

NOTIFICATION TO SHAREHOLDERS



CELCOMDIGI BERHAD (formerly known as Digi.Com Berhad)
(Registration No. 199701009694 (425190-X))
(Incorporated in Malaysia)

Registered Office
Level 30, Menara CelcomDigi
No. 6, Persiaran Barat
Seksyen 52, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

21 April 2023

To: Our Shareholders,

Dear Sir/Madam,

CELCOMDIGI BERHAD (FORMERLY KNOWN AS DIGI.COM BERHAD) ("CELCOMDIGI" OR THE "COMPANY") NOTIFICATION OF THE CONVENING OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING ("26TH AGM") ("NOTIFICATION")

Greeting from CelcomDigi!

It is our pleasure to invite you to our 26th AGM of the Company, which will be conducted on a virtual basis through online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn Bhd in Malaysia ("**Boardroom**") using Remote Participation and Electronic Voting ("**RPEV**") facilities and live streaming, on the date, time and venue as set out below:

DETAILS OF 26TH AGM

Meeting Platform	: https://meeting.boardroomlimited.my
Day and Date	: Tuesday, 23 May 2023
Time	: 10.00 a.m.
Broadcast Venue	: Auditorium, Level Podium 6, Menara CelcomDigi No. 6, Persiaran Barat Seksyen 52, 46200 Petaling Jaya Selangor Darul Ehsan Malaysia
Mode of Communication	: 1) Typed text in the Meeting Platform during the 26th AGM. The Messaging window facility will be opened concurrently with the Meeting Platform, i.e. one (1) hour before the 26th AGM, which is from 9.00 a.m. on Tuesday, 23 May 2023. 2) E-mail questions to invesrel@celcomdigi.com or submit through Boardroom Smart Investor Portal at https://investor.boardroomlimited.com prior to the 26th AGM.

Kindly note that the broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chair of the 26th AGM of the Company to be present at the main venue in Malaysia and Article 56A of the Company's Articles of Association which stipulated that a general meeting may be held at more than one venue, using any technology or method that enables the shareholders of the Company to participate and to exercise the shareholders' rights to speak and vote at the general meeting and the Chair shall be present at the main venue of the meeting. **NO SHAREHOLDERS/ PROXIES/CORPORATE REPRESENTATIVES from the public should be physically present nor admitted at the broadcast venue on the date of the 26th AGM.**

Shareholders and proxies will have to register to attend the 26th AGM remotely latest by 10.00 a.m. on Sunday, 21 May 2023, by using the RPEV facilities according to the procedures as set out in the Administrative Guides, which is available on the Company's website as set out below.

As part of our commitment to sustainable practice in reducing paper usage, the following documents related to the 26th AGM are available on the Company's website at <https://celcomdigi.listedcompany.com/aggm.html> for your preview:

1. Integrated Annual Report 2022
2. Corporate Governance Report 2022
3. Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed Adoption of New Constitution of the Company ("**Circular to Shareholders**")
4. Notice of 26th AGM
5. Form of Proxy
6. Administrative Guides
7. Requisition Form

Should you need a copy of the printed Integrated Annual Report 2022 and/or Circular to Shareholders, kindly forward to us your request by completing the Requisition Form and sending it to the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) at the address as stated in the Requisition Form. Alternatively, you may request the same via online from our Share Registrar’s website at <https://tjih.online> by selecting “Request for Annual Report/Circular” under the “Investor Services”. Any request for the printed documents will be sent to the requestor within four (4) market days after receipt of the request.

The Form of Proxy are enclosed together in the Integrated Annual Report 2022 should you wish to appoint your proxy(ies) to participate and vote at the 26th AGM on your behalf. The hardcopy of Form of Proxy must be deposited at the Poll Administrator’s office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned above.

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our virtual 26th AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy before the 26th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 26th AGM. In such event, you should advise your proxy accordingly.

We look forward to connecting with you via the RPEV facilities during the 26th AGM. Should you require any assistance on the RPEV facilities, kindly contact Boardroom during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m., except on public holidays, details as follows:

Address	Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
General Line	603-7890 4700 (Helpdesk)
Fax Number	603-7890 4670
Email	bsr.helpdesk@boardroomlimited.com

If you have any enquiry in relation to the request of the printed Integrated Annual Report 2022 and/or Circular to Shareholders, please contact the Company’s Share Registrar, Tricor, during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m., except on public holidays:

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, Malaysia	Telephone Number	
	General Line	603-2783 9299
	Ms. Mika Tam	603-2783 9280
	Mr. Lee Jun Hao	603-2783 9279
	Fax Number	603-2783 9222

Thank you for your continued understanding, cooperation and support to the Company.

