

Corporate Info

Digi.Com Berhad is listed on Bursa Malaysia 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.

Digi continued to deliver resilient performance with RM6.3 billion service revenue in 2015. Over the years, the consistent focus on *Internet For All* across all its value chain has contributed to a stronger market position and enabled its mobile services to more than 12.1 million subscribers at end 2015.

At end 2015, Digi's 3G and LTE network coverage reached 87% and 65% population, supported by 6,400 km of fibre network. The stronger data network coupled with modernized IT billing platform continued to support the always-on, consistent high-speed data experience for the customers and enabled Digi to capture data growth opportunities sustainably.

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 Subang Jaya,	47800 Petaling Jaya,							
Selangor, 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 & Issuing House Services Sdn Bhd	Messrs Ernst & Young							
Unit 32-01, Level 32, Tower A,	Chartered Accountants,							
Vertical Business Suite, Avenue 3, Bangsar South,	Level 23A Menara Milenium,							
No. 8, Jalan Kerinchi,	Jalan Damanlela, Pusat Bandar Damansara							
59200 Kuala Lumpur, Malaysia	50490 Kuala Lumpur							
Tel: +603 -2783 9299								
Fax: +603 -2783 9222								
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 2015, Digi had 12.1 million subscribers and the estimated mobile penetration (SIM cards) and number of inhabitants in Malaysia were more than 140% and 30 million, respectively.

Network and licences

Digi currently holds a NFP licence and a NSP licence, both of which are valid until January 2025, 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'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	2×5	2032 (based on the new allocation in Feb 2016)
1,800 MHz	2×20	2032 (based on the new allocation in Feb 2016)
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,

We celebrated 20 years of serving and inspiring Malaysians with our own brand of innovative mobile services in 2015. And on behalf of the Board of Directors, it gives me great pleasure to share that we are marking our two decades of history having consistently delivered on our goals, and maintained resilient performance and value to shareholders despite tough external challenges to the business. In particular, Digi has tracked well in accelerating access of Internet For All Malaysians with 7.5 million internet subscribers representing 61.9% of our total customer base, building a steady foundation for our next growth chapter as a preferred digital services partner to customers.

Gearing towards the Digital Shift

Asia is one of the many regions seeing rapid technological migration towards smartphones and advanced data networks. The region is expected to add around 1.6 billion smartphone connections by 2020, over half of the global total 1. What's even more interesting is the fact that this will be accompanied by a forecasted tenfold increase in mobile data traffic growth by 2019, driven by the prevalence of innovative new digital services, content and applications. We are seeing innovation in the mobile ecosystem happening at many levels in Asia, amplified by new smartphone models and apps customers have come to love emerging from Asian-based vendors and entrepreneurs.

Smartphone ownership in Malaysia today stands at 71%, totaling 18 million mobile internet users 2, who this year put the country on the map as one of the top five app download destinations in Asia 3. The number of mobile internet users is projected to grow to 25 million by 2019 4, supported by increasingly affordable smartphones and wireless networks, and the emergence of new digital services driving data consumption. This will also be aided by the government's continued promotion of digital use across all areas of public life in its ambition for Malaysia to be a digital nation.

These factors promise exciting opportunities for our business. Mobile is at the heart of the new digital ecosystem, and today I see this as an area where Digi can truly be a leader guided by Telenor's ambition to be our customers' favourite partner in their digital life. We have built a strong internet centric business over the past few years with a dedicated focus on quality of service and customer excellence. I strongly believe this positions us well to unlock new growth opportunities and bring relevant, personalised and engaging digital products and services to more customers across Malaysia.

Sustaining Responsible Business Practices

Apart from enabling Malaysia to be a digitally empowered society, stimulating progress and positive change through mobile connectivity, we remain committed to provide a safe, wholesome experience of our products and services, to prudently manage the impact of our business on the environment, and to maintain an inclusive, respectful, and progressive working environment for our people.

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 anticorruption. 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. Our



shareholders can read a summary of these efforts in the Sustainability section of this report, or full disclosure of these initiatives in Digi's 2015 Sustainability Report online at www.digi.com.my/sustainability.

Delivering Shareholder Value

Digi's resilient performance has once again been clearly acknowledged by the market. For the fourth consecutive year, the company received top honours from The Edge Billion Ringgit Club Awards 2015, being recognised as the Most Profitable Company overall with market capitalization of above RM10 billion and the Most Profitable Company in the Trading and Services sectors. Adding to these awards is also the recognition as the Best Managed Public Company in Malaysia, as part of Asia's Best Managed Companies 2015 awards polled by FinanceAsia. These recognitions are a clear testament of the ability of Digi's management team and employees to turn in solid results and return on equity over the past four years.

Our remuneration policies continue to ensure that management is strongly aligned with shareholders, and is focused on rewarding long term value creation which Digi has consistently proven to deliver. In view of the company's steady performance in 2015, I am pleased to share that Digi's shareholders were rewarded a net dividend per share of 22.0 sen, or a total dividend of RM1.71 billion for the year. The 99% dividend payout ratio exceeds the company's dividend policy of distributing a minimum 80% of its net profits.

