Corporate Info

DiGi.Com Berhad is listed on Bursa Malaysia Securities Berhad and is part of the global telecommunications provider, Telenor Group. Its mobile service operations are undertaken by its wholly-owned subsidiary, DiGi Telecommunications Sdn Bhd.

DiGi commenced operations in May 1995 when it launched its fully digital GSM1800 services, the first digital mobile communications service in Malaysia.

In the last five years, DiGi's revenue has grown to RM6.7 billion from RM4.9 billion with a subscriber base of 11.0 million. DiGi focuses on making it easy, keeping it relevant and providing the best deals to ensure excellent customer experience in mobile and internet services.

DiGi has now expanded its HSPA+ enabled 3G network to 83% population coverage and increased its own and jointly built fibre network to more than 4,400 kilometres nationwide, building the vital backhaul connectivity needed to support always-on, high-speed data experience. With the completion of modernized network in 2013, DiGi will continue its focus on delivering higher quality network experience, stronger internet usage and positive overall customer satisfaction.

DiGi's presence as a leader in prepaid services has spearheaded in a number of industry benchmarks for simplicity and innovation. In addition, DiGi has also revitalised its postpaid services under DiGi Postpaid and DiGi Business to deliver quality voice and mobile internet services to individuals and corporate customers.

Through its corporate initiative, Deep Green, DiGi is committed to a sustainable business that is financially and ecologically responsible to all stakeholders.

Corporate Address	Registered Office						
Lot 10, Jalan Delima 1/1,	Lot 6.05, Level 6, KPMG Tower,						
Subang Hi-Tech Industrial Park	8 First Avenue,Bandar Utama,						
40000 Shah Alam,	47800 Petaling Jaya,						
Selangor Darul Ehsan, Malaysia	Selangor Darul Ehsan						
Tel: +603-5721 1800 (General Line)	Tel: +603-7720 1188						
www.digi.com.my	Fax: +603-7720 1111						
Share Registrar	Auditors						
Tricor Investor Services Sdn Bhd	Messrs Ernst & Young						
Level 17, The Gardens North Tower,	Chartered Accountants,						
Mid Valley City, Lingkaran Syed Putra,	Level 23A Menara Milenium,						
59200 Kuala Lumpur	Jalan Damanlela, Pusat Bandar Damansara						
	50490 Kuala Lumpur						
Tel: +603-2264 3883							
Fax: +603-2282 1886							
Bankers							
Standard Chartered Bank Malaysia Berhad	OCBC Bank (Malaysia) Berhad						
AmBank (M) Berhad	Hong Leong Bank Berhad						
CIMB Bank Berhad	UOB Bank Berhad						
Malayan Banking Berhad	Sumitomo Mitsui Banking Corporation Malaysia Berhad						

Background

DiGi is the third largest mobile operator in Malaysia.

DiGi.Com Berhad (DiGi) commenced operations in Malaysia in May 1995 when it launched its fully digital GSM 1800 MHz services, the first digital mobile communications service offering in Malaysia. DiGi offers mobile voice, roaming and value-added services on both prepaid and contract bases. DiGi is currently one of the leading operators in the prepaid segment, which is the largest consumer segment in the Malaysian mobile market. On 7 May 2008, DiGi obtained a 3G spectrum licence with all of its rights and benefits via a transfer from TIME dotCom (TdC) for a consideration of 27.5 million new shares. In March 2009 DiGi launched 3G broadband services for PCs, while 3G voice and data services for mobile phones were introduced in October 2009.

In 2001, when Telenor increased its shareholding in DiGi from 32.9% to 61.0% through a voluntary partial take-over offer, the transaction was approved by the Foreign Investment Committee and the Ministry of Energy, Communication and Multimedia on the following conditions:

- Telenor's equity interest in DiGi must be reduced to 49% within five years; and
- DiGi must have at least 30% Bumiputra (indigenous Malays) equity shareholding before 31 December 2006.