Yours faithfully,
For and on behalf of our Board
CELCOMDIGI BERHAD (formerly known as Digi.Com Berhad)

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

21 April 2023

Save the environment. Go digital!

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting (“**26th AGM**”) of CelcomDigi Berhad (formerly known as Digi.Com Berhad) (“**the Company**”) will be conducted on a virtual basis through broadcast venue at Auditorium, Level Podium 6, Menara CelcomDigi, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Tuesday, 23 May 2023 at 10.00 a.m. or at any adjournment thereof, for the transaction of the following business:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
(Please refer to Note 1 of the Explanatory Notes)
2. To re-elect Ms Vimala V.R. Menon who retires pursuant to Article 98(A) of the Company’s Articles of Association and being eligible, offers herself for re-election.
(Please refer to Note 2 of the Explanatory Notes) **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 98(E) of the Company’s Articles of Association and being eligible, offer themselves for re-election:
 - (i) Tengku Dato’ Sri Azmil Zahrudin Raja Abdul Aziz **Ordinary Resolution 2**
 - (ii) Mr Jørgen Christian Arentz Rostrup **Ordinary Resolution 3**
 - (iii) Dr. Shridhir Sariputta Hansa Wijayasuriya **Ordinary Resolution 4**
 - (iv) Mr Vivek Sood **Ordinary Resolution 5**
 - (v) Ms Rita Skjaervik **Ordinary Resolution 6**
 - (vi) Tan Sri Abdul Farid Alias **Ordinary Resolution 7**
 - (vii) Puan Khatijah Shah Mohamed **Ordinary Resolution 8***(Please refer to Note 2 of the Explanatory Notes)*
4. To approve the payment of Directors’ fees of up to RM2,250,000 and benefits payable of up to RM110,000 to the Non-Executive Directors with effect from 23 May 2023 until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company.
(Please refer to Note 3 of the Explanatory Notes) **Ordinary Resolution 9**
5. To re-appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.
(Please refer to Note 4 of the Explanatory Notes) **Ordinary Resolution 10**

Special Business

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

6. **Ordinary Resolution** **Ordinary Resolution 11**
Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Berhad (formerly known as Digi.Com Berhad) and its subsidiaries (“CelcomDigi Group”) and Telenor ASA and its subsidiaries (“Telenor Group”) (“Proposed Renewal of Shareholders’ Mandate 1”)
(Please refer to Note 5 of the Explanatory Notes)

Notice of Annual General Meeting

“THAT, subject to the provisions of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Telenor Group as set out in Appendix I of the Circular to Shareholders dated 21 April 2023 (“Circular”), which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

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

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered 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 Renewal of Shareholders’ Mandate 1.”

7. Ordinary Resolution

Ordinary Resolution 12

Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Axiata Group Berhad and its subsidiaries (“Axiata Group”) (“Proposed Renewal of Shareholders’ Mandate 2”)

(Please refer to Note 5 of the Explanatory Notes)

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

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders’ Mandate 2 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;

Notice of Annual General Meeting

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

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered 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 Renewal of Shareholders' Mandate 2."

8. Ordinary Resolution

Ordinary Resolution 13

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Khazanah Nasional Berhad and its related entities ("Khazanah Group") ("Proposed Renewal of Shareholders' Mandate 3")

(Please refer to Note 5 of the Explanatory Notes)

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

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

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered 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 Renewal of Shareholders' Mandate 3."

9. Ordinary Resolution

Ordinary Resolution 14

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Digital Nasional Berhad ("DNB") ("Proposed Renewal of Shareholders' Mandate 4")

(Please refer to Note 5 of the Explanatory Notes)

Notice of Annual General Meeting

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

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

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered 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 Renewal of Shareholders’ Mandate 4.”

10. Ordinary Resolution

Ordinary Resolution 15

Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature between CelcomDigi Group and Telekom Malaysia Berhad and its subsidiaries (“TM Group”) (“Proposed Renewal of Shareholders’ Mandate 5”)

(Please refer to Note 5 of the Explanatory Notes)

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

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders’ Mandate 5 shall be passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

Notice of Annual General Meeting

AND THAT the Directors of the Company be and are hereby authorised and empowered 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 Renewal of Shareholders' Mandate 5."

