

# NOTIFICATION TO SHAREHOLDERS

## DIGI.COM BERHAD

Registration No. 199701009694 (425190-X)

(Incorporated in Malaysia)



### Dear Shareholders,

It is our pleasure to invite you to the 25<sup>th</sup> Annual General Meeting ("AGM") of the Company, which will be conducted virtually through livestreaming and online voting via the Remote Participation and Electronic Voting ("RPEV") facilities.

- Meeting Platform : <https://meeting.boardroomlimited.my>  
Day and Date : Friday, 13 May 2022 or any adjournment thereof  
Time : 10.00 a.m.  
Broadcast Venue : Studio, Digi Telecommunications Sdn. Bhd.  
Lot 10, Jalan Delima 1/1  
Subang Hi-Tech Industrial Park  
40000 Shah Alam  
Selangor Darul Ehsan, Malaysia
- Mode of Communication : 1) Typed text in the Meeting Platform during the 25<sup>th</sup> AGM. The Messaging window facility will open concurrently with the Meeting Platform, i.e. one (1) hour before the AGM, which is from 9.00 a.m. on Friday, 13 May 2022.  
2) E-mail questions to [invesrel@digicom.my](mailto:invesrel@digicom.my) or log in to Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> prior to the 25<sup>th</sup> AGM.

As part of the measures to stem the spread of Covid-19, the Company is taking every necessary precaution to protect the safety of shareholders and all people under its care and to conduct Digi's 25<sup>th</sup> AGM virtually via online streaming and online voting via RPEV facilities.

**NO SHAREHOLDERS from the public should be physically present nor admitted at the broadcast venue on the date of the AGM.**

Shareholders and proxies will have to register to attend the 25<sup>th</sup> AGM remotely latest by 10.00 a.m. on Wednesday, 11 May 2022, by using the RPEV facilities according to the procedures as set out in the Administrative Guides.

As part of our commitment to reducing paper usage, the following documents related to the 25<sup>th</sup> AGM are available on the Company's website at [www.digi.com.my/annualreport/index.html](http://www.digi.com.my/annualreport/index.html) for your preview:-

1. Integrated Annual Report 2021
2. Corporate Governance Report 2021
3. Circular to Shareholders
4. Notice of the 25<sup>th</sup> AGM
5. Proxy Form
6. Administrative Guides
7. Requisition Form

Should you need a copy of the printed Integrated Annual Report 2021, kindly request via the Integrated Annual Report 2021 Requisition Form. Alternatively, you may request the same via online from our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd.'s (TIH) website at <https://tiah.online> by selecting "Request for Annual Report / Circular" under the "Investor Services". Any request for the printed documents will be sent to the requestor as soon as possible.

We look forward to connecting with you via the RPEV facilities during the 25<sup>th</sup> AGM. Should you require any assistance on the RPEV facilities, kindly contact Boardroom Share Registrars Sdn. Bhd. during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.), details as follows:-

<b>Address</b>	<b>Boardroom Share Registrars Sdn. Bhd.</b> 11 <sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
<b>General Line</b>	603-7890 4700 (Helpdesk)
<b>Fax Number</b>	603-7890 4670
<b>Email</b>	<a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a>

If you have any enquiry in relation to the request of the printed Integrated Annual Report 2021, please contact Digi's Share Registrar, Tricor, during office hours Mondays to Fridays from 8.30 a.m. to 5.30 p.m., except on public holidays:-

<b>Tricor Investor &amp; Issuing House Services Sdn. Bhd.</b> Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur	<b>Telephone Number</b>	
	General Line	603-2783 9299
	Encik Amier Arief	603-2783 9250
	Puan Sofea Amalina	603-2783 9280
	Fax Number	603-2783 9222

As we prioritise your safety, thank you for your continued understanding, cooperation and support of Digi.Com Berhad.

**Albern Murty**

Chief Executive Officer

13 April 2022

Save the environment. Go digital!

