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If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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Bursa Securities has not perused the contents of this Circular in relation to the Proposed Amendments (as defined in this Circular) before the issuance of this Circular.



LET'S INSPIRE

DIGI.COM BERHAD

(Company No. 425190-X)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- (I) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE TO BE ENTERED WITH TELENOR ASA (“TELENOR”) AND PERSONS CONNECTED WITH TELENOR**

- (II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Notice of the 20th Annual General Meeting which will be held at Nexus Ballroom 2 & 3, Connexion @ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Tuesday, 9 May 2017 at 10.00 a.m., together with the Form of Proxy are enclosed together in the 2016 Annual Report. The Form of Proxy must be lodged at the Share Registrar's Office of the Company at least twenty-four (24) hours before the time appointed for holding the meeting. 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 Monday, 8 May 2017 at 10.00 a.m.

This Circular is dated 10 April 2017

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
- Board or Board of Directors** – The Board of Directors of Digi
- Bursa Securities** – Bursa Malaysia Securities Berhad (635998-W)
- Digi or Company** – Digi.Com Berhad (425190-X)
- Digi Group** – Digi and its subsidiary companies
- Directors** – Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of Digi (or any other company which is its subsidiary or holding company) or a Chief Executive Officer (“CEO”) of Digi, its subsidiaries or holding company
- DTSB** – Digi Telecommunications Sdn Bhd (201283-M)
- Listing Requirements** – Main Market Listing Requirements of the Bursa Securities including any amendments to the Listing Requirements that may be made from time to time
- Major Shareholder** – A person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, has an interest or interests in one or more voting shares in the Company and the total number of that share, or the aggregate of the nominal amounts of those shares, is:-
- (a) 10% or more of the aggregate of the total number of all voting shares in the Company; or
 - (b) 5% or more of the aggregate of the total number of all the voting shares in the Company where such person is the largest shareholder of the Corporation.

For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act. A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company

DEFINITIONS (cont'd)

| | | |
|---|---|--|
| Person(s) Connected | ó | Such person, in relation to a Director or Major Shareholder, who falls under any one of the following categories:- <ol style="list-style-type: none">a) A family member of the Director or Major Shareholder;b) A trustee of a trust (other than a trustee for a share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary;c) A partner of the Director, Major Shareholder or a partner of a Person Connected with that Director or Major Shareholder;d) A person who is 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) A person 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 or its directors which/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;g) A body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;h) A body corporate in which the Director, Major Shareholder and/or Persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; ori) A body corporate which is a related corporation. |
| Proposed Amendments | ó | Proposed amendments to the Articles of Associations of Digi.Com Berhad |
| Proposed Shareholders' Mandate | ó | Proposed renewal of existing shareholders' mandate and proposed new shareholders' mandate for Digi Group to enter into Recurrent Related Party Transactions |
| Recurrent Related Party Transactions or RRPT | ó | Transactions with Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for Digi Group's day-to-day operations and are in the ordinary course of business of Digi Group |
| Related Parties | - | Directors, Major Shareholders and/or Persons Connected with such Director or Major Shareholder who are interested in the RRPT as set out in Section 6.0 of this Circular |
| RM and sen | ó | Ringgit Malaysia and sen respectively |
| Telenor | ó | Telenor ASA (982463718), a company incorporated in Norway |
| Telenor Group | ó | Telenor and its subsidiary and related companies (including the associated companies) |

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CIRCULAR TO SHAREHOLDERS OF DIGI.COM BERHAD

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DIGI.COM BERHAD
(Company No. 425190-X)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:-
Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

10 April 2017

Directors

Mr Morten Karlsen Sorby (*Chairman/Non-Independent Non-Executive Director*)
YBhg Tan Sri Saw Choo Boon (*Independent Non-Executive Director*)
Puan Yasmin Binti Aladad Khan (*Independent Non-Executive Director*)
Ms Vimala A/P V.R. Menon (*Independent Non-Executive Director*)
Mr Tore Johnsen (*Non-Independent Non-Executive Director and also Alternate Director to Morten Karlsen Sorby*)
Mr Lars-Ake Valdemar Norling (*Non-Independent Non-Executive Director*)
Ms Kristin Muri Moller (*Non-Independent Non-Executive Director*)

To: **The Shareholders of Digi.Com Berhad**

Dear Sir/Madam,

DIGI.COM BERHAD

(I) PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE TO BE ENTERED WITH TELENOR ASA ("TELENOR") AND PERSONS CONNECTED WITH TELENOR

(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. INTRODUCTION

1.1 The Company had on 13 May 2016 obtained a shareholders' mandate under Paragraph 10.09 of the Listing Requirements from its shareholders for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions which are necessary for Digi Group's day-to-day operations and are in ordinary course of business and on terms that are not more favourable to the Related Parties than those generally available to the public. The approval shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company scheduled on 9 May 2017 unless approval for its renewal is obtained from the shareholders of the Company at the AGM.

1.2 The Board of Directors of Digi had on 13 March 2017 announced to Bursa Securities that the Company proposed to seek its shareholders' approval on the following proposals at the forthcoming AGM of the Company to be held on 9 May 2017:-

(i) Proposed renewal of the existing shareholders' mandate and new shareholders' mandate for Recurrent Related Party Transactions in accordance with Paragraph 10.09, Part E of Chapter 10 of the Listing Requirements, and

(ii) Proposed amendments to the Articles of Association of the Company.

1.3 The purpose of this Circular is to provide you with details of the proposals and to seek your approval for the Ordinary and Special Resolutions to be tabled at the forthcoming AGM, the Notice of AGM is set out in the Annual Report 2016.

2.0 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Paragraph 10.09 of the Listing Requirements provides that a listed issuer may seek a shareholders' mandate in respect of recurrent transactions with related parties which are of a revenue or trading nature and are necessary for its day-to-day operations 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 in relation to a listed issuer with an issued share capital of RM60 million and above;

(a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1 million or more; or

(b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the higher;

(iii) the issuance of circular to shareholders for the shareholders' mandate shall include information set out in Annexure PN12-A of the Listing Requirements;

(iv) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of a person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and

(v) the listed issuer immediately announces to Bursa Securities when the actual value of recurrent related party transactions entered by the listed issuer, exceeds the estimated value of the recurrent related party transactions disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Background information

The principal activities of Digi is investment holding whilst its subsidiary companies are principally involved in the establishment, maintenance and provision of telecommunications, related services and digital services.

The subsidiary company of Digi which is involved in the Recurrent Related Party Transactions is set out in the table below:

| Name of Company | Equity interest held | Principal Activities |
|-----------------|----------------------|---|
| DTSB | 100% | Establishment, maintenance and provision of telecommunications, related services and digital services |

The Digi Group has in the past entered into Recurrent Related Party Transactions on terms not more favourable to the Related Parties than those generally available to the public and which are not detrimental to the interests of the minority shareholders. Some of the transactions are bound by agreements and others could occur in accordance to periodic requirements and are not bound by any preceding agreements negotiated in advance.

The Proposed ShareholdersøMandate, if approved by the Digiø shareholders at the forthcoming AGM, will take effect from the date of passing of the proposed ordinary resolution at the AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which the ordinary resolution for the Proposed ShareholdersøMandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after the date it 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 a resolution passed by the shareholders in general meeting;

whichever is the earlier.

Thereafter, approval from the shareholders will be sought for the renewal of the Proposed ShareholdersøMandate for Recurrent Related Party Transactions at each subsequent AGM of the Company if the Board decides that the renewal of the Proposed ShareholdersøMandate is required.

Details of Recurrent Related Party Transactions of the Company which are in accordance with Paragraph 10.09 of the Listing Requirements are set out in the ensuing paragraphs.