The deadline to comply was later extended to 30 June 2008. As a result of the 3G spectrum transfer in May 2008 and an earlier placement exercise, TdC's shareholding in DiGi at that point in time increased to 10%, which later has been reduced to 3.5%. At the same time, Telenor's ownership interest in DiGi was reduced to 49%. As a result, DiGi is now in compliance with the 49% foreign equity condition and has been exempted from the need to comply with the 30% Bumiputra equity condition imposed by the Foreign Investment Committee. In the Economic Transformation Programme update on 16 November 2012, the Prime Minister of Malaysia announced that up to 70% foreign equity would be allowed for individual class Network Facilities Provider (NFP) and Network Service Provider (NSP) licences.

As at 31 December 2013, DiGi had 11.0 million mobile subscriptions and the estimated mobile penetration (SIM cards) and number of inhabitants in Malaysia were 144% and 30 million, respectively.

Network and licences

DiGi currently holds a NFP licence and a NSP licence, both of which are valid until January 2015, and an Application Service Provider (ASP) licence, which is renewed every year. These licences are effectively technology and service neutral. A licensee may apply for the renewal of its individual licence prior to expiry.

DiGi operates a 2G network, utilising spectrum in the 1800 MHz band and also limited spectrum in the GSM 900 MHz band. DiGi has been assigned spectrum in the 2100 MHz spectrum band, expiring April 2018, which is the basis for its 3G network. The Malaysian Minister of Information, Communications and Culture, on recommendation by the Malaysian Communications and Multimedia Commission (SKMM), has the power to approve the renewal of individual licences. In December 2012, 2×10 MHz of the 2600 MHz spectrum was allocated to DiGi for the provision of LTE-related services. The 2600 MHz spectrum allocation is valid from 1 January 2013 to 31 December 2017. In order to deliver LTE services in the most cost effective manner, DiGi aims to free-up and re-farm its existing 1800 MHz spectrum for wider LTE coverage whilst relying on 2600 MHz spectrum for LTE capacity in densely populated areas.

DiGi.Com Fact Sheet

DiGi's LTE services has been launched in July 2013 with initial coverage in key market areas in Klang Valley, Johor Baru, Kota Kinabalu and progressively expand to more locations nationwide.

Spectrum Holding	Bandwith (Mhz)	Expiry
900 MHz	2×2	The tenure of the spectrum allocation is valid so long as
		the license (s) under which it is used is valid
1,800 MHz	2×25	The tenure of the spectrum allocation is valid so long as
		the license (s) under which it is used is valid
2,100 MHz	2×15 + 1×5	2018
2,600 MHz	2×10	2017

Competition

There are two other GSM network operators in Malaysia: Celcom (a subsidiary of Axiata) and Maxis. Both Celcom and Maxis have licences to operate GSM 900 MHz and GSM 1800 MHz networks. There are four 3G service providers, with U Mobile being the fourth licensee in addition to DiGi, Celcom and Maxis. Under the terms of the spectrum assignments, 3G licence holders are required to offer access to their 3G networks to MVNOs. At present, Celcom is providing 3G/2G access to several MVNOs through roaming agreements and Maxis has a 2G and 3G roaming agreement with U Mobile. Both Maxis and Telekom Malaysia launched their 3G services in the first half of 2005. U Mobile launched its 3G service in the second half of 2008. In December 2012, the Malaysian Communications and Multimedia Commission announced the allocation of the 2600 MHz spectrum band for the telecommunication industry. A total of eight companies were given access to the band for the provision of LTE related services. These companies include Celcom, DiGi, Maxis, Packet One Networks, Puncak Semangat, REDtone Marketing, U Mobile and YTL Communications.

In February 2013, Maxis secured access to 3×20 MHz of contiguous 2600 Mhz spectrum on the back of LTE spectrum sharing collaborations with U Mobile and REDtone.

As of April 2013, both Maxis and Celcom have commercially launched its LTE services in selected locations.

Regulatory matters

DiGi currently annually contributes 6% of "weighted net revenue" to the Universal Service Provision Fund (the USP Fund). All licensed operators are able to bid for SKMM issued tenders utilising this USP Fund to build and operate specific types of services in underserved areas and communities. DiGi has won various bids to provide mobile and broadband services on this basis, including building 14 community broadband centres.

