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celcomdigi

DIGI.COM BERHAD

(Company No. 199701009694 (425190-X))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PART A

**PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR DIGI.COM BERHAD AND ITS
SUBSIDIARIES**

PART B

PROPOSED CHANGE OF NAME FROM DIGI.COM BERHAD TO CELCOMDIGI BERHAD

Notice of the Extraordinary General Meeting (“**EGM**”) which will be held on Friday, 24 February 2023 at 2.30 p.m. conducted on a virtual basis through online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn Bhd in Malaysia (“**Poll Administrator**”) using Remote Participation and Electronic Voting facilities and live streaming from broadcast venue at Auditorium, Level Podium 6, Menara Celcom, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, together with the Form of Proxy are enclosed together in this Circular. The hardcopy of Form of Proxy must be deposited at Poll Administrator’s office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for holding the EGM. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned above. The lodging of the Form of Proxy will not preclude you from attending and voting at the EGM if you subsequently wish to do so.

Date of Record of Depositors for the purpose of determining shareholders’ entitlement to participate, vote and speak at the EGM : Friday, 17 February 2023

Last day and time to submit the Form of Proxy : Wednesday, 22 February 2023 at 2.30 p.m.

Date and time of the EGM : Friday, 24 February 2023 at 2.30 p.m.

This Circular is dated 31 January 2023

DEFINITIONS

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

Act	:	The Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual general meeting of our Company
Axiata	:	Axiata Group Berhad (Registration No.: 1992011019685 (242188-H))
Axiata Group	:	Axiata and its subsidiaries as defined in section 4 of the Act
Board	:	Board of Directors of Digi
Board Audit Committee	:	Our Board Audit Committee, comprising Tan Sri Abdul Farid Alias, Ms Vimala V.R Menon and Puan Khatijah Begom Shah Mohamed
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CCM	:	Companies Commission of Malaysia
Celcom	:	Celcom Axiata Berhad (Registration No.: 198801000113 (167469-A))
Celcom Group	:	Celcom and its subsidiaries as defined in section 4 of the Act
Celcom Mobile	:	Celcom Mobile Sdn Bhd (Registration No.: 197601002188 (27910-A))
Celcom Resources	:	Celcom Resources Berhad (Registration No.: 196601000446 (6899-X))
Circular	:	This circular to shareholders of Digi dated 31 January 2023 in relation to the approval of shareholders on the Proposed New Shareholders' Mandate for RRPTs and the Proposed Change of Name
CMSA	:	Capital Market and Services Act 2007
Digi Group or the Group	:	Digi and its subsidiaries as defined in section 4 of the Act
Digi or the Company	:	Digi.Com Berhad (Registration No. 199701009694 (425190-X))
Digi Tel	:	Digi Telecommunications Sdn Bhd (Registration No.: 199001009711 (201283-M))
Director (s)	:	Shall have the same meaning under subsection 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which terms of the RRPTs were agreed upon, a director of Digi, its subsidiary or holding company or Chief Executive Officer of Digi, its subsidiary or holding company
DNB	:	Digital Nasional Berhad (Registration No.: 201701005338 (1219503-P))
DNB Shares	:	Ordinary shares in DNB
DNB Rights to Allotment	:	Rights to allotment of new DNB Share(s) to be issued where each right provides the holder with right to allotment of one (1) DNB Share and shall be entitled to one (1) vote as if it was one issued DNB Share, subject to the terms of the conditional share subscription agreements entered into by Digi Tel and Celcom Mobile respectively with DNB on 7 October 2022

DEFINITIONS (cont'd)

edotco	:	edotco Malaysia Sdn Bhd (Registration No.: 198501016343 (148800-H))
edotco Group	:	edotco Group Sdn Bhd (Registration No.: 201201038361 (1022843-U)) and its subsidiaries which includes edotco
EGM	:	Extraordinary General Meeting of Digi
EPS	:	Earnings per share
Khazanah	:	Khazanah Nasional Berhad, (Registration No.: 199301020767 (275505-K)), a Major Shareholder of Axiata and indirect Major Shareholder of Digi
Khazanah Group	:	Khazanah, its subsidiaries and other related entities
LOA	:	Limits of authority, as described in Section 2.6 of this Circular
LPD	:	1 January 2023, being the latest practicable date for ascertaining certain information contained in this Circular prior to its printing
Main Suit 1	:	The civil claim at the Kuala Lumpur High Court (Civil Suit. No. D1-22-1960-2008) filed by Celcom and Celcom Resources against, inter alia, TSDTR, BR and DeteAsia Holding GmbH, as further elaborated in Appendix II
Main Suit 2	:	The civil claim at the Kuala Lumpur High Court (Civil Suit No. D5-22-610-2006) filed by Celcom and Celcom Resources against, inter alia, TSDTR and BR, as further elaborated in Appendix II
Major Shareholder	:	A person who is or was within the preceding six (6) months of the date on which the terms of the RRPT were agreed upon, has an interest or interests in one or more voting shares in the Company (or any other corporation which is its subsidiary or holding company) and the number or aggregate number of those shares, is:- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” has the meaning given in section 8 of the Act
Merger	:	Merger of Celcom and Digi in accordance with the SPA
MMLR	:	Main Market Listing Requirements of Bursa Securities including amendments thereto that may be made from time to time
NA	:	Net Asset

DEFINITIONS (cont'd)

- Person(s) Connected : In relation to a Director or Major Shareholder, means such person who falls under any one of the following categories:
- (a) a family member of the Director or Major Shareholder;
 - (b) a trustee of a trust (other than a trustee for an employees share scheme or pension scheme) under which the Director, Major Shareholders or a family member of the Director or Major Shareholder, is the sole beneficiary;
 - (c) a partner of the Director, Major Shareholder;
 - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - (e) its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the Director or Major Shareholder and/or Person Connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (g) a body corporate which is related corporation of the Director or Major Shareholder
- Proposed Change of Name : Proposed change of name from Digi.Com Berhad to CelcomDigi Berhad
- Proposed New Shareholders' Mandate : Collectively the following new shareholders' mandate for:
- (a) RRPT between Digi Group and Axiata Group;
 - (b) RRPT between Celcom Group and Telenor Group;
 - (c) RRPT between Digi Group and Khazanah Group;
 - (d) RRPT between Digi Group and DNB; and
 - (e) RRPT between Digi Group and TM Group
- Public : Shall have the meaning given in Chapter 1 of the MMLR
- Recurrent Related Party Transaction or RRPT(s) : Transactions with Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group and are in the ordinary course of business of Digi Group, as further described in Appendix I of this Circular
- Related Parties : Director, Major Shareholder or Person Connected with such Director or Major Shareholder who are interested in the RRPT as further described in Appendix I of this Circular
- RM and sen : Ringgit Malaysia and sen respectively

DEFINITIONS (cont'd)

SPA	:	Conditional share purchase agreement dated 21 June 2021 entered into between Digi and Axiata in relation to the merger between Celcom and Digi, as amended on 17 June 2022 and 29 November 2022 and as varied by the cost sharing agreement dated 25 July 2022 entered into between Axiata, Celcom and Digi
Telenor	:	Telenor ASA (Registration No.: 982 463 718)
Telenor Asia	:	Telenor Asia Pte Ltd (Registration No.: 199705695G)
Telenor Group	:	Telenor and its subsidiaries as defined in section 4 of the Act
TM	:	Telekom Malaysia Berhad (Registration no.: 198401016183 (128740-P))
TM Group	:	TM and its subsidiaries as defined in section 4 of the Act

All references to “we”, “us”, “our” and “ourselves” in this Circular are to Digi and references to “Our Group” mean Digi Group. All references to “you” in this Circular are to the shareholders of our Company.

Words importing the singular shall, where applicable, include the plural and vice versa, and words referring to masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment, rules or legislation is a reference to that enactment, rules or legislation currently enforced including any amendment or re-enactment. Any reference to time or day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the tables and statements included in this Circular between the amounts stated and the totals thereof are due to rounding.