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fifth Annual General Meeting ("25<sup>th</sup> AGM") of Digi.Com Berhad ("the Company") will be conducted virtually through livestreaming and online voting via the Remote Participation and Electronic Voting ("RPEV") Facilities, for the purpose of considering and if thought fit, passing the following resolutions set out in this notice:

Meeting Platform	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>
Day and Date	: Friday, 13 May 2022 or any adjournment thereof
Time	: 10.00 a.m.
Broadcast Venue	: Studio, Digi Telecommunications Sdn. Bhd. Lot 10, Jalan Delima 1/1 Subang Hi-Tech Industrial Park 40000 Shah Alam Selangor Darul Ehsan, Malaysia
Mode of Communication	: 1) Typed text in the Meeting Platform during the 25 <sup>th</sup> AGM. The Messaging window facility will open concurrently with the Meeting Platform, i.e. one (1) hour before the AGM, which is from 9.00 a.m. on Friday, 13 May 2022. 2) E-mail questions to <a href="mailto:invesrel@digicom.my">invesrel@digicom.my</a> or log into Boardroom Smart Investor Portal at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> prior to the 25 <sup>th</sup> AGM.

## AGENDA

### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 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 who are to retire pursuant to Article 98(A) of the Company's Articles of Association and being eligible, have offered themselves for re-election:
  - i. Mr. Haakon Bruaset Kjoel **Resolution 1**  
*(Please refer to Note 2 of the Explanatory Notes)*
  - ii. Mr. Lars Erik Tellmann **Resolution 2**  
*(Please refer to Note 2 of the Explanatory Notes)*
3. To re-elect Datuk Iain John Lo who retires pursuant to Article 98(E) of the Company's Articles of Association and being eligible, has offered himself for re-election.  
*(Please refer to Note 2 of the Explanatory Notes)* **Resolution 3**
4. To approve the payment of Directors' fees of up to RM900,000 for the Independent Non-Executive Directors and benefits payable to the Directors up to an aggregate amount of RM16,000 from 14 May 2022 until the next AGM of the Company. **Resolution 4**
5. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

**As Special Business**

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

**6. Ordinary Resolution**

**Resolution 6**

- **Retention of Puan Yasmin Binti Aladad Khan as Independent Non-Executive Director**

*(Please refer to Note 3 of the Explanatory Notes)*

THAT approval be and is hereby given to Puan Yasmin Binti Aladad Khan who will serve the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years on 23 July 2022, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM.

**7. Ordinary Resolution**

**Resolution 7**

- **Proposed Renewal of Existing 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")**

*(Please refer to Note 4 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 13 April 2022, 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 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.

8. **Special Resolution**

**Special Resolution**

- **Proposed Amendment to the Memorandum of Association of the Company**  
*(Please refer to Note 5 of the Explanatory Notes)*

THAT the Clause 5 of the Company's Memorandum of Association of the Company be amended by deleting the first sentence "The capital of the Company is Ringgit Malaysia One Billion (RM1,000,000,000/-) only divided into 100,000,000,000 ordinary shares of RM0.01 each." and that amended Clause 5 shall be read as follows:-

"The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment to the existing Memorandum of Association of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities.

**As Other Business**

9. To transact any other business of which due notice has been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

By Order of the Board

Choo Mun Lai (MAICSA No. 7039980)  
(SSM PC No. 201908001003)  
Tai Yit Chan (MAICSA No. 7009143)  
(SSM PC No. 202008001023)  
Company Secretaries

Selangor Darul Ehsan  
13 April 2022

## Notice of Annual General Meeting

### (A) NOTES

- (i) As part of the continuing measures to stem the spread of the Coronavirus Disease (Covid-19), the 25<sup>th</sup> AGM of the Company will be conducted on virtual basis through live streaming and online voting using RPEV facilities at <https://meeting.boardroomlimited.my>. The procedures for members to register, participate and vote remotely via the RPEV facilities are provided in the Administrative Guides for the 25<sup>th</sup> AGM.
- (ii) Please follow the procedures set out in the Administrative Guides for the 25<sup>th</sup> AGM which is available on the Company's website at [www.digi.com.my/annualreport/index.html](http://www.digi.com.my/annualreport/index.html) to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely via the RPEV facilities.
- (iii) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chair of the 25<sup>th</sup> AGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 25<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting. Any Shareholders or Proxies or Corporate Representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.
- (iv) In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 5 May 2022 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- (v) A shareholder entitled to participate at the 25<sup>th</sup> AGM is entitled to appoint not more than two (2) proxies to participate on his/her behalf. Where a Shareholder appoints more than one (1) proxy, the appointment shall not be valid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- (vi) A proxy or attorney need not be a Shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate at the meeting shall have the same rights as the Shareholder to speak at the Meeting.
- (vii) Where a Shareholder 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.
- (viii) 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.
- (ix) The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Poll Administrator's Office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan 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. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guide. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.