SKMM has implement lower termination rates as at 1 January 2013 with gradual reduction in these rates in 2014 and 2015 respectively.

Chairman's Statement



Dear shareholders,

On behalf of the Board of Directors, I am proud to report that DiGi once again accomplished its goals in 2013, and continued to strongly deliver on its Internet For All mission. Growth for the year was achieved against the backdrop of an increasingly challenging market, and as the Company completed key initiatives in its three-year transformation journey.

Poised for continued growth

Asia today is experiencing exponential digital growth. Almost half of the world's 2.4 billion internet users today are in Asia¹, and by end 2015 another 700 million Asians are expected to join this group². The widespread rollout of advanced data networks, the proliferation of a broad range of smart devices, and the extraordinary growth of social media continues to drive the rapid adoption of mobile internet in this region.

In Malaysia alone there are over 18 million internet users today, and this number is projected to grow to 25 million by end 2015³, aided by the continued promotion of information and communications technology (ICT) by the government, in all areas of public life. These factors promise exciting opportunities for our business, and underscore our ability to truly empower societies through the power of the internet.

Given these opportunities, I strongly believe DiGi is well positioned for continued growth. With the completion of major transformation milestones DiGi is able to offer the promise of high quality internet connectivity, and relevant, innovative digital services to more customers across Malaysia today.

As our industry matures, the ability to live up to customers' expectations of our services will also become increasingly vital to retaining their loyalty. In this respect, DiGi has over the course of the year become much stronger in the way it enhances customers' experience of its services, across all customer touchpoints.

Embracing responsible business practices

Apart from extending the benefits of mobile technology to more Malaysians, DiGi believes it has a duty to also provide a safe and wholesome experience of its products and services, to prudently manage the impact of its business on the environment, and to maintain an inclusive, respectful, and progressive working environment for all employees.

Through Telenor Group, DiGi is a member of the UN Global Compact (UNGC), and adheres to the principles on human and labour rights, environmental protection, and anti-corruption. The Company continues to engage employees and business partners around its Code of Conduct and Agreement for Responsible Business Conduct respectively, and ensures mandatory compliance to all principles. Shareholders are encouraged to read about these and other efforts in the Sustainability section of this report, and in DiGi's 2013 Sustainability Report, available at www.digi.com.my/sustainability.

¹ Global Digital Statistics 2014

² McKinsey & Co.: Riding Asia's Digital Tiger

з Economic Report 2013/2014

DiGi.Com Fact Sheet

Creating value for shareholders

DiGi's strong performance has been clearly acknowledged in the market through its recognition as Company of the Year at The Edge Billion Ringgit Club 2013 Awards. In addition to the main award, DiGi also won the Best Performing Stock award for companies with a market capitalisation of over RM10 billion, and for Most Profitable Company in the trading and services category. These awards follow the previous year's achievement of being listed as a Forbes Asia Fabulous 50 Company, and are a clear testimony to the resilience and ability of DiGi's management team and employees to time and again deliver solid results ahead of its peers, in an ever competitive marketplace.

DiGi has also consistently proven its ability to create long-term shareholder value in a vibrant market with intense competition. This is reflected through the Company's strong returns to shareholders over the years. To this end, I am pleased to share that DiGi shareholders were rewarded a net dividend per share of 21.3 sen, or a total dividend of RM1.656 billion for 2013. The dividend pay-out ratio of 97% exceeds the Company's dividend policy of distributing a minimum 80% of its net profits.

Farewell and welcome

I would like to welcome to the Board a seasoned corporate leader Yasmin Aladad Khan, and look forward to leveraging her wealth of experience in the years to come.

On behalf of the Board of Directors, I also take this opportunity to deeply thank and to bid farewell to an esteemed colleague Tan Sri Leo Moggie, for his wisdom and contribution to the Board over the years. The Board, the management team, and all DiGizens wish him the very best for the future.