Changes to the Board

I would like to welcome to the Board experienced corporate leaders like Lars-Ake Norling, Vimala Menon and Kristin Muri Moller, and look forward to leveraging their wealth of experience in the years to come. Vimala and Kristin's presence in the Board underscores the continued importance we place on diversity in ensuring a mixed and balanced set of skills, perspectives and experience for effective management. Our Board now comprises 43% female representation, which exceeds the Malaysian government's target of 30% women participation in Boards of public listed companies. We intend to stay ahead on this, and all other aspects of diversity and inclusion in Digi.

On behalf of the Board of Directors, I would also like to take this opportunity to deeply thank and bid farewell to three esteemed colleagues. Firstly, to my predecessor Sigve Brekke for his inspiring leadership, and to Dato' Ab. Halim Bin Mohyiddin and Hakon Bruaset Kjol respectively for their invaluable contribution to the Board over the years. The Board, Management team, and Digizens wish them the very best for their futures.

Acknowledgements

Having the right team is key to the success of our business, reflected in Digi's resilience and ability to deliver a steady performance in what was not an easy year for any business to navigate. On behalf of the Board, I would like to convey our deepest thanks to all Digizens and management of Digi for putting forward their best at work every day during the year, persevering through the relentless pace of competition and industry shifts.

The Board and I would also like to share our appreciation to the government of Malaysia, Ministry of Communications and Multimedia (KKMM), Malaysia Communications and Multimedia Commission (SKMM) and to other various agencies who we continue to partner to build a healthy, conducive ecosystem to accelerate Malaysia's transformation into a digital nation.



In closing, I would also like to express our appreciation to all shareholders for your continued interest and investment in Digi. I look forward to sharing with you the next chapter of Digi's future at our Annual General Meeting in May.

Morten Karlsen Sorby Chairman

- 1 GSMA Mobile Economy Asia Pacific 2015
- 2 Digital, Social & Mobile in 2015
- 3 Inmobi Insights: The State of App Downloads & Monetisation
- ⁴ PWC: Malaysia Entertainment and Media Outlook 2015-2019



Board of Directors



Morten Karlsen Sorby

Chairman (Non-Independent Non-Executive Director, and Chairman of the Remuneration Committee) 56 years of age, Norwegian



Datuk Seri Saw Choo Boon

(Independent Non-Executive Director, member of the Nomination Committee and Chairman of the Audit & Risk Committee) 68 years of age, Malaysian



Lars Norling

(Non-Independent Non-Executive Director) 47 years of age, Swedish



Yasmin Binti Aladad Khan

(Independent Non-Executive Director, and Chairman of the Nomination Committee) 57 years of age, Malaysian



<u>Tore Johnsen</u>

(Non-Independent Non-Executive Director and member of the Audit & Risk Committee and Remuneration Committee) 67 years of age, Norwegian



Vimala Menon

(Independent Non-Executive Director, member of the Audit & Risk Committee) 61 years of age, Malaysian



Kristin Muri Moller

(Non- Independent Non-Executive Director) 49 years of age, Norwegian



Senior Management Team



Albern Murty Chief Executive Officer



Christian Thrane Chief Marketing Officer



Loh Keh Jiat Chief Sales Officer



Karl Erik Brøten Chief Financial Officer



Eugene Teh Chief Corporate Affairs Officer



Haroon Bhatti

Chief Human Resource Officer



Kesavan Sivabalan Chief Network Officer



Orsolya Sekerka Chief IT 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 March 2016

ch	areholdings	No. of Shares	%
511	arenoidings	NO. OF SHARES	70
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	876,403,350	11.27
3.	AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM BUMIPUTERA	504,020,400	6.48
4.	KUMPULAN WANG PERSARAAN (DIPERBADANKAN)	259,078,600	3.33
5.	LEMBAGA TABUNG HAJI	106,503,200	1.37
6.	AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM WAWASAN 2020	95,344,300	1.23
7.	AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM MALAYSIA	95,248,400	1.23
8.	CARTABAN NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR EASTSPRING INVESTMENTS BERHAD	77,719,600	1.00
9.	CARTABAN NOMINEES (ASING) SDN BHD GIC PRIVATE LIMITED FOR GOVERNMENT OF SINGAPORE (C)	63,789,400	0.82
10	DATO AHMAD SEBI BIN BAKAR	58,629,330	0.75
11	AMANAHRAYA TRUSTEES BERHAD AS 1MALAYSIA	58,184,400	0.75
12	HSBC NOMINEES (ASING) SDN BHD BBH AND CO BOSTON FOR VANGUARD EMERGING MARKETS STOCK INDEX FUND	57,261,450	0.74
13	CARTABAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR STATE STREET BANK & TRUST COMPANY (WEST CLT OD67)	53,072,900	0.68



