

DIGI.COM BERHAD – 23RD ANNUAL GENERAL MEETING

DIGI.COM BERHAD

Registration No. 199701009694 (425190-X)

(Incorporated in Malaysia)



Dear Shareholders,

It is our pleasure to invite you to the 23rd Annual General Meeting ("AGM") of the Company, which will be held as below:

Date : 1 June 2020 (Monday)
Time : 10.00 a.m.
Location : Combination of:

- Majority remote participation via <https://tiih.online>
- Minimal physical participation at Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

In view of the Covid-19 health concerns, the Company is taking every necessary precaution to protect the safety of people under its care. This includes an alternative arrangement for Digi's 23rd AGM as a vital measure to safeguard the wellbeing of our Shareholders.

This year, the AGM will be conducted mainly via live streaming and voting using the Remote Participation and Voting (RPV) facility.

We **strongly encourage** you to use the RPV facility to participate in the AGM as a way for us to jointly share in the responsibility to minimise the risk of Covid-19 infections.

We wish to advise Shareholders that it is not essential for you to attend the AGM in person, and to further safeguard your wellbeing, we will also be limiting physical participation at the meeting venue to a very minimal number of persons.

All Shareholders who intend to join us, either in person or remotely, are required to submit your RSVP to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (Tricor) via TIIH Online website (<https://tiih.online>) latest by 10.00 a.m. on Saturday, 30 May 2020. Kindly refer to the Administrative Details for more information on RSVP procedures.

Only Shareholders who have submitted their RSVP to join the AGM physically will be allowed to participate in person at the AGM. That said, please consider appointing the Chair of the Meeting to attend and vote at the AGM on your behalf by completing the proxy form that is available at www.digi.com.my/annualreport.

Following the Covid-19 guidelines by the Ministry of Health, there will be **no distribution of food packs and door gifts** at the AGM.

The following documents of the Company are available at www.digi.com.my/annualreport for your preview:

1. Integrated Annual Report 2019
2. Sustainability Data Book 2019
3. Corporate Governance Report 2019
4. Circular to Shareholder
5. Notice of the 23rd AGM
6. Proxy Form
7. Administrative Details

Should you need a copy of the printed Integrated Annual Report, kindly request via TIIH Online website by selecting "Request for Annual Report" under the "Investor Services". Any request for the printed documents will be sent to the requestor as soon as possible after the Movement Control Order has been lifted.

As the Covid-19 situation in Malaysia is constantly evolving, we may be required to change AGM arrangements at short notice and will notify you of these changes. Please also visit the Company's website for the latest announcements related to the AGM.

Should you require any assistance on the above, kindly contact our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at 603-2783 9299 or is.enquiry@my.tricorglobal.com

Despite the unusual circumstances of the meeting, we look forward to connecting with you on the RPV facility during the AGM.

As we prioritise your safety, thank you for your continued understanding, cooperation and support of Digi.Com Berhad.

Albern Murty

Chief Executive Officer

28 April 2020

Digi.Com Berhad

Registration No. 199701009694 (425190-X)

Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park

40000 Subang Jaya, Selangor, Malaysia



Para Pemegang Saham yang Dihormati,

Kami dengan sukacitanya mengundang anda ke Mesyuarat Agung Tahunan ke-23 ("AGM") Syarikat, yang akan diadakan seperti berikut:

Tarikh & Masa : 1 Jun 2020 (Isnin), 10.00 pagi
Lokasi : Gabungan:
• Majoriti penyertaan secara jarak jauh <https://tjih.online>
• Penyertaan fizikal minima di Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

Akibat penularan wabak Covid-19, Syarikat ingin mengambil segala langkah-langkah pencegahan demi mengutamakan keselamatan dan melindungi kepentingan semua pihak. Seiring dengan ini, pengaturan alternatif telah dibuat bagi AGM ke-23 Digi sebagai satu langkah penting untuk menjaga kesejahteraan para Pemegang Saham kami.

AGM tahun ini akan dilaksanakan terutamanya melalui penstriman dan pengundian dalam talian menggunakan kemudahan Penyertaan dan Pengundian Jarak Jauh (RPV).

Kami **amat menggalakkan** anda untuk menggunakan kemudahan RPV bagi mengambil bahagian dalam AGM sebagai langkah untuk kita bersama-sama memikul tanggungjawab bagi meminimumkan risiko jangkitan Covid-19.