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2.3 Class and Nature of the Recurrent Related Party Transactions

The class and nature of the Recurrent Related Party Transactions of Digi Group are tabulated as follows:

(i) Proposed Renewal of Shareholders' Mandate

| Digi Group with the following Related Parties | Digi and/or its subsidiary companies | Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries | Interested Directors/Major Shareholders and/or Persons Connected to them | Estimated Value from 9 May 2017 (date of this AGM) to the date of next AGM (RM'000) | Estimated Value disclosed in preceding year's Circular to Shareholders dated 18 April 2016 (RM'000) | Actual Value transacted from date of last AGM on 13 May 2016 to latest practicable date on 10 March 2017 (RM'000) |
|---|--------------------------------------|---|--|---|---|---|
| Telenor Group of Companies | | | | | | |
| Telenor Group | DTSB | Business service costs which include consultancy, training, programmes and advisory fees (öBusiness Serviceö) | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 21,940 | 27,000 | 24,655 |
| Telenor Group | DTSB | Personnel services fees receivables | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 1,700 | 400 | 2,150 |
| | | Personnel services fees payable (öProfessional Serviceö) | | 15,560 | 15,500 | 11,292 |
| Telenor Group | DTSB | International Accounting Settlement (interconnect services) revenue | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 4,400 | 4,400 | 3,150 |
| | | International Accounting Settlement (interconnect services) expense | | 84,500 | 65,000 | 21,751 |
| Telenor Group | DTSB | International Roaming Revenue | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 740 | 850 | 838 |
| | | International Roaming expense | | 2,530 | 4,300 | 1,364 |

(i) Proposed Renewal of Shareholders' Mandate (Cont'd)

| Digi Group with the following Related Parties | Digi and/or its subsidiary companies | Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries | Interested Directors/Major Shareholders and/or Persons Connected to them | Estimated Value from 9 May 2017 (date of this AGM) to the date of next AGM (RM'000) | Estimated Value disclosed in preceding year's Circular to Shareholders dated 18 April 2016 (RM'000) | Actual Value transacted from date of last AGM on 13 May 2016 to latest practicable date on 10 March 2017 (RM'000) |
|---|--------------------------------------|--|--|---|---|---|
| Telenor Group | DTSB | Customer Centre offshoring services cost | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | - | 3,500 | 1,523 |
| Telenor Group | DTSB | IP Transit (Internet Upstream) expense | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 1,400 | 200 | 764 |
| Telenor Group | DTSB | Global Connectivity with Telenor Business Units (BUs) in Asia and to data centers for common services cost | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 2,900 | 800 | 1,194 |
| Telenor Group | DTSB | Services rendered on Enterprise Resource Planning (øERPö) and enterprise applications | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 11,500 | 10,470 | 9,282 |
| Telenor Group | DTSB | Infrastructure Share Services Center in Asia (øITSSCö) rental income | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 500 | 650 | 771 |
| | | ITSSC services cost | | 7,500 | 7,500 | 6,828 |

(i) Proposed Renewal of Shareholders' Mandate (Cont'd)

| Digi Group with the following Related Parties | Digi and/or its subsidiary companies | Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries | Interested Directors/Major Shareholders and/or Persons Connected to them | Estimated Value from 9 May 2017 (date of this AGM) to the date of next AGM (RM'000) | Estimated Value disclosed in preceding year's Circular to Shareholders dated 18 April 2016 (RM'000) | Actual Value transacted from date of last AGM on 13 May 2016 to latest practicable date on 10 March 2017 (RM'000) |
|---|--------------------------------------|--|--|---|---|---|
| Telenor Group | DTSB | Bandwidth leasing revenue | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 2,200 | 15,400 | 4,449 |
| Telenor Group | DTSB | Licenses and trademarks | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 10,500 | 10,500 | 9,679 |
| Telenor Group | DTSB | Sales of telecommunication and related services | Telenor, Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller | 500 | 1,500 | 1,683 |
| Total | | | | 168,370 (Projected Value) | 167,970 (Estimated Value) | 101,373 (Aggregated Actual Value) |

Notes:-

- (1) *The Projected Value from 9 May 2017 (date of this AGM) to the date of the next AGM are based on historical records and projected business transactions volume of the respective Recurrent Related Party Transaction. The value of these transactions may be subject to change.*
- (2) *Telenor is a Major Shareholder of Digi by virtue of its 49% equity interest held by its wholly-owned subsidiary, Telenor Asia Pte Ltd in Digi.*

(ii) Proposed New Shareholders' Mandate

| Digi Group with the following Related Parties | Digi and/or its subsidiary companies | Nature of Transaction undertaken by/provided to Digi and/or its subsidiaries | Estimated Value from 9 May 2017 (date of this AGM) to the date of next AGM (RM'000) |
|---|--------------------------------------|--|---|
| Telenor Group | DTSB | Managed services | 25,700 |
| Telenor Group | DTSB | Cloud based software infrastructure services | 20,000 |
| Telenor Group | DTSB | Digital marketing and distribution platform | 8,000 |
| Total | | | 53,700 |

Notes:-

- (1) Terms and negotiations to the new mandates are being reviewed and are subject to Board of Directors' approval.
- (2) The Estimated Value from 9 May 2017 (date of this AGM) to the date of the next AGM are based on historical records and projected business transactions volume of the respective Recurrent Related Party Transaction. The value of these transactions may be subject to change.
- (3) Telenor is a Major Shareholder of Digi by virtue of its 49% equity interest held by its wholly-owned subsidiary, Telenor Asia Pte Ltd in Digi.

2.4 Details of Overdue Receivables Pursuant to Recurrent Related Party Transactions

The details of Digi Group's receivables pursuant to Recurrent Related Party Transactions which exceeded the credit term for the following periods as at 31 December 2016 are as set forth below:-

| Nature of Transactions | Total sum due from the Related Parties as at 31 December 2016, pursuant to a Recurrent Related Party Transactions, which exceeded the credit term | | | | | | | |
|---|---|-------------------|---|-------------------|---|-------------------|------------------------|-------------------|
| | 1 year or less | | More than 1 but equal to or less than 3 years | | More than 3 but equal to or less than 5 years | | More than 5 years | |
| | Principal Sum (RM'000) | Interest (RM'000) | Principal Sum (RM'000) | Interest (RM'000) | Principal Sum (RM'000) | Interest (RM'000) | Principal Sum (RM'000) | Interest (RM'000) |
| Professional Service | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| International Accounting Settlement | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| International Roaming | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| ITSSC rental income | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Bandwidth leasing revenue | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Sales of telecommunication and related services | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Notes:-

There were no late payments from the Related Parties to Digi Group during the applicable period. The Management will meet and discuss (if and when applicable) with the debtors for early-settlement of the outstanding amounts, should any indications of slower-payment become evident. The Board is of the opinion that there are no collectivity issues as the debtors represent Related Parties within Telenor Group who has continuously proven to be credit-worthy debtors with no history of default.

2.5 Method or Procedures on Which Transaction Prices are Determined/Review Procedures for Recurrent Related Party Transactions

The Digi Group has established various methods and procedures to ensure that the Recurrent Related Party Transactions are entered into on an arm's length basis and on normal commercial terms which are consistent with the Digi Group's normal business practices and policies and are on terms not more favourable to the Related Parties than those extended to third parties and are not detrimental to the minority shareholders:-

- (i) The transaction prices are based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- (ii) In relation to the Business Service provided by the Related Parties, under normal circumstances there isn't any same or substantially similar type of services available from any unrelated third parties. In determining the arm's length basis of this transaction, Digi Group has taken into consideration of several factors; amongst others, the necessary expertise especially in the telecommunications arena and resources which are needed for the successful operations of Digi Group and benefits derived from the sharing of specific knowledge and skills within Telenor Group that is not possible to obtain externally. A cost plus model is regularly used to determine the transaction price/Business Service costs. The appropriate mark up is determined based on an arm's length relationship and price to ensure that the Recurrent Related Party Transactions is not detrimental to Digi Group;
- (iii) In relation to the Professional Service for the provision of management services/secondment of staff from Telenor Group for key positions, the factors taken into consideration amongst others are the necessary skills and knowledge and the level of expertise and key position which are needed by Digi Group and the demand and supply of the professionals from both internal (Telenor Group) and external resources, inclusive of a comparative pricing. The Professional Service fee is based on the prevailing market rates and on an arm's length relationship to ensure that the Recurrent Related Party Transactions are not detrimental to Digi Group;
- (iv) In relation to the International Accounting Settlement and International Roaming transactions with Related Parties, market tendency is moving towards new pricing models. Wherever practical/possible, (a) contemporaneous transactions with unrelated third parties for similar services, and (b) net payments year on year will be used as comparison, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of services;
- (v) In relation to the Cloud based software infrastructure services, Digital marketing and distribution platform, ERP and enterprise applications, IP Transit, Global Connectivity and ITSSC, the methods and procedures to determine the arm's length basis of this transaction, Digi Group has taken into consideration the pricing, terms and conditions, level of service or expertise required, quality and reliability as compared with the prevailing market rates and prices by the services providers of similar capability generally available in the open market of unrelated third parties;
- (vi) Other contemporaneous transactions with unrelated third parties for similar services will be used as comparison, wherever practical/possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of services. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price and terms will be determined based on (a) those offered by/to other unrelated parties for the same or substantially similar type of transaction, or (b) transfer pricing studies to ensure that the Recurrent Related Party Transactions are not detrimental to Digi Group;
- (vii) In relation to Bandwidth leasing transactions with Related Parties, wherever practical/possible, at least two (2) other contemporaneous transactions with unrelated third parties for similar services

will be used as comparison, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of services;