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PART A
PROPOSED NEW SHAREHOLDERS' MANDATE

celcomdigi

DIGI.COM BERHAD
(Company No. 199701009694 (425190-X))
(Incorporated in Malaysia)

Registered Office
12th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

31 January 2023

Board of Directors:

Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (*Chair/Non-Independent Non-Executive Director*)
Mr. Jørgen Christian Arentz Rostrup (*Deputy Chair/Non-Independent Non-Executive Director*)
Dr. Shridhir Sariputta Hansa Wijayasuriya (*Non-Independent Non-Executive Director*)
Mr. Haakon Bruaset Kjoel (*Non-Independent Non-Executive Director*)
Mr. Vivek Sood (*Non-Independent Non-Executive Director*)
Ms. Rita Skjaervik (*Non-Independent Non-Executive Director*)
Tan Sri Abdul Farid Alias (*Independent Non-Executive Director*)
Ms. Vimala V.R. Menon (*Independent Non-Executive Director*)
Datuk Iain John Lo (*Independent Non-Executive Director*)
Puan Khatijah Begom Shah Mohamed (*Independent Non-Executive Director*)

To: The Shareholders of Digi.Com Berhad

Dear Sir/ Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

On 30 November 2022, the Board announced that Digi has completed a merger with Celcom. The merger resulted in new related party relationships being formed, including but not limited to, Axiata, and by extension Khazanah becoming our new Major Shareholders. As a result, transactions between Digi Group and these related parties, as well as transactions between Telenor Group and Celcom Group, are now considered related party transactions. These related party transactions are in the ordinary course of business and are expected to be significant.

On 27 January 2023, the Board had announced to Bursa Securities of its intention to seek shareholders' approval at the forthcoming EGM for the Proposed New Shareholders' Mandate in respect of the RRPTs set out in Section 2.4 of Part A of this Circular, in accordance with Paragraph 10.09 of the MMLR. If approved by the shareholders, the Proposed New Shareholders' Mandate shall continue to be in force until the forthcoming AGM of the Company, after which it will be subject to renewal.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL FOR

THE ORDINARY RESOLUTIONS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR FOR YOUR REFERENCE AND PERUSAL.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTIONS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provision under MMLR

- (a) Paragraph 10.09(1) of the MMLR provides, among others, that a listed issuer must immediately announce a RRPT in relation to a listed issuer with an issued and paid-up capital of RM60.0 million and above:
- (i) the consideration, value of the assets, capital outlay or cost of the RRPT is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is one percent or more,
- whichever is the higher.
- (b) Paragraph 10.09(2) of the MMLR provides that a listed issuer may seek a shareholder's mandate in respect of RRPTs subject to the following:
- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the Public;
 - (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the MMLR;
 - (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
 - (iv) in a meeting to obtain shareholders' mandate, relevant related party must comply with the following requirements:
 - (a) a related party with any interest, direct or indirect, must not vote on the resolution in respect of the related party transaction;
 - (b) an interested related party who is a Director or Major Shareholder, must ensure that Persons Connected with it abstain from voting on the resolution in respect of the related party transaction; and
 - (c) where the interested related party is a Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution in respect of the related party transaction; and
 - (v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPTs entered into by the listed issuer, exceeds the estimated value

of the RRPTs disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the MMLR, the provisions of Paragraph 10.08 of the MMLR will not apply.

The Proposed New Shareholders' Mandate, if approved, shall take effect from the date of the passing of the ordinary resolutions proposed at the forthcoming EGM and shall continue to be in force and effect until:-

- (a) the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders' Mandate will lapse, unless by a resolution passed at the next AGM, whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM is required to be held, pursuant to section 340(2) of the Act, (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

2.2 Principal Activities

The principal activity of the Company is investment holding whilst its subsidiary companies are principally engaged in the:

- (a) establishment, maintenance and provision of telecommunications, infrastructure and services;
- (b) provision of e-commerce, digital services and solutions;
- (c) provision of management services to its subsidiaries; and
- (d) provision of mobile communications services and network transmission related services.

2.3 Related Parties

The Proposed Shareholders' Mandate will apply to the following classes of Related Parties:

- (a) Major Shareholders;
- (b) Directors; and
- (c) Persons Connected to such Major Shareholders and/or Directors.

2.4 RRPTs

The details of the RRPTs under the Proposed New Shareholders' Mandate are described in Appendix I of this Circular.

2.5 Details of Overdue Trade Receivables

The details of our Group's trade receivables pursuant to RRPTs which exceeded the credit term for the following periods as at the LPD are as follows:

Amount in RM ('000)	Aging of the outstanding amount			
	<1 year	1<3 years	3<5 years	>5 years
Revenue to Digi Group				
From Axiata Group				
Commission fees on content related services	234	1,290	-	-
International SMS revenue	4,640	-	-	-
Mobile virtual network operator related revenue	44	-	-	-
Site infrastructure lease income	2,123	664	-	-
From Telenor Group				
International Interconnect and Roaming Services	1,100	-	-	-
From Khazanah Group				
Provision of telecommunication services	938	-	-	-
Domestic interconnect and roaming revenue	395	415	-	-
Cloud based software infrastructure	12	44	32	-
From DNB Group				
Site infrastructure lease income	776	-	-	-
From TM Group				
Domestic interconnect and roaming revenue	2,331	-	-	-
Site infrastructure lease income	1,252	102	-	-
Leased line/ Bandwidth leasing	391	613	1,300	-
Site infrastructure lease income	551	-	-	-
Grand Total	14,787	3,128	1,332	-

There are no late payment charges on the overdue trade receivables as our Group does not impose late payment charges. The management of our Company has and will continue to meet and discuss with the relevant Related Parties to pursue for early settlement of the outstanding amounts due. Our Board Audit Committee and our Board have reviewed the outstanding amounts and are of the opinion that the outstanding amounts were part of normal business operations of our Group and are recoverable. In addition, our management is of the view that the Related Parties are long term business counter-parties and have sound credit standing.

2.6 Review Procedures for RRPTs

To ensure that the RRPTs are entered into on an arm's length basis, are on terms not more favourable to the Related Parties than those generally available to the Public and are not detrimental to the minority shareholders, our Board Audit Committee has been tasked with the review and approval of such transactions.

We have established the following procedures and guidelines for the review and approval of the RRPTs.

- (i) A list of Related Parties is established and made available to the chief financial officers or heads of the financial divisions (as the case may be) of Digi Group, who shall monitor and ensure that all RRPTs to be entered into by us or our subsidiaries are required to be undertaken on an arm's length basis, on terms which are not more favourable to the Related Parties than those generally available to the Public, and which are not to the detriment of our minority shareholders.
- (ii) The processes and procedures are in place to ensure RRPTs are entered into after taking into account the pricing and contract rates, terms and conditions, level of service and expertise required, and the quality of products and services provided, is comparable to the prevailing market prices and rates, industry norms and standards, as well as general practices, adopted by the service providers of similar capacities and capabilities generally available in the open market.
- (iii) Process and systems are put in place to ensure proper records and supporting documents of the RRPTs are maintained so that all RRPTs entered into pursuant to the shareholders' mandate for submission to the auditors, Board Audit Committee and relevant authorities, where required, for review.
- (iv) Disclosures will be made in the annual report of the breakdown of the aggregate value of RRPTs pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
 - (a) the type of the RRPTs made; and
 - (b) the names of the Related Parties involved in each type of the RRPTs made and their relationship with the Company.
- (v) Subject to the LOA, all RRPTs are presented at our Board Audit Committee meetings. Our Board Audit Committee has the right to access information concerning our Related Parties and is entitled to the services of any independent adviser, if required, for the discharge of its duties.
- (vi) Our Board and Board Audit Committee have overall responsibility for determining whether the guidelines and procedures on the RRPTs are appropriate and sufficient. Arising from business needs, a review of the RRPTs processes and procedures will be carried out by our Board through the Board Audit Committee. If, during the review, the Board and the Board Audit Committee are of the view that the RRPTs processes and procedures are:
 - (a) no longer valid; or
 - (b) insufficient to ensure that the RRPTs are made on arm's length basis or on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of our minority shareholders,

then, they shall have the discretion to change, vary, modify existing guidelines and procedures, or implement new or additional guidelines and procedures, provided that

such amended, varied, modified, new or additional guidelines and procedures are no less stringent than the existing guidelines and procedures.