Kami ingin menasihati para Pemegang Saham bahawa ianya bukanlah mustahak untuk hadir secara sendiri ke AGM, kami juga akan mengehendkan penyertaan fizikal di lokasi mesyuarat kepada jumlah yang minimum bagi menjaga kesejahteraan anda.

Kepada kesemua Pemegang Saham yang ingin menghadiri mesyuarat ini, secara sendiri atau jarak jauh, diminta menghantarkan RSVP anda kepada Pendaftar Saham kami, Tricor Investor & Issuing House Services Sdn Bhd (Tricor) melalui laman web TIIH Online (<https://tjih.online>) selewat-lewatnya pada pukul 10.00 pagi, hari Sabtu, 30 Mei 2020. Sila rujuk kepada Butiran Pentadbiran untuk maklumat lanjut mengenai prosedur-prosedur RSVP.

Hanya Pemegang Saham yang telah menghantarkan RSVP untuk hadir secara sendiri akan dibenarkan untuk mengambil bahagian secara sendiri di AGM. Walaupun sedemikian, kami menyorkan anda melantik Pengerusi Mesyuarat untuk menghadiri dan mengundi di AGM bagi mewakili anda dengan melengkapkan borang proksi yang boleh dicapai di www.digi.com.my/annualreport.

致各位股东,

谨此欣然敬邀您出席本公司的第23届年度股东大会("AGM"),详情如下:

日期和时期 : 2020年6月1日(星期一), 上午10点正
地点 : 包含:
• 多数人远程参与, 即通过 <https://tjih.online>
• 少数人亲身出席, 在 Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

考量到新型冠状病毒肺炎(Covid-19)肆虐引发的健康问题, 本公司采取一切必需的预防措施, 以保护人们的安全。其中包括为Digi的第23届年度股东大会作出一项替代安排, 这是保护本公司股东安康的一项重要措施。

今年的年度股东大会主要将採用在线串流和远程参与及投票(RPV)设施来进行投票。

我们**大力鼓励**您採用RPV设施参与年度股东大会, 这个方式可让我们共同履行义务并减低感染新冠肺炎的风险。

我们谨此告知诸位股东, 您无需亲临年度股东大会现场。此外, 为了进一步保护您的健康, 我们也将限制亲自光临会议场所出席的人数至最低。

所有打算亲自或通过远程方式参与股东大会的股东, 都必须在2020年5月30日(星期六), 上午10点正之前通过TIIH的在线网站(<https://tjih.online>)将您的预订出席回条呈交到我们的股票登记处Tricor Investor & Issuing House Services Sdn Bhd (Tricor)。欲询问关于预订出席的详情, 请参阅管理详情。

只有事先呈交亲自出席年度股东大会之预订出席文件的股东获准亲临股东大会现场。这意味着, 请考虑填写代理表格以便授权大会主席作为代理(Proxy)投票。代理表格可取自于 www.digi.com.my/annualreport。

Seiring dengan garis panduan Covid-19 Kementerian Kesihatan, sebarang **hidangan makanan atau cenderahati tidak akan didedarkan** di AGM.

Dokumen-dokumen berikut boleh didapati di www.digi.com.my/annualreport untuk dimuat turun/rujukan anda:

1. Laporan Tahunan Bersepadu 2019
2. Buku Data Kelestarian 2019
3. Laporan Tadbir Urus Korporat 2019
4. Surat Pekeliling kepada Pemegang Saham
5. Notis AGM Ke-23
6. Borang Proksi
7. Butiran Pentadbiran

Sekiranya anda memerlukan salinan cetak Laporan Tahunan Bersepadu, anda boleh memerolehinya secara dalam talian di laman web TIIH Online dengan memilih "Request for Annual Report" di bawah "Investor Services". Sebarang permintaan untuk dokumen cetak akan dihantar kepada pemohon secepat mungkin selepas Perintah Kawalan Pergerakan ditamatkan.

Memandangkan ketidaktentuan situasi Covid-19 di Malaysia, kami mungkin perlu mengubah pengaturan AGM dengan memberikan notis singkat dan seterusnya anda akan dimaklumkan tentang perubahan ini. Sila lawati laman web Syarikat untuk sebarang pengumuman terkini berkaitan AGM.

