

Table 1

The substantial shareholders (holding 5% or more of the issued and paid-up share capital) of TDSB as at 17 January 2008 are as follows:

Name	<-----Direct----->		<-----Indirect----->	
	No. of TDSB Shares held	%	No. of TDSB Shares held	%
TdC	2,480,288,000	100.00	-	-
TIME Engineering Berhad ("TEB")	-	-	ⁱ 2,480,288,000	100.00
UEM Group Berhad (formerly known as United Engineers (Malaysia) Berhad) ("UEM")	-	-	ⁱⁱ 2,480,288,000	100.00
Khazanah Nasional Berhad ("Khazanah")	-	-	ⁱⁱⁱ 2,480,288,000	100.00

Notes:

ⁱ Deemed interested via interest in TdC pursuant to Section 6A of the Act.

ⁱⁱ Deemed interested via interest in TEB pursuant to Section 6A of the Act.

ⁱⁱⁱ Deemed interested via interests in UEM and TdC pursuant to Section 6A of the Act.

Table 2

The proforma effects of the Proposed Transfer on the issued and paid-up share capital of DiGi are as follows:

	No. of DiGi Shares Unit	Par value RM	Value RM
Issued and paid-up share capital as at 17 January 2008	750,000,000	0.10	75,000,000
Arising from the Proposed Transfer	27,500,000	0.10	2,750,000
Enlarged issued and paid-up share capital	777,500,000	0.10	77,750,000

Table 3

The proforma effects of the Proposed Transfer on the NA, NA per share and gearing of the DiGi Group had it been completed on 31 December 2006 are as follows:

	As at 31 December 2006 (Audited) RM '000	After the Proposed Transfer RM '000
Share capital	75,000	77,750
Share premium	15,151	*653,924
Retained earnings	1,662,250	**1,659,312
NA	1,752,401	2,390,986
No. of DiGi Shares in issue ('000)	750,000	777,500
NA per share (RM)	2.34	3.08
Total gross borrowings	300,000	300,000
Gross gearing (times)	0.17	0.13

Notes:

- * Based on the issue price of the Consideration Shares of RM23.80 per DiGi Share as set out in the Definitive Agreement, being the five (5)-day VWAMP of DiGi Shares up to and including 9 November 2007 (being the full market day prior to the date the offer to enter into the HOA was extended to TdC) (adjusted for special gross dividend of RM1.00 per share). Based on the relevant accounting standards, the actual issue price of the Consideration Shares may be determined based on the fair value of the DiGi Shares on the actual date of their issue. The share premium account has also been set-off against estimated expenses of or in connection with the issuance of the Consideration Shares that may be incurred. The actual amount to be set-off is subject to discussions with and agreement by the auditors of the Company.
- ** The estimated costs and expenses relating to the Proposals which have not been charged against the share premium account or capitalised in the balance sheet have been set-off against retained earnings. Nevertheless, the above has not accounted for any fees or charges that may be imposed by the MCMC in relation to the Proposed Transfer as such amounts cannot be ascertained at this point in time. The actual amount to be charged against retained earnings is subject to discussions with and agreement by the auditors of the Company.

Table 4

The proforma effects of the Proposed Transfer on the shareholdings of DiGi's substantial shareholders (holding 5% or more of the issued and paid-up share capital) are as follows:

Shareholders	As at 17 January 2008				After the Proposed Transfer			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of DiGi Shares held	%	No. of DiGi Shares held	%	No. of DiGi Shares held	%	No. of DiGi Shares held	%
Telenor Asia Pte Ltd	380,975,030	50.80	-	-	380,975,030	49.00	-	-
Telenor Mobile Communications AS ("TMC")	-	-	ⁱ 380,975,030	50.80	-	-	ⁱ 380,975,030	49.00
Telenor Mobile Holding AS ("TMH")	-	-	ⁱⁱ 380,975,030	50.80	-	-	ⁱⁱ 380,975,030	49.00
Telenor ASA	-	-	ⁱⁱⁱ 380,975,030	50.80	-	-	ⁱⁱⁱ 380,975,030	49.00
Hakikat Pasti Sdn Bhd	50,250,000	6.70	-	-	50,250,000	6.46	-	-
TDSB	-	-	-	-	^{iv} 27,500,000	3.54	-	-
TdC	-	-	^v 50,250,000	6.70	-	-	^v 77,750,000	10.00
TEB	-	-	^{vi} 50,250,000	6.70	-	-	^{vi} 77,750,000	10.00
UEM	-	-	^{vii} 50,250,000	6.70	-	-	^{vii} 77,750,000	10.00
Khazanah	-	-	^{viii} 50,250,000	6.70	-	-	^{viii} 77,750,000	10.00
Employees Provident Fund Board	^{ix} 48,378,458	6.45	-	-	^{ix} 48,378,458	6.22	-	-

Notes:

- * The Consideration Shares are deemed issued to TDSB under the Proposed Transfer.
- ⁱ Deemed interested by virtue of Telenor Asia Pte Ltd being a wholly-owned subsidiary of TMC.
- ⁱⁱ Deemed interested by virtue of TMC being a wholly-owned subsidiary of TMH.
- ⁱⁱⁱ Deemed interested by virtue of TMH being a wholly-owned subsidiary of Telenor ASA.
- ^{iv} Deemed interested via interest in Hakikat Pasti Sdn Bhd pursuant to Section 6A of the Act.
- ^v Deemed interested via interests in Hakikat Pasti Sdn Bhd and TDSB pursuant to Section 6A of the Act.
- ^{vi} Deemed interested via interest in TdC pursuant to Section 6A of the Act.
- ^{vii} Deemed interested via interest in TEB pursuant to Section 6A of the Act.
- ^{viii} Deemed interested via interests in UEM and TdC pursuant to Section 6A of the Act.
- ^{ix} Of which 12,479,189 DiGi Shares are held via nominees.