

This Circular contains important information for your immediate attention.

If you are in any doubt as to what action you should take, please consult an appropriate independent professional adviser. If you have sold or transferred all of your ordinary shares in **DiGi.Com Berhad (DiGi or Company)**, you should send this Circular to the stockbroker, or whoever that arranged for the sale or transfer, for transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad has not perused item II of the Circular prior to its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



DiGi.COM BERHAD

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

CIRCULAR TO SHAREHOLDERS

in relation to the

- I. **Proposed capital repayment of RM0.60 per ordinary share in DiGi to the shareholders of DiGi via a reduction of the share capital and share premium account of DiGi pursuant to Sections 60 and 64 of the Companies Act, 1965; and**
- II. **Proposed amendments to the Memorandum and Articles of Association of DiGi**

and

Notice of Extraordinary General Meeting

Adviser



Southern Investment Bank Berhad (169955-T)

We will hold the Extraordinary General Meeting (EGM) of the Company in respect of the above proposals, at Sapphire Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Friday, 19 May 2006 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Ninth Annual General Meeting (which will be held at the same venue and on the same day at 10.00 a.m.), whichever is later. We have enclosed the notice of EGM together with the accompanying Form of Proxy in this Circular.

The Form of Proxy should be lodged at the Registered Office of the Company at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. The last day and time for lodging the Form of Proxy is Wednesday, 17 May 2006 at 11.00 a.m..

This Circular is dated 26 April 2006

ABBREVIATIONS

In this Circular, the words and phrases below, unless the context otherwise requires, shall bear the meanings assigned next to them:

Abbreviations	Meanings
----------------------	-----------------

Companies/Persons

DiGi Board or Board	Board of Directors of DiGi
DiGi or the Company	DiGi.Com Berhad
DiGi Group or the Group	DiGi and its subsidiaries, collectively
DiGiTel	DiGi Telecommunications Sdn Bhd, a wholly-owned subsidiary of DiGi

Proposals

Capital Repayment 1	Capital repayment of RM0.75 for every ordinary share of RM1.00 each in DiGi to the shareholders of DiGi via a reduction of the share capital of DiGi pursuant to Section 64 of the Act
Entitlement Date	The date, to be determined and announced later by the Board, at the close of business on which shareholders' names must appear on the Record of Depositors in order to be entitled to the Proposed Capital Repayment 2
Entitled Shareholders	Shareholders of DiGi whose names appear on the Record of Depositors on the Entitlement Date
Proposals	Proposed Capital Repayment 2 and Proposed Amendments, collectively
Proposed Amendments	Proposed further amendments to the Memorandum and Articles of Association of DiGi (after the Capital Repayment 1)
Proposed Capital Repayment 2	Proposed capital repayment of RM0.60 for every ordinary share of RM0.25 each to the shareholders of DiGi via a reduction of the share capital and share premium account of DiGi pursuant to Sections 60 and 64 of the Act

Adviser

SIBB	Southern Investment Bank Berhad
------	---------------------------------

Authorities/Regulations

Act	Companies Act, 1965, as amended from time to time and any re-enactment thereof
Bursa Depository	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	Bursa Malaysia Securities Berhad
High Court	High Court of Malaya
Listing Requirements	Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time
SC	Securities Commission

Abbreviations**Meanings****Financial Terms**

ROE Return on equity

Others

EGM Extraordinary General Meeting

Latest Practicable Date 19 April 2006, being the latest practicable date prior to the printing of this Circular

Market Day A day on which Bursa Securities is open for trading in securities

Record of Depositors A record provided by Bursa Depository to the Company under Chapter 24.0 of its rules including any amendments thereof

RM and sen Ringgit Malaysia and sen, respectively

We have inserted headings and sub-headings in this Circular for convenience of reference only.

The rest of the page is intentionally left blank

CONTENTS

	Page
Letter from the Board to the Shareholders of DiGi	
1. Introduction	1
2. Information on the Proposals	2
3. Rationale for the Proposals	3
4. Effects of the Proposals	4
5. Approvals Required	5
6. Directors' and Major Shareholders' Interests	6
7. Directors' Recommendation	6
8. EGM	6
9. Further Information	6
Appendix - Further Information	7
Notice of EGM	9
Form of Proxy	Enclosed



DiGi.COM BERHAD

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

Registered Office:

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

26 April 2006

Directors:

Arve Johansen (*Chairman / Non-Independent Non-Executive Director*)
YBhg Tan Sri Datuk Amar Leo Moggie (*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 Korsaeath (*Non-Independent Non-Executive Director*)

