

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting (“16th AGM”) of DiGi.Com Berhad (“the Company”) will be held at Grand Ballroom, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Thursday, 9 May 2013 at 10.00 a.m. for the following purposes:

Agenda

As Ordinary Business

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2012 and the Directors’ and Auditors’ Reports thereon. **(Please refer to Note 1 of the Explanatory Notes)**

2. To re-elect the following Directors of the Company retiring pursuant to the Company’s Articles of Association:
 - Under Article 98(A)**
 - (i) Mr Hakon Bruaset Kjol **Ordinary Resolution 1**
 - (ii) Dato’ Ab. Halim bin Mohyiddin **Ordinary Resolution 2**
 - Under Article 98(E)**
 - (iii) Mr Tore Johnsen **Ordinary Resolution 3**
 - (iv) Mr Morten Karlsen Sørby **Ordinary Resolution 4**

Tan Sri Leo Moggie who retires pursuant to Section 129(6) of the Companies Act, 1965, has expressed his intention not to seek re-appointment. Hence, he will retain office until the close of the 16th AGM of the Company.

3. To approve the Directors’ Allowances of RM540,000 for the financial year ended 31 December 2012. **Ordinary Resolution 5**

4. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

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As Special Business

To consider and, if thought fit, to pass the following resolution:

5. Proposed Renewal of Existing Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature and New Mandate For Additional Recurrent Related Party Transactions of a Revenue or Trading Nature to be entered with Telenor ASA ("Telenor") and Persons Connected with Telenor.

"That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with Telenor and persons connected with Telenor as specified in Section 2.3 of the Circular to Shareholders dated 16 April 2013 which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting;

whichever is earlier;

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

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

and further that authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions as authorised by this Ordinary Resolution."

**Ordinary
Resolution 7**

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6. Authority for Dato' Ab. Halim Bin Mohyiddin to continue in office as Independent Non-Executive Director **Ordinary Resolution 8**

"THAT authority be and is hereby given to Dato' Ab. Halim Bin Mohyiddin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance 2012."

7. Proposed Amendments to the Articles of Association **Special Resolution**

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix I attached with the Annual Report for the financial year ended 31 December 2012 be and are hereby approved."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 16th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 54(1)(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at *30 April 2013*. Only a depositor whose name appears on the Record of Depositors as at *30 April 2013* shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

By Order of the Board

CHOO MUN LAI (MAICSA 7039980)
TAI YIT CHAN (MAICSA 7009143)
LIEW IRENE (MAICSA 7022609)
 Company Secretaries

Selangor Darul Ehsan
 16 April 2013

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Notes:

(A) APPOINTMENT OF PROXY

- (i) A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- (ii) Where a member of the Company is an exempt authorised nominee which holds 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (iii) A power of attorney or certified copy thereof or 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 seal or under hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy or the power of attorney or a certified copy thereof must be deposited at the Company's Share Registrar Office at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

(B) EXPLANATORY NOTES

1. Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.
2. Ordinary Resolution 7 proposed, 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 and the necessity to convene separate general meetings from time to time to seek shareholders’ approval as and when such recurrent related party transactions occur would not arise. 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.
3. In respect of Ordinary Resolution 8, the Board of Directors (“Board”) has via the Nomination Committee conducted an evaluation on the re-appointment of Dato’ Ab. Halim Bin Mohyiddin, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company. Dato’ Ab. Halim Bin Mohyiddin fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. His experience in the audit and accounting industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence. As he has been with the Company for more than nine years, he therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Audit & Risk Committee and Board meetings without compromising his independent and objective judgement. He has contributed sufficient time and effort and attended all the Audit & Risk Committee and Board meetings as well as meeting the Head of Assurance prior to Audit & Risk Committee meetings and management prior to Board meetings for informed and balanced decision making.
4. The Special Resolution, if passed, will render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to update the Articles of Association of the Company to be consistent with the prevailing laws, guidelines or requirements of the relevant authorities and to further enhance administrative efficiency of the Company.

Proposed Amendments to the Articles of Association

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

Article No.	Existing Articles		Amended Articles	
2	Words	Meanings	Words	Meanings
	<i>New definition</i>		<i>Exempt Nominee</i>	<i>An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.</i>
	<i>New definition</i>		<i>Share Issuance Scheme</i>	<i>means a scheme involving a new issuance of shares to the employees.</i>
5 (a)	No Director shall participate in <u>an issue of shares to employees of the Company</u> unless the shareholders in general meeting have approved of the specific allotment to be made to such Director.		No Director shall participate in a Share Issuance Scheme unless the shareholders in general meeting have approved of the specific allotment to be made to such Director.	
54 (1)	An annual general meeting or a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Any other meeting of the Company shall be called by 14 days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed:		An annual general meeting or a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Any other meeting of the Company shall be called by 14 days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed:	
	(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or		(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or	
	(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum in nominal value of the shares giving a right to attend and vote.		(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum in nominal value of the shares giving a right to attend and vote.	

Proposed Amendments to the Articles of Association

Article No.	Existing Articles	Amended Articles
54(5)	In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.	In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote <i>at a meeting of the Company, or at a meeting of any class of members of the Company</i> , is entitled to appoint <i>any person as his</i> proxy to attend and vote instead of him and that a proxy need not also be a member <i>of the Company and the provision of Section 149(1)(a) and (b) of the Act shall not apply to the Company.</i>
58A	<i>New provision</i>	<u>Chairman to promote orderly conduct of the business of all general meetings</u> <i>Without prejudice to any other power which the Chairman may have under the provisions of these Articles or at common law and subject to the Act and the Listing Requirements, the Chairman may take such action as he thinks fit to promote the orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature.</i>
62	<u>No poll shall be</u> demanded on the election of a Chairman of a meeting, or on any question of adjournment.	<i>Any poll duly</i> demanded on the election of a Chairman of a meeting or on any question of adjournment <i>shall be taken forthwith at the meeting and without adjournment.</i>
65A	A member may appoint a proxy to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands. A proxy or attorney need not be a member of the Company. The provisions of Section 149(1)(b) of the Act shall not apply.	A member may appoint a proxy to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands <i>on any question at any general meeting.</i> A proxy or attorney need not be a member of the Company. The provisions of Section 149(1)(a) and (b) of the Act shall not apply. <i>There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting.</i>
65B	Where a member of the Company is an Authorised Nominee, <u>it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.</u>	Where a member of the Company is an <i>Exempt</i> Authorised Nominee <i>which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), 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.</i>
98 (A)	At the annual general meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office. A retiring Director shall be eligible for re-election. PROVIDED ALWAYS that all Directors shall be relieved from office once at least in each three (3) years subject to re-election.	At the annual general meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office. A retiring Director shall be eligible for re-election. PROVIDED ALWAYS that all Directors shall be relieved from office once at least in each three (3) years subject to re-election. <i>An election of Directors shall take place each year.</i>