- (viii) In relation to fee payable for the use of licenses and trademark, prices are determined based on arms-length principle to reflect the market value of the granted license, and comparable date considered transfer pricing studies;
- (ix) In relation to sales of telecommunication and related services to the Related Parties, the transaction prices are based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms.
- (x) All Recurrent Related Party Transactions are reviewed by senior management and/or the CEO and are subject to approval from appropriate level of authority as defined in Digi's Delegation Authority Matrix approved by the Board;
- (xi) The Related Parties and interested Directors will be notified of the method and/or procedures of Digi Group;
- (xii) Records of Recurrent Related Party Transactions will be retained and compiled by the Head of Accounting and Financial Reporting for submission to the auditors and Audit & Risk Committee for review;
- (xiii) The Audit & Risk Committee is to provide a statement that it has reviewed the terms of the Recurrent Related Party Transactions to ensure that such transactions are undertaken based on terms not more favourable to the Related Parties than those generally available to the public, are not detrimental to the minority shareholders and is in the best interest of Digi Group;
- (xiv) Directors who have any interest in any Recurrent Related Party Transactions shall abstain from Board deliberations and voting and will ensure that they and any Persons Connected with them will also abstain from voting on the resolution at the AGM to be convened for the purpose;
- (xv) Disclosures will be made in the annual report of the breakdown of the aggregate value of Recurrent Related Party Transactions pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:-
 - (a) The type of the Recurrent Related Party Transactions made; and
 - (b) The names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company; and
- (xvi) There is no deviation where the aggregated actual value transacted of the Recurrent Related Party Transactions exceeds the aggregated estimated value by 10% or more pursuant to Paragraph 10.12 of the Listing Requirements.

2.6 Statement by the Audit & Risk Committee

The Audit & Risk Committee of Digi has seen and reviewed the procedures mentioned in Section 2.5 above and is of the opinion that the abovementioned procedures, as well as the periodic reviews to be made by the Audit & Risk Committee in relation thereto, are sufficient to ensure that the Recurrent Related Party Transactions are carried out on terms 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.

The Audit & Risk Committee is also of the view that Digi Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner and such procedures and processes are reviewed by the Audit & Risk Committee and/or the management staff as and when necessary.

3.0 RATIONALE FOR, AND BENEFIT OF THE DIGI GROUP FROM TRANSACTING WITH ALL CLASSES OF RELATED PARTIES

- 3.1 The Recurrent Related Party Transactions to be entered into by Digi Group are all in the ordinary course of business and intended to meet the business needs of Digi Group at the best possible terms for the benefit of Digi Group as a whole. As such, it is anticipated that the Recurrent Related Party Transactions would occur on a frequent and recurrent basis.
- 3.2 The Proposed Shareholders' Mandate will eliminate the need to make announcements to the Bursa Securities and/or to convene separate general meetings from time to time to seek shareholders' prior approvals for the entry by Digi Group into such Recurrent Related Party Transactions. This will also reduce substantial administrative time and expenses in convening such general meetings without compromising the corporate objectives of Digi Group or affecting the business opportunities available to Digi Group.
- 3.3 The Recurrent Related Party Transactions provide Digi Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities.

4.0 CONDITIONS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon approval being obtained from shareholders at the forthcoming AGM. The Proposed Shareholders' Mandate being procured from shareholders of Digi at the forthcoming AGM is subject to annual renewal.

5.0 FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the issued and paid-up share capital, major shareholders' shareholdings, earnings and net assets of Digi Group.

6.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

- 6.1 The direct and indirect interest of the interested Major Shareholder and the interested Directors of Digi and Persons Connected with them as at 3 March 2017 are summarised below:

| Name | Shareholding | | | |
|--|--------------|---|---------------------------|-------|
| | ← Direct → | | ← Indirect → | |
| | Shares | % | Shares | % |
| Interested Major Shareholder Telenor | - | - | 3,809,750,300 (Note a) | 49.00 |
| Directors:- | | | | |
| Morten Karlsen Sorby | - | - | - | - |
| Tore Johnsen | - | - | - | - |
| Lars-Ake Valdemar Norling | - | - | - | - |
| Kristin Muri Moller | - | - | - | - |

Note: (a) Deemed interested by virtue of its 100% interest in Telenor Asia Pte Ltd

- 6.2 Telenor being a Major Shareholder will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.

- 6.3 Telenor has undertaken that it will ensure that Persons Connected with them will abstain from voting on the ordinary resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.
- 6.4 Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller are deemed interested in the Proposed Shareholders' Mandate in respect of Recurrent Related Party Transactions to be entered with Telenor and Persons Connected with Telenor as these Directors are acting as nominees/representatives of Telenor which is the Major Shareholder of Digi. These Directors have abstained and will continue to abstain from all deliberations and voting on the Proposed Shareholders' Mandate in respect of Recurrent Related Party Transactions to be entered with Telenor and Persons Connected with Telenor at all Board meetings.
- 6.5 These Directors have undertaken that they will ensure that Persons Connected with them will abstain from voting on the ordinary resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.
- 6.6 Save as disclosed, none of the other Directors and Major Shareholders of Digi and/or Persons Connected with them, has any interest, direct or indirect in the Proposed Shareholders' Mandate.

7.0 RATIONALE FOR THE PROPOSED AMENDMENTS

- 7.1 The Board proposed to amend the existing Articles of Association of the Company taking into account the changes to the new Companies Act, 2016 and in line with the Listing Requirements. The details of the Proposed Amendments are as set out in Appendix II of this Circular.
- 7.2 The Proposed Amendments is primarily for the purpose of streamlining the Articles of Association to be in line with the new Companies Act, 2016, the Listing Requirements, prevailing statutory and regulatory requirements as well as to update the Articles of Association of the Company, where relevant, to render consistency throughout and to further enhance administrative efficiency.

8.0 DIRECTORS' RECOMMENDATION

8.1 Proposed Shareholders' Mandate

The Board (with the exception of Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller) having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that it is in the best interest of the Digi Group and accordingly the Board (with the exception of Morten Karlsen Sorby, Tore Johnsen, Lars-Ake Valdemar Norling and Kristin Muri Moller who have abstained from making a recommendation and giving an opinion on the Proposed Shareholders' Mandate in respect of Recurrent Related Party Transactions to be entered with Telenor and Persons Connected with Telenor) recommends that you vote in favour of the Ordinary Resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8.2 Proposed Amendments

The Board having considered all aspects of the Proposed Amendments is of the opinion that the Proposed Amendments is in the best interest of the Company and the Board therefore recommends that you vote in favour of the Special Resolution pertaining thereto to be tabled at the forthcoming AGM.

9.0 AGM

- 9.1 An AGM, the notice of which is set out in the 2016 Annual Report of Digi and an extract of which is enclosed in this Circular, will be held at Nexus Ballroom 2 & 3, Connexion @ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Tuesday, 9 May 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions on the proposals under the agenda of Special Business in the AGM.

- 9.2 If you are unable to attend and vote at the AGM, please complete the Form of Proxy enclosed in the 2016 Annual Report of Digi and forward it to the Company's Share Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, so as to arrive at least twenty four (24) hours before the time appointed for holding the AGM or any adjournment thereof. 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 AGM should you subsequently wish to do so.

10.0 FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendices for further information.

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

Tan Sri Saw Choo Boon
Independent Non-Executive Director

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the accuracy of the information given herein 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.

2. MATERIAL LITIGATION

Neither Digi nor any of its subsidiaries is engaged in any material claims, litigation and/or arbitration either as plaintiff or defendant, which has a material effect on the financial position of Digi Group and the Directors are not aware of any proceedings pending or threatened, against Digi Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of Digi Group immediately preceding the date of this Circular.

3. MATERIAL CONTRACTS

Neither the Company nor any of its subsidiary companies has entered into any material contracts (not being contracts entered into in the ordinary course of business) within 2 years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Digi at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 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 AGM:-

- (a) Memorandum and Articles of Association of Digi;
- (b) Audited consolidated financial statements of Digi for the past two (2) financial years ended 31 December 2015 and 31 December 2016; and
- (c) Unaudited consolidated results for the three (3) months period ended 31 March 2017.