To: The Shareholders of DiGi.Com Berhad

Dear Sir/Madam

- **Proposed capital repayment of RM0.60 per ordinary share in DiGi to the shareholders of DiGi via a reduction of the share capital and share premium account of DiGi pursuant to Sections 60 and 64 of the Companies Act, 1965; and**
- **Proposed amendments to the Memorandum and Articles of Association of DiGi**

1. Introduction

On 26 October 2005, SIBB had, on behalf of the DiGi Board, announced on Bursa Securities the following proposals:

- (1) Proposed capital repayment of RM0.75 for every ordinary share of RM1.00 each in DiGi via a reduction of the issued and paid-up share capital of DiGi of RM750,000,000 comprising 750,000,000 ordinary shares of RM1.00 each by RM562,500,000 to RM187,500,000 comprising 750,000,000 ordinary shares of RM0.25 each pursuant to Section 64 of the Act; and
- (2) Proposed amendments to the Memorandum and Articles of Association of DiGi to facilitate the implementation of the Capital Repayment 1.

The shareholders of DiGi had approved the above proposals at an EGM convened on 24 January 2006 and the High Court had, on 19 April 2006, made an order confirming the Capital Repayment 1 pursuant to Section 64 of the Act. The relevant order has been extracted and an office copy of the order is scheduled to be lodged with the Registrar of Companies on 15 May 2006 for the Capital Repayment 1 to take effect on that day. The entitlement date for the Capital Repayment 1 has been fixed for 11 May 2006 and barring any unforeseen circumstances, the cheque payments for the Capital Repayment 1 are expected to be despatched to the entitled shareholders on 18 May 2006.

SIBB had also on 5 April 2006, on behalf of the DiGi Board, announced on Bursa Securities that DiGi is proposing a further capital repayment of RM0.60 for every ordinary share in DiGi to be satisfied wholly in cash to its shareholders via the following:

- (i) Reduction of the resulting issued and paid-up share capital of DiGi of RM187,500,000 comprising 750,000,000 ordinary shares of RM0.25 each (upon the Capital Repayment 1 taking effect) by RM112,500,000 to RM75,000,000 comprising 750,000,000 ordinary shares of RM0.10 each, representing a capital repayment of RM0.15 for every ordinary share of RM0.25 each;
- (ii) Reduction of DiGi's share premium account by an amount of RM337,500,000 which translates to a capital repayment of RM0.45 for every ordinary share of RM0.25 each; and
- (iii) Proposed further amendments to the Memorandum and Articles of Association of DiGi (after the Capital Repayment 1) to facilitate the implementation of the Proposed Capital Repayment 2.

The purpose of this Circular is to provide you with detailed information on the Proposals, to set out your Board's recommendation thereon and to seek your approval for the resolution pertaining to the Proposals to be tabled at the forthcoming EGM. The Notice of EGM for the Proposals together with the Form of Proxy are enclosed with this Circular.

Shareholders of DiGi are advised to read and consider carefully the contents of this Circular before voting on the resolution to give effect to the Proposals at the forthcoming EGM.

2. Information on the Proposals

2.1 Information on the Proposed Capital Repayment 2

The Proposed Capital Repayment 2 involves a proposed capital repayment of RM0.60 for every ordinary share of RM0.25 each (upon the Capital Repayment 1 taking effect) to the Entitled Shareholders, in cash, via a reduction of the share capital and share premium account of DiGi pursuant to Sections 60 and 64 of the Act. The total capital repayment under the Proposed Capital Repayment 2 will amount to RM450,000,000.

Upon completion of the Proposed Capital Repayment 2, the par value of the ordinary shares in the Company will be reduced from RM0.25 each (after the Capital Repayment 1) to RM0.10 each and the Memorandum and Articles of Association of the Company will be amended accordingly.

Based on the audited financial statements of the Company for the financial year ended 31 December 2005, the proforma effects of the Proposals on the share premium account of DiGi are set out below:

	RM '000
Share premium as at 31 December 2005	352,651
Reduction pursuant to the Capital Repayment 1	-
Reduction pursuant to the Proposals	337,500
Share premium after the Proposals	<u>15,151</u>

Pursuant to Section 60(2) of the Act, the provisions relating to reduction of share capital shall also apply to the share premium account as if the share premium account were paid-up share capital of the Company.

The Proposed Capital Repayment 2 is intended to be funded via proceeds from a proposed capital repayment of DiGiTel, which will be undertaken in conjunction with the Proposals. The proposed capital repayment by DiGiTel will involve a reduction of the share premium account of DiGiTel by RM451,501,000. Based on the 100% shareholdings of the Company in DiGiTel, DiGi is therefore expected to receive approximately RM451,501,000 from DiGiTel pursuant to the proposed capital repayment by DiGiTel.