- (vii) At least two (2) other contemporaneous transactions with unrelated third parties for similar or substantially similar services will be used as comparison, whenever practical or possible, to determine whether the price and terms offered to or by the Related Parties are fair and reasonable and comparable to those offered to or by other unrelated third parties for the similar or substantially similar type of services. Where quotation or comparative pricing from unrelated third parties cannot be obtained, prices are determined based on market knowledge and on normal commercial terms in accordance with our Group's policies (which require amongst others) that transactions with Related Parties are undertaken on an arm's length basis and are not detrimental to Digi Group.
- (viii) Where any of our Board or our Board Audit Committee members has an interest (direct or indirect) in the RRPTs, he must declare his interest in the RRPTs and abstain from participating and deliberating in the decision of the Board or the Board Audit Committee on the said RRPTs.

All transactions (including RRPTs) are subject to approvals based on our Group's LOA. Our LOA, which have been duly approved by the respective boards of directors of our Group, contain the prescribed approval limits (including thresholds for board of directors' approvals) determined based on grounds of practicality from the business and operational viewpoint unique to our Group. The threshold for the utilisation of the approved mandate is also subject to our LOA prior to the award of contracts in relation to the transactions contemplated under the Proposed New Shareholders' Mandate. Individual RRPTs that fall below RM 40 million in value will be reviewed and approved in accordance with our policy on LOA, whereas individual RRPTs exceeding RM 40 million in value will be reviewed and considered by our Board Audit Committee and thereafter, if our Board Audit Committee shall deem fit, be recommended to our Board for approval.

2.7 Statement by the Board Audit Committee

The Board Audit Committee have seen and reviewed the procedures stipulated under Section 2.6 of Part A of this Circular and is satisfied that the review procedures for the RRPTs are sufficient to ensure that the RRPTs will be carried out on normal commercial terms which are not detrimental or prejudicial to the interest of minority shareholders and the terms of the RRPTs are not more favourable to the Related Parties than those generally available to the Public.

The Board Audit Committee are of the opinion that the Digi Group has in place adequate procedures and processes to monitor, track, and identify RRPTs in a timely and orderly manner. The Board Audit Committee shall annually review the RRPTs and the procedures mentioned in the preceding paragraphs to ascertain the compliance by the Company.

3. RATIONALE AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The rationale for and benefits of the Proposed New Shareholders' Mandate to the Group are as follows:

- (a) The Proposed New Shareholders' Mandate will facilitate transactions with the Related Parties which are carried out in the ordinary course of business of the Group and are mainly for the support of the Group in its day-to-day operations. These transactions are made on an arm's length basis, on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the Public and are not detrimental to the interests of the minority shareholders.
- (b) The Proposed New Shareholders' Mandate will enhance the Group's ability to pursue business opportunities which may be time-sensitive and frequent in nature, and it may

be impracticable to seek shareholders' approval on a case-to-case basis before entering into such RRPTs.

- (c) The Proposed New Shareholders' Mandate will eliminate the need to make regular announcements or convene separate general meetings from time to time to seek shareholders' approval as and when the potential RRPTs arise, thereby reducing substantially the administrative time and cost associated in convening such meetings without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

4. CONDITION FOR THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is subject to the approval being obtained from the shareholders of the Company at the forthcoming EGM.

5. EFFECT OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is in relation to transactions which are of a revenue or trading nature and which form an integral part of our Group's day-to-day operations and hence, they contribute to our financial performance. The Proposed New Shareholders' Mandate will not have any effect on our issued share capital and our substantial shareholders' shareholdings in our Company. In addition, the Proposed New Shareholders' Mandate is not expected to have any material effect on our consolidated NA and consolidated earnings for the financial year ending 31 December 2023.

6. DIRECTORS, MAJOR SHAREHOLDERS' INTEREST AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below and in Appendix I, none of the other Directors and/or Major Shareholders and Person Connected to them, has any direct or indirect interest as at the LPD, in the Proposed New Shareholders' Mandate:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Interested Directors				
Jørgen Christian Arentz Rostrup ⁽¹⁾	-	-	-	-
Dr. Shridhir Sariputta Hansa Wijayasuriya ⁽²⁾	-	-	-	-
Haakon Bruaset Kjoel ⁽³⁾	-	-	-	-
Vivek Sood ⁽⁴⁾	-	-	-	-
Rita Skjaervik ⁽⁵⁾	-	-	-	-
Tan Sri Dr. Halim Shafie ⁽⁶⁾	-	-	5,000 ⁽⁷⁾	Negligible ⁽⁸⁾
Thayaparan S Sangarapillai ⁽⁹⁾	-	-	-	-
Interested Major Shareholders				
Axiata Group Berhad	3,883,129,144	33.10	-	-
Telenor Asia	3,883,129,144	33.10	-	-
Telenor Mobile Communications AS	-	-	3,883,129,144 ⁽¹⁰⁾	33.10
Telenor Mobile Holding AS	-	-	3,883,129,144 ⁽¹¹⁾	33.10
Telenor ASA	-	-	3,883,129,144 ⁽¹²⁾	33.10
Khazanah Nasional Berhad	-	-	3,883,129,144 ⁽¹³⁾	33.10
Persons Connected to Director and or Major Shareholders				
Puan Sri Zaleha Jamaludin ⁽¹⁴⁾	5,000	negligible	-	-

Note:

- (1) *Jørgen Christian Arentz Rostrup is a representative of Telenor Asia and is also an Executive Vice President and Head of Telenor Asia at Telenor.*
- (2) *Dr. Shridhir Sariputta Hansa Wijayasuriya is a representative of Axiata, and is also an interim Joint Acting Group CEO of Axiata. He also sits on the boards of various subsidiaries of Axiata.*
- (3) *Haakon Bruaset Kjoel is a representative of Telenor Asia and also serves on the board of directors of several Telenor Group companies in Singapore, Grameenphone Ltd. in Bangladesh, and Total Access Communication PCL in Thailand.*
- (4) *Vivek Sood appointed to Digi's Board on 19 January 2023 and is a representative of Axiata. He is also the Acting Group CEO and Group Chief Financial Officer ("CFO") of Axiata.*
- (5) *Rita Skjaervik is a representative of Telenor Asia and is also part of the Telenor Group Executive Management as the company's Executive Vice President.*
- (6) *Tan Sri Dr. Halim Shafie resigned from Digi's Board on 19 January 2023. He was a representative of Axiata and is also an independent non-executive director of Axiata.*
- (7) *Deemed interested by virtue of his spouse's (Puan Sri Zaleha Jamaludin) direct shareholdings in the Company.*
- (8) *Represents less than 0.01% of the total amount of shares in the Company.*
- (9) *Thayaparan S Sangarapillai resigned from Digi's Board on 19 January 2023. He was a representative of Axiata and is also an Independent Non-Executive Director of Axiata. He is also the Chairman of Axiata's Board Audit Committee and Axiata's Board Sustainability Committee, and a member of the Axiata Enterprise Investment Board Committee.*
- (10) *Deemed interested by virtue of its 100% interest in Telenor Asia pursuant to section 8(4) of the Act.*
- (11) *Deemed interested by virtue of its 100% interest in Telenor Mobile Communications AS which has 100% interest in Telenor Asia pursuant to subsection 8(4) of the Act.*
- (12) *Deemed interested by virtue of its 100% interest in Telenor Mobile Holding AS which has 100% interest in Telenor Mobile Communications AS, which in turn has 100% interest in Telenor Asia pursuant to subsection 8(4) of the Act.*
- (13) *Deemed interested pursuant to subsection 8(4) of the Act through its associate, Axiata.*
- (14) *Puan Sri Zaleha Jamaludin is a person connected to Tan Sri Dr. Halim Shafie (her spouse) who has resigned from Digi's Board on 19 January 2023.*

The interested Directors have abstained and will continue to abstain from deliberating and voting on the Proposed New Shareholders' Mandate at our relevant Board Meetings in respect of RRPT in which they are interested in. In addition, the interested Directors and interested Major Shareholders will abstain from voting in respect of their direct and indirect shareholdings in the Company at the forthcoming EGM on the relevant ordinary resolutions to approve RRPTs involving their interests and/or interests of Persons Connected with them.