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF DIGI.COM BERHAD
(Company No. 425190-X)**

The Articles of Association of the Company are proposed to be amended in the following manner:-

| Article Number | Existing Articles of Association | Amended Articles of Association | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|---|----------|---------|---|-----------------------|--|-----------------------|--|-----------------------|--|-----------------------|--|---|-------|----------|---------|---|-------------------------------|--|----------------------------------|--|--|---|-------------------------------|--|
| 1 | <p><u>TABLE A EXCLUDED</u></p> <p><u>The regulations in Table A in the Fourth Schedule to the Companies Act, 1965</u> shall not apply to the Company, except so far as the same are repeated or contained in these Articles.</p> | <p><i>THE COMPANIES ACT 2016</i></p> <p><i>The Third Schedule of the Companies Act, 2016 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.</i></p> | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | <table border="0"> <thead> <tr> <th>Words</th> <th>Meanings</th> </tr> </thead> <tbody> <tr> <td>The Act</td> <td>The Companies Act, 1965 (Revised 1973) or any statutory modification amendment or re-enactment thereof.</td> </tr> <tr> <td><i>New definition</i></td> <td></td> </tr> <tr> <td><i>New definition</i></td> <td></td> </tr> <tr> <td><i>New definition</i></td> <td></td> </tr> <tr> <td><i>New definition</i></td> <td></td> </tr> </tbody> </table> | Words | Meanings | The Act | The Companies Act, 1965 (Revised 1973) or any statutory modification amendment or re-enactment thereof. | <i>New definition</i> | | <i>New definition</i> | | <i>New definition</i> | | <i>New definition</i> | | <table border="0"> <thead> <tr> <th>Words</th> <th>Meanings</th> </tr> </thead> <tbody> <tr> <td>The Act</td> <td>The Companies Act, 2016 or any statutory modification amendment or re-enactment thereof.</td> </tr> <tr> <td><i>Chief Executive</i></td> <td><i>The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.</i></td> </tr> <tr> <td><i>electronic address</i></td> <td><i>Any address or number used for the purpose of sending or receiving documents or information by electronic means.</i></td> </tr> <tr> <td><i>electronic communication</i></td> <td><i>A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.</i></td> </tr> <tr> <td><i>electronic form</i></td> <td><i>Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.</i></td> </tr> </tbody> </table> | Words | Meanings | The Act | The Companies Act, 2016 or any statutory modification amendment or re-enactment thereof. | <i>Chief Executive</i> | <i>The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.</i> | <i>electronic address</i> | <i>Any address or number used for the purpose of sending or receiving documents or information by electronic means.</i> | <i>electronic communication</i> | <i>A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.</i> | <i>electronic form</i> | <i>Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.</i> |
| Words | Meanings | | | | | | | | | | | | | | | | | | | | | | | | | |
| The Act | The Companies Act, 1965 (Revised 1973) or any statutory modification amendment or re-enactment thereof. | | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>New definition</i> | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| Words | Meanings | | | | | | | | | | | | | | | | | | | | | | | | | |
| The Act | The Companies Act, 2016 or any statutory modification amendment or re-enactment thereof. | | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>Chief Executive</i> | <i>The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.</i> | | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>electronic address</i> | <i>Any address or number used for the purpose of sending or receiving documents or information by electronic means.</i> | | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>electronic communication</i> | <i>A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.</i> | | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>electronic form</i> | <i>Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.</i> | | | | | | | | | | | | | | | | | | | | | | | | | |

| Article Number | Existing Articles of Association | | Amended Articles of Association | |
|----------------|--|--|---|---|
| 2 | <p>Words</p> <p><i>New definition</i></p> <p><i>New definition</i></p> <p>Listing Requirements</p> <p><i>New definition</i></p> <p>Market day</p> <p>Members</p> <p><i>New definition</i></p> <p>Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form;</p> <p><u>Subject as aforesaid, any word or expression defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.</u></p> | <p>Meanings</p> <p>The Listing Requirement of Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.</p> <p>A day on which the stock market of the Stock Exchange is open for trading in securities.</p> <p>Any person for the time being holding shares in the Company and whose names appear in the Register of Members (except Bursa Malaysia Depository Sdn Bhd), including Depositors whose names appear on the Record of Depositors.</p> <p>The Listing Requirement of Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.</p> | <p>Words</p> <p><i>effect insurance</i></p> <p><i>indemnify</i></p> <p>Listing Requirements</p> <p><i>Major Shareholder</i></p> <p>Market day</p> <p>Members</p> <p><i>Share</i></p> <p>Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, <i>symbols or other information which may be displayed</i> in a visible form, <i>whether in a physical document or in an electronic communication or form or otherwise howsoever;</i></p> <p><i>Subject as aforesaid, words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967 of Malaysia, as amended from time to time and any re-enactment thereof.</i></p> | <p>Meanings</p> <p><i>Includes pay, whether directly or indirectly, the costs of the insurance.</i></p> <p><i>Includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.</i></p> <p>The Main Market Listing Requirement of Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.</p> <p><i>Major shareholder as defined in the Listing Requirements or any modification, amendment or re-enactment thereof for the time being in force.</i></p> <p><i>Any day between Mondays and Fridays which is not a market holiday of the Stock Exchange or public holiday.</i></p> <p>Any person for the time being holding one or more shares in the Company and whose names appear in the Register of Members (except Bursa Malaysia Depository Sdn Bhd), including Depositors whose names appear on the Record of Depositors.</p> <p><i>Issued share capital of a corporation and includes stock except where a distinction between stock and share is expressed or implied.</i></p> |

| Article Number | Existing Articles of Association | Amended Articles of Association |
|----------------|---|---|
| 3 | <p>The capital of the Company is Ringgit Malaysia One Billion (RM1,000,000,000/=) only divided into 1,000,000,000,000 ordinary shares of RM0.01 each.</p> | <p><i>The share in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income deferred or other special rights, privileges, conditions and restrictions as to dividends, capital, voting or otherwise.</i></p> |
| 4 | <p>Subject always to the provisions of the Act and Article 49 hereof the shares of the Company shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions with such preferred deferred or other special rights or such restrictions whether in regard to dividend voting or return of share capital and <u>either at a premium or otherwise and</u> at such time or times as the Directors may think fit PROVIDED HOWEVER that shares shall not be issued to transfer a controlling interest in the Company without the prior approval of shareholders in general meeting.</p> | <p>Subject always to the provisions of the Act and Article 49 hereof the shares of the Company shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions with such preferred deferred or other special, limited or conditional voting rights or such restrictions whether in regard to dividend voting or return of share capital and at such time or times as the Directors may think fit PROVIDED HOWEVER that shares shall not be issued to transfer a controlling interest in the Company without the prior approval of shareholders in general meeting.</p> |
| 6 | <p>The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner <u>and either at par or at a premium</u> as they may think fit.</p> | <p>The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms in such manner as they may think fit.</p> |
| 7 | <p>Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or during the winding up of the Company or disposing of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months.</p> | <p>Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or during the winding up of the Company or disposing of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months.</p> |
| 9 | <p>Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.</p> | <p>Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, and may charge the same to capital as part of the cost of construction of any works or buildings or the provision of any plant.</p> |

| Article Number | Existing Articles of Association | Amended Articles of Association |
|----------------|---|--|
| 18 | Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. | Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the <i>Directors</i> shall not be bound to see to the application of the purchase money, nor shall <i>the purchaser's</i> title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. |
| 20 | The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors. | The Directors may, subject to the <i>Act and</i> provisions of the Listing Requirements, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that <i>no call shall exceed one-fourth of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and</i> fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors. |
| 22 | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding <i>8 per centum</i> per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. |
| 23 | Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date <u>whether on account of the amount of the share or by way of premium</u> , shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided. | Any sum which, by the terms of allotment of a share is made payable upon allotment or at any fixed date shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided. |
| 26 | The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding sections <u>103 and 104</u> of the Act, but subject to subsection <u>107C(2)</u> of the Act and any exemption that may be made from compliance with subsection <u>107C(1)</u> of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities. | The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding sections <i>105, 106 and 110</i> of the Act, but subject to subsection <i>148(2)</i> of the Act and any exemption that may be made from compliance with subsection <i>148(1)</i> of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities. |
| 28 | The Company shall provide a book to be called "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the Directors under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share. | <i>Subject to the provisions of the Central Depositories Act and the Rules</i> , the Company shall provide a book to be called "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the Directors under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share. |

| Article Number | Existing Articles of Association | Amended Articles of Association |
|----------------|--|--|
| 29 | <p>(1) The Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share, not being a fully paid share, and whether or not the Company claims lien on the same.</p> <p>(2) <u>If the Directors refuse to register a transfer they shall within ten (10) market days</u> Notice of refusal after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.</p> | <p>(1) <i>Subject to the Act, provisions of the Central Depositories Act and the Rules</i>, the Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share, not being a fully paid share, and whether or not the Company claims lien on the same.</p> <p>(2) <i>Deleted</i></p> |
| 34C | <p><u>A fee not exceeding Ringgit Malaysia Three may be charged by the Company in respect of the registration of any probate or letters of administration or certificate of marriage or death or power of attorney or other document relating to or affecting the title to any share or otherwise for making an entry in the Register affecting the title to any share but only to the extent permitted by law and by the stock exchange governing the Register upon which such share is registered.</u></p> | <p><i>Deleted</i></p> |
| 37 | <p>If any member fails to pay the whole or any part of any call or instalment of call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest <u>at such rate not exceeding ten per cent per annum</u> as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.</p> | <p>If any member fails to pay the whole or any part of any call or instalment of call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest <i>or compensation at the rate of eight per centum</i> per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.</p> |
| 45 | <p>A statutory declaration in writing <u>that the declarant is a Director of the Company, and</u> that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.</p> | <p>A statutory declaration in writing <i>by a Director or Secretary of the Company</i> that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and <i>the Company</i> shall not be bound to see to the application of the purchase money (if any), nor shall <i>the purchaser's</i> title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. <i>This Article on forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue a share, becomes payable at a fixed time, as if the same had been payable</i></p> |

