

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting (22nd 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, 14 May 2019 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 2018 and the Reports of the Directors and Auditors thereon. | (Please refer to Note 1 of the Explanatory Notes) |
| 2. | To re-elect the following Directors retiring pursuant to Article 98(A) of the Company's Articles of Association: | |
| | (i) Puan Yasmin Binti Aladad Khan | Ordinary Resolution 1 |
| | (ii) Tan Sri Saw Choo Boon | Ordinary Resolution 2 |
| 3. | To re-elect Ms Anne Karin Kvam as Director who is retiring pursuant to Article 98(E) of the Company's Articles of Association. | Ordinary Resolution 3 |
| 4. | To approve the payment of Directors' fees of up to RM900,000.00 for the Independent Non-Executive Directors and benefits payable to the Directors up to an aggregate amount of RM16,000.00 from the date of the forthcoming AGM until the next AGM of the Company. | Ordinary Resolution 4 |
| 5. | To appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

As Special Business

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

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| 6. | Proposed Continuance in Office of Tan Sri Saw Choo Boon as Senior Independent Non-Executive Director | Ordinary Resolution 6
(Please refer to Note 2 of the Explanatory Notes) |
| | "That subject to passing of Ordinary Resolution 2, approval be and is hereby given to Tan Sri Saw Choo Boon who will be reaching a cumulative term of nine (9) years as a Senior Independent Non-Executive Director of the Company in December 2019, to continue in office until the conclusion of the next Annual General Meeting in accordance with the new Malaysian Code of Corporate Governance." | |
| 7. | 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 7
(Please refer to Note 3 of the Explanatory Notes) |
| | "That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 and persons connected with Telenor as specified in Section 2.3 of the Circular to Shareholders dated 12 April 2019, 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 | |

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Shareholders' Mandate 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 AGM of the Company 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
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is earlier.

And that the Directors of the Company be and are hereby authorised 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 Shareholders' Mandate."

As Other Business

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

By Order of the Board

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

Selangor Darul Ehsan
12 April 2019

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(A) NOTES

- (i) In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 May 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.
- (ii) A member entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his/her behalf. Where a member appoints more than one (1) proxy, the appointment shall not be valid unless he specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- (iii) 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.
- (iv) 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.
- (v) 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, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor's Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. You can also have the option to lodge the proxy appointment electronically via TIIH Online at website: <https://tiih.online> before the proxy form lodgement cut-off time as mentioned in the above. For further information on the electronic lodgement of proxy form, kindly refer to the annexure of the Administrative Guide.
- (vi) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 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.

(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 6 – Proposed Continuance in office of Tan Sri Saw Choo Boon as Senior Independent Non-Executive Director**

The Board of Directors had on 13 March 2019 via the Nomination Committee conducted an annual performance evaluation and assessment of Tan Sri Saw Choo Boon who will be reaching a cumulative term of nine (9) years as Senior Independent Non-Executive Director in December 2019 and recommended him to continue to act as Senior Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (b) His experience enables him to provide the Board with a diverse set of experience, expertise, skills and competence. His good understanding of the industry and Company's business operations enable him to participate actively and contribute effectively during deliberations and discussions at the Audit and Risk Committee, Nomination Committee and Board Meetings without compromising his independence and objective judgement.
- (c) He demonstrated high commitment and devoted sufficient time to his responsibilities as Senior Independent Non-Executive Director of the Company.

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(d) Sufficient time is required by the Company to find a suitable successor for Tan Sri Saw Choo Boon as Independent Director, who is also the Chair of the Audit and Risk Committee, to ensure an orderly succession plan.

3. Ordinary Resolution 7 - 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 7 proposed under Agenda 7 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, 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 the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, 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 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.