

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Twentieth Annual General Meeting (20<sup>th</sup> 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 Tuesday, 9 May 2017 at 10.00 a.m. for the following purposes:

## Agenda

### As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon.  | <b>(Please refer to Note 1 of the Explanatory Notes)</b> |
| 2. To re-elect the following Directors of the Company retiring pursuant to the Article 98(A) of the Company's Articles of Association:-<br><br>(i) Tan Sri Saw Choo Boon<br>(ii) Puan Yasmin Binti Aladad Khan                                   | <b>Ordinary Resolution 1<br/>Ordinary Resolution 2</b>   |
| 3. To approve the payment of Directors' fees of up to RM1,100,000 for the Independent Non-Executive Directors and benefits payable to the Directors up to an aggregate amount of RM40,000 from 1 January 2017 until the next AGM of the Company. | <b>Ordinary Resolution 3</b>                             |
| 4. To appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>Ordinary Resolution 4</b>                             |

### As Special Business

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

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| 5. <b>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)</b> | <b>Ordinary Resolution 5</b> |
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"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 10 April 2017, 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 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

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(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 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 Proposed Shareholders' Mandate."

### 6. Proposed Amendments to the Articles of Association of the Company

### Special Resolution

"That the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders dated 10 April 2017 be and are hereby approved."

### As Other Business

- 7. 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 20<sup>th</sup> 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 28 April 2017. Only a depositor whose name appears on 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)**

Company Secretaries

Selangor Darul Ehsan

10 April 2017

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### NOTES:-

#### (A) APPOINTMENT OF PROXY

- (i) A member entitled to attend and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak and vote on his behalf. Where more than one proxy is appointed, the appointment shall not be valid unless he specifies the shareholdings to be represented by each proxy. A proxy need not be a member of 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 twenty-four (24) hours before the time appointed for the holding of the meeting.

#### (B) EXPLANATORY NOTES

1. The Audited Financial Statements are laid in accordance with Section 340(1)(a) the Companies Act, 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will **not be put for voting**.
2. Ordinary Resolution 5 proposed under Agenda 5 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 proposed Special Resolution, if passed, will align the Articles of Association with the new Companies Act, 2016 which came into force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout. Details of which as set out in the Circular to Shareholders dated 10 April 2017.

#### **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.*