Acknowledgements

DiGi's solid performance in 2013 was made possible through the hard work and perseverance of its talented management team and dedicated employees, and the valued support of business partners. On behalf of the Board, my deepest thanks go to all DiGizens for their contribution during the year.

The Board would also like to extend our appreciation to the government of Malaysia, particularly to our colleagues in the Ministry of Communications and Multimedia (KKMM), the Malaysian Communications and Multimedia Commission (SKMM), and to the various agencies who continue to work with us in creating a world-class ICT ecosystem in Malaysia.

Lastly, I would like to convey our appreciation to all shareholders for your trust in DiGi. I am confi dent that we will continue to create value for our shareholders in the years to come, and look forward to your continued support.

Sigve Brekke Chairman

Board of Directors



Sigve Brekke
Chairman
(Non-Independent Non-Executive
Director and Chairman of the
Remuneration Committee)
53 years of age, Norwegian



Tore Johnsen
(Non-Independent Non-Executive Director, and member of the Audit & Risk Committee and Remuneration Committee)
65 years of age, Norwegian



Dato' Ab. Halim Bin
Mohyiddin
(Independent Non-Executive
Director, member of the Audit &
Risk Committee and Chairman of
the Nomination Committee)
67 years of age, Malaysian



Dato' Saw Choo Boon
(Independent Non-Executive
Director and Chairman of the Audit
& Risk Committee)
66 years of age, Malaysian



Hakon Bruaset Kjol
(Non-Independent Non-Executive
Director and member of the
Nomination Committee and
Remuneration Committee)
41 years of age, Norwegian



Morten Karlsen Sørby
(Non-Independent Non-Executive
Director)
54 years of age, Norwegian



Yasmin Binti Aladad Khan
(Independent Non-Executive
Director and Member of the
Nomination Committee)
55 years of age, Malaysian

Senior Management Team



Lars-Ake Norling
Chief Executive Officer (CEO)



Karl Erik Brøten
Chief Financial Officer



Albern Murty
Chief Operating Officer



Christian ThraneChief Marketing Officer



<u>Haroon Bhatti</u> Chief Human Resource Officer



Loh Keh JiatChief Sales Officer



Eugene Teh
Chief Corporate Affairs Officer

Shareholding

Domicile Stock Exchange	Main Market of Bursa Malaysia Securities Berhad
Share Capital	Share Capital - RM1,000,000,000.00 divided into 100,000,000,000 ordinary shares of RM0.01 each Outstanding Shares- RM77,750,000.00 divided into 7,775,000,000 ordinary shares of RM0.01 each
Stock Short Name	DiGi (6947), DiGi:MK, DSOM:KL:

Top 20 Shareholders as at 31 December 2014

Sh	areholdings	No. of Shares	%
1.	CITIGROUP NOMINEES (ASING) SDN BHD TELENOR ASIA PTE LTD (DIGI)	3,809,750,300	49.00
2.	CITIGROUP NOMINEES (TEMPATAN) SDN BHD EMPLOYEES PROVIDENT FUND BOARD	925,827,250	11.91
3.	AMANAHRAYA TRUSTEES BERHAD SKIM AMANAH SAHAM BUMIPUTERA	330,000,000	4.24
4.	KUMPULAN WANG PERSARAAN (DIPERBADANKAN)	152,474,100	1.96
5.	TIME DOTCOM BERHAD	117,520,045	1.51
6.	CARTABAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR STATE STREET BANK & TRUST COMPANY (WEST CLT OD67)	90,875,900	1.17
7.	AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM WAWASAN 2020	88,771,300	1.14
8.	CARTABAN NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR EASTSPRING INVESTMENTS BERHAD	76,071,800	0.98
9.	AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM MALAYSIA	71,670,000	0.92
10	HSBC NOMINEES (ASING) SDN BHD BBH AND CO BOSTON FOR VANGUARD EMERGING MARKETS STOCK INDEX FUND	70,415,450	0.91
11	. DATO AHMAD SEBI BIN BAKAR	58,629,330	0.75
12	AMSEC NOMINEES (TEMPATAN) SDN BHD AMTRUSTEE BERHAD FOR CIMB ISLAMIC DALI EQUITY GROWTH FUND (UT-CIMB-DALI)	56,894,800	0.73
13	CARTABAN NOMINEES (ASING) SDN BHD GIC PRIVATE LIMITED FOR GOVERNMENT OF SINGAPORE (C)	46,586,000	0.60
14	HSBC NOMINEES (ASING) SDN BHD EXEMPT AN FOR JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (U.S.A.)	44,933,392	0.58