Sekiranya anda memerlukan sebarang bantuan mengenai perkara di atas, sila hubungi Pendaftar Saham kami, Tricor Investor & Issuing House Services Sdn Bhd di 603-2783 9299 atau di is.enquiry@my.tricorglobal.com

Meskipun keadaan mesyuarat AGM tahun ini adalah di luar dugaan, kami berharap dapat berhubung dengan anda menerusi kemudahan RPV semasa AGM.

Kesejahteraan anda adalah keutamaan kami. Kami mengucapkan terima kasih atas timbang rasa, kerjasama dan sokongan berterusan anda terhadap Digi.Com Berhad.

Albern Murty

Ketua Pegawai Eksekutif

28 April 2020

遵照卫生部所颁布的新冠肺炎指南, 年度股东大会上将**不分派食物包和手礼**。

本公司的以下文件可通过 www.digi.com.my/annualreport 预览:

1. 2019年综合年度报告
2. 2019年永续性数据书
3. 2019年企业监管报告
4. 致股东通令
5. 第23届年度股东大会通知书
6. 代理表格
7. 管理详情

若您有意索取一本印刷版的综合年度报告, 请通过TIIH在线网站索取, 即在"Investor Services"之下选择"Request for Annual Report"。任何索取印刷版的要求将在行动管制令撤销后即刻邮寄给索取者。

由于马来西亚的新冠肺炎状况瞬息万变, 本公司可能随时更改年度股东大会的安排, 并将只发出短期通知以告知这些更改。欲了解年度股东大会的详情, 请浏览本公司的网站以阅读最新的公布。

若您在上述事务上需要任何帮助, 请拨打电话603-2783 9299与电邮至 is.enquiry@my.tricorglobal.com 联系我们的股票登记处Tricor Investor & Issuing House Services Sdn Bhd (Tricor)。

尽管本届大会的情况特殊, 我们仍然希望在年度股东大会上通过RPV设施与您联系。

我们以您的安全为先, 并感谢您一直以来对Digi.Com有限公司的谅解, 合作和支持。

Albern Murty

首席执行官

2020年4月28日



DIGI.COM BERHAD

Registration No. 199701009694 (425190-X)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting (23rd AGM) of Digi.Com Berhad (the Company) will be held on Monday, 1 June 2020 at 10.00 a.m. through a combination of:

- Majority remote participation via Tricor's website <https://tiii.online>
- Minimal physical participation at Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

The 23rd AGM is held for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
- To re-elect the following Directors who are to retire pursuant to Article 98(A) of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - Mr Haakon Bruaset Kjoel **Resolution 1**
 - Ms Vimala A/P V.R.Menon **Resolution 2**
- To re-elect Mr Lars Erik Tellmann as a Director who is to retire pursuant to Article 98(E) of the Company's Articles of Association and being eligible, has offered himself for re-election. **Resolution 3**
- To approve the payment of Directors' fees of up to RM900,000 for the Independent Non-Executive Directors and benefits payable to the Directors up to an aggregate amount of RM16,000 from the date of the forthcoming Annual General Meeting ("AGM") until the next AGM of the Company. **Resolution 4**
- To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

To consider and, if deemed fit, to pass the following resolutions:-

- Ordinary Resolution** **Resolution 6**
(Please refer to Note 2 of the Explanatory Notes)
 - Proposed Retention of Tan Sri Saw Choo Boon as a Senior Independent Non-Executive Director**
"That Tan Sri Saw Choo Boon who has served the Board as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 9 December 2010 be and is hereby retained as a Senior Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance."

- Ordinary Resolution** **Resolution 7**
(Please refer to Note 3 of the Explanatory Notes)
 - Proposed Renewal of Existing 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 to 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 28 April 2020, 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:

- the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate 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;
- the expiration of the period within which the next AGM of the Company 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
- revoked or varied by resolution passed by the shareholders at a general meeting, whichever is earlier.