The interested Directors and interested Major Shareholders have also undertaken that they will ensure that Persons Connected with them will abstain from voting, deliberating on and approving on the relevant ordinary resolutions in respect of RRPT in which they are interested in at the forthcoming EGM.

Tengku Dato Sri Azmil Zahrudin Raja Abdul Aziz, the chair of our Board is a nominee Director of Axiata. Notwithstanding that he may not have any interest in the RRPTs and he is not an interested Director within the meaning of Paragraph 10.2(k) of MMLR, he has voluntarily abstained from deliberation and voting on the relevant RRPTs at our Board Meetings involving the interests of his nominator.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, with the exception of the interested Directors listed in Section 6 above and Tengku Dato Sri Azmil Zahrudin Raja Abdul Aziz who has voluntarily abstained from deliberating and voting on the RRPTs involving the interests of his nominator, after having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of Digi Group, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders and recommends that you vote in favour of the ordinary resolutions pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

8. EGM

The ordinary resolutions in relation to the Proposed New Shareholders' Mandate has been included in the Notice of the EGM of the Company. The EGM, the notice of which is enclosed in this Circular together with the Form of Proxy, will be held on Friday, 24 February 2023 at 2.30 p.m. to be conducted on a virtual basis through online meeting platform at <https://meeting.boardroomlimited.my> provided by the Poll Administrator using Remote Participation and Electronic Voting ("RPEV") facilities and live streaming from broadcast venue at Auditorium, Level Podium 6, Menara Celcom, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or at any adjournment thereof.

The Notice of EGM together with the Form of Proxy and Administrative Guide may be downloaded from our Company's website at https://celcomdigi.listedcompany.com/extraordinary_general_meeting.html. Please read carefully and follow the procedures set out in the Administrative Guide to register, participate and vote remotely via the RPEV facilities.

In the event that you are unable to attend and vote in person at the EGM, you are requested to complete, sign and forward it to the Poll Administrator's office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia so as to arrive at least forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned in above. The Form of Proxy should be completed strictly in accordance with the instructions contained therein. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so. The last day and time for you to lodge the Form of Proxy is on Wednesday, 22 February 2023 at 2.30 p.m.

9. FURTHER INFORMATION

Please refer the attached Appendix II of this Circular, for further information.

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

Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz
Chair, Non-Independent Non-Executive Director

PART B

PROPOSED CHANGE OF NAME

celcomdigi

DIGI.COM BERHAD
(Company No.: 199701009694 (425190-X))
(Incorporated in Malaysia)

To: The Shareholders of Digi.Com Berhad

Dear Sir/Madam,

PROPOSED CHANGE OF NAME FROM DIGI.COM BERHAD TO CELCOMDIGI BERHAD

1. INTRODUCTION

On 28 October 2022, Digi issued a circular to shareholders to seek its shareholders' approval for the Merger ("**Merger Circular**"). Digi had disclosed in the Merger Circular that it would change its name from "Digi.Com Berhad" to "Celcom Digi Berhad" within three (3) months after completion of the Merger. The Merger was completed on 30 November 2022.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED CHANGE OF NAME AND TO SEEK YOUR APPROVAL ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED CHANGE OF NAME TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE SPECIAL RESOLUTION TO BE TABLED AT THE FORTHCOMING EGM

2. DETAILS OF THE PROPOSED CHANGE OF NAME

Axiata and the Company had agreed in the SPA to change the name of the Company to "Celcom Digi Berhad" within three (3) months after completion of the Merger. The proposed name "CelcomDigi Berhad" was also approved by CCM on 13 January 2023 and which reservation was extended until 14 March 2023. The Proposed Change of Name, if approved by the shareholders, will be effective from the date of issuance of the Notice of Registration of New Name by CCM in accordance with the Companies Act 2016.

3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED CHANGE OF NAME

Our Board proposes to change the Company's name from "Digi.Com Berhad" to "CelcomDigi Berhad" since the Company has already agreed with Axiata under the SPA on this new name. The Proposed Change of Name is in conformance with Digi's obligation under the SPA to convene and hold a shareholders' meeting as promptly as reasonably practicable but in any event within three (3) months after the completion of the Merger, for Digi's shareholders to consider a special resolution to change the name of the Company from "Digi.Com Berhad" to "CelcomDigi Berhad". The Merger has been successfully completed on 30 November 2022.

The Board believes that the Proposed Change of Name will give the Company a new corporate identity that better reflects the Company as a merged entity of Celcom and Digi.

4. EFFECTS OF THE PROPOSED CHANGE OF NAME

The Proposed Change of Name will not have any effect on the share capital of the Company and shall not have any material effect on the NA, gearing and EPS of the Digi Group.

5. APPROVAL REQUIRED

The Proposed Change of Name, to be tabled at the forthcoming EGM, is subject to the approval being obtained from the shareholders of Digi, where the resolution for such proposal will need to be passed as a special resolution.

6. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having deliberated and after taking into consideration all aspects of the Proposed Change of Name, is of the opinion that the Proposed Change of Name is in the best interest of Digi. Accordingly, our Board recommends that you VOTE IN FAVOUR of the special resolution pertaining to the Proposed Change of Name to be tabled at our forthcoming EGM.

7. EGM

The special resolution in relation to the Proposed Change of Name has been included in the Notice of the EGM of the Company. The EGM, the notice of which is enclosed in this Circular together with the Form of Proxy, will be held on Friday, 24 February 2023 at 2.30 p.m. to be conducted on a virtual basis through online meeting platform at <https://meeting.boardroomlimited.my> provided by the Poll Administrator using RPEV facilities and live streaming from broadcast venue at Auditorium, Level Podium 6, Menara Celcom, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at any adjournment thereof.

The Notice of EGM together with the Form of Proxy and Administrative Guide may be downloaded from our Company's website at https://celcomdigi.listedcompany.com/extraordinary_general_meeting.html. Please read carefully and follow the procedures set out in the Administrative Guide to register, participate and vote remotely via the RPEV facilities.

In the event that you are unable to attend and vote in person at the EGM, you are requested to complete, sign and forward it to the Poll Administrator's office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned above. The lodging of the Form of Proxy will not preclude you from attending and voting at the meeting if you subsequently wish to do so. The last day and time for you to lodge the Form of Proxy is on Wednesday, 22 February 2023 at 2.30 p.m.

8. FURTHER INFORMATION

Please refer the attached Appendix II of this Circular for further information.