11. Special Resolution

Special Resolution

Proposed adoption of new Constitution of the Company ("Proposed Adoption")

(Please refer to Note 6 of the Explanatory Notes)

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety, and in place thereof, the proposed new Constitution of the Company in the form as set out in Appendix III of the Circular, be and is hereby adopted as the new Constitution of the Company with immediate effect.

AND THAT the Directors and the Company Secretaries of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Adoption with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

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

By Order of the Board

CELCOMDIGI BERHAD (FORMERLY KNOWN AS DIGI.COM BERHAD)

CHOO MUN LAI (MAICSA 7039980)

SSM PC No: 201908001003

TAI YIT CHAN (MAICSA 7009143)

SSM PC No: 202008001023

Company Secretaries

Selangor Darul Ehsan, Malaysia

21 April 2023

NOTES

- (i) The 26th AGM of the Company will be conducted on a virtual basis through live streaming and online voting using Remote Participation and Electronic Voting ("RPEV") facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely via the RPEV facilities are provided in the Administrative Guides for the 26th AGM which is also available on the Company's website at <https://celcomdigi.listedcompany.com/agm.html>.
- (ii) The Broadcast Venue is strictly for the purpose of complying with subsection 327(2) of the Companies Act 2016 which requires the Chair of the 26th AGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 26th AGM in person at the Broadcast Venue on the day of the Meeting. Any shareholders or proxies or corporate representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.
- (iii) In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 16 May 2023 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the Meeting.

Notice of Annual General Meeting

- (iv) A shareholder entitled to participate at the 26th AGM is entitled to appoint not more than two (2) proxies to participate on his/her behalf. Where a shareholder appoints more than one (1) proxy, the appointment shall not be valid unless the shareholder specifies the proportions of his/her shareholdings to be represented by each proxy.
- (v) A proxy or attorney need not be a shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate at the Meeting shall have the same rights as the shareholder to speak at the Meeting.
- (vi) Where a shareholder of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (vii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (viii) The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Poll Administrator's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned in the above. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guides.
- (ix) If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our virtual 26th AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy before the 26th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 26th AGM. In such event, you should advise your proxy accordingly.
- (x) Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all the resolutions set out in the Notice of 26th 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.

EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2022

The Audited Financial Statements under Item 1 of the Agenda are laid in accordance with subsection 340(1)(a) 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.

2. Ordinary Resolutions 1 to 8 – Re-election of Directors

The Board via the Board Nomination and Remuneration Committee has reviewed the performance of each Director subject for re-election, through an annual assessment, and are satisfied with the performance, contribution and effectiveness of the Directors. Ms Vimala V.R. Menon, Tengku Dato' Sri Azmil Zahruddin Raja Abdul Aziz, Mr Jørgen Christian Arentz Rostrup, Dr. Shridhir Sariputta Hansa Wijayasuriya, Mr Vivek Sood, Ms Rita Skjaervik, Tan Sri Abdul Farid Alias and Puan Khatijah Shah Mohamed being eligible, have offered themselves for re-election at this 26th AGM.

Notice of Annual General Meeting

These eight (8) retiring Directors have abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant Board and Board Committees meetings. They do not hold any shares in the Company and have no conflict of interests with the Company. The profiles of these retiring Directors are set out from pages 77 to 81 of the Integrated Annual Report 2022.

3. Ordinary Resolution 9 - Payment of Directors' Fees and Benefits

Pursuant to subsection 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The fees and benefits structure of the Non-Executive Directors of the Company are as follows:

- Monthly fixed fees for duties as Chair/Directors;
- Monthly fixed fees for duties as Board Committees Chair/Members; and
- Medical and insurance coverage, telecommunication facilities and other claimable benefits payable of up to RM110,000.

The Non-Executive Directors, who are also employees of Telenor Group or Axiata Group shall not be entitled to the Directors' fees and benefits payable.

The Directors' fees and benefits payable for the Non-Executive Directors for the period from 23 May 2023 until the conclusion of the next AGM of the Company ("Mandate Period") are estimated not to exceed RM2.4 million. The calculation is based on the assumption that the number of Non-Executive Directors will remain until the next AGM. This resolution is to facilitate payment of the Directors' fees and benefits for the Mandate Period. The Board will seek shareholders' approval at the next AGM in the event the Directors' fees and benefits proposed are insufficient.