14. HSBC NOMINEES (ASING) SDN BHD EXEMPT AN FOR JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (U.S.A.)	50,491,350	0.65
15. TIME DOTCOM BERHAD	48,790,545	0.63
16. AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM DIDIK	47,457,600	0.61
17. MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR PUBLIC REGULAR SAVINGS FUND (N14011940100)	43,653,700	0.56
 MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR PUBLIC ITTIKAL FUND (N14011970240) 	42,583,300	0.55
19. MALAYSIA NOMINEES (TEMPATAN) SENDIRIAN BERHAD GREAT EASTERN LIFE ASSURANCE (MALAYSIA) BERHAD (PAR 1)	42,202,800	0.54
20. CITIGROUP NOMINEES (TEMPATAN) SDN BHD EMPLOYEES PROVIDENT FUND BOARD (NOMURA)	41,675,490	0.54
TOTAL	6,431,860,415	82.72

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%
2015	15.7%	15.9%	15.5%	15.8%	15.3%	14.9%	13.6%	12.4%	11.8%	11.6%	10.6%	10.1%
2016	9.9%	10.0%	10.2%									



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.

These statements explain 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").

(A) Statement on Corporate Governance
(B) Statement on Risk Management and Internal Control
(C) Audit & Risk Committee Report
(D) Board Diversity Policy
(E) Non-Executive Directors' Remuneration Policy

(F) Terms of Reference

- <u>Board</u>
- Audit & Risk Committee
- <u>Nomination Committee</u>
- <u>Remuneration Committee</u>



Key Financial Summary - Quarter

Financial Highlights			2014	4		2015				
		1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	
REVENUE	RM'mln	1,718	1,746	1,756	1,799	1,791	1,723	1,675	1,725	
Service Revenue	RM'mln	1,554	1,568	1,584	1,627	1,588	1,589	1,584	1,587	
Others	RM'mln	164	178	172	172	203	134	91	138	
EBITDA	RM'mln	778	795	789	801	775	788	719	701	
EBITDA Margin	%	45%	46%	45%	45%	43%	46%	43%	41%	
РВТ	RM'mln	654	674	657	660	626	626	537	519	
Taxation	RM'mln	169	175	170	100	147	162	140	137	
PAT	RM'mln	485	499	487	560	479	479	397	382	
TOTAL EQUITY	RM'mln	602	619	608	686	606	596	534	519	
TOTAL ASSETS	RM'mln	3,629	3,759	3,785	4,303	4,143	4,441	4,449	4,662	
EARNINGS PER SHARE (Basic)	Sen	6.2	6.4	6.3	7.2	6.2	6.0	5.1	4.9	
GROSS DIVIDEND PER SHARE	Sen	6.2	6.4	6.2	7.2	6.1	5.9	5.1	4.9	
NET ASSETS PER SHARE	Sen	8	8	8	9	8	8	7	7	
RETURN ON ASSETS	%	51%	53%	53%	47%	49%	45%	43%	37%	
SHARE PRICE										
High	RM	5.43	5.79	5.88	6.47	6.65	6.47	5.85	5.81	
Low	RM	4.56	5.18	5.55	5.59	6.10	5.34	4.86	5.00	
Close	RM	5.39	5.73	5.85	6.17	6.30	5.36	5.55	5.40	



Key Financial Summary – Annual

Financial Summary (RM million)	2011	2012	2013	2014	2015
Financial results					
Revenue	5,964	6,361	6,733	7,019	6,914
- Service revenue	5,619	5,891	6,131	6,333	6,348
EBITDA	2,765	2,929	3,043	3,163	2,983
EBIT	1,597	1,599	2,165	2,671	2,354
Interest cost	66	52	43	39	56
Profit before tax	1,560	1,591	2,140	2,645	2,309
Profit after tax	1,254	1,206	1,706	2,031	1,723
Сарех	610	700	741	904	904
Operating cash-flow	2,155	2,229	2,302	2,259	2,079
Financial positions					
Total assets	4,863	4,014	3,752	4,303	4,662
Non-current liabilities	859	1,030	657	534	386
Total borrowings	728	1,080	749	1,048	1,294
Shareholders' equity	1,411	261	661	686	519
Financial ratios					
EBITDA margin	46%	46%	45%	45%	43%
Return on equity	88.9%	462.1%	258.1%	296.1%	332.0%
Return on total assets	25.8%	30.0%	45.5%	47.2%	37.0%
EPS (sen)	16.1	15.5	21.9	26.1	22.2
DPS (sen)	17.5	26.3	21.3	26.0	22.0
Dividend yield [1]	4.6%	3.5%	4.3%	4.2%	4.1%
Net assets per share (sen)	18.0	3.4	8.5	8.8	6.7
Net debt/EBITDA (x)	N/A	0.1	0.1	0.2	0.4
Interest cover (x)	24.2	30.8	50.3	68.5	42.0

[1] Yield calculated based on share price at year end