## Notice of Annual General Meeting

- (x) Any Notice of Termination of Authority to act as Proxy must be received by the Company at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
- a. the constitution of the quorum at such meeting;
  - b. the validity of anything he/she did as Chair of such meeting;
  - c. the validity of a poll demanded by him/her at such meeting; or
  - d. the validity of the vote exercised by him/her at such meeting.
- (xi) 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. Audited Financial Statements for the financial year ended 31 December 2021**

The Audited Financial Statements under Item 1 of the Agenda are laid in accordance with Section 340(1)(a) the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, this agenda item will not be put forward for voting.

#### **2. Ordinary Resolutions 1 to 3 – Re-election of Directors**

The Board via the Nomination Committee has reviewed the performance of each Director subject for re-election, through an annual assessment, are satisfied with the performance, contribution and effectiveness of the Directors. Mr. Haakon Bruaset Kjoel, Mr. Lars Erik Tellmann and Datuk Iain John Lo being eligible, have offered themselves for re-election at this AGM.

These three (3) retiring Directors have abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant Board and Board Committees meetings. They do not hold any shares in the Company and have no conflict of interests with the Company. The profiles of these retiring Directors are set out on pages 84, 86 and 88 of the Integrated Annual Report 2021.

#### **3. Ordinary Resolution 6 - Retention of Puan Yasmin Binti Aladad Khan as Independent Non-Executive Director**

The Board via the Nomination Committee, through an annual assessment, has reviewed and recommended the retention of Puan Yasmin Binti Aladad Khan who will serve the Board for more than nine (9) years on 23 July 2022 to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- She fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Puan Yasmin's vast experience enables her to provide the Board with a diverse set of experience, expertise, skills and competence. She has good understanding of the industry and the Company's business operations which enable her to participate actively and contribute effectively for robust discussion at the Audit and Risk Committee, Nomination Committee, Remuneration Committee and Board Meetings without compromising her independence and objective judgement.
- She has exercised due care and promotes good corporate governance practices during her tenure as Independent Non-Executive Director of the Company and carried out her duties in the best interest of the Company.

## Notice of Annual General Meeting

- Sufficient time is required by the Company to find a suitable successor for Puan Yasmin as an Independent Non-Executive Director, who is also the Chair of the Nomination Committee and a member of Audit and Risk Committee and Remuneration Committee to ensure an orderly succession plan.

Puan Yasmin has abstained from deliberation and decision on her retention as Independent Non-Executive Director at the Nomination Committee and Board meetings. She does not hold any shares in the Company and has no conflict of interests with the Company. The profile of Puan Yasmin is set out on page 87 of the Integrated Annual Report 2021.

#### 4. Ordinary Resolution 7 - Proposed Shareholders' Mandate

Ordinary Resolution 7 proposed under item 7 of the Agenda, 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.

#### 5. Special Resolution - Proposed Amendment to the Memorandum of Association of the Company

This Special Resolution proposed under item 8 of the Agenda, if passed, will allow the Company to remove the redundancy of the share capital clause under the no par value regime. The amendment will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Company.

The Proposed Amendment to the Memorandum of Association of the Company shall take effect once it has been passed by a majority of not less than seventy-five percent (75%) of such members of the Company who are entitled to participate in person or by proxy at the 25<sup>th</sup> AGM.