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

As Other Business

- To transact any other business of which due notice has been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

By Order of the Board

CHOO MUN LAI (MAICSA 7039980)

TAI YIT CHAN (MAICSA 7009143)

Company Secretaries

Selangor Darul Ehsan

28 April 2020

(A) NOTES:

- Due to the ongoing Movement Control Order effective since 18 March 2020, there may be some delay in the delivery of the hardcopies of the Company's Integrated Annual Report 2019, as requested by the Shareholders. The hardcopies will be delivered once they are made available to the Company.
- In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 20 May 2020 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- Shareholders and representative of Corporate Shareholders who are not able to attend the meeting in person at the meeting venue may opt to participate and vote remotely at the meeting via the facility which is available on Tricor's TIII Online website at <https://tiii.online>. For further information on the remote participation, kindly refer to the annexure of the Administrative Details.
- A shareholder entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his/her behalf. Where a Shareholder appoints more than one (1) proxy, the appointment shall not be valid unless he specifies the proportions of his/her shareholdings to be represented by each proxy.
- A proxy or attorney need not be a Shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the Shareholder to speak at the Meeting.
- Where a Shareholder of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Company's Share Registrar Office, Tricor Investor & Issuing House Securities Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor's Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. You can also have the option to submit the proxy appointment electronically via TIII Online at website: <https://tiii.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.
- Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - the constitution of the quorum at such meeting;
 - the validity of anything he did as chairman of such meeting;
 - the validity of a poll demanded by him at such meeting; or
 - the validity of the vote exercised by him at such meeting.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

(B) EXPLANATORY NOTES

- Audited Financial Statements for the financial year ended 31 December 2019**
The Audited Financial Statements under Item 1 of the Agenda are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, this agenda item will not be put forward for voting.
- Ordinary Resolution 6 – Proposed Retention of Tan Sri Saw Choo Boon as a Senior Independent Non-Executive Director**
The Board of Directors had on 9 March 2020 via the Nomination Committee conducted an annual performance evaluation and assessment of Tan Sri Saw Choo Boon, who has served the Board as a Senior Independent Non-Executive Director for a cumulative term of more than nine (9) years, and recommended him to continue in office as a Senior Independent Non-Executive Director of the Company based on the following justifications:-
 - He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements;
 - His experience enables him to provide the Board with a diverse set of experience, expertise, skills and competence. His good understanding of the industry and Company's business operations enable him to participate actively and contribute effectively during deliberations for robust discussion at the Audit and Risk Committee, Nomination Committee and Board Meetings without compromising his independence and objective judgement;
 - He demonstrated high commitment and devoted sufficient time to his responsibilities as Senior Independent Non-Executive Director of the Company; and
 - Sufficient time is required by the Company to find a suitable successor for Tan Sri Saw Choo Boon as an Independent Director, who is also a member of Audit and Risk Committee, to ensure an orderly succession plan.

The Board upon the recommendation from the Nomination Committee of the Company, therefore, considers Tan Sri Saw Choo Boon to be independent and recommends him to be retained as a Senior Independent Non-Executive Director until the conclusion of the next AGM subject to the approval from the shareholders of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017.

- Ordinary Resolution 7 - Proposed Shareholders' Mandate**
Ordinary Resolution 7 proposed under Item 7 of the Agenda on the shareholders' mandate, if passed, will allow the Company and its subsidiaries (Group) to enter into recurrent related party transactions, in accordance with paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, without the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

Personal data privacy

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

FORM OF PROXY

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

I/We _____
(Name in full)

NRIC No./Company No. (New and Old NRIC No.) _____ CDS Account No. _____

of _____
(Address)

and telephone no./email address _____ being a shareholder/shareholders of DIGI.COM BERHAD

("the Company"), hereby appoint _____
(Name in full)

NRIC No. (New and Old NRIC No.) _____ of _____

_____ (Address)

or failing him/her _____
(Name in full)

NRIC No. (New and Old NRIC No.) _____ of _____
(Address)

or failing him/her, the *Chair of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Twenty-Third Annual General Meeting ("AGM") of the Company will be held on Monday, 1 June 2020 at 10.00 a.m. or any adjournment thereof, through a combination of:

- Majority remote participation via Tricor's website <https://tiih.online>
- Minimal physical participation at Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

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

*Please delete the words 'Chair of the Meeting' if you wish to appoint some other person to be your proxy.