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

Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz
Chair, Non-Independent Non-Executive Director

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

PARTICULARS OF THE RRPTS FOR SHAREHOLDERS' APPROVAL IN THE FORTHCOMING EGM

No.	Transacting Party	Name of Related Party	Name of Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	Actual Transaction Value ⁽¹⁾ (RM'000)	Estimated Transactions Value ⁽²⁾ (RM'000)
1.	Digi Group	Axiata Group (including edotco Group)	<p><u>Interested Major Shareholders</u></p> <ul style="list-style-type: none"> • Axiata • Khazanah 	<p>Axiata is the Major Shareholder of Digi.</p> <p>Axiata is a person connected to Khazanah, an indirect Major Shareholder of Digi. In addition, Khazanah through its wholly owned subsidiary, Mount Bintang Sdn. Bhd. is also the Major Shareholder of edotco Group.</p>	<p>Revenue:</p> <p>Commission fees on content related services International SMS revenue International interconnect and roaming revenue Mobile virtual network operator related revenue IT related services Site infrastructure lease income Total Revenue</p> <p>Expenses:</p> <p>Infrastructure leasing and related services IT related services International interconnect and roaming cost Managed services including marketing and collection related cost Licenses and trademarks Content related expenses Leased line / Bandwidth leasing expense Mobile virtual network operator related cost Total Expenses</p>	<p>2,244 847 67 519 121 453 4,251</p> <p>57,558 1,883 1,613 42 - 209 40 - 61,345</p>	<p>7,558 1,403 1,336 461 401 1,392 12,551</p> <p>205,626 13,426 5,192 3,708 2,250 819 345 150 231,516</p>
			<p><u>Interested current Directors</u></p> <ul style="list-style-type: none"> • Dr. Shridhir Sariputta Hansa Wijayasuriya • Vivek Sood 	<p>The interested current Directors are representatives of Axiata on the Board of Digi, and they hold directorships and/or other executive position(s) in Axiata Group.</p>			
			<p><u>Interested past Directors (*)</u></p> <ul style="list-style-type: none"> • Tan Sri Dr. Halim Shafie • Thayaparan S Sangarapillai 	<p>The interested past Directors were representatives of Axiata on the Board of Digi, and they hold directorships and/or other executive</p>			

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

No.	Transacting Party	Name of Related Party	Name of Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	Actual Transaction Value ⁽¹⁾ (RM'000)	Estimated Transactions Value ⁽²⁾ (RM'000)
				position(s) in Axiata Group.			
					Total Revenue and Expenses	65,596	244,067
2.	Celcom Group (subsidiaries of Digi)	Telenor Group	<p><u>Interested Major Shareholder</u></p> <ul style="list-style-type: none"> Telenor <p><u>Interested Directors</u></p> <ul style="list-style-type: none"> Jørgen Christian Arentz Rostrup Haakon Bruaset Kjoel Rita Skjaervik 	<p>Telenor is a Major Shareholder of Digi</p> <p>The interested Directors are representatives of Telenor on the Board of Digi and they hold directorships and/or other position(s) in Telenor Group.</p>	<p>Revenue: International interconnect and roaming revenue charged by Celcom Group</p> <p>Expenses: International Interconnect and roaming cost charged to Celcom Group Managed Services charged to Celcom Group</p> <p>Total Expenses</p>	<p>-</p> <p>6</p> <p>-</p> <p>6</p>	<p>12</p> <p>42</p> <p>10,713</p> <p>10,755</p>
					Total Revenue and Expenses	6	10,767

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

No.	Transacting Party	Name of Related Party	Name of Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	Actual Transaction Value ⁽¹⁾ (RM'000)	Estimated Transactions Value ⁽²⁾ (RM'000)
3.	Digi Group	Khazanah Group	<p><u>Interested Major Shareholder</u></p> <ul style="list-style-type: none"> • Khazanah • Axiata <p><u>Interested current Directors</u></p> <ul style="list-style-type: none"> • Dr. Shridhir Sariputta Hansa Wijayasuriya • Vivek Sood <p><u>Interested past Directors (*)</u></p> <ul style="list-style-type: none"> • Tan Sri Dr. Halim Shafie • Thayaparan S Sangarapillai 	<p>Khazanah is an indirect Major Shareholder of Digi and the major shareholder of these companies</p> <p>Axiata is a person connected to Khazanah.</p> <p>The interested current Directors are representatives of Axiata on the Board of Digi and they hold directorships and/or other executive position(s) in Axiata Group.</p> <p>The interested past Directors were representatives of Axiata on the Board of Digi, and they hold directorships and/or other executive position(s) in Axiata Group.</p>	<p>Revenue: Provision of telecommunication services Domestic interconnect and roaming revenue Cloud based software infrastructure Leased line / Bandwidth leasing Disposal of scrap Sales of devices Total Revenue</p> <p>Expenses: Site operating charges Domestic interconnect and roaming cost Total Expenses</p>	<p>2,619 39 663 630 - 272 4,223</p> <p>915 51 966</p>	<p>7,685 103 3,849 775 125 12 12,549</p> <p>1,551 148 1,699</p>
					Total Revenue and Expenses	5,189	14,248

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

4.	Digi Group	DNB	<p><u>Interested Shareholder Major</u></p> <ul style="list-style-type: none"> • Khazanah • Axiata 	<p>Khazanah is an indirect major shareholder of Digi. In addition, Khazanah is a person connected to DNB as MoF Inc, a body corporate established under the Minister of Finance (Incorporation) Act, 1957, is the holding company of DNB and Khazanah</p> <p>Axiata is a person connected to Khazanah.</p> <p>The interested current Directors are representatives of Axiata on the Board of Digi and they hold directorships and/or other executive position(s) in Axiata Group.</p> <p>The interested past Directors were representatives of Axiata on the Board of Digi, and they hold directorships and/or other executive position(s) in Axiata Group.</p>	<p>Revenue: Site infrastructure lease income</p> <p>Expenses: Provision of 5G services</p>	396	2,126	
Total Revenue and Expenses							396	84,975

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

No.	Transacting Party	Name of Related Party	Name of Interested Directors / Major Shareholders	Nature of Relationship	Nature of RRPT	Actual Transaction Value ⁽¹⁾ (RM'000)	Estimated Transactions Value ⁽²⁾ (RM'000)
5.	Digi Group	TM Group	<p>Interested Major Shareholder</p> <ul style="list-style-type: none"> • Khazanah • Axiata <p>Interested current Directors</p> <ul style="list-style-type: none"> • Dr. Shridhir Sariputta Hansa Wijayasuriya • Vivek Sood <p>Interested past Directors (*)</p> <ul style="list-style-type: none"> • Tan Sri Dr. Halim Shafie • Thayaparan S Sangarapillai 	<p>Khazanah is an indirect major shareholder of Digi and a major shareholder of TM Group</p> <p>Axiata is a person connected to Khazanah.</p> <p>The interested current Directors are representatives of Axiata on the Board of Digi and they hold directorships and/or other executive position(s) in Axiata Group.</p> <p>The interested past Directors were representatives of Axiata on the Board of Digi, and they hold directorships and/or other executive position(s) in Axiata Group.</p>	<p>Revenue: Provision of telecommunication services Domestic interconnect and roaming revenue Leased line / Bandwidth leasing Site infrastructure lease income</p> <p>Total Revenue</p> <p>Expenses: Leased line / Bandwidth leasing Domestic interconnect and roaming cost International interconnect and roaming cost Site operating charges</p> <p>Total Expenses</p>	<p>242 2,482 369 630</p> <p>3,723</p> <p>20,488 540 3 3,714</p> <p>24,745</p>	<p>626 10,371 1,557 1,933</p> <p>14,487</p> <p>71,380 3,909 5 12,903</p> <p>88,197</p>
					Total Revenue and Expenses	28,468	102,684
					TOTAL	99,655	456,741

APPENDIX I – RECURRENT RELATED PARTY TRANSACTIONS

Note:

- (1) *The actual transaction values above are for the period from 1 December 2022 to the LPD.*
- (2) *The estimated values above are for the period from 24 February 2023 (date of the forthcoming EGM) to the next AGM and are based on best estimates by our management taking into consideration of the historical trends of those transactions and projected business transaction growth. The actual value may vary, exceed or be lower than, the estimates shown above.*

** Resigned from Digi's Board on 19 January 2023.*

1. DIRECTOR'S RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Directors of the Company who individually and collectively accept full responsibility for the accuracy of the information provided in this Circular 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 herein misleading or incorrect.

