

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 RM6.2 billion service revenue in 2016. During the year, the consistent focus to become Customers' Favourite Partner in Digital Life across all its value chain has contributed to a stronger market position and enabled its mobile services to more than 12.3 million subscribers at end 2016.

At end 2016, Digi's 4G LTE and 4G+ network coverage reached 85% and 41% population, supported by 7,600 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.

<p>Corporate Address</p> <p>Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia</p> <p>Tel: +603-5721 1800 (General Line) www.Digi.com.my</p>	<p>Registered Office</p> <p>Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan</p> <p>Tel: +603-7720 1188 Fax: +603-7720 1111</p>
<p>Share Registrar</p> <p>Tricor Investor & Issuing House Services Sdn Bhd Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia</p> <p>Tel: +603 -2783 9299 Fax: +603 -2783 9222</p>	<p>Auditors</p> <p>Messrs Ernst & Young Chartered Accountants, Level 23A Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara 50490 Kuala Lumpur</p>
<p>Bankers</p> <ul style="list-style-type: none"> • Standard Chartered Bank Malaysia Berhad • AmBank (M) Berhad • CIMB Bank Berhad • Malayan Banking Berhad • OCBC Bank (Malaysia) Berhad • Hong Leong Bank Berhad • UOB Bank Berhad • Sumitomo Mitsui Banking Corporation Malaysia Berhad 	

Background

Digi is one of the leading mobile operator in Malaysia with 12.3 million subscribers, ranking #1 in terms of subscriber market share and #2 in terms of mobile service revenue market share.

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 2016, Digi provides its mobile services to 12.3 million subscribers out of an estimated population of 31.6 million with mobile penetration (SIM cards) of 141.6%.

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



Tan Sri 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, Member of the Nomination Committee and Remuneration Committee)
47 years of age, Swedish



Yasmin Binti Aladad Khan

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



Tore Johnsen

(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



Praveen Rajan
Chief Digital 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 January 2017

Shareholdings	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	864,107,052	11.11
3. AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM BUMIPUTERA	557,440,700	7.17
4. KUMPULAN WANG PERSARAAN (DIPERBADANKAN)	358,371,200	4.61
5. LEMBAGA TABUNG HAJI	106,503,200	1.37
6. AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM WAWASAN 2020	85,544,300	1.10
7. CARTABAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR STATE STREET BANK & TRUST COMPANY (WEST CLT OD67)	78,422,910	1.01
8. AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM MALAYSIA BUMIPUTERA 2	67,646,000	0.87
9. HSBC NOMINEES (ASING) SDN BHD BBH AND CO BOSTON FOR VANGUARD EMERGING MARKETS STOCK INDEX FUND	60,347,550	0.78
10. DATO AHMAD SEBI BIN BAKAR	58,100,230	0.75
11. HSBC NOMINEES (ASING) SDN BHD EXEMPT AN FOR JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (U.S.A.)	52,616,065	0.68
12. AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM MALAYSIA	52,000,000	0.67
13. CARTABAN NOMINEES (TEMPATAN) SDN BHD PAMB FOR PRULINK EQUITY FUND	44,433,300	0.57
14. MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR PUBLIC REGULAR SAVINGS	43,653,700	0.56

FUND (N14011940100)		
15. CITIGROUP NOMINEES (TEMPATAN) SDN BHD EMPLOYEES PROVIDENT FUND BOARD (NOMURA)	41,675,490	0.54
16. AMANAHRAYA TRUSTEES BERHAD PUBLIC ISLAMIC DIVIDEND FUND	40,851,600	0.53
17. AMANAHRAYA TRUSTEES BERHAD AS 1MALAYSIA	39,500,100	0.51
18. MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR PUBLIC ITTIKAL FUND (N14011970240)	39,500,000	0.51
19. AMANAHRAYA TRUSTEES BERHAD AMANAH SAHAM DIDIK	38,576,260	0.50
20. CARTABAN NOMINEES (ASING) SDN BHD GIC PRIVATE LIMITED FOR GOVERNMENT OF SINGAPORE (C)	36,667,800	0.47
TOTAL	6,475,707,757	83.28

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%	10.1%	10.2%	9.9%	10.3%	10.5%	10.6%	10.5%	9.9%	9.9%
2017	10.3%	10.1%										

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

- [Board](#)
- [Audit & Risk Committee](#)
- [Nomination Committee](#)
- [Remuneration Committee](#)

[\(G\) Rules of Procedures for Chief Executive Officer](#)

Key Financial Summary - Quarter

Financial Highlights		2015				2016			
		1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
REVENUE	RM'mln	1,791	1,723	1,675	1,725	1,653	1,655	1,619	1,670
Service Revenue	RM'mln	1,588	1,589	1,584	1,587	1,560	1,557	1,554	1,555
Others	RM'mln	203	134	91	138	93	98	65	115
EBITDA	RM'mln	775	788	719	701	704	735	775	741
EBITDA Margin	%	43%	46%	43%	41%	43%	44%	48%	44%
PBT	RM'mln	626	626	537	519	534	576	585	544
Taxation	RM'mln	147	162	140	137	135	155	147	169
PAT	RM'mln	479	479	397	382	399	421	438	375
TOTAL EQUITY	RM'mln	606	596	534	519	537	562	580	519
TOTAL ASSETS	RM'mln	4,143	4,441	4,449	4,662	4,922	4,708	4,739	5,498
EARNINGS PER SHARE (Basic)	Sen	6.2	6.0	5.1	4.9	5.1	5.4	5.6	4.8
GROSS DIVIDEND PER SHARE	Sen	6.1	5.9	5.1	4.9	5.1	5.4	5.6	4.8
NET ASSETS PER SHARE	Sen	8	8	7	7	7	7	7	7
RETURN ON ASSETS	%	49%	45%	43%	37%	33%	34%	35%	30%
SHARE PRICE									
High	RM	6.65	6.47	5.85	5.81	5.39	4.96	5.11	5.05
Low	RM	6.10	5.34	4.86	5.00	4.76	4.31	4.64	4.83
Close	RM	6.30	5.36	5.55	5.40	4.94	4.78	4.98	4.83

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
Capex	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