Item No.	Agenda	Resolution	For	Against
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.			
2.	(a) To re-elect Mr Haakon Bruaset Kjoel as Director who is to retire pursuant to Article 98(A) of the Company's Articles of Association.	1		
	(b) To re-elect Ms Vimala A/P V.R. Menon as Director who is to retire pursuant to Article 98(A) of the Company's Articles of Association.	2		
3.	To re-elect Mr Lars Erik Tellmann as a Director who is to retire pursuant to Article 98(E) of the Company's Articles of Association.	3		
4.	To approve the payment of Directors' fees and benefits payable to the Independent Directors.	4		
5.	To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	5		
Special Business				
6.	Ordinary Resolution: Proposed Retention of Tan Sri Saw Choo Boon as a Senior Independent Non-Executive Director.	6		
7.	Ordinary Resolution: Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, to be entered with Telenor ASA and Persons Connected with Telenor.	7		

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
Total		100%

No. of Shares	
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Signature of Shareholder(s) or Common Seal

Signed this _____ day of _____, 2020.

Tel. No. _____

Notes:

- (i) Due to the ongoing Movement Control Order effective 18 March 2020, there may be some delay in the delivery of the hardcopies of the Company's Integrated Annual Report 2019, as requested by the Shareholders. The hardcopies will be delivered once they are made available to the Company.
- (ii) In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 20 May 2020 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- (iii) Shareholders and representative of Corporate Shareholders who are not able to attend the meeting in person at the meeting venue may opt to participate and vote remotely at the meeting via the facility which is available on Tricor's TIH Online website at <https://tiah.online>. For further information on the remote participation, kindly refer to the annexure of the Administrative Details.
- (iv) A shareholder entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his/her behalf. Where a Shareholder appoints more than one (1) proxy, the appointment shall not be valid unless he specifies the proportions of his/her shareholdings to be represented by each proxy.
- (v) A proxy or attorney need not be a Shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the Shareholder to speak at the Meeting.
- (vi) Where a Shareholder of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (vii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (viii) The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Company's Share Registrar Office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor's Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. You can also have the option to submit the proxy appointment electronically via TIH Online website at <https://tiah.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.
- (ix) Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - (a) the constitution of the quorum at such meeting;
 - (b) the validity of anything he did as chairman of such meeting;
 - (c) the validity of a poll demanded by him at such meeting; or
 - (d) the validity of the vote exercised by him at such meeting.
- (x) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 28 April 2020.

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Share Registrars
TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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ADMINISTRATIVE DETAILS

23rd Annual General Meeting of Digi.Com Berhad

DIGI.COM BERHAD

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

- Date** : 1 June 2020 (Monday)
Time : 10.00 a.m.
Location : Combination of:
- Majority remote participation via <https://tiih.online>
 - Minimal physical participation at Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia



General Meeting Arrangements

1. As the Covid-19 situation in Malaysia is constantly evolving, we may be required to change AGM arrangements at short notice and will notify you of these changes. Please also visit the Company's website for the latest announcements related to the AGM.

Coronavirus Disease (COVID-19) Pandemic

2. In view of the Covid-19 health concerns, the Company is taking every necessary precaution to protect the safety of people under its care. This includes an alternative arrangement for Digi's 23rd AGM as a vital measure to safeguard the wellbeing of our Shareholders. This year, the AGM will be conducted mainly via live streaming and voting using the Remote Participation and Voting (RPV) facility.
3. We **strongly encourage** you to use the RPV facility to participate in the AGM as a way for us to jointly share in the responsibility to minimise the risk of Covid-19 infections. We wish to advise Shareholders that it is not essential for you to attend the AGM in person, and to further safeguard your wellbeing, we will also be limiting physical participation at the meeting venue to a very minimal number of persons.
4. All Shareholders who intend to join us, either in person or remotely, are required to submit your RSVP to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (Tricor) via TIIH Online website (<https://tiih.online>) latest by 10.00 a.m. on Saturday, 30 May 2020. Kindly refer to the RSVP procedures below.
5. Only Shareholders who have submitted their RSVP to join the AGM physically will be allowed to participate in person at the AGM. That said, please consider appointing the Chair of the Meeting to attend and vote at the AGM on your behalf by completing the proxy form that is available at www.digi.com.my/annualreport.
6. For safety reasons, Digi reserves the right to deny entry to anyone with fever symptoms or body temperature of 37.5 degrees Celsius or higher, or anyone who has travelled to a high-risk country in the last 14 days. You will still be able to participate remotely at the AGM using the RPV facility.
7. Due to the ongoing Movement Control Order effective 18 March 2020, there may be some delay in delivering hardcopies of the Company's Integrated Annual Report 2019, as requested by the Shareholders. The hardcopies will be delivered once they are made available to the Company.

