahat, Joh Perak

40, Medan Istana Bandar Ipoh Raya 30000 Ipoh, Perak

Negeri Sembilar

Seremban 301, Taman AST 70200 Seremban Negeri Sembilan

Sabah

Kota Kinabalu

Lot 5/G3, Ground & 1st Floors

Api-Api Centre

88000 Kota Kinabalu, Sabah

Sarawal

Lot 2087, Block 10

Bangunan Kueh Boon Teck

Jalan Tun Ahmad Zaidi Adruce

93150 Kuching Sarawak

Miri

Lot 938, Ground & 1st Floors |alan Asmara, 98000 Miri,

Sibu

3, Ground & 1st Floors orong Kampung Datu 3 6000 Sibu. Sarawak

24-hour DiGi customer service line: 016-221 1800

DiGi.Com Berhad (425190-X) Lot 30, Jalan Delima 1/3, Subang Hi-Tech Industrial Park 40000 Shah Alam, Selangor

Mailing Address: P. O. Box 7551

40718 Shah Alam, Selangor Tel: 03-5721 1800 Fax: 03-5721 1857 www.digi.com.my Lot 30 Jalan Delima 1/3 Subang Hi-Tech Industrial Park 40000 Shah Alam Selangor Darul Ehsan Malaysia Mailing Address P.O. Box 7551 40718 Shah Alam Selangor Darul Ehsan T. (603) 5721 1800 F. (603) 5721 1857

www.digi.com.my