| Article Number | Existing Articles of Association | Amended Articles of Association |
|----------------|--|---|
| | | <i>by virtue of a call duly made and notified.</i> |
| 46 | (A) The Company may, from time to time, by resolution of a general meeting convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any <u>denomination.</u> | (A) The Company may, from time to time, by ordinary resolution of a general meeting convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any number. |
| 47 | <p>The Company may alter the conditions of its <u>Memorandum of Association by ordinary resolution:-</u></p> <p>(A) <u>To consolidate and divide its share capital into shares of larger amount than its existing shares, or</u></p> <p>(B) <u>To cancel any share not taken or agreed to be taken by any person, or</u></p> <p>(C) <u>To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares</u></p> <p><u>and by special resolution -</u></p> <p>(D) <u>To reduce its capital and any capital redemption reserve fund or any share premium account in any manner authorised and subject to any condition prescribed by the Act.</u></p> | <p>(1) The Company may alter <i>the share capital in any one or more of the following ways</i> by <i>passing an ordinary resolution:-</i></p> <p>(A) <i>To increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe, or</i></p> <p>(B) <i>To consolidate and divide its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived, or</i></p> <p>(C) <i>To convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or</i></p> <p>(D) <i>To subdivide its share capital or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived.</i></p> <p>(2) <i>The Company may reduce its share capital by—</i></p> <p>(a) <i>special resolution and confirmation by the Court in accordance with Section 116 of the Act; or</i></p> <p>(b) <i>special resolution supported by a solvency statement in accordance with Section 117 of the Act.</i></p> |
| 48 | The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs. | The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special, <i>limited or conditional voting</i> rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs. |

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| 49 | <p>(A) Unless otherwise determined by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided. Notwithstanding the foregoing and subject to the Act, the Company may apply to any Stock Exchange on which the Company's shares are listed for waiver of convening an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issue) where the aggregate issues of which in any one financial year do not exceed ten (10%) per cent of the issued capital.</p> | <p>(A) Unless otherwise determined by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided. <i>Notwithstanding the existence of a resolution pursuant to Section 76 of the Act, no shares or convertible securities shall be issued if the total number of those shares or convertible securities, when aggregated with the share capital of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the members in a general meeting of the precise terms and conditions of the issue.</i></p> |
| 50 | <p>If at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes the repayment of such preferred capital or all or any of the rights and privileges attached to each class may subject to the provisions of the Act be varied modified commuted affected abrogated or dealt with by special resolution passed by the holders at least <u>three-fourths of the issued shares of the class</u> at a separate general meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be members holding or representing by proxy at least three-fourths of the issued shares of the class. Provided however that in the event of the necessary majority for such a special resolution not having been obtained in the manner aforesaid consent in writing may be secured from members holding at least three-fourths of the issued shares of the class and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a resolution duly carried by</p> | <p>If at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes the repayment of such preferred capital or all or any of the rights and privileges attached to each class may subject to the provisions of the Act be varied modified commuted affected abrogated or dealt with by <i>a written consent representing not less 75% of the total voting rights of the preference shareholders or by special resolution passed by the holders at least 75% of the total voting rights</i> at a separate general meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be members holding or representing by proxy at least three-fourths of the issued shares of the class. Provided however that in the event of the necessary majority for such a special resolution not having been obtained in the manner aforesaid consent in writing may be secured from members holding at least <i>75% of the total voting rights</i> and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a resolution duly carried by a vote in person or by proxy.</p> |

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| | a vote in person or by proxy. | |
| 54 | <p>(1) An annual general meeting or a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Any other meeting of the Company shall be called by 14 days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed:-</p> <p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum in nominal value of the shares giving a right to attend and vote.</p> <p>(3) <u>The notice convening an annual general meeting shall specify the meeting as such.</u></p> <p>(4) The notice convening a meeting to consider a special resolution shall specify the intention to propose the resolution as a special resolution.</p> <p>(5) In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, is entitled to appoint <u>any person as his proxy</u> to attend and vote instead of him and that a proxy need not be a member of the Company <u>and the provision of Section 149(1)(a) and (b) of the Act shall not apply to the Company.</u></p> | <p>(1) An annual general meeting or a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Any other meeting of the Company shall be called by 14 days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed:-</p> <p>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or</p> <p>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum <i>of total voting rights at that meeting of all members</i> giving a right to attend and vote.</p> <p>(3) <i>Notice of a meeting of members of the Company shall state—</i></p> <p><i>(a) the place, date and time of the meeting; and</i> <i>(b) the general nature of the business of the meeting.</i></p> <p>(4) The notice convening a meeting to consider a special resolution shall specify the intention to propose the resolution as a special resolution <i>and the text of the resolution.</i></p> <p>(5) In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend, <i>participate, speak</i> and vote at a meeting of the Company, or at a meeting of any class of members of the Company, is entitled to appoint <i>not more than two (2) proxies</i> to attend and vote instead of him and that a proxy need not be a member of the Company.</p> |

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| | <p>(6) Notice of every general meeting shall be given in any manner authorised by these Articles to:-</p> <p>(a) every member holding shares conferring the right to attend and vote at the meeting who, at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of any such shares in the Company; and</p> <p>(b) the auditors of the Company</p> <p><i>New provision</i></p> <p><i>New provision</i></p> <p><i>New provision</i></p> <p><i>New provision</i></p> | <p>(6) Notice of every general meeting shall be given in any manner authorised by these Articles to:-</p> <p>(a) every member holding shares conferring the right to attend and vote at the meeting who, at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of any such shares in the Company;</p> <p>(b) the auditors of the Company; and</p> <p>(c) <i>every director of the Company</i></p> <p>(9) <i>Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members shall be in writing and shall be given to the members either:-</i></p> <p>(a) <i>in hard copy,</i></p> <p>(b) <i>in electronic form, or</i></p> <p>(c) <i>partly in hard copy and partly in electronic form.</i></p> <p>(10) <i>A notice:-</i></p> <p>(a) <i>given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the company for such purpose; or</i></p> <p>(b) <i>given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website.</i></p> <p>(11) <i>A Notice of a meeting of members shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with the Act.</i></p> <p>(12) <i>The Company shall notify a member of the publication of the notice on the website and such notifications shall be in writing and shall be given in hard copy or electronic form stating—</i></p> <p>(a) <i>that it concerns a meeting of members;</i></p> <p>(b) <i>the place, date and time of the meeting; and</i></p> <p>(c) <i>whether the meeting is an annual general meeting.</i></p> <p>(13) <i>The notice shall be made available on the website throughout the period beginning from the date of the notification referred to in Article 54(11) until the conclusion of the meeting.</i></p> |
| 55 | All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of <u>sanctioning a dividend, the consideration of the accounts and balance sheets</u> and the reports of the Directors and auditors, and any other documents | All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of <i>the laying of the audited financial statements</i> and the reports of the Directors and auditors, <i>the election of those</i> Directors in place of those retiring by rotation or otherwise, |

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| | <p><u>annexed to the balance sheet, appointing Directors</u> in place of those retiring by rotation or otherwise, <u>the fixing of the Directors remuneration</u> and the appointment and fixing of the remuneration of the auditors.</p> | <p><i>appointment and fixing of Directors' fees and benefits payable</i> and the appointment and fixing of the remuneration of the auditors.</p> |
| 56 | <p>No business shall be transacted at any general meeting unless a quorum is present in person or by proxy when the meeting proceeds to business. <u>For all purposes the quorum shall be not less than two members personally present and the expression "member" in this Article shall include a person attending as a proxy or representing a corporation which is a member.</u></p> | <p>No business shall be transacted at any general meeting unless a quorum is present in person or by proxy when the meeting proceeds to business. <i>Save as herein otherwise provided, two members personally present at a meeting or by proxy shall be a quorum. For the purposes constituting a quorum:</i></p> <p>(i) <i>one of more representatives appointed by a corporation shall be counted as one member; or</i> (ii) <i>one or more proxies appointed by a person shall be counted as one member.</i></p> |
| 56A | <p><i>New provision</i></p> | <p><i>The Company may convene a meeting of members at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.</i></p> |
| 57 | <p>If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, <u>any member present shall be a quorum.</u></p> | <p>If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, <i>the meeting shall be dissolved.</i></p> |
| 58A | <p>Without prejudice to any other power which the Chairman may have under the provisions of these Articles or at common law and subject to the Act and the Listing Requirements, the Chairman <u>may take such action as he thinks fit to promote the orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature.</u></p> | <p>Without prejudice to any other power which the Chairman may have under the provisions of these Articles or at common law and subject to the Act and the Listing Requirements, the Chairman <i>shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and</i> orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. <i>The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders.</i></p> |
| 60 | <p><u>At all general meetings, resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing:-</u></p> | <p><i>Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be</i></p> |