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor its subsidiaries have entered any contracts (*not being contracts entered into in the ordinary course of business*) within the two (2) years immediately preceding the date of this Circular:

(a) SPA

The Share Purchase Agreement was entered into by Digi and Axiata on 21 June 2021 for the merger of Celcom and Digi in which 1,237,534,681 Celcom shares held by Axiata, representing 100% of the issued share capital of Celcom were transferred to Digi for the total consideration of RM17,756,156,250.00 which was satisfied as follows:

- (i) the issuance of 0.63% fully paid-up ordinary shares in Digi to Telenor Asia against payment by Telenor Asia to Axiata a cash consideration of RM297,918,107.00;
- (ii) the issuance of 33.10% fully paid-up ordinary shares in Digi to Axiata; and
- (iii) a cash consideration of RM1,692,733,818 (which was adjusted under the terms of the SPA).

(b) Conditional Share Subscription Agreement with DNB dated 7 October 2022

On 7 October 2022, Digi Tel and Celcom Mobile had each entered into a conditional share subscription agreement with DNB for the proposed subscription of:

- (i) 100,000 new ordinary shares in DNB; and
- (ii) 178.47 million DNB Rights to Allotment,

which represents 12.50% equity interest in the enlarged DNB each held by Digi Tel and Celcom Mobile for cash consideration of RM178.57 million, for a collective 25.00% equity interest in the enlarged DNB for a total cash consideration of RM357.14million.

Under the terms of the conditional share subscription agreements entered into by Digi Tel and Celcom Mobile respectively with DNB, their collective equity interest in DNB shall not be more than 25% of the aggregate issued ordinary shares in DNB and granted DNB's rights to allotment.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, the Digi Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board confirms that to the best of its knowledge there are no proceedings pending or threatened against the Digi Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the Digi Group.

(a) **Main Suit 1: Kuala Lumpur High Court Suit No. D1-22-1960-2008**

Celcom (formerly known as Celcom (Malaysia) Berhad) and Celcom Resources (formerly known as Technology Resources Industries Berhad) vs Tan Sri Dato' Tajudin bin Ramli & 7 Others- Claim for damages for conspiracy – not quantifiable

On 24 October 2008, Celcom and Celcom Resources (also known as “**the Plaintiffs**”) commenced proceedings in the High Court of Malaya in Kuala Lumpur against its former directors, namely (i) Tan Sri Dato' Tajudin Ramli (“**TSDTR**”), (ii) Dato' Bistamam bin Ramli (“**BR**”), (iii) Dato' Lim Kheng Yew (“**DLKY**”), (iv) Axel Hass (“**AH**”), and (v) Oliver Tim Axmann (“**OTA**”) (the Main Suit 1 Defendants named in items (iv) and (v) are collectively referred to as the “**the German Directors**”), as well as (vi) DeTeAsia Holding GmbH (“**DeTeAsia**”) and (vii) Beringin Murni Sdn. Bhd. (collectively with the German Directors referred to as “**the Defendants**”).

The Plaintiffs are seeking damages for conspiracy. The Plaintiffs claim that the Defendants wrongfully and unlawfully conspired amongst each other to cause financial injury to the Plaintiffs by causing and/or committing the Plaintiffs to enter into the Supplemental Agreement to the Subscription Agreement and the Management Agreement dated 7 February 2002 (“**2002 Supplemental Agreement**”) and the Amended and Restated Supplemental Agreement dated 4 April 2002 with DeTeAsia (“**the ARSA**”) which entitled DeTeAsia to renounce its right shares in Celcom Resources. Consequently, DeTeAsia exercised its renunciation of certain rights issue shares in favour of TSDTR and BR at a significantly higher price than the prevailing value of the shares at that time.

On 23 June 2016, TSDTR and BR, filed a statement of defence (“**Defence for Main Suit 1**”) and counterclaim against the Plaintiffs seeking among others:

- (i) payment of the sum of RM6,246.492,000.00 or alternatively the sum of RM7,214.909,224.01 together with interest, being the same amount claimed by TSDTR in a separate counterclaim filed in the Kuala Lumpur High Court Suit No. D2-22-673-2006 (known as the Danaharta Suit) which was subsequently withdrawn pursuant to a purported global settlement agreement which did not include the Main Suit 1 (“**TSDTR and BR’s Counterclaim against Main Suit 1**”)
- (ii) pay all sums received by Telekom Malaysia Berhad and Telekom Enterprise Sdn Bhd (“**Telekom Group**”) from dividends and other payments from the Plaintiffs to be assessed;
- (iii) withdraw all pending suits without liberty to refile and no order as to costs;
- (iv) restraint from executing judgment procured from the pending suits;
- (v) indemnify TSDTR and BR against all liability, payments, loss and damages incurred or suffered as a consequence or in relation to the pending suits;
- (vi) punitive, aggravated and exemplary damages to be assessed for malicious prosecution;
- (vii) interest and costs.

The solicitors representing the Plaintiffs is of the opinion that Celcom’s prospects of successfully defending the counterclaim made by TSDTR and BR are good.

On 30 June 2016, the German Directors and DeTeAsia filed their respective defences.

TM filed an application to intervene in the Main Suit 1 in light of the allegations made against TM in TSDTR and BR’s counterclaim against Main Suit 1.

Following the decision of the Court of Appeal on 4 May 2017 in allowing Telekom Malaysia Berhad's appeal to be added as a defendant to TSDTR and BR's Counterclaim, TSDTR and BR filed an application to amend their defence and counterclaims on 19 May 2017 which was dismissed by the High Court on 29 June 2017. On 24 July 2017, TSDTR and BR filed an appeal to the Court of Appeal and that the appeal was fixed for hearing on 8 December 2017.

On 24 July 2017, TSDTR and BR filed an appeal to the Court of Appeal and that the same was dismissed by the Court of Appeal on 8 December 2017 with costs of RM1,000.00 to the Plaintiffs and RM5,000.00 to Telekom.

TSDTR and BR filed the Notice of Motion for leave to appeal to the Federal Court against the dismissal of the Court of Appeal's decision dated 2 January 2018 and the same has been dismissed by the Federal Court.

The trial in the High Court had proceeded commencing from 22 January 2018 up until 8 October 2021.

On 15 November 2021, the Plaintiffs and DeTeAsia have reached an amicable settlement without any admission as to liability in respect of this Main Suit 1. The Plaintiffs have discontinued this Main Suit 1 with no order as to costs and without liberty to file afresh against AH, OTA and DeTeAsia.

A hearing for oral submissions was fixed on 13 December 2022 and this matter was fixed for decision on 18 January 2023. However, on 16 January 2023 parties were informed that the judge hearing the matter has been elevated to the Court of Appeal and that a new date will be furnished for delivery of decision.

The solicitors representing the Plaintiffs is of the opinion that the Plaintiffs have reasonable prospects of successfully prosecuting these proceedings in respect of the remaining Defendants.

**(b) Main Suit 2: Kuala Lumpur High Court Suit No. D5-22-610-2006
Celcom & Another vs TSDTR & 8 Others – (i) Claim for indemnification of sums paid as a result of ICC decision – RM791.6 million (ii) Damages for breach of fiduciary duties – Not quantifiable (iii) Claim for unauthorised profits made by TSDTR – RM446 million**

On 28 April 2006, Celcom and Celcom Resources (also known as “**the Plaintiffs**”) instituted a claim against nine (9) of its former directors (namely (i) TSDTR, (ii) BR, (iii) DLKY, (iv) Dieter Sieber (“**DS**”), (v) Frank-Reinhard Bartsch (“**FRB**”), (vi) Joachim Gronau, (vii) Joerg Andreas Boy (“**JAB**”), (viii) AH, and (ix) OTA, (Defendants named in items (iv) and (ix) collectively referred to as the “**the German Directors**”) (collectively referred to as the “**the Defendants**”)

The Plaintiffs are seeking an indemnification against the Defendants, for the sums paid by Celcom to DeTeAsia in satisfaction of the award granted in 2 August 2005 (“**Award**”) by the Tribunal of the International Court of Arbitration of the International Chamber of Commerce in Paris (“**ICC**”) alleging that the Defendants had breached their fiduciary duties by causing Celcom Resources to enter into a Subscription Agreement dated 25 June 1996 with Deutsche Telekom AG (“**the Subscription Agreement**”) and the Plaintiffs and the Amended and Restated Agreement (“**ARSA**”) dated 4 April 2002 between DeTeAsia, and the Plaintiffs. The defendants were inter alia, directors of the Plaintiffs at time of entry into the Subscription Agreement and the ARSA.

