



# DIGI.COM BERHAD

(Registration 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 **Studio, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia** (“**Broadcast Venue**”) on **Friday, 18 November 2022 at 2.00 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

#### PROPOSED MERGER OF CELCOM AXIATA BERHAD (“**CELCOM**”) AND DIGI.COM BERHAD (“**DIGI**” OR “**COMPANY**”) (“**PROPOSED MERGER**”)

**THAT**, subject to the passing of Ordinary Resolution 2, and subject to the approvals of all relevant authorities or parties being obtained (where required):

- (a) approval be and is hereby given to Digi to acquire all the 1,237,534,681 ordinary shares in Celcom, representing 100% of the issued share capital of Celcom (“**Subject Shares**”) from Axiata Group Berhad (“**Axiata**”), for a purchase consideration of RM17,756,156,250; and
- (b) that it is hereby approved and determined in this general meeting, in accordance with Article 49 (A) of the Articles of Association of Digi’s constitution (read together with subsection 85(1) of the Companies Act, 2016), that such purchase consideration shall be satisfied:-
  - (i) via the issuance of 73,378,844 new ordinary shares in Digi to Telenor Asia Pte Ltd (“**Telenor Asia**”) or such other number of fully paid-up new ordinary shares in Digi representing 0.63% of the enlarged share capital of Digi on completion of the Proposed Merger (“**0.63% Digi Shares**”); and
  - (ii) via the issuance of 3,883,129,144 new ordinary shares in Digi to Axiata or such other number of fully paid-up new ordinary shares in Digi representing 33.10% of the enlarged share capital of Digi on completion of the Proposed Merger (“**33.10% Digi Shares**”);  
(collectively, “**Consideration Shares**”) at the issue price of RM4.06 per Consideration Share, without such Consideration Shares being required to be offered to the members of Digi in proportion, as nearly as may be, to the number of shares held by them in Digi or at all and effectively resulting in the members of Digi waiving their pre-emptive rights under Article 49 (A) of the Articles of Association of Digi’s constitution (read together with subsection 85(1) of the Companies Act, 2016) to be offered all or any part of the Consideration Shares to be issued; and
  - (iii) a cash payment of an amount equal to RM1,692,733,818 or such other amount as adjusted in accordance with the terms of the conditional share purchase agreement dated 21 June 2021, between Axiata and Digi (“**SPA**”);

in each case, subject to the terms and conditions of the SPA;

**THAT** approval be and is hereby given for the Company to increase its share capital by the creation of 3,956,507,988 new ordinary shares in Digi or such other number of new ordinary shares in Digi representing 33.73% of the enlarged share capital of Digi on completion of the Proposed Merger and that the Board of Directors of Digi (“**Board**”) be and is hereby authorised to allot and issue the 0.63% Digi Shares to Telenor Asia and 33.10% Digi Shares to Axiata, in part satisfaction of the purchase consideration for the Subject Shares and be further authorised and required to abide by the foregoing determination pursuant to Article 49 (A) of the Articles of Association of Digi’s constitution (read together with subsection 85(1) of the Companies Act, 2016);

**THAT** the Consideration Shares shall, upon issuance and allotment, be of the same class and rank *pari passu* in all respects with the then existing ordinary shares in Digi, save and except that the holders of such Consideration Shares shall not be entitled to any dividends and/or other distributions declared by Digi, the entitlement date of which is prior to the date of allotment of the Consideration Shares, and shall be free from all encumbrances;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Merger with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Merger.

### ORDINARY RESOLUTION 2

#### PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“**RULES**”) FOR AXIATA GROUP BERHAD (“**AXIATA**”) AND PERSONS ACTING IN CONCERT (“**PAC**”) WITH IT, FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING ORDINARY SHARES IN DIGI NOT ALREADY OWNED BY IT AND ITS PACs UPON COMPLETION OF THE PROPOSED MERGER (“**PROPOSED EXEMPTION**”)

**THAT**, subject to the approval from the Securities Commission Malaysia (“**SC**”) being obtained and/or the approval from any other relevant authorities or parties (where required), approval be and is hereby given for Axiata and PAC with it to be exempted pursuant to subparagraph 4.08(1)(a) of the Rules, from the obligation to undertake a mandatory take-over offer to acquire all the remaining ordinary shares in Digi not already held by Axiata and Axiata PACs upon completion of the Proposed Merger (“**Offer**”) and that the right of independent holders of voting shares or voting rights of Digi to receive the Offer from Axiata and Axiata PACs is hereby waived in accordance with subparagraph 4.08(2)(b) of the Rules;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Exemption and to the waiver by the independent holders of voting shares or voting rights of Digi to receive the Offer (“**Offer Waiver**”), with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Exemption and the Offer Waiver.

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

28 October 2022

### NOTES

1. The EGM of the Company will be conducted entirely 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://digi.listedcompany.com/egm\\_2022.html](https://digi.listedcompany.com/egm_2022.html).
2. The Broadcast Venue is strictly for the purpose of complying with Section 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 9 November 2022 (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 appointor 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 Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan 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](mailto: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.

### 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.