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| | <p>(a) by the Chairman of the meeting;</p> <p>(b) by at least three (3) members present in person or by proxy;</p> <p>(c) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or</p> <p>(d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.</p> <p>Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has <u>on a show of hands</u> been carried, <u>or carried unanimously</u>, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. <u>The demand for a poll may be withdrawn.</u></p> | <p>demand in writing:-</p> <p>(a) by the Chairman of the meeting;</p> <p>(b) by at least three (3) members present in person or by proxy;</p> <p>(c) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting, <i>excluding any voting rights attached to shares in the Company held as treasury shares;</i> or</p> <p>(d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right, <i>excluding any voting rights attached to shares in the Company held as treasury shares.</i></p> <p>Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or lost, or <i>has not been</i> carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p> |
| 61 | <p>If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p> | <p><i>A poll shall be taken in such manner as the Chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. The Chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</i></p> <p><i>The poll may be conducted manually using voting slips or electronically using various forms or electronic devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided on poll.</i></p> |
| 61A | <p><i>New provision</i></p> | <p><i>Subject to Article 60, a poll demanded on any resolution shall be taken either forthwith or at such time and place as the Chairman of the meeting directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.</i></p> |

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| 64 | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question for which a poll has been demanded. Where the capital of the Company consists of shares of different denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting powers when such right is exercisable. | <i>Subject to Article 60</i> , the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question for which a poll has been demanded. Where the capital of the Company consists of shares of different denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting powers when such right is exercisable. |
| 65 | Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and Articles 54(1) above, a holder of ordinary shares or preference shares who is personally present or proxy or member's representative or attorney and entitle to vote shall be entitled to one (1) vote on a show of hands and upon a poll every such member shall have one vote (1) for every share held by him. | Subject <i>to these Articles</i> and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and Article 54(1) above, a holder of ordinary shares or preference shares who is personally present or proxy or member's representative or attorney and entitle to vote shall be entitled to one (1) vote on a show of hands and upon a poll every such member shall have one vote (1) for every share held by him. |
| 65A | A member may appoint a <u>proxy</u> to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands on any question at any general meeting. A proxy or attorney need not be a member of the Company. <u>The provisions of Section 149(1)(a) and (b) of the Act shall not apply.</u> There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting. | A member may appoint <i>not more than two (2) proxies</i> to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands on any question at any general meeting. A proxy or attorney need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting. <i>A member is entitled to appoint a proxy to attend and vote instead of him at the meeting, and such proxy need not also be a member(s). Where a member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.</i> |
| 67 | If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior present at the meeting, whether in person or by proxy or by an attorney shall alone be accepted to the exclusion of the votes of the other' registered holders of the shares, and for this purpose seniority shall be determined by the order in which the names stand in the Register. | <i>In the case of joint holders of shares of the Company, the joint holder shall be considered as one shareholder. For this purpose if the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised.</i> If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior present at the meeting, whether in person or by proxy or by an attorney shall alone be accepted to the exclusion of the votes of the other' registered holders of the shares, and for this purpose seniority shall be determined by the order in which the names stand in the Register. |
| 69 | (A) A power of attorney or a certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. | (A) A power of attorney or a certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. <i>A proxy may vote only as directed in the proxy form.</i> |

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| | | <p><i>However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote.</i></p> | | | | | | | | | | | | | | | | |
| 69A | New provision | <p><i>The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept:-</i></p> <p style="text-align: center;">DIGI.COM BERHAD</p> <p><i>I/We, _____ NRIC No./Company No. _____ of _____ and telephone no./ email address _____ being a member/ members of Digi.Com Berhad (the "Company"), hereby appoint _____ NRIC No. _____ of _____ or failing him/her, _____ NRIC No. _____ of _____ or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the Company, to be held at _____ on _____ or at any adjournment thereof. I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast.</i></p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th data-bbox="898 1003 1086 1066">Agenda</th> <th data-bbox="1086 1003 1259 1066">For</th> <th data-bbox="1259 1003 1431 1066">Against</th> </tr> </thead> <tbody> <tr> <td data-bbox="898 1066 1086 1099"></td> <td data-bbox="1086 1066 1259 1099"></td> <td data-bbox="1259 1066 1431 1099"></td> </tr> </tbody> </table> <p><i>Subject to the abovestated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.</i></p> <p><i>The proportion of my/our shareholdings to be represented by my/our proxies are as follows: -</i></p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><i>First Proxy</i></td> <td style="text-align: right;">%</td> </tr> <tr> <td><i>Second Proxy</i></td> <td style="text-align: right;">%</td> </tr> <tr> <td></td> <td style="text-align: right;"><u>100%</u></td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;"> <i>If appointment of proxy is under hand</i> <i>Signed by *individual member/*officer or attorney of member/*authorised nominee of (beneficial owner)</i> </td> <td style="width: 50%; padding: 5px;"> <i>No of shares held:</i> <i>Securities Account No:</i> <i>(CDS Account No.) (Compulsory)</i> <i>Date :</i> </td> </tr> <tr> <td style="width: 50%; padding: 5px;"> <i>If appointment of proxy is under seal:-</i> <i>The Common Seal of was hereto affixed in accordance with its Articles in the presence of:-</i> <i>Director Director/Secretary</i> </td> <td style="width: 50%; padding: 5px;"> <i>Seal</i> <i>No of shares held:</i> <i>Securities Account No:</i> <i>(CDS Account No.) (Compulsory)</i> <i>Date :</i> </td> </tr> </table> | Agenda | For | Against | | | | <i>First Proxy</i> | % | <i>Second Proxy</i> | % | | <u>100%</u> | <i>If appointment of proxy is under hand</i> <i>Signed by *individual member/*officer or attorney of member/*authorised nominee of (beneficial owner)</i> | <i>No of shares held:</i> <i>Securities Account No:</i> <i>(CDS Account No.) (Compulsory)</i> <i>Date :</i> | <i>If appointment of proxy is under seal:-</i> <i>The Common Seal of was hereto affixed in accordance with its Articles in the presence of:-</i> <i>Director Director/Secretary</i> | <i>Seal</i> <i>No of shares held:</i> <i>Securities Account No:</i> <i>(CDS Account No.) (Compulsory)</i> <i>Date :</i> |
| Agenda | For | Against | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |
| <i>First Proxy</i> | % | | | | | | | | | | | | | | | | | |
| <i>Second Proxy</i> | % | | | | | | | | | | | | | | | | | |
| | <u>100%</u> | | | | | | | | | | | | | | | | | |
| <i>If appointment of proxy is under hand</i> <i>Signed by *individual member/*officer or attorney of member/*authorised nominee of (beneficial owner)</i> | <i>No of shares held:</i> <i>Securities Account No:</i> <i>(CDS Account No.) (Compulsory)</i> <i>Date :</i> | | | | | | | | | | | | | | | | | |
| <i>If appointment of proxy is under seal:-</i> <i>The Common Seal of was hereto affixed in accordance with its Articles in the presence of:-</i> <i>Director Director/Secretary</i> | <i>Seal</i> <i>No of shares held:</i> <i>Securities Account No:</i> <i>(CDS Account No.) (Compulsory)</i> <i>Date :</i> | | | | | | | | | | | | | | | | | |

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| | | <div style="border: 1px solid black; padding: 5px; margin-bottom: 10px;"> <i>in its capacity as *member/*attorney of member/*authorised nominee of (beneficial owner)</i> </div> <p><i>Signed this day of....., 20.....</i></p> <p><i>*Strike out whichever is not desired. Unless otherwise instructed, the proxy may vote as he thinks fit.</i></p> |
| 70 | <p>The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; <u>otherwise the person so named shall not be entitled to vote in respect thereof.</u></p> | <p>The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the rules, regulations and laws at that time specified therein.</p> |
| 72 | <p>A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used.</p> | <p>A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office or at such other place within Malaysia before the commencement of the meeting or adjourned meeting at which the instrument is used.</p> |
| 72A | <p><i>New provision</i></p> | <p><u>Appointment of proxy via electronic communication</u></p> <p>(1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with these Articles.</p> <p>(2) For the purpose of Article 72A, the Directors may require such reasonable evidence they consider necessary to determine:-</p> <p style="margin-left: 40px;">(a) the identity of the member and the proxy; and</p> <p style="margin-left: 40px;">(b) where the proxy is appointed by a person acting on behalf of the member, the</p> |