Pre-Meeting RSVP to Attend AGM Physically OR to Participate and Vote Remotely

Procedure	Action
BEFORE THE AGM DAY	
 (a) Register as a user with TIIH Online	<ul style="list-style-type: none">• Using your computer, access the website at https://tiih.online. Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail notifying you that registration to attend AGM is available at TIIH Online.
 (b) Submit your RSVP to attend AGM	<ul style="list-style-type: none">• Registration is open from 10.00 a.m. on Tuesday, 28 April 2020 until 10.00 a.m. on Saturday, 30 May 2020.• Login with your user ID and password and select the corporate event "(REGISTRATION) DIGI 23RD AGM".• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert the CDS account number and indicate the number of shares.• Submit to register your physical or remote attendance.• The system will send an e-mail to notify that your registration to attend the AGM physically or remotely is received and will be verified.• After verification of your registration against the General Meeting ROD as at 20 May 2020, the system will send you an e-mail to notify if your registration is approved or rejected.• For Shareholders who have registered to attend the AGM physically, the system will email an e-passcode slip. Print the passcode slip and bring it along with you to the AGM.

ADMINISTRATIVE DETAILS

23rd Annual General Meeting of Digi.Com Berhad

Remote Participation and Voting (RPV)

8. The RPV facility is available on Tricor Investor & Issuing House Services Sdn Bhd (Tricor)'s **TIIH Online** website at <https://tiih.online>.
9. Corporate Shareholders (through Corporate Representatives) are strongly advised to participate and vote remotely using the RPV facility, and to do so, you must contact Tricor and provide the following documents to Tricor's office (refer to item 34) no later than 10.00 a.m., 30 May 2020:

- Original certificate of appointment of the corporate representative under the seal of the corporation;
- Copy of the corporate representative's Mykad (front and back); and
- Corporate Representative's email address and hand-phone number.





Upon receiving the documents, Tricor will respond to your remote participation request.

10. Nominee Company (whose beneficiary of the shares in its CDS account) that wishes to use the RPV facility at the AGM can appoint a proxy to participate and vote remotely, must contact Tricor and provide the following documents to Tricor's office (refer to item 34) no later than 10.00 a.m., 30 May 2020:

- Copy of the proxy's Mykad (front and back);
- Proxy's email address and hand-phone number; and
- Duly executed proxy form

Upon receiving the documents, Tricor will respond to your remote participation request.

11. The procedures for the RPV facility are summarised below:

Procedure	Action
ON THE AGM DAY	
 (c) Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password to participate remotely at the 23rd AGM from 9.40 a.m. onwards (20 minutes before the commencement of meeting at 10.00 a.m.) on Monday, 1 June 2020.
 (d) Participate through live streaming	<ul style="list-style-type: none"> Select the corporate event: "(LIVE STREAMING MEETING) DIGI 23RD AGM" to engage in the proceedings of the AGM remotely. Questions for the Chair of the Meeting can be submitted via the query box. The Chair of the Meeting will try to respond to relevant questions submitted by remote participants. If there is time constraint, the responses will be emailed to you at the earliest possible, after the meeting. The quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
 (e) Online remote voting	<ul style="list-style-type: none"> Select the corporate event "(REMOTE VOTING) DIGI 23RD AGM". Read and agree to the Terms & Conditions and confirm the Declaration. Voting session commences from 10.30 a.m. Monday, 1 June 2020 until a time when the Chair of the Meeting announces the completion of the voting session at the 23rd AGM venue. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
 (f) End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chair of the Meeting on the closure of the 23rd AGM, the live streaming will end.

Pre-Meeting Submission of Questions to the Board of Directors

12. To administer the proceedings of the AGM in an orderly manner, Shareholders may, before the AGM, submit questions to the Board of Directors via Tricor's TIIH Online website at <https://tiih.online>. Select "e-Services" to login, post your questions and submit it electronically no later than 30 May 2020 at 10.00 a.m. The Board of Directors will endeavor to address the questions at the AGM.