In addition, the Plaintiffs have also made a claim against TSDTR only, for the return of the alleged unauthorised profits made by him, all monies received by the directors arising out of such breaches, losses and damages in connection with the abovementioned agreements.

In summary, the Plaintiffs are seeking the following:

- (i) A declaration that the Defendants have acted in breach of their fiduciary duties and are liable to indemnify Celcom in relation to the sums paid out to DeTeAsia pursuant to the Award where the ICC found Celcom to be liable for the following:
 - (a) The sum of USD177.2 million (RM715.4 million) being the principal sum plus USD16.3 million (RM65.6 million) representing interest at the rate of 8% for the period from 16 October 2002 to 27 June 2003;
 - (b) The cost of arbitration amounting to USD0.8 million (RM3.3 million); and
 - (c) The sum of USD1.8 million (RM7.3 million) representing the legal costs
- (ii) Damages for various breaches of fiduciary duties committed by them in relation to the entry into the Subscription Agreement and the ARSA
- (iii) The unauthorised profits claimed to have been made by TSDTR, amounting to RM446.0 million

On 23 June 2016, TSDTR and BR served their defence and counterclaim. In the defence and counterclaim, TSDTR and BR are seeking, among others, the following relief from the Plaintiffs:

- (i) pay the sum of RM6,246,492,000.00 or alternatively the sum of RM7,214,909,224.01 together with interest, being the amount claim by TSDTR in his counterclaim in Kuala Lumpur High Court Suit No: D2-22-673-2006 which was withdrawn pursuant to a global settlement;
- (ii) pay all sums received by Telekom Malaysia Berhad and Telekom Enterprise Sdn Bhd ("Telekom Group") from dividends and other payments from the Plaintiffs to be assessed;
- (iii) withdraw all pending suits without liberty to refile and no order as to costs;
- (iv) restraint from executing judgment procured from the pending suits;
- (v) indemnify TSDTR and DBR against all liability, payments, loss and damages incurred;
- (vi) or suffered as a consequence or in relation to the pending suits;
- (vii) punitive, aggravated and exemplary damages to be assessed for malicious prosecution;
- (viii) interest and costs.

The solicitors representing the Plaintiffs is of the opinion that Celcom's prospects of successfully defending the Counterclaim made by TSDTR and BR are good.

On 30 June 2016, DS, FB, JAB, AH and OTA served their Defence.

Following the decision of the Court of Appeal on 4 May 2017 in allowing Telekom Malaysia Berhad's appeal to be added as a defendant to TSDTR and BR's Counterclaim, TSDTR and BR filed an application to amend their Defence and Counterclaims on 19 May 2017 which was dismissed by the High Court on 29 June 2017.

On 24 July 2017, TSDTR and BR filed an appeal to the Court of Appeal and that the same was dismissed by the Court of Appeal on 8 December 2017 with costs of RM1,000.00 to the Plaintiffs and RM5,000.00 to Telekom.

TSDTR and BR filed a notice of motion for leave to appeal to the Federal Court against the dismissal of the Court of Appeal's decision dated 2 January 2018 and the same has been dismissed by the Federal Court.

The trial in the High Court had proceeded commencing from 22 January 2018 up until 8 October 2021.

On 19 November 2021, the Plaintiffs and DeTeAsia have reached an amicable settlement without any admission as to liability in respect of this suit. The Plaintiffs have discontinued this suit with no order as to costs and without liberty to file afresh against DS, FRB, JAB, AH and OTA.

A hearing for oral submissions was fixed on 13 December 2022 and this matter was fixed for decision on 18 January 2023. However, on 16 January 2023 parties were informed that the judge hearing the matter has been elevated to the Court of Appeal and that a new date will be furnished for delivery of decision.

The solicitors representing the Plaintiffs is of the opinion that the Plaintiffs have reasonable prospects of successfully prosecuting these proceedings in respect of the remaining Defendants.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Digi at 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the time set for convening the EGM:-

- (a) the constitution;
- (b) the audited financial statements of Digi Group for the past 2 financial years and the latest unaudited results since the last audited financial statements;
- (c) the material contracts referred to in Section 2 of the Appendix;
- (d) the relevant cause papers in respect of material litigation referred to in Section 3 of the Appendix II; and
- (e) emails from CCM approving the name "CelcomDigi Berhad", stating the name is reserved until 14 March 2023.

celcomdigi

DIGI.COM BERHAD
(Company No.: 199701009694 (425190-X))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of **Digi.Com Berhad** (“**Digi**” or “**Company**”) will be conducted on a virtual basis at the broadcast venue at Auditorium, Level Podium 6, Menara Celcom, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Friday, 24 February 2023 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions by way of poll:

ORDINARY RESOLUTION 1

PAYMENT OF DIRECTORS’ FEES AND BENEFITS TO NON-EXECUTIVE DIRECTORS (“PROPOSED DIRECTORS’ FEES AND BENEFITS PAYABLE”)

“THAT approval be and is hereby given for the payment of Directors’ fees of up to RM1,323,000 and benefits payable of up to RM70,000 to the Non-Executive Directors for the period from 30 November 2022 until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company to be held in 2023.”

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI.COM BERHAD AND ITS SUBSIDIARIES (“DIGI GROUP”) AND AXIATA GROUP BERHAD AND ITS SUBSIDIARIES (“AXIATA GROUP”) (“PROPOSED NEW SHAREHOLDERS’ MANDATE 1”)

“THAT, subject to the provisions of the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with Axiata Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders’ Mandate 1 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- (ii) the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate 1."

ORDINARY RESOLUTION 3

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN CELCOM AXIATA BERHAD AND ITS SUBSIDIARIES ("CELCOM GROUP") AND TELENOR ASA AND ITS SUBSIDIARIES ("TELENOR GROUP") ("PROPOSED NEW SHAREHOLDERS' MANDATE 2")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into additional recurrent related party transaction of a revenue or trading nature with Telenor Group through Celcom Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company (including the Celcom Group) on terms not more favourable to the related parties that those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders' Mandate 2 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- (ii) the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate 2."

ORDINARY RESOLUTION 4

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI GROUP AND KHAZANAH NASIONAL BERHAD AND ITS RELATED ENTITIES ("KHAZANAH GROUP") ("PROPOSED NEW SHAREHOLDERS' MANDATE 3")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with Khazanah Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties that those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders' Mandate 3 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- (ii) the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate 3."

ORDINARY RESOLUTION 5

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI GROUP AND DIGITAL NASIONAL BERHAD ("DNB") ("PROPOSED NEW SHAREHOLDERS' MANDATE 4")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with DNB as described in Appendix I of the Circular to Shareholders dated 31 January 2023, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders' Mandate 4 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- (ii) the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate 4."

ORDINARY RESOLUTION 6

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI GROUP AND TELEKOM MALAYSIA BERHAD AND ITS SUBSIDIARIES ("TM GROUP") ("PROPOSED NEW SHAREHOLDERS' MANDATE 5")

"THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with TM Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders' Mandate 5 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or

- (ii) the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate 5."

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME FROM DIGI.COM BERHAD TO CELCOMDIGI BERHAD ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be changed from "Digi.Com Berhad" to "CelcomDigi Berhad" effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company and that the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears.

AND THAT the Directors and/or the Company Secretaries of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider necessary and/or expedient to give effect to the Proposed Change of Name."

