

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting (“19th AGM”) of Digi.Com Berhad (“the Company”) will be held at Nexus Ballroom 2 & 3, Connexion @ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Friday, 13 May 2016 at 9.00 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 2015 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:-

Article 98(A) of the Company’s Articles of Association
 - Mr Morten Karlsen Sorby **Ordinary Resolution 1**
 - Mr Tore Johnsen **Ordinary Resolution 2**
Article 98(E) of the Company’s Articles of Association
 - Ms Vimala A/P V.R. Menon **Ordinary Resolution 3**
 - Mr Lars-Ake Valdemar Norling **Ordinary Resolution 4**
 - Ms Kristin Muri Moller **Ordinary Resolution 5**

3. To approve the payment of Directors’ fees of RM621,000 for the financial year ended 31 December 2015. **Ordinary Resolution 6**

4. To approve the payment of Directors’ fees of up to RM760,000 for the financial year ending 31 December 2016 to be paid monthly in arrears. **Ordinary Resolution 7**

5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**

As Special Business

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

6. **Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature to be entered with Telenor ASA (“Telenor”) and Persons Connected with Telenor (“Proposed Shareholders’ Mandate”)** **Ordinary Resolution 9**

“THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Proposed Shareholders’ Mandate for the Company and its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with Telenor and persons connected with Telenor as specified in Section 2.3 of the Circular to Shareholders dated 18 April 2016 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;

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(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:

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

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

7. Proposed Amendment to the Articles of Association of the Company

Special Resolution

"THAT the proposed amendment to the Articles of Association of the Company as set out in Appendix A of the Notice of Annual General Meeting be and is hereby approved AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendment to the Articles of Association of the Company."

As Other Business

8. To transact any other business of which due notice has been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 19th 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 29 April 2016. Only a depositor whose name appears on such Record of Depositors 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)

TAN AI NING (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

18 April 2016

Notes:

(A) Appointment of Proxy

- (i) A member entitled to attend and vote at a general meeting of the Company is entitled to appoint one (1) person as his proxy to attend, speak and vote in his stead. A proxy need not be a member of the Company. The provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- (ii) Where a member 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.
- (iii) 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 seal or under the hand of an officer or attorney duly authorised.
- (iv) 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 at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or at 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 9 proposed under Agenda item no. 6 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 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. 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.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the 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 member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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Appendix A

Proposed Amendment to the Articles of Association of the Company

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

Article No.	Existing Article	Amended Article
112	<p>The directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the said Section. <u>The interval between the close of a financial year of the Company and the issue of accounts relating to it shall not exceed four (4) months from the close of financial year of the Company.</u> A copy of each of such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company under the provisions of the Act or these Articles. The requisite number of copies of each such document as may be required by the Stock Exchange shall at the same time be likewise sent to the Stock Exchange. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders but any member whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.</p>	<p>The directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the said Section. A copy of each of such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company under the provisions of the Act or these Articles. The requisite number of copies of each such document as may be required by the Stock Exchange shall at the same time be likewise sent to the Stock Exchange, provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders but any member whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.</p>
