



DiGi.COM BERHAD

(Company No.: 425190-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

ORDINARY RESOLUTION

PROPOSED TRANSFER OF THE SPECTRUM ASSIGNMENT NO. SA/01/2006 OVER THE FREQUENCY BANDS OF 1965MHZ-1980MHZ, 2155MHZ-2170MHZ AND 2010MHZ-2015MHZ (“SPECTRUM”) TO DiGi TELECOMMUNICATIONS SDN BHD (“DiGi TELECOM”) TO BE SATISFIED VIA THE ISSUANCE OF 27,500,000 NEW ORDINARY SHARES OF RM0.10 EACH IN DiGi (“DiGi SHARES”) CREDITED AS FULLY PAID-UP TO TT DOTCOM SDN BHD (“TDSB”) OR ITS NOMINEES (“PROPOSED TRANSFER”)

THAT subject to the requisite approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to carry out and accept the proposed transfer of the Spectrum to DiGi Telecom, to be effected either by way of a transfer of the Spectrum from TDSB to DiGi Telecom or where the transfer of the Spectrum is not practicable, by way of a surrender of the Spectrum by TDSB and a reissuance by the Malaysian Communications and Multimedia Commission (SKMM) of the Spectrum in the name of DiGi Telecom, and to be satisfied via the issuance of 27,500,000 new DiGi Shares credited as fully paid-up (“**Consideration Shares**”) at an issue price of RM23.80 per DiGi Share, determined based on the five (5)-day volume weighted average market price of DiGi Shares up to and including 9 November 2007 (being the full market day prior to the date of the offer to enter into the heads of agreement in relation to the Proposed Transfer and the proposed joint business planning from the Board of Directors of DiGi to the Board of Directors of TIME dotCom Berhad (“**TdC**”)) (adjusted for special gross dividend with the entitlement date of 9 November 2007 of RM1.00 per DiGi Share), to TDSB or its nominees which comprise TdC and all its subsidiaries (“**TDSB or its Nominees**”) upon the terms and conditions of the Definitive Agreement entered into on 25 January 2008 between the Company, DiGi Telecom, TdC and TDSB (“**Definitive Agreement**”), the salient terms of which are more particularly set out in Section 2.1 of the Circular to the shareholders of the Company dated 26 February 2008 (“**Circular**”);

AND FURTHER THAT approval be and is hereby given for the Directors to allot and issue, in accordance with the Definitive Agreement, 27,500,000 new DiGi Shares to TDSB or its Nominees and that the Consideration Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing ordinary shares of the Company save that they will not be entitled to any dividends, rights, allotments and/or other distributions, where the entitlement date (namely, the date as at the close of business on which the shareholders of the Company must be entered in the Record of Depositors maintained with Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”) in order to be entitled to any dividends, rights, allotments and/or other distributions) is before the date of allotment of the Consideration Shares;

AND THAT subject to the requisite approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to allot and issue to TDSB or its Nominees, in accordance with the Definitive Agreement and more particularly set out in Section 2.1.2(iii) of the Circular, the additional new DiGi Shares (“**Adjustment Shares**”) arising from any adjustment made to the number of Consideration Shares as a consequence of the Company implementing any capital reductions (except any capital reduction involving the cancellation of capital which is lost or unrepresented by available assets, or in consequence of the Company purchasing its own shares), bonus issues, rights issues, capital repayments or stock dividends (excluding all dividend payments in cash) between 14 November 2007 and up to the completion date of the Definitive Agreement, and that the Adjustment Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing ordinary shares of the Company save that they will not be entitled to any dividends, rights, allotments and/or other distributions, where the entitlement date (namely, the date as at the close of business on which the shareholders of the Company must be entered in the Record of Depositors maintained with Bursa Depository in order to be entitled to any dividends, rights, allotments and/or other distributions) is before the date of allotment of the Consideration Shares;

AND THAT the Directors be and are hereby authorised to do all such acts, deeds and things and to take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of the Company to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Transfer;

AND THAT the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Transfer.

By Order of the Board

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

Kuala Lumpur
26 February 2008

Notes:

1. *A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company.*
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. *A power of attorney or certified copy thereof or the instrument appointing the 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 or a power of attorney 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.*