DiGi.Com Fact Sheet

15. PUBLIC ISLAMIC DIVIDEND FUND	40,617,900	0.52
16. EXEMPT AN FOR THE BANK OF NEW YORK MELLON (MELLON ACCT)	38,121,463	0.49
MAYBANK NOMINEES (TEMPATAN) SDN BHD 17. MAYBANK TRUSTEES BERHAD FOR PUBLIC ITTIKAL FUND (N14011970240)	38,000,000	0.49
18. AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM DIDIK	36,955,800	0.48
19. BBH (LUX) SCA FOR FIDELITY FUNDS SOUTH EAST ASIA	34,528,700	0.44
20. EMPLOYEES PROVIDENT FUND BOARD (CIMB PRIN)	32,332,600	0.42
TOTAL	6,160,976,130	79.23%

Foreign Shareholding

Foreign shareholding (%) (excl. Telenor)	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
2010	6.9%	7.2%	7.7%	7.9%	8.0%	8.0%	8.4%	8.6%	8.9%	8.8%	8.7%	8.7%
2011	8.9%	9.1%	10.2%	10.9%	10.4%	10.4%	10.8%	10.9%	11.5%	12.0%	12.4%	12.4%
2012	12.6%	12.9%	13.2%	12.9%	12.7%	12.5%	12.6%	12.4%	12.7%	12.6%	12.2%	12.7%
2013	12.6%	12.6%	12.4%	12.8%	12.9%	13.0%	13.0%	13.0%	13.2%	13.2%	13.0%	12.5%
2014	12.1%	13.2%	13.7%	14.0%	14.6%	14.7%	15.0%	15.6%	15.5%	15.2%	15.5%	15.6%

Corporate Governance

DiGi.Com Berhad's ("DiGi" or the "Company") Group objective is to create long-term shareholder value through providing innovative, easy-to-use and best-value telecommunications services in the Malaysian Market.

In pursuing this corporate objective, the Board of Directors ("Board") of DiGi is committed to high standards of corporate governance which it believes is critical to business integrity and performance as there is a link between high-quality governance and creation of shareholders' value.

The Board is committed to strengthen the Company's governance practices to safeguard the best interests of its shareholders and other stakeholders. In its commitment to sustainable business practice, the Board has endorsed its strategy where sustainability and corporate responsibility forms part of DiGi's business fundamentals. DiGi's sustainability strategy comprises three key focus areas, namely on empowerment through connectivity, ethical and responsible business standards and addressing climate change.

DiGi continues to refine and improve its corporate governance systems. The Board evaluates, and where appropriate, implements relevant proposals with the aim of ensuring that it continues to demonstrate its commitment to good corporate governance, having regard to developments in market practice expectations and regulation.

This Statement explains how the Company has applied the key principles and the extent of its compliance with the best practices set out in the Malaysian Code on Corporate Governance (Revised 2007) (the "Code") for the financial year ended 31 December 2011.