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| | | <p><i>authority of that person to make the appointment.</i></p> <p>(3) <i>Without prejudice to Article 72A, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-</i></p> <p>(a) <i>Notice calling the meeting;</i> (b) <i>Instrument of proxy sent out by the Company in relation to the meeting; or</i> (c) <i>Website maintained by or on behalf of the Company.</i></p> <p>(4) <i>An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to Article 72A(3) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</i></p> <p>(5) <i>An appointment of proxy by electronic communication which is not made in accordance with this Article shall be invalid.</i></p> |
| 76 | <p>The nomination of an alternate Director shall be valid if made by cable or telegram, provided that such nomination shall be confirmed within three months from the date of such cable or telegram by a written nomination complying with the abovementioned requirements; and any act done by the alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.</p> | <p>The nomination of an alternate Director shall be valid if made by <i>facsimile or other electronic transmission</i>, provided that such nomination shall be confirmed within three months from the date of <i>such facsimile or other electronic transmission</i> by a written nomination complying with the abovementioned requirements; and any act done by the alternate Director nominated in such <i>facsimile or other electronic transmission</i> between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.</p> |
| 77 | <p>The fees of the Directors shall from time to time be determined by the Company in general meeting. Unless otherwise directed by the resolution by which it is voted, any such fees shall be divided amongst the Directors as they may agree, or, failing agreement, equally. Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses properly incurred by them respectively in or about the performance of their duties as Directors,</p> | <p>The fees <i>and any benefits payable to the Non-Executive Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director</i> shall from time to time be determined by the Company in general meeting. Unless otherwise directed by the resolution by which it is voted, any such fees shall be divided amongst the Directors as they may agree, or, failing agreement, equally, <i>or in any other manner to be determined by the Board.</i> Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting. The Directors shall also be</p> |

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| | <p>including their expenses of travelling to and from meetings of Directors or general meetings or which he may otherwise incur on or about the business of the Company. If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged. Provided that fees payable to non-executive Directors shall be by a fixed sum and no non-executive Director shall be remunerated by a commission on or percentage of profits or turnover and no Directors (non-executive or executive) shall be remunerated by a commission on or percentage of turnover and that nothing herein shall prejudice the power of the Directors to appoint any of their member to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include a commission on or percentage of turnover.</p> | <p>entitled to be repaid all travelling and hotel expenses properly incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from meetings of Directors or general meetings or which he may otherwise incur on or about the business of the Company. If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged. Provided that fees payable to non-executive Directors shall be by a fixed sum and no non-executive Director shall be remunerated by a commission on or percentage of profits or turnover and no Directors (non-executive or executive) shall be remunerated by a commission on or percentage of turnover and that nothing herein shall prejudice the power of the Directors to appoint any of their member to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include a commission on or percentage of turnover.</p> |
| 78 | <p>The office of a Director shall be vacated:-</p> <p>(A) If he becomes bankrupt or he makes any arrangement or composition with his creditors during his term of office;</p> <p>(B) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;</p> <p>(C) If he is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company, except when an exemption or waiver is obtained from the Stock Exchange;</p> <p>(D) If he is removed by a resolution of the Company in general meeting;</p> <p>(E) If he is prohibited from being a Director by any order made under any provision of the Act;</p> <p>(F) If by notice in writing given to the Company he resigns his office; or</p> <p>(G) If he is convicted by a court of law, whether in Malaysia or elsewhere, in relation to the offences under the Act or the securities laws as</p> | <p>(1) The office of a Director shall be vacated <i>if the Director:-</i></p> <p>(A) is an undischarged bankrupt;</p> <p>(B) has been convicted of an offence relating to the promotion, formation or management of a corporation;</p> <p>(C) has been convicted of an offence involving bribery, fraud or dishonesty;</p> <p>(D) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under Sections 213, 215, 216, 217, 218, 228 and 539 of the Act;</p> <p>(E) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;</p> <p>(F) is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company, except when an exemption or waiver is obtained from the Stock Exchange;</p> <p>(G) If he is removed by a resolution of the</p> |

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| | defined in the Listing Requirements. | <p>Company in general meeting;</p> <p>(H) <i>resigns from his office</i> by notice in writing to the Company <i>and deposited at the Office</i>;</p> <p>(I) <i>has retired in accordance with the Act or these Articles of the Company but is not re-elected; or</i></p> <p>(J) <i>otherwise vacate his office in accordance with the Act or these Articles.</i></p> <p>(2) <i>The circumstances referred to in paragraphs (1)(A), (B) and (C) shall be applicable to circumstances in or outside Malaysia.</i></p> |
| 80 | The management and control of the business and affairs of the Company shall be vested in the Directors who in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made Provided further that any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by the members in general meeting. | The management and control of the business and affairs of the Company shall be vested in the Directors <i>or under the direction of the Board</i> in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them. <i>The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company</i> and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and these Article and to any regulations not being inconsistent with these Article from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made Provided further that any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by the members in general meeting. |
| 82 | (A) The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of any person or persons or of any company, whether or not having objects or engaged or intending to engage in business similar to those of the Company, including (without limitation) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary (as defined in <u>Section 5 of the Companies Act, 1965</u>) or an associated company. | (A) The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of any person or persons or of any company, whether or not having objects or engaged or intending to engage in business similar to those of the Company, including (without limitation) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary (as defined in <i>Section 4 of the Act</i>) or an associated company. |
| | (B) The Directors may borrow or raise any such money as aforesaid upon or by the issue or sale of any bonds, debentures, debenture stock, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of <u>premium</u> or bonus | (B) The Directors may borrow or raise any such money as aforesaid upon or by the issue or sale of any bonds, debentures, debenture stock, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of bonus upon redemption or repayment |

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| | upon redemption or repayment or otherwise as they may think proper. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or securities to exchange the same for shares in the Company or any class authorised to be issued. | or otherwise as they may think proper. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or securities to exchange the same for shares in the Company or any class authorised to be issued. |
| 87 | <u>All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, in which the Company is in any way concerned or interested, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such person as the Directors shall from time to time by resolution determine.</u> | <u>Execution of documents</u> <i>Subject to the Act, the documents shall be executed, as the case may be, in such manner and by such person as the Directors shall from time to time determine.</i> |
| 89 | (A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined, <u>two shall be a quorum</u> . Questions arising at any meeting shall be decided by a majority of votes, In case of an equality of votes the Chairman of the Board of Directors appointed under Article 91 shall have a second or casting vote. Provided that where two Directors form a quorum, the Chairman of the Board of Directors at which only such a quorum is present, or at which only two Directors are competent to vote on the question at issue, shall not have a second or casting vote. | (A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined, <i>majority of the Board members shall be a quorum and one of which must be an Independent Director.</i> Questions arising at any meeting shall be decided by a majority of votes, In case of an equality of votes the Chairman of the Board of Directors appointed under Article 91 shall have a second or casting vote. Provided that where two Directors form a quorum, the Chairman of the Board of Directors at which only such a quorum is present, or at which only two Directors are competent to vote on the question at issue, shall not have a second or casting vote. |
| 97 | (A) A resolution in writing signed or approved by letter, <u>telegram, telex or facsimile</u> by all the Directors who are sufficient to form a quorum shall be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present then such resolution shall be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Resolutions" and may consist of several documents in the like form each signed by one or more of the Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him. | (A) A resolution in writing signed, approved <i>or assented</i> by letter, <i>electronic mail</i> or facsimile by all the Directors who are sufficient to form a quorum shall be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present then such resolution shall be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Resolutions" and may consist of several documents in the like form each signed by one or more of the Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him. <i>Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate.</i> |

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| 99 | (B) The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors. The Company may have a duplicate Common Seal as referred in Section 101 of the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal". | (B) The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors. The Company may have a duplicate Common Seal as referred in Section 62 of the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal". <i>The official seal when duly affixed to a document has the same effect as the Company's common seal. The person affixing the official seal shall certify in writing on the deed or other document to which the seal is affixed the date and place it is affixed.</i> |
| 101 | The Directors may, <u>with the sanction of a general meeting</u> from time to time declare dividends but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates. No higher dividend shall be paid than is <u>recommended</u> by the Directors, and the declarations of the Directors as to the <u>amount of the net profits</u> shall be conclusive. | (1) The Directors may from time to time declare dividends but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates. (2) <i>The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made.</i> (3) No higher dividend shall be paid than is <i>authorised</i> by the Directors, and the declarations of the Directors as to the <i>distribution</i> shall be conclusive. |
| 105B | <i>New provision</i> | <u><i>Payment of dividend in specie</i></u> <i>Subject to the provisions of the Listing Requirements, any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures or debenture stocks of any other company, or in any one (1) or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. No distribution, settlement, arrangement or adjustment so made by the Directors shall be questioned by any member.</i> |