The breakdown of the detailed Directors' remuneration for the financial year ended 31 December 2022 is disclosed in the Integrated Annual Report 2022 and Corporate Governance Report 2022, which are accessible to the public at the Company's website.

4. Ordinary Resolution 10 - Re-appointment of Ernst & Young PLT as Auditors of the Company

The Board had via the Board Audit Committee evaluated the independence, competency and reliability of Ernst & Young PLT ("EY") according to the relevant criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Securities. The Board was satisfied with the performance of EY and had recommended the re-appointment of EY as Auditors of the Company for the financial year ending 31 December 2023 to the shareholders for approval.

5. Ordinary Resolutions 11 to 15 - Proposed Renewal of Shareholders' Mandates 1 to 5

Ordinary Resolutions 11 to 15 proposed under items 6 to 10 of the Agenda, if passed, will allow CelcomDigi Group to enter into recurrent related party transactions, in accordance with Paragraph 10.09 of the MMLR of Bursa Securities, 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 CelcomDigi Group or affecting the business opportunities available to CelcomDigi Group. The shareholders' mandates are subject to renewal on an annual basis.

Please refer to Part A of the Circular for further information.

Notice of Annual General Meeting

6. Special Resolution - Proposed Adoption

The Special Resolution, if passed, will streamline the Company's Constitution with the prevailing statutory and regulatory requirements and to enhance administrative efficiency and provide greater clarity to the Constitution.

Please refer to Part B of the Circular for further information.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 26th AGM and/or any adjournment thereof, a shareholder of the Company, the said proxy(ies) and/or representative(s) (i) consents to the collection, use and disclosure of the shareholder's and/or the said proxy(ies) and/or representative(s) personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the 26th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the 26th 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.

ADMINISTRATIVE GUIDES

TWENTY-SIXTH ANNUAL GENERAL MEETING ("26TH AGM")

OF CELCOMDIGI BERHAD

(FORMERLY KNOWN AS DIGI.COM BERHAD) (THE "COMPANY")

Registration No. 199701009694 (425190-X)

celcomdigi

Meeting Platform	: https://meeting.boardroomlimited.my (Virtual Meeting Platform), provided and operated by Boardroom Share Registrars Sdn Bhd ("BSR" or "Boardroom") in Malaysia
Day and Date	: Tuesday, 23 May 2023
Time	: 10.00 a.m.
Broadcast Venue	: Auditorium, Level Podium 6, Menara CelcomDigi No. 6, Persiaran Barat Seksyen 52, 46200 Petaling Jaya Selangor Darul Ehsan Malaysia
Mode of Communication	: 1) Typed text in the Meeting Platform during the 26th AGM. The Messaging window facility will be opened concurrently with the Meeting Platform, i.e. one (1) hour before the 26th AGM, which is from 9.00 a.m. on Tuesday, 23 May 2023. 2) E-mail questions to invesrel@celcomdigi.com or via logging into Boardroom Smart Investor Portal at https://investor.boardroomlimited.com prior to the 26th AGM using the same user ID and password provided in Step 2 of the procedures of Remote Participation and Electronic Voting ("RPEV") facilities and select "SUBMIT QUESTION" to pose questions.

MODE OF MEETING

The 26th AGM will be conducted through live streaming and online remote participation using RPEV facilities from the Broadcast Venue. This is in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 including any amendment thereto, made from time to time.

The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which requires the Chair of the 26th AGM of the Company to be present at the main venue in Malaysia and Article 56A of the Company's Articles of Association which stipulated that a general meeting may be held at more than one venue, using any technology or method that enables the shareholders of the Company to participate and to exercise the shareholders' rights to speak and vote at the general meeting and the Chair shall be present at the main venue of the meeting.

Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the 26th AGM in person at the Broadcast Venue on the day of the meeting. Any shareholders/proxies/corporate representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.