#### **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 Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder'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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.*



# ADMINISTRATIVE GUIDES

## 25<sup>TH</sup> ANNUAL GENERAL MEETING OF DIGI.COM BERHAD (Digi)

Registration No. 199701009694 (425190-X)



- Meeting Platform : <https://meeting.boardroomlimited.my>  
Day and Date : Friday, 13 May 2022 or any adjournment thereof  
Time : 10.00 a.m.  
Broadcast Venue : Studio, Digi Telecommunications Sdn. Bhd.  
Lot 10, Jalan Delima 1/1  
Subang Hi-Tech Industrial Park  
40000 Shah Alam  
Selangor Darul Ehsan, Malaysia
- Mode of Communication : 1) Typed text in the Meeting Platform during the 25<sup>th</sup> AGM. The Messaging window facility will open concurrently with the Meeting Platform, i.e. one (1) hour before the AGM, which is from 9.00 a.m. on Friday, 13 May 2022.  
2) E-mail questions to [invesrel@digicom.my](mailto:invesrel@digi.com.my) or log in to Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> prior to the 25<sup>th</sup> AGM using the same user ID and password provided in Step 2 of the procedures of Remote Participation and Electronic Voting ("RPEV") Facilities and select "SUBMIT QUESTION" to submit questions.

### MODE OF MEETING

As the Company continues to take safety precautions to prevent the spread of Covid-19, the 25<sup>th</sup> AGM will be conducted **VIRTUALLY** through livestreaming and online remote participation using RPEV Facilities from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 including any amendment that made from time to time.

The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and Article 56A of the Company's Articles of Association which stipulated that a general meeting may be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members' right to speak and vote at the general meeting and the Chair shall be present at the Broadcast Venue of the 25<sup>th</sup> AGM.

Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 25<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting. Any Shareholders/Proxies/Corporate Representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.

### REMOTE PARTICIPATION AND ELECTRONIC VOTING (RPEV) FACILITIES

1. Shareholders are to attend, speak (in the form of real-time submission of typed texts) and vote (collectively, participate) remotely at the 25<sup>th</sup> AGM using RPEV facilities provided by Boardroom Share Registrars Sdn. Bhd. (BSR or Boardroom) at <https://meeting.boardroomlimited.my>.
2. Shareholders who appoint proxies to participate via RPEV facilities in the 25<sup>th</sup> AGM must ensure that the duly executed proxy forms are deposited in a hardcopy form or by electronic means to BSR not later than **10.00 a.m. on Wednesday, 11 May 2022**.
3. Corporate representatives of corporate members who wish to participate at the 25<sup>th</sup> AGM via RPEV facilities must deposit their original certificate of appointment of corporate representative to BSR not later than **10.00 a.m. on Wednesday, 11 May 2022**.
4. Nominee Company [whose beneficiary of the shares in its Central Depository System (CDS) account] who wishes to participate at the 25<sup>th</sup> AGM via RPEV facilities must deposit its original hardcopy Form of Proxy and email the softcopy to BSR at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) not later than **10.00 a.m. on Wednesday, 11 May 2022** to participate at the 25<sup>th</sup> AGM.

5. Attorneys appointed by power of attorney who wish to participate at the 25<sup>th</sup> AGM via RPEV facilities must deposit their original or duly certified power of attorney and email the softcopy to BSR at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) not later than **10.00 a.m. on Wednesday, 11 May 2022** to participate at the 25<sup>th</sup> AGM.
6. As the 25<sup>th</sup> AGM is a virtual AGM, shareholders who are unable to participate in the 25<sup>th</sup> AGM may appoint the Chair of the meeting as his/her proxy and indicate the voting instructions in the proxy form. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.
7. Any Notice of Termination of Authority to act as Proxy must be received by the Company at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
  - a. the constitution of the quorum at such meeting;
  - b. the validity of anything he did as Chair of such meeting;
  - c. the validity of a poll demanded by him at such meeting; or
  - d. the validity of the vote exercised by him at such meeting.
8. Please note that the Company shall deem that shareholders have no objection to use the provision in the Form of Proxy which has designated the Chair of the meeting as the authorised person to vote on behalf of shareholders until further instructions are received. The appointed Poll Administrator of this 25<sup>th</sup> AGM shall be notified of such arrangement accordingly.