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| 105C | <i>New provision</i> | <p><u>Dividend Reinvestment Scheme</u></p> <p><i>(1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:-</i></p> <p><i>(i) the basis of any such allotment shall be determined by the Directors;</i></p> <p><i>(ii) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Article;</i></p> <p><i>(iii) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and</i></p> <p><i>(iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the “Elected Ordinary Shares”) and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of the Articles to the contrary), the Directors shall (i) capitalise and apply the</i></p> |

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| | | <p><i>amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.</i></p> <p>(2) (a) <i>The ordinary shares allotted pursuant to the provisions of paragraph (1) of this Article shall rank pari passu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.</i></p> <p>(b) <i>The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Article, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary shares (including, notwithstanding any provision to the contrary in these Articles, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members).</i></p> <p>(3) <i>The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or the Depository Register, as the case may be, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Article shall be read and construed to such determination.</i></p> |

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| | | <p>(4) <i>The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or the Depository Register, as the case may be, is outside Malaysia or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.</i></p> <p>(5) <i>Notwithstanding the foregoing provisions of this Article, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Article in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (1) of this Article.</i></p> |
| 110 | <p>(i) <u>The Directors shall cause proper accounts to be kept:-</u></p> <p>(a) <u>Of the assets and liabilities of the Company.</u></p> <p>(b) <u>Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place.</u></p> <p>(c) <u>Of all sales and purchases of goods by the Company.</u></p> <p>(ii) <u>The books of account shall be kept at the Office, or at such other place as the Directors shall think fit, and shall always be opened to the inspection of the Directors.</u></p> | <p><i>The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 47 of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.</i></p> |
| 112 | <p>The directors shall from time to time in accordance with Section <u>169</u> of the Act cause to be prepared and laid before the Company in general meeting such <u>profit and loss accounts, balance sheets and report</u> as are referred to in the said <u>Section</u>. A copy of each of such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company under the provisions of the Act or these Articles. <u>The requisite number of copies of each such document as may be required by the Stock Exchange shall at the same time be likewise sent to the Stock Exchange.</u> Provided that this Article shall not require a copy of these documents to be sent to any person of whose</p> | <p>The directors shall from time to time in accordance with Section <u>244</u> of the Act cause to be prepared and laid before the Company in general meeting such financial statements and any report as are referred to in the Act. A copy of each of such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company under the provisions of the Act or these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.</p> |

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| | address the Company is not aware or to more than one of the joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. | |
| 112A | Subject to the compliance with the requirements of the Stock Exchange and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory ("CD-ROM") or digital video disc read-only memory ("DVD-ROM") format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever. | Subject to the compliance with the requirements of the Stock Exchange and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory ("CD-ROM") or digital video disc read-only memory ("DVD-ROM") format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever; <i>or may in the same manner as set out in Article 116 and 116A on the serving of notice of general meeting or any other document to the members of the Company.</i> |
| 115 | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified <i>by person having powers to authenticate the documents</i> as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. |
| 116 | <u>A notice or any other document may be served by the Company upon any member; either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members or the Record of Depositors.</u> | <p><i>(1) Notice of a meeting of members or any other document shall be in writing and shall be given to the members either—</i></p> <p><i>(a) in hard copy;</i> <i>(b) in electronic form; or</i> <i>(c) partly in hard copy and partly in electronic form.</i></p> <p><i>(2) A notice—</i></p> <p><i>(a) given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the company for such purpose; or</i></p> <p><i>(b) given in electronic form shall be transmitted to the electronic address provided by the member to the company for such purpose or by publishing on a website, subject to the Act, Listing Requirements, rules, regulations and laws.</i></p> |
| 116A | <i>New provision</i> | <p><u><i>Notification of publication of notice of meeting on website</i></u></p> <p><i>Subject to the Act, Listing Requirements, laws, rules and regulations:-</i></p> <p><i>(1) Notice of a meeting of Members or any other document shall not be validly given by the</i></p> |

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| | | <p><i>Company by means of a website unless a notification to that effect is given in accordance with this Article.</i></p> <p>(2) <i>The Company shall notify the Member of the publication of the notice or any other document on the website and such notification shall be in writing and shall be given in hard copy or electronic form stating—</i></p> <p>(a) <i>that it concerns a meeting of members;</i> (b) <i>the place, date and time of the meeting; and</i> (c) <i>in the case of a public company, whether the meeting is an annual general meeting.</i></p> <p>(3) <i>The notice or any other document shall be made available on the website throughout the period beginning from the date of the notification referred to in subsection (2) until the conclusion of the meeting.</i></p> |
| 119 | <p>A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives or trustees of such deceased or bankrupt member, at the address (if any) in Malaysia supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.</p> | <p>A notice <i>including notice given in electronic form or any other document</i>, may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives or trustees of such deceased or bankrupt member, at the address (if any) in Malaysia supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.</p> |
| 120 | <p>Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such shares.</p> | <p>(1) Any notice or other document, if served <i>personally</i> or sent by post, shall be deemed to have been served or delivered at the time <i>personally or</i> when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter. <i>Any notice or other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on the website.</i> Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such shares. <i>The contact details (including electronic address) of the Member are as set out in the Record of Depositors shall be deemed the last known address provided by the Member to the Company for purposes of communication with the Member.</i></p> <p>(2) <i>Where a notice or any other document or information is served, sent or supplied by electronic communication:-</i></p> |

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| | | <p>(a) <i>to the current address of Member, shall be deemed to have been duly given, sent, or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of members (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent).</i></p> <p>(b) <i>by making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under laws.</i></p> <p>(3) <i>A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the Member in the following manner in writing:-</i></p> <p>(a) <i>The publication of the notice, document or information on the website; and</i></p> <p>(b) <i>The designated website link or address where a copy of the notice, document or information may be downloaded.</i></p> <p>(4) <i>A Member shall be implied to have agreed to receive such notice, document or information by way of such electronic communication. However, Members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the Member within the prescribed period subject to the Listing Requirements.</i></p> <p>(5) <i>The Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communication or as a physical copy, and such Member shall be deemed to have consented to receive such notice, document or information by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, document or information.</i></p> |

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| 122 | <p><u>In the event of there being a sale of all or any of the Company's assets on a voluntary liquidation of the Company no commission or fees or other remuneration shall be payable to any Director or liquidator in respect of any such sale on liquidation unless the payment thereof shall have been approved by the members by resolution at an extraordinary general meeting. Specific notice of any such proposed payment and the amount thereof shall be given to the members in the notice convening the meeting at which such proposed payment is to be considered and such notice shall be given not less than seven days before the meeting is to be held.</u></p> | <p><i>(1) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may—</i></p> <p><i>(a) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or</i></p> <p><i>(b) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation, and any such transfer, sale or arrangement shall be binding on the members of the Company.</i></p> <p><i>(2) If any member of the Company expresses his dissent on matters referred to in subsection (1) in writing addressed to the liquidator and delivered to the Office of the liquidator within seven (7) days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration.</i></p> |
| 123 | <p>Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no such Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the Act.</p> | <p>Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company <i>(including effect of insurance)</i> against all losses or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no such Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the Act.</p> |
| 124 | <p>These Articles shall not be amended, added to or deleted without the prior approval of the shareholders.</p> | <p>These Articles shall not be amended, added to or deleted without the prior approval of the shareholders <i>by a special resolution.</i></p> <p><i>These Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such</i></p> |

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| | | <i>amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.</i> |

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EXTRACT OF THE NOTICE OF THE 20TH ANNUAL GENERAL MEETING**ORDINARY RESOLUTION 5****Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature to be entered with Telenor ASA ("Telenor") and Persons Connected with Telenor ("Proposed Shareholders' Mandate")**

That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Proposed Shareholders' Mandate for the Company and its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with Telenor and persons connected with Telenor as specified in Section 2.3 of the Circular to Shareholders dated 10 April 2017 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 annual general meeting of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is earlier.

And that in making the disclosure of the aggregate value of the recurrent related party transactions conducted pursuant to the proposed shareholders' approval in the Company's annual reports, the Company shall provide a breakdown of the aggregate value of recurrent related party transactions made during the financial year, amongst others, based on:

- (i) the type of the recurrent related party transactions made; and
- (ii) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

And further that authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate.

SPECIAL RESOLUTION**Proposed Amendments to the Articles of Association of the Company**

That the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company, as set out in Appendix II of the Circular to Shareholders dated 10 April 2017, be and are hereby approved.