REMOTE PARTICIPATION AND ELECTRONIC VOTING (RPEV) FACILITIES

1. Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, participate) remotely at the 26th AGM using RPEV facilities provided by BSR at <https://meeting.boardroomlimited.my>.
2. Shareholders who appoint proxies to participate via RPEV facilities in the 26th AGM must ensure that the duly executed Form of Proxy are deposited in a hardcopy form or by electronic means to BSR not later than **10.00 a.m. on Sunday, 21 May 2023**.
3. Corporate representatives of corporate shareholders who wish to participate at the 26th AGM via RPEV facilities must deposit their original Certificate of Appointment of Corporate Representative ("**Certificate of Appointment**") or by electronic means to BSR not later than **10.00 a.m. on Sunday, 21 May 2023**.
4. Nominee Company whose beneficiary of the shares in its Central Depository System (CDS) account who wishes to participate at the 26th AGM via RPEV facilities must deposit its original hardcopy Form of Proxy, by electronic means or email the softcopy to BSR at bsr.helpdesk@boardroomlimited.com not later than **10.00 a.m. on Sunday, 21 May 2023** to participate at the 26th AGM.
5. Attorneys appointed by power of attorney who wish to participate at the 26th AGM via RPEV facilities must deposit their original or duly certified power of attorney and email the softcopy to BSR at bsr.helpdesk@boardroomlimited.com not later than **10.00 a.m. on Sunday, 21 May 2023** to participate at the 26th AGM.

6. As the 26th AGM is a virtual AGM, shareholders who are unable to participate in the 26th AGM may appoint the Chair of the Meeting as his/her proxy and indicate the voting instructions in the Form of Proxy. A shareholder is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.
7. If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our virtual 26th AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy before the 26th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 26th AGM. In such event, you should advise your proxy accordingly.
8. Please note that the Company shall deem that shareholders have no objection to use the provision in the Form of Proxy which has designated the Chair of the Meeting as the authorised person to vote on behalf of shareholders until further instructions are received. The appointed Poll Administrator shall be notified of such arrangement accordingly.

ENTITLEMENTS TO ATTEND, SPEAK AND VOTE (COLLECTIVELY, "PARTICIPATE")




In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 16 May 2023 (General Meeting Record of Depositors) shall be eligible to participate at the 26th AGM via RPEV facilities.

PROCEDURES FOR RPEV FACILITIES

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 26th AGM remotely using the RPEV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE AGM DAY		
Step 1	Register/Sign-up as Online User with Boardroom Smart Investor Portal ("BSIP") <i>(for first time registration only)</i>	<i>(Note: If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2 - Submit Request for Remote Participation User ID and Password.)</i> a. Access website https://investor.boardroomlimited.com . b. Click " Register " to sign up as a user. c. Please select the correct account type i.e. sign up as " Shareholder " or " Corporate Holder ". d. Complete the registration with all required information. Upload a softcopy of your or representative's MyKAD/identification card (front and back) or passport. e. For Corporate holder, kindly upload the authorisation letter as well. Click " Sign Up ". f. You will receive an email from Boardroom for email address verification. Click " Verify Email Address " from the email received to continue with the registration. g. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click " Request OTP Code " and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click " Enter " to complete the process. h. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.