The cash will be paid to the Entitled Shareholders and the Entitlement Date will be determined later by the DiGi Board after the necessary approvals for the Proposals have been obtained.

The Proposals are expected to be completed by the fourth quarter of 2006.

2.2 Information on the Proposed Amendments

It is proposed that further amendments to the Memorandum and Articles of Association of the Company (after the Capital Repayment 1) be made to reflect the change in the par value of the ordinary shares in the Company from RM0.25 each to RM0.10 each pursuant to the Proposed Capital Repayment 2. This is to facilitate the implementation of the Proposed Capital Repayment 2 in view of the reduction in the par value of the ordinary shares in the Company.

3. Rationale for the Proposals

On 26 October 2005, SIBB had on behalf of the DiGi Board, made an announcement to undertake a proposed capital repayment of RM562,500,000 to its entitled shareholders as an integral part of DiGi's proactive capital management initiative to achieve an efficient capital structure, to increase the Company's value and consequently, shareholders' value. The Proposed Capital Repayment 2 reflects the continuous effort of DiGi to achieve an efficient capital structure and the DiGi Board is of the view that such an exercise is an efficient method of rewarding the shareholders.

The Proposed Capital Repayment 2 also represents the Company's initiative to reward its shareholders for their continuous support of the Company. The quantum of the Proposed Capital Repayment 2 has also taken into account the dividend policy of DiGi that was announced on 26 October 2005 and the implementation of the Proposed Capital Repayment 2 is not expected to have an impact on the said policy.

The financial position of the Group is expected to remain robust notwithstanding the Proposed Capital Repayment 2 in view of the income stream to be generated by the DiGi Group which is expected to be buoyed by the continuing growth of the telecommunications industry in Malaysia and the brand recognition awareness that DiGi has established in the local market.

Further, DiGiTel has in place a proposal to issue Commercial Papers and Medium Term Notes with an aggregate nominal value of up to RM700 million, an exercise which has been approved by the SC on 29 November 2005. The availability of such facilities is expected to accord further financial flexibility to the DiGi Group. Accordingly, the DiGi Board is of the view that the Company is in a position to return part of the shareholders' investment in DiGi, having taken into consideration the operating requirements and financial obligations of the DiGi Group.

The Proposed Amendments are relevant so as to reflect the new par value of the ordinary share in DiGi upon the implementation of the Proposed Capital Repayment 2.

4. Effects of the Proposals

The effects of the Proposals are set out below:

(i) Share Capital

The proforma effects of the Proposals on the share capital of DiGi are set out below:

	No. of DiGi Shares '000	Par Value RM	Nominal value of DiGi Shares RM '000
Share capital as at 31 December 2005	750,000	1.00	750,000
Reduction pursuant to the Capital Repayment 1	-	0.75	562,500
Reduction pursuant to the Proposals	-	0.15	112,500
Share capital after the Proposals	<u>750,000</u>	<u>0.10</u>	<u>75,000</u>

(ii) Net assets and Gearing

The proforma effects of the Proposals on the net assets and gearing of the DiGi Group based on the audited consolidated balance sheet of DiGi as at 31 December 2005 are set out below:

	Audited as at 31 December 2005 RM '000	After the Capital Repayment 1 RM '000	After the Proposals RM '000
Share capital	750,000	187,500	75,000
Reserves	1,498,148	1,498,148	1,160,198 ⁺
Shareholders' funds	<u>2,248,148</u>	<u>1,685,648</u>	<u>1,235,198</u>
No. of shares ('000)	750,000	750,000 ^a	750,000 ^b
Net assets per share (RM)	3.00	2.25	1.65
Borrowings	300,000	300,000	300,000
Gearing ratio (times)*	0.13	0.18	0.24

Notes:

^a Par value of RM0.25 each

^b Par value of RM0.10 each

* Interest-bearing borrowings over shareholders' funds

⁺ After deducting estimated expenses of RM450,000 for the Proposals

(iii) Earnings

The Proposals are expected to be completed by the fourth quarter of 2006 and will not have any material effect on the earnings of the DiGi Group for the financial year ending 31 December 2006.

(iv) Major Shareholding Structure

The Proposals will not have any effect on the shareholdings of the major shareholders of DiGi as the reduction of DiGi's share capital will be effected via a proportionate reduction of the par value of all ordinary shares of DiGi from RM0.25 each (after the Capital Repayment 1) to RM0.10 each.