#### **ENTITLEMENTS TO ATTEND, SPEAK AND VOTE (COLLECTIVELY, "PARTICIPATE")**




In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 5 May 2022 (General Meeting Record of Depositors) shall be eligible to participate at the meeting via RPEV facilities.

#### **PROCEDURES FOR RPEV FACILITIES**

Shareholders/proxies/corporate representatives/attorneys who wish to participate the 25<sup>th</sup> AGM remotely using the RPEV are to follow the requirements and procedures as summarised below:

	<b>Procedure</b>	<b>Action</b>
<b>BEFORE THE AGM DAY</b>		
Step 1	Register online with Boardroom Smart Investor Portal (for first time registration only)	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 - Submit Request for Remote Participation User ID and Password.]</i></p> <ol style="list-style-type: none"> <li>a. Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>.</li> <li>b. Click <b>&lt;Register&gt;</b> to sign up as a user.</li> <li>c. Complete the registration and upload a softcopy of your MyKAD/ Identification Card (front and back) or Passport in JPEG, PNG or PDF format.</li> <li>d. Please enter a valid email address and wait for email verification from Boardroom.</li> <li>e. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.</li> </ol>

Step 2	Submit request for remote participation (User ID and Password)	<p><i>(Note: Registration for remote access will open on 13 April 2022. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the 25<sup>th</sup> AGM, i.e. latest by Wednesday, 11 May 2022 at 10.00 a.m.)</i></p> <p><b>Individual Members</b></p> <ol style="list-style-type: none"> <li>Login to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li> <li>Select "<b>DIGI.COM BERHAD TWENTY-FIFTH (25<sup>th</sup>) ANNUAL GENERAL MEETING</b>" from the list of Corporate Meetings and click "<b>Enter</b>".</li> <li>Click on "<b>Register for RPEV</b>".</li> <li>Read and agree to the Terms &amp; Conditions and click "<b>Next</b>".</li> <li>Enter your CDS Account and thereafter submit your request.</li> </ol> <p><b>Corporate Shareholders</b></p> <ol style="list-style-type: none"> <li>To submit the request, Corporate Shareholders need to deposit the original hardcopy to BSR and write in to BSR at <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing softcopy of the Certificate of Appointment of Corporate Representative or Form of Proxy, the name of Member and CDS Account Number.</li> <li>Please provide a copy of Corporate Representative's MyKad/ Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</li> </ol> <p><b>Authorised Nominee and Exempt Authorised Nominee</b></p> <ol style="list-style-type: none"> <li>To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to BSR and write in to BSR at <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing softcopy of the Form of Proxy, the name of Member and CDS Account Number.</li> <li>Please provide a copy of the proxy holder's MyKad/ Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</li> </ol>
	Email notification	<ol style="list-style-type: none"> <li>You will receive notification from Boardroom that your request(s) has been received and is being verified.</li> <li>Upon system verification against the Record of Depositors of the 25<sup>th</sup> AGM as at 5 May 2022, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</li> <li>If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date.</li> <li>Please note that the closing date and time to submit your request is by Wednesday, 11 May 2022 at 10.00 a.m.</li> </ol>
<b>ON THE AGM DAY</b>		
Step 3	Login to Virtual Meeting Platform	<ol style="list-style-type: none"> <li>The Virtual Meeting portal will open for login one (1) hour before the commencement of the 25<sup>th</sup> AGM at 9.00 a.m. on Friday, 13 May 2022, which can be accessed via one of the following methods: <ul style="list-style-type: none"> <li>➤ Launch Lumi Online Platform by scanning the QR Code provided in the email notification;</li> <li>➤ Access to Lumi Platform via website at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a></li> </ul> </li> <li>Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 2(c).</li> </ol>

Participate	<p>(Note: Questions submitted online will be moderated before being sent to the Chair of the meeting to avoid repetition.)</p> <p>a. If you would like to view the live webcast, select the broadcast  icon.</p> <p>b. If you would like to ask a question during the 25<sup>th</sup> AGM, select the messaging  icon.</p> <p>c. Type your message within the chat box, once completed click the send button.</p>
Online remote voting	<p>a. Once the 25<sup>th</sup> AGM is open for voting, the polling  icon will appear with the resolutions and your voting choices.</p> <p>b. To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, re-select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
End of remote participation	<p>a. Upon the announcement by the Chair of the meeting on the closure of the 25<sup>th</sup> AGM, the live webcast will end and the messaging window will be disabled.</p> <p>b. You can now logout from the Meeting Platform.</p>