Entitlements to Attend, Speak and Vote

13. Only a depositor whose name appears on the Record of Depositors on 20 May 2020 shall be eligible to attend, participate, speak and/or vote at the meeting.

Proxy

14. A shareholder entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his/her behalf. Where a Shareholder appoints more than one (1) proxy, the appointment shall not be valid unless he specifies the proportions of his/her shareholdings to be represented by each proxy.
15. A proxy or attorney need not be a Shareholder of Digi. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the Shareholder to speak at the Meeting
16. You may submit your proxy form via TIIH Online website at <https://tjih.online> by selecting "e-Services" to login and deposit your proxy form electronically. You may also deposit your Form of Proxy to the office of the Share Registrar, Tricor no later than 10.00 a.m., 30 May 2020. For further information on the electronic submission of proxy form, kindly refer to the Annexure to the Proxy Form.
17. If you wish to attend the meeting yourself, please do not submit any Form of Proxy. You will not be allowed to attend the meeting together with a proxy appointed by you.
18. If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting yourself, please proceed to the **Help Desk** to revoke the appointment of your proxy.

Corporate Shareholder

19. Any corporate Shareholder who wishes to appoint a representative instead of a proxy to attend the meeting should submit the original certificate of appointment under the seal of the corporation to the office of the Share Registrar, Tricor at any time before the time appointed for holding the meeting or to the registration staff on the meeting day for the Company's records.

Poll Voting

20. The voting at the 23rd AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. Digi has appointed Tricor to conduct the poll by way of electronic voting (e-voting) and Asia Securities Sdn Bhd as scrutineers to verify the poll results.
21. Shareholders and proxies who wish to use their own voting device to vote are required to take note of the following e-voting requirement and procedures:
 - (a) Download Tricor e-Vote App onto your smartphone device before attending the meeting. Tricor e-Vote App download is available at no cost from Google Play Store or Apple App Store. Please contact Tricor officers listed in Item 34 below for assistance.
 - (b) Before the voting session starts, connect to the Wi-Fi network provided by Tricor for use and access to Tricor e-Vote App:

Wi-Fi Name: Tricor_eVote	Password: digi6947
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 - (c) Use the camera function of your voting device to capture the passcode on your wristband to access Tricor e-Vote App.
 - (d) Once login, you can proceed to vote on the resolutions and submit your votes.

22. Shareholders and proxies who **do not have voting device** to submit their votes can do so at the voting kiosks. The Chair of the Meeting will announce the commencement of voting upon conclusion of the deliberations of all the business transacted at the AGM. Shareholders and proxies will be directed to the kiosks which are equipped with voting devices and polling officers are stationed to assist.

No Food Packs & Door Gifts

23. To ensure social and physical distancing and as a measure to reduce crowds in accordance with the COVID-19 guidelines by the Ministry of Health, there will be no distribution of food packs and door gifts for Shareholders/Proxies at the AGM.

Registration & Parking

24. Parking is available at Lot 42, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia.
25. Registration will start at 8.00 a.m. in Digi Telecommunications Sdn Bhd, Yellow Arena, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia.
26. Please present your **original** MyKad/passport to the registration staff for verification.
27. Upon verification, you are required to write your name, mobile contact and sign the Attendance List placed on the registration table.
28. You will be given an identification wristband with a personalised passcode for the purpose of voting at the AGM;
29. You must wear the identification wristband throughout the AGM as no person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement in the event you lose or misplace the identification wristband.
30. If you are attending the meeting as a shareholder as well as a proxy, you will be registered **once** and will be given only **one** identification wristband to enter the meeting hall.
31. No person will be allowed to register on behalf of another person even with the original Mykad/passport of the other person.

Help Desk

32. Please proceed to the Help Desk for any clarification or queries apart from registration details.
33. The Help Desk will also handle revocation of proxy's appointment.

Enquiry

34. If you have general queries prior to the meeting, please contact Digi's Share Registrar during office hours:

Tricor Investor & Issuing House Services Sdn Bhd

Registration No. 197101000970 (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

Telephone Number

General Line	603-2783 9299
Mr Eric Low	603-2783 9267
Mr Chang Kang Shaun	603-2783 9241
Fax Number	603-2783 9222