<p>Step 2</p>	<p>Submit request for remote participation (User ID and Password) Email notification</p>	<p>(Note: Registration for remote access will be opened on 21 April 2023. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the 26th AGM, i.e. latest by Sunday, 21 May 2023 at 10.00 a.m.)</p> <p>For Shareholders</p> <ol style="list-style-type: none"> Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select “CELCOMDIGI BERHAD (26TH) ANNUAL GENERAL MEETING” from the list of Corporate Meetings and click “Enter”. <p>To attend the virtual AGM remotely</p> <ol style="list-style-type: none"> Click on “Register for RPEV”. Read and agree to the Terms & Conditions and click “Next”. Enter your CDS Account and thereafter submit your request. <p>To appoint proxy</p> <ol style="list-style-type: none"> Click on “Submit eProxy Form”. Select the company you would like to be represented (if more than one, for Corporate Shareholder). Enter your CDS Account Number and number of securities held. Select your proxy - either the Chair of the Meeting or individual named proxy(ies). Read and accept the General Terms and Conditions by clicking “Next”. Enter the required particulars of your proxy(ies). Indicate your voting instructions - “FOR” or “AGAINST”, otherwise your proxy will decide your vote. Click “Apply”. Download or print the eProxy form as acknowledgement. <p><i>Note for Corporate Shareholders: if you wish to appoint more than one (1) company, kindly click the home button and select “Edit Profile” in order to add Company name</i></p> <p>Corporate Shareholders (via email)</p> <ol style="list-style-type: none"> To submit the request, Corporate Shareholders need to deposit the original hardcopy to BSR and write in to BSR at bsr.helpdesk@boardroomlimited.com by providing softcopy of the Certificate of Appointment or Form of Proxy, the name of shareholder and CDS Account Number. Please provide a copy of Corporate Representative’s MyKad/ identification card (front and back) or passport as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <p>Via BSIP</p> <ol style="list-style-type: none"> Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select “CELCOMDIGI BERHAD (26TH) ANNUAL GENERAL MEETING” from the list of Corporate Meetings and click “Enter”. Click on “Submit eProxy Form”. Select the company you would like to be represented (if more than one). Proceed to download the file format for “Submission of Proxy Form” from BSIP. Prepare the file for the appointment of proxies by inserting the required data. Proceed to upload the duly completed proxy appointment file. Review and confirm your proxy appointment and click “Submit”. Download or print the eProxy form as acknowledgement.
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Step 2	Submit request for remote participation (User ID and Password) Email notification	<p><i>Note: if you wish to appoint more than one (1) company, kindly click the home button and select "Edit Profile" in order to add Company name</i></p> <p>Via email</p> <ol style="list-style-type: none"> To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to BSR and write in to BSR at bsr.helpdesk@boardroomlimited.com by providing softcopy of the Form of Proxy, the name of shareholders and CDS Account Number. Please provide a copy of the proxy holder's MyKad/identification card (front and back) or passport in JPEG, PNG or PDF format as well as his/her email address.
	Email notification	<ol style="list-style-type: none"> You will receive notification from Boardroom that your request(s) has been received and is being verified. Upon system verification against the General Meeting Record of Depositors of the 26th AGM as at 16 May 2023, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date. Please note that the closing date and time to submit your request is by Sunday, 21 May 2023 at 10.00 a.m.
ON THE 26TH AGM DAY		
Step 3	Login to Virtual Meeting Platform	<ol style="list-style-type: none"> The Virtual Meeting portal will be opened for login one (1) hour before the commencement of the 26th AGM at 9.00 a.m. on Tuesday, 23 May 2023, which can be accessed via one of the following methods: <ul style="list-style-type: none"> ➤ Launch Lumi Online Platform by scanning the QR Code provided in the email notification; ➤ Access to Lumi Online Platform via website at https://meeting.boardroomlimited.my Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 2(c).
	Participate	<p><i>(Note: Questions submitted online will be moderated before being sent to the Chair of the Meeting to avoid repetition.)</i></p> <ol style="list-style-type: none"> If you would like to view the live webcast, select the broadcast  icon. If you would like to ask a question during the 26th AGM, select the messaging  icon. Type your message within the chat box, once completed click the send button.
	Online remote voting	<ol style="list-style-type: none"> Once the 26th AGM is open for voting, the polling  icon will appear with the resolutions and your voting choices. To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. To change your vote, re-select another voting direction. If you wish to cancel your vote, please press "Cancel".
	End of remote participation	<ol style="list-style-type: none"> Upon the announcement by the Chair of the Meeting on the closure of the 26th AGM, the live webcast will end and the messaging window will be disabled. You can now logout from the Meeting Platform.

Notes to RPEV facilities users:

- Should your application to join the 26th AGM be approved, the system will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to <https://meeting.boardroomlimited.my> on the day of the 26th AGM will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at your location and the device you use.

- (c) In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call BSR Help Line for assistance.

Poll Voting

The voting at the 26th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed BSR as Poll Administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn Bhd as the Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit the votes on the resolutions at any time from the commencement of the 26th AGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chair of the Meeting. Kindly refer to Step 3 of the above Procedures for RPEV for guidance on how to vote remotely at <https://meeting.boardroomlimited.my>.

Upon completion of the voting session, the Independent Scrutineers will verify and announce the poll results followed by the Chair's declaration whether the resolutions are duly passed.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy or attorney or authorised representative to participate via RPEV facilities at the 26th AGM must ensure that the duly executed Form of Proxy is deposited in a hard copy form or by electronic means to BSR not later than **Sunday, 21 May 2023 at 10.00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

1. In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Poll Administrator's office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
2. By electronic form
The proxy form can be electronically lodged to BSR via <https://investor.boardroomlimited.com>. Kindly refer to the Procedure for RPEV facilities above for guidance.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than **Sunday, 21 May 2023 at 10.00 a.m.** to participate via RPEV facilities in the 26th AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate shareholder who has appointed a representative, please deposit the ORIGINAL Certificate of Appointment at the Poll Administrator office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than **Sunday, 21 May 2023 at 10.00 a.m.** to participate via RPEV facilities in the 26th AGM. The Certificate of Appointment should be executed in the following manner:

1. If the corporate shareholder has a common seal, the Certificate of Appointment should be executed under the common seal in accordance with the constitution of the corporate shareholder.
2. If the corporate shareholder does not have a common seal, the Certificate of Appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - a. at least two (2) authorised officers, of whom one shall be a director; or
 - b. any director and/or authorised officers in accordance with the laws of the country under which the corporate shareholder is incorporated.

SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

1. Shareholders may submit questions in advance on the 26th AGM resolutions and Integrated Annual Report 2022 not later than Sunday, 21 May 2023 at 10.00 a.m. via invesrel@celcomdigi.com or Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 1 above, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions").

2. Thereafter, on the day of the 26th AGM, shareholders may also submit questions via the messaging box on Lumi Online Platform at <https://meeting.boardroomlimited.my> starting at 9.00 a.m. This web portal will remain open throughout the virtual 26th AGM session.
3. The Board will endeavor to respond to Pre-AGM Meeting Questions and questions submitted from 9.00 a.m. on the day of the 26th AGM and throughout the meeting. However, not all questions will be answered during the meeting. In such event, the Investors Relation Team will endeavour to answer every question raised by shareholders via email individually as soon as practicable.

INTEGRATED ANNUAL REPORT 2022 AND OTHER DOCUMENTS

1. As part of our dedicated commitment to sustainable practices, the following documents can be downloaded from the Company's website <https://celcomdigi.listedcompany.com/agm.html>:
 - (a) Integrated Annual Report 2022
 - (b) Corporate Governance Report 2022
 - (c) Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed Adoption of New Constitution of the Company ("**Circular to Shareholders**")
 - (d) Notice of 26th AGM
 - (e) Form of Proxy
 - (f) Administrative Guides
 - (g) Requisition Form
2. Should you need a copy of the printed Integrated Annual Report 2022 and/or Circular to Shareholders, kindly forward to us your request by completing the Requisition Form and sending it to the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") at the address as stated in the Requisition Form. Alternatively, you may submit your request through online website of Tricor at <https://tjih.online> by selecting "Request for Annual Report/Circular" under the "Investor Services". Any request for the printed documents will be sent to the requestor within 4 market days after the receipt of the request.

NO GIFTS DISTRIBUTION

There will be no gifts distribution for shareholders/proxies who participate in the 26th AGM.

RECORDING OR PHOTOGRAPHY

Strictly NO recording or photography of the proceedings of the 26th AGM is allowed.

ENQUIRY

If you have any enquiry in relation to the conduct of the 26th AGM via RPEV facilities, depositing of hardcopy Form of Proxy, submission of electronic Form of Proxy, depositing of the original Certificate of Appointment, depositing of original or duly certified power of attorney, please contact the Company's Poll Administrator, BSR during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m., except on public holidays:

Address	Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan, Malaysia
General Line	603-7890 4700 (Helpdesk)
Fax Number	603-7890 4670
Email	bsr.helpdesk@boardroomlimited.com

If you have any enquiry in relation to the request of hardcopy of Integrated Annual Report 2022 and/or Circular to Shareholders, please contact the Company's Share Registrar, Tricor during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m., except on public holidays:

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, Malaysia	Telephone Number	
	General Line	603-2783 9299
	Ms. Mika Tam	603-2783 9280
	Mr. Lee Jun Hao	603-2783 9279
	Fax Number	603-2783 9222

CELCOMDIGI BERHAD (formerly known as Digi.Com Berhad)
(Registration No. 199701009694 (425190-X))
(Incorporated in Malaysia)

Dear Shareholders,

Please complete your particulars below and return this requisition form should you wish to receive printed copy of our:

Integrated Annual Report 2022; and/or

Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed Adoption of New Constitution of the Company

Alternatively, you may also request the same from our Share Registrar's website at <https://tjih.online> by selecting "Request for Annual Report/Circular" under the "Investor Services".

c/o Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

PARTICULARS OF SHAREHOLDER

Name (as per NRIC) / Company : _____

NRIC No. / Passport No. / Company No. : _____

CDS Account No. : _____

Telephone No. / Mobile No. : _____

Correspondence Address : _____

: _____

: _____

Signature of Shareholder

Date:

Fold along this line (1)

The Share Registrar for
CelcomDigi Berhad (formerly known as Digi.Com Berhad)
(Registration No. 199701009694 (425190-X))
c/o Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Affix
Stamp
Here

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