- (A) Establish Clear Roles and Responsibilities of the Board and Management
- (B) Strengthen Composition of the Board
- (C) Reinforce Independence
- (D) Foster Commitment
- (E) Uphold Integrity In Financial Reporting
- (F) Recognise and Manage Risks
- (G) Ensure Timely and High Quality Disclosure
- (H) Strengthened relationship between Company and shareholders
- (I) Board Diversity Policy
- (J) Terms of Reference
 - Board
 - Audit & Risk Committee
 - Nomination Committee
 - Remuneration Committee

Key Financial Summary - Quarter

Financial Highlig	20	12		20	13	2014				
		3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q
REVENUE	RM'mIn	1,583	1,629	1,647	1,653	1,700	1,733	1,718	1,746	1,756
Service Revenue	RM'mln	1,470	1,492	1,476	1,526	1,553	1,577	1,554	1,568	1,584
Others	RM'mln	112	137	171	127	147	157	164	178	172
EBITDA	RM'mIn	715	725	720	747	766	810	778	795	789
EBITDA Margin	%	45%	44%	44%	45%	45%	47%	45%	46%	45%
PBT	RM'mln	406	360	424	494	539	683	654	674	657
Taxation	RM'mln	91	114	95	114	90	135	169	175	170
PAT	RM'mln	315	246	329	380	449	548	485	499	487
TOTAL EQUITY	RM'mln	949	261	396	480	556	661	602	619	608
TOTAL ASSETS	RM'mIn	4,708	4,014	3,809	3,923	3,788	3,752	3,629	3,759	3,785
EARNINGS PER SHARE (Basic)	Sen	4.1	3.2	4.2	4.9	5.8	7.1	6.2	6.4	6.3
GROSS DIVIDEND PER SHARE	Sen	12	2.5	3.8	4.8	5.7	7	6.2	6.4	6.2
NET ASSETS PER SHARE	Sen	12	3	5	6	7	9	8	8	8
RETURN ON ASSETS	%	29%	27%	27%	29%	33%	44%	50%	52%	53%
SHARE PRICE										
High	RM	5.35	5.57	5.33	4.85	5.05	5.07	5.43	5.79	5.88
Low	RM	4.19	4.51	4.38	4.45	4.58	4.72	4.56	5.18	5.55
Close	RM	5.28	5.29	4.63	4.76	4.86	4.96	5.39	5.73	5.85

Key Financial Summary - Annual

Financial Highlights		FY	FY	FY	FY	FY	FY
		2008	2009	2010	2011	2012	2013
REVENUE	RM'mIn	4,814	4,910	5,406	5,964	6,361	6,733
EBITDA	RM'mIn	2,171	2,125	2,401	2,765	2,929	3,043
EBITDA Margin	%	45%	43%	44%	46%	46%	45%
EBIT	RM'mln	1,535	1,393	1,628	1,597	1,599	2,165
Interest cost	RM'mln	12	41	52	66	52	43
PBT	RM'mln	1,547	1,366	1,597	1,560	1,591	2,140
PAT	RM'mln	1,141	1,000	1,178	1,254	1,206	1,706
CAPEX[1]	RM'mln	1,588	718	720	610	700	741
OPS CASH-FLOW	RM'mln	583	1,406	1,681	2,155	2,229	2,302
TOTAL ASSETS	RM'mln	4,656	4,732	5,137	4,863	4,014	3,752
NON CURRENT LIABILITIES	RM'mln	492	1,185	1,518	859	1,030	657
TOTAL BORROWINGS	RM'mln	398	922	1,077	728	1,080	749
TOTAL EQUITY	RM'mln	1,897	1,521	1,347	1,411	261	661
RETURN ON EQUITY		60.1%	65.7%	87.5%	88.9%	462.1%	258.1%
RETURN ON TOTAL ASSET		24.5%	21.1%	22.9%	25.8%	30.0%	45.5%
EARNINGS PER SHARE[2]	Sen	14.9	12.9	15.2	16.1	15.5	21.9
DIVIDEND PER SHARE[2]	Sen	18.8	17.8	16.3	17.5	26.3	21.3
NET ASSETS PER SHARE[2]	Sen	24.4	19.6	17.3	18.0	3.4	8.5
Gearing ratio (debts/share equity)	(x)	0.2	0.6	0.8	0.5	4.1	1.1
Interest cover	(x)	127.9	34.0	31.3	24.2	30.8	50.3

^{[1] 2008} capex and ops cash-flow included cost of spectrum [2] Adjusted for share split