By Order of the Board
DIGI.COM BERHAD

CHOO MUN LAI (MAICSA 7039980)
SSM PC No: 201908001003

TAI YIT CHAN (MAICSA 7009143)
SSM PC No: 202008001023

Company Secretaries
Selangor Darul Ehsan, Malaysia
31 January 2023

Notes:

1. *The EGM of the Company will be conducted on a virtual basis through live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, participate and vote remotely via the RPEV facilities are provided in the Administrative Guide for the EGM which is also available on the Company's website at https://celcomdigi.listedcompany.com/extraordinary_general_meeting.html.*
2. *The Broadcast Venue is strictly for the purpose of complying with subsection 327(2) of the Companies Act 2016 which requires the Chair of the EGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives WILL NOT BE ALLOWED to attend the EGM in person at the Broadcast Venue on the day of the meeting. Any shareholders or proxies or corporate representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.*
3. *In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 17 February 2023 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.*

4. *A shareholder entitled to participate at the EGM is entitled to appoint not more than two (2) proxies to participate on his/her behalf. Where a shareholder appoints more than one (1) proxy, the appointment shall not be valid unless the shareholder specifies the proportions of his/her shareholdings to be represented by each proxy.*
5. *A proxy or attorney need not be a shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate at the meeting shall have the same rights as the shareholder to speak at the Meeting.*
6. *Where a shareholder of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
7. *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 its common seal or under the hand of an officer or attorney duly authorised.*
8. *The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Poll Administrator's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned in the above. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guide.*
9. *If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our virtual EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy accordingly.*
10. *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.*

EXPLANATORY NOTES

1. Ordinary Resolution 1 – Proposed Directors' fees and benefits payable

The Company had during its Twenty-Fifth AGM ("**25th AGM**") held on 13 May 2022 obtained its shareholders' approval in relation to the payment of Directors' fees of up to RM900,000 for the Independent Non-Executive Directors and benefits payable to the Directors up to an aggregate amount of RM16,000 from 14 May 2022 until the next AGM of the Company in 2023.

Subsequent to the 25th AGM, the Company and Celcom Axiata Berhad had on 30 November 2022 completed its Proposed Merger. This resulted in greater responsibilities and risk for time taken by our Non-Executive Directors to contribute their expertise to the Company. Ordinary Resolution 1 is to seek the approval from our shareholders to allow the Company to pay the Directors' fees and benefits of up to RM1,323,000 and RM70,000 respectively to the Non-Executive Directors for the period from 30 November 2022 until the conclusion of the next AGM in 2023 as follows:

- a. A portion of the approved amount obtained at the 25th AGM has been paid to the respective Directors for their services prior to the Proposed Merger, hence upon completion of Proposed Merger, the remaining balance of the approved amount by the shareholders at the 25th AGM will not be utilised;
- b. Majority of the newly appointed Directors on 30 November 2022 comprised of Non-Independent Non-Executive Directors and Independent Non-Executive Directors of the Company; and
- c. The Directors of the Company, who are also employees of Telenor ASA or Telenor Asia Pte Ltd or Axiata Group Berhad shall not be entitled to Directors' fees and benefits payable.

Upon recommendation of the Board Nomination and Remuneration Committee ("**BNRC**"), the Board of Directors ("**Board**") had reviewed the proposed Directors' fees and benefits payable, benchmarked within the relevant industries as well as with the companies with large market capitalisation, is of the opinion that the amount is reasonable and justifiable for the duties, commitment and level of workload assumed by the Directors.

Proposed Directors' fees of up to RM1,323,000

	Board	Board Audit Committee	BNRC	Board Governance and Risk Management Committee
Chair	RM270,000	RM67,500	RM54,000	RM67,500
Members	RM675,000 (RM135,000 per member)	RM67,500 (RM33,750 per member)	RM54,000 (RM27,000 per member)	RM67,500 (RM33,750 per member)
Total	RM945,000	RM135,000	RM108,000	RM135,000
Grand total	RM1,323,000			

The proposed benefits for Non-Executive Directors of the Company comprised of medical and insurance coverage, telecommunication devices/facilities and other claimable benefits payable of up to RM70,000.

The payment of Directors' fees will be made on monthly basis and/or as and when incurred.

Personal data privacy

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company, the said proxy(ies) and/or representative(s) (i) consents to the collection, use and disclosure of the shareholder's and/or the said proxy(ies)' and/or representative(s)' personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.*

celcomdigi

DIGI.COM BERHAD
(Company No.: 199701009694 (425190-X))
(Incorporated in Malaysia)

FORM OF PROXY

	No. of shares held	:	
	CDS Account No.	:	

I/We* _____ NRIC / Passport / Registration No.* _____
(Name in full)
of _____
(Address)
with email address _____ Tel No/ mobile phone no. _____

being a shareholder/shareholders* of **DIGI.COM BERHAD** ("the Company"), hereby appoint(s):-

Full Name:	NRIC/Passport No.:	Proportion of shareholding to be represented by the proxy/proxies:	
		No. of Shares	%
Address:			
Tel. No./Mobile phone no.:			
Email Address:			
*and/or			
Full Name:	NRIC/Passport No.:	Proportion of shareholding to be represented by the proxy/proxies:	
		No. of Shares	%
Address:			
Tel. No./Mobile phone no.:			
Email Address:			
*And/or			

or failing him/her, the **Chair of the Meeting* as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be conducted on a virtual basis at the broadcast venue at Auditorium, Level Podium 6, Menara Celcom, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("**Broadcast Venue**") on Friday, 24 February 2023 at 2.30 p.m. or at any adjournment thereof.

*Please delete as appropriate.

This proxy is to vote on the resolution set out in the Notice of the Meeting, as indicated with an 'X' in the appropriate spaces below. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.



Item No.	Agenda	Resolution	For	Against
1.	Proposed Directors' fees and benefits payable	Ordinary Resolution 1		
2.	Proposed New Shareholders' Mandate 1	Ordinary Resolution 2		
3.	Proposed New Shareholders' Mandate 2	Ordinary Resolution 3		
4.	Proposed New Shareholders' Mandate 3	Ordinary Resolution 4		
5.	Proposed New Shareholders' Mandate 4	Ordinary Resolution 5		
6.	Proposed New Shareholders' Mandate 5	Ordinary Resolution 6		
7.	Proposed Change of Name	Special Resolution		

Signed _____ day of _____, 2023
this _____

Signature of Shareholder(s) or Common Seal
Tel. No _____

Notes:

- (i) The EGM of the Company will be conducted on virtual basis through live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, participate and vote remotely via the RPEV facilities are provided in the Administrative Guide for the EGM which is also available on the Company's website at https://celcomdigi.listedcompany.com/extraordinary_general_meeting.html.
- (ii) The Broadcast Venue is strictly for the purpose of complying with subsection 327(2) of the Companies Act 2016 which requires the Chair of the EGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting. Any shareholders or proxies or corporate representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.
- (iii) In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 17 February 2023 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- (iv) A shareholder entitled to participate at the EGM is entitled to appoint not more than two (2) proxies to participate on his/her behalf. Where a shareholder appoints more than one (1) proxy, the appointment shall not be valid unless the shareholder specifies the proportions of his/her shareholdings to be represented by each proxy.

- (v) A proxy or attorney need not be a shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate at the meeting shall have the same rights as the shareholder to speak at the Meeting.
- (vi) Where a shareholder of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (vii) 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 its common seal or under the hand of an officer or attorney duly authorised.
- (viii) The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Poll Administrator's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned in the above. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guide.
- (ix) If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our virtual EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy accordingly.
- (x) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 31 January 2023.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

Poll Administrator Office for

DIGI.COM BERHAD (Registration No. 199701009694 (425190-X))

Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony

No. 5, Jalan Professor Khoo Kay Kim

Seksyen 13, 46200 Petaling Jaya

Selangor Darul Ehsan

Malaysia

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