#### Notes to RPEV facilities users:

- (a) Should your application to join the 25<sup>th</sup> AGM be approved, the system will make available to you the rights to join the livestreamed meeting and to vote remotely. Your login to <https://meeting.boardroomlimited.my> on the day of the 25<sup>th</sup> AGM will indicate your presence at the virtual meeting.
- (b) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at your location and the device you use.
- (c) In the event you encounter any issues with login, connection to the livestreamed meeting or online voting, kindly call BSR Help Line for assistance.

#### Poll Voting

The voting at the 25<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia). The Company has appointed BSR as Poll Administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn. Bhd. as the Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit the votes on the resolutions at any time from the commencement of the 25<sup>th</sup> AGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chair of the meeting. Kindly refer to Step 3 of the above Procedures for RPEV for guidance on how to vote remotely at <https://meeting.boardroomlimited.my>.

Upon completion of the voting session, the Independent Scrutineers will verify and announce the poll results followed by the Chair's declaration whether the resolutions are duly passed.

#### APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy or attorney or authorised representative to participate via RPEV facilities at the 25<sup>th</sup> AGM must ensure that the duly executed Form of Proxy is deposited in a hard copy form or by electronic means to BSR no later than **Wednesday, 11 May 2022 at 10.00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

1. In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

2. By electronic form

The proxy form can be electronically lodged to BSR via <https://investor.boardroomlimited.com> (**applicable for individual shareholder only**). Kindly refer to the Procedure for Electronic Submission of Proxy Form below.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan not later than **Wednesday, 11 May 2022 at 10.00 a.m.** to participate via RPEV facilities in the 25<sup>th</sup> AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the ORIGINAL Certificate of Appointment at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan not later than **Wednesday, 11 May 2022 at 10.00 a.m.** to participate via RPEV facilities in the 25<sup>th</sup> AGM. The Certificate of Appointment should be executed in the following manner:

1. If the corporate member has a common seal, the Certificate of Appointment should be executed under the common seal in accordance with the constitution of the corporate member.
2. If the corporate member does not have a common seal, the Certificate of Appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
  - a. at least two (2) authorised officers, of whom one shall be a director; or
  - b. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

#### PROCEDURES FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Boardroom Smart Investor Portal are summarised below:-

	Procedure	Action
Step 1	Register online with Boardroom Smart Investor Portal (for first time registration only)	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 - eProxy Lodgement]</i></p> <ol style="list-style-type: none"><li>a. Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>.</li><li>b. Click <b>&lt;Register&gt;</b> to sign up as a user.</li><li>c. Complete the registration and upload a softcopy of your MyKAD/ Identification Card (front and back) or Passport in JPEG, PNG or PDF format.</li><li>d. Please enter a valid email address and wait for Boardroom's email verification.</li><li>e. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you</li></ol>
Step 2	Submit your request	<ol style="list-style-type: none"><li>a. Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li><li>b. Select "<b>DIGI.COM BERHAD TWENTY-FIFTH (25<sup>th</sup>) ANNUAL GENERAL MEETING</b>" from the list of Corporate Meetings and click "<b>Enter</b>".</li><li>c. Click on "<b>Submit eProxy Form</b>".</li><li>d. Read and accept General Terms &amp; Conditions by clicking "<b>Next</b>".</li><li>e. Enter your CDS Account Number and indicate the number of securities held.</li><li>f. Appoint your proxy(ies) or the Chair of the meeting and enter the required particulars for your proxy(ies).</li><li>g. Indicate your voting instructions – <b>FOR</b> or <b>AGAINST</b> or <b>ABSTAIN</b>. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate <b>DISCRETIONARY</b>.</li><li>h. Review and confirm your proxy(ies) appointment.</li><li>i. Click "<b>Apply</b>".</li><li>j. Download or print the eProxy Form acknowledgement.</li></ol>

## SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

1. Shareholders may submit questions in advance on the AGM resolutions and Integrated Annual Report 2021 no later than 10.00 a.m., 11 May 2022 via [invesrel@digicom.my](mailto:invesrel@digicom.my) or Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 1 above, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions").
2. Thereafter, on the morning of the 25<sup>th</sup> AGM, shareholders may also submit questions via the messaging box on Lumi AGM web portal at <https://meeting.boardroomlimited.my> starting at 9.00 a.m. This web portal will remain open throughout the virtual AGM session.
3. The Board will endeavor to respond to Pre-AGM Meeting Questions and questions submitted from 9.00 a.m. on the day of the 25<sup>th</sup> AGM and throughout the meeting. However, not all questions will be answered during the meeting. In such event, the Investor Relations Team will endeavour to answer every question raised by shareholders via email individually as soon as practicable.

## INTEGRATED ANNUAL REPORT 2021 AND OTHER DOCUMENTS

1. As part of the Company's commitment to sustainable practices, the following documents can be downloaded from the Company's website at [www.digicom.my/annualreport/index.html](http://www.digicom.my/annualreport/index.html):
  - (a) Integrated Annual Report 2021
  - (b) Corporate Governance Report 2021
  - (c) Circular to Shareholders
  - (d) Notice of the 25<sup>th</sup> AGM
  - (e) Proxy Form
  - (f) Administrative Guides
  - (g) Requisition form
2. Should you need a copy of the printed Integrated Annual Report 2021, kindly request via the Integrated Annual Report 2021 Requisition Form. Alternatively, you may submit your request online via the website of Tricor Investor & Issuing House Services Sdn. Bhd. (Tricor) at <https://tiih.online> by selecting "Annual Report / Circular" under the "Investor Services". Any request for the printed documents will be sent to the requestor as soon as possible.

## NO GIFTS DISTRIBUTION

There will be no gifts distribution for Shareholders/Proxies at the 25<sup>th</sup> AGM.

## RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the 25<sup>th</sup> AGM is allowed.

## ENQUIRY

If you have any enquiry in relation to the conduct of the 25<sup>th</sup> AGM via RPEV Facilities, depositing of hard copy proxy form, submission of electronic proxy form, depositing of the original certificate of appointment of corporate representative, depositing of original or duly certified power of attorney, please contact Digi's Poll Administrator, BSR during office hours Mondays to Fridays from 8.30 a.m. to 5.30 p.m., except on public holidays:

<b>Address</b>	<b>Boardroom Share Registrars Sdn. Bhd.</b> 11 <sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
<b>General Line</b>	603-7890 4700 (Helpdesk)
<b>Fax Number</b>	603-7890 4670
<b>Email</b>	<a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a>

If you have any enquiry in relation to the request of hard copy of Integrated Annual Report 2021, please contact Digi's Share Registrar, Tricor during office hours Mondays to Fridays from 8.30 a.m. to 5.30 p.m., except on public holidays:

<b>Tricor Investor &amp; Issuing House Services Sdn. Bhd.</b> Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur	<b>Telephone Number</b>	
	General Line	603-2783 9299
	En. Amier Arief	603-2783 9250
	Puan Sofea Amalina	603-2783 9280
	Fax Number	603-2783 9222

# REQUISITION FORM



Dear Shareholders,

Please complete your particulars below and return this requisition form should you wish to receive a printed copy of our Integrated Annual Report 2021. Alternatively, you may also request the same from our Share Registrar's website at <https://tjih.online> by selecting "Request for Annual Report/Circular" under the "Investor Services".

To: Digi.Com Berhad  
Registration No. 199701009694 (425190-X)

c/o Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3  
Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur

Name (As per NRIC) / Company : \_\_\_\_\_

NRIC No. / Passport No. / Company No. : \_\_\_\_\_

CDS Account No. : \_\_\_\_\_

Telephone No. / Mobile No. : \_\_\_\_\_

Correspondence Address : \_\_\_\_\_

: \_\_\_\_\_

: \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder

Date:

Fold along this line (1)

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Affix  
Stamp  
Here

The Share Registrars  
**Digi.Com Berhad [199701009694 (425190-X)]**  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3  
Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur

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