(v) Dividends

The Proposals are not expected to have any adverse effect on the dividend policy of the Company.

(vi) ROE

The Proposals are expected to have a positive impact on the ROE of the DiGi Group. Based on the audited consolidated balance sheet of DiGi as at 31 December 2005, the proforma effects of the Proposals on the ROE of the DiGi Group are set out below:

	Audited financial year ended 31 December 2005 RM '000	After the Capital Repayment 1 RM '000	After the Proposals RM '000
Consolidated profit after tax	470,955	470,955	470,955
Shareholders' funds	2,248,148	1,685,648	1,235,198 ⁺
ROE (%)	20.95	27.94	38.13

Note: ⁺ After deducting estimated expenses of RM450,000 for the Proposals

5. Approvals Required

The Proposals are conditional upon the following being obtained:

- (i) the approval of the shareholders of DiGi at an EGM to be convened;
- (ii) the approval of DiGi, the sole shareholder of DiGiTel, in relation to the proposed capital repayment by DiGiTel;
- (iii) the order of the High Court confirming the proposed capital repayment by DiGiTel pursuant to Sections 60 and 64 of the Act;
- (iv) the order of the High Court confirming the Proposed Capital Repayment 2 pursuant to Sections 60 and 64 of the Act; and
- (v) the approval/consent of any other relevant authorities and/or parties, if required.

The Proposals are also conditional upon the proposed capital repayment by DiGiTel.

6. Directors' and Major Shareholders' Interests

As at the Latest Practicable Date, none of the Directors or major shareholders of the Company and/or persons connected to them as defined in the Listing Requirements has any other interests, direct or indirect, in the Proposals, save for their respective entitlements as shareholders pursuant to the Proposed Capital Repayment 2, which is on the same basis as that of the other Entitled Shareholders.

7. Directors' Recommendation

The DiGi Board is of the view that the Proposals are in the best interests of the Company and its shareholders. Therefore, the Board recommends that you vote in favour of the resolution pertaining to the Proposals at the forthcoming EGM.

8. EGM

The EGM of the Company pertaining to the Proposals, the Notice of which is enclosed with this Circular, will be held at Sapphire Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Friday, 19 May 2006 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Ninth Annual General Meeting (which will be held at the same venue and on the same day at 10.00 a.m.), whichever is later, for the purpose of considering and, if thought fit, passing the resolution pertaining to the Proposals.

If you are unable to attend or vote in person at the EGM, you may appoint a proxy by executing the enclosed Form of Proxy in accordance with the instruction printed thereon as soon as possible to be deposited at the Company's Registered Office at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia, at least forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. The lodgement 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.

9. Further Information

We advise all shareholders to refer to the accompanying appendix for further information.

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

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

Further Information

1. Responsibility Statement

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

2. Consent

SIBB has given and has not subsequently withdrawn its written consent to the inclusion of its name in the form and context in which it appears in this Circular.

3. Material Contracts

The DiGi Group has not entered into any material contracts (not being contracts entered into in the ordinary course of DiGi Group's business) within two (2) years immediately preceding the date of this Circular.

4. Material Litigation

The DiGi Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the DiGi Group and the Directors of DiGi are not aware of any proceedings, pending or threatened or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the DiGi Group.

5. Other Corporate Exercise

Save as disclosed below, there is no other corporate exercise or scheme announced but not completed prior to the Latest Practicable Date:

- a) On 26 October 2005, Commerce International Merchant Bankers Berhad had, on behalf of the DiGi Board, announced that DiGiTel has proposed to issue Commercial Papers and Medium Term Notes with an aggregate nominal value of up to RM700,000,000 (Proposed Issue).

The Proposed Issue is intended to provide DiGiTel with an alternative source of financing which will enable DiGiTel to effectively plan and manage its funding costs and requirements. The proceeds of the Proposed Issue shall be utilised to finance the capital expenditure and for the working capital requirements of DiGiTel.

The Proposed Issue was approved by the SC on 29 November 2005 subject to the conditions imposed by the SC.

- b) On 26 October 2005, SIBB had, on behalf of the DiGi Board, announced on Bursa Securities the following proposals:
- (i) Proposed capital repayment of RM0.75 for every ordinary share of RM1.00 each in DiGi to be satisfied wholly in cash to its shareholders via a reduction of the share capital of DiGi pursuant to Section 64 of the Act; and
 - (ii) Proposed amendments to the Memorandum and Articles of Association of DiGi to facilitate the implementation of the Capital Repayment 1.

The shareholders of DiGi had approved the above proposals at an EGM convened on 24 January 2006 and the High Court had, on 19 April 2006, made an order confirming the Capital Repayment 1 pursuant to Section 64 of the Act. The relevant order has been extracted and an office copy of the order is scheduled to be lodged with the Registrar of Companies on 15 May 2006 for the Capital Repayment 1 to take effect on that day. The entitlement date for the Capital Repayment 1 has been fixed for 11 May 2006 and barring any unforeseen circumstances, the cheque payments for the Capital Repayment 1 are expected to be despatched to the entitled shareholders on 18 May 2006.

6. Documents Available for Inspection

Copies of the following documents are made available for inspection between 9.00 a.m. and 5.00 p.m. from Monday to Friday (except on public holidays) at the Registered Office of the Company 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) Memorandum and Articles of Association of DiGi;
- (ii) Audited consolidated financial statements of DiGi for the two (2) financial years ended 31 December 2004 and 2005; and
- (iii) Letter of consent referred to in Section 2 above.

The rest of the page is intentionally left blank



DiGi.COM BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (EGM) of DiGi.Com Berhad (the Company) will be held at Sapphire Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Friday, 19 May 2006 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Ninth Annual General Meeting (which will be held at the same venue and on the same day at 10.00 a.m.), whichever is later, for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION – PROPOSALS

PROPOSED CAPITAL REPAYMENT OF RM0.60 PER ORDINARY SHARE OF RM0.25 EACH IN THE COMPANY TO THE SHAREHOLDERS OF THE COMPANY VIA A REDUCTION OF THE SHARE CAPITAL AND SHARE PREMIUM ACCOUNT OF THE COMPANY PURSUANT TO SECTIONS 60 AND 64 OF THE COMPANIES ACT, 1965 (PROPOSED CAPITAL REPAYMENT)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY (PROPOSED AMENDMENTS)

THAT subject to the confirmation by the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965 and the approvals of all relevant authorities and/or relevant parties being obtained, approval be and is hereby given for the Company to:

- (i) reduce its issued and paid-up share capital by reducing the par value of every issued and paid-up ordinary share from RM0.25 each (upon the Capital Repayment 1, as elaborated in the circular to shareholders dated 26 April 2006, taking effect) to RM0.10 each; and
- (ii) reduce the share premium account of the Company by RM337,500,000 through an application of that amount towards a capital repayment of RM0.45 for every ordinary share of RM0.25 each held,

and for the total cash repayment of RM0.60 (for every ordinary share of RM0.25 each held) arising from the above to be made to all entitled shareholders whose names appear on the Record of Depositors of the Company at the Entitlement Date (being a date to be determined and announced later by the Board of Directors of the Company) further to the proposed capital repayment by DiGi Telecommunications Sdn Bhd (as elaborated in the circular to shareholders dated 26 April 2006) taking effect;

THAT approval be and is hereby given for Clause 5 of the Company's Memorandum of Association and Article 3 of its Articles of Association to be respectively amended to the following upon the Proposed Capital Repayment taking effect:

(i) Clause 5

The capital of the Company is Ringgit Malaysia One Billion (RM1,000,000,000/=) only divided into 10,000,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise;

(ii) Article 3

The capital of the Company is RM1,000,000,000/= divided into 10,000,000,000 shares of RM0.10 each;

The Proposed Capital Repayment and the Proposed Amendments are collectively referred to as the Proposals.

AND THAT the Board of Directors of the Company be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents, and to take all such steps for and on behalf of the Company as they may consider necessary or expedient or relevant to give effect to, and implement the Proposals with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities.

By Order of the Board

Tai Yit Chan (MAICSA 7009143)
Liew Irene (MAICSA 7022609)
Hee Chew Yun (LS 6249)
Company Secretaries

Kuala Lumpur
26 April 2006

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.
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 at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia 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)

FORM OF PROXY

No. of shares held

I/We.....(NRIC No.).....
of.....
.....
a member/members of DiGi.Com Berhad, hereby appoint.....
.....(NRIC No.).....
of.....
.....
or failing him/her.....
.....(NRIC No.).....
of.....
.....

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 (EGM) pertaining to the Proposals to be tabled at the forthcoming EGM to be convened at Sapphire Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Friday, 19 May 2006 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Ninth Annual General Meeting (which will be held at the same venue and on the same day at 10.00 a.m.), whichever is later.

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

	FOR	AGAINST
SPECIAL RESOLUTION – PROPOSALS		

Dated this..... day of2006

.....
Signature/Common Seal

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.
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 at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.