

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Digi.Com Berhad (“Digi”) or “Company”) will be conducted on a virtual basis at the broadcast venue at Auditorium, Level Podium 6, Menara Celcom, No. 6, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Boardcast Venue”) on Friday, 24 February 2023 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions by way of poll:

ORDINARY RESOLUTION 1

PAYMENT OF DIRECTORS’ FEES AND BENEFITS TO NON-EXECUTIVE DIRECTORS (“PROPOSED DIRECTORS’ FEES AND BENEFITS PAYABLE”)

“THAT approval be and is hereby given for the payment of Directors’ fees of up to RM1,323,000 and benefits payable of up to RM70,000 to the Non-Executive Directors for the period from 30 November 2022 until the conclusion of the next Annual General Meeting (“AGM”) of the Company to be held in 2023.”

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI.COM BERHAD AND ITS SUBSIDIARIES (“DIGI GROUP”) AND AXIATA GROUP BERHAD AND ITS SUBSIDIARIES (“AXIATA GROUP”) (“PROPOSED NEW SHAREHOLDERS’ MANDATE 1”)

“THAT, subject to the provisions of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with Axiata Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, 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 that 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:

- the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders’ Mandate 1 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to 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 New Shareholders’ Mandate 1.”

ORDINARY RESOLUTION 3

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN CELCOM AXIATA BERHAD AND ITS SUBSIDIARIES (“CELCOM GROUP”) AND TELENOR ASA AND ITS SUBSIDIARIES (“TELENOR GROUP”) (“PROPOSED NEW SHAREHOLDERS’ MANDATE 2”)

“THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into additional recurrent related party transaction of a revenue or trading nature with Telenor Group through Celcom Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company (including the Celcom Group) on terms not more favourable to the related parties that 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:

- the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders’ Mandate 2 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to 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 New Shareholders’ Mandate 2.”

ORDINARY RESOLUTION 4

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI GROUP AND KHAZANAH NASIONAL BERHAD AND ITS RELATED ENTITIES (“KHAZANAH GROUP”) (“PROPOSED NEW SHAREHOLDERS’ MANDATE 3”)

“THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with Khazanah Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, 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 that 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:

- the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders’ Mandate 3 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to 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 New Shareholders’ Mandate 3.”

ORDINARY RESOLUTION 5

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI GROUP AND DIGITAL NASIONAL BERHAD (“DNB”) (“PROPOSED NEW SHAREHOLDERS’ MANDATE 4”)

“THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with DNB as described in Appendix I of the Circular to Shareholders dated 31 January 2023, 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 that 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:

- the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders’ Mandate 4 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016, (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to 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 New Shareholders’ Mandate 4.”

ORDINARY RESOLUTION 6

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE BETWEEN DIGI GROUP AND TELEKOM MALAYSIA BERHAD AND ITS SUBSIDIARIES (“TM GROUP”) (“PROPOSED NEW SHAREHOLDERS’ MANDATE 5”)

“THAT, subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with TM Group as described in Appendix I of the Circular to Shareholders dated 31 January 2023, 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 that 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:

- the conclusion of the next AGM of the Company, at which time the Proposed New Shareholders’ Mandate 5 will lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed; or
- the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to 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 New Shareholders’ Mandate 5.”

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME FROM DIGI.COM BERHAD TO CELCOMDIGI BERHAD (“PROPOSED CHANGE OF NAME”)

“THAT the name of the Company be changed from “Digi.Com Berhad” to “CelcomDigi Berhad” effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company and that the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears.

AND THAT the Directors and/or the Company Secretaries of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider necessary and/or expedient to give effect to the Proposed Change of Name.”

By Order of the Board
DIGI.COM BERHAD

CHOO MUN LAI (MAICSA 7039980)
SSM PC No: 201908001003

TAI YIT CHAN (MAICSA 7009143)
SSM PC No: 202008001023

Company Secretaries
Selangor Darul Ehsan, Malaysia
31 January 2023

NOTES:

- The EGM of the Company will be conducted on a virtual basis through live streaming and online voting using Remote Participation and Electronic Voting (“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 Guide for the EGM which is also available on the Company’s website at <https://celcomdigi.listedcompany.com/extraordinary-general-meeting.html>.
- The Broadcast Venue is strictly for the purpose of complying with subsection 327(2) of the Companies Act 2016 which requires the Chair of the EGM of the Company to be present at the main venue in Malaysia. Shareholders/Proxies/Corporate Representatives WILL NOT BE ALLOWED to attend the EGM 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 promptly.
- In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 17 February 2023 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- A shareholder entitled to participate at the EGM 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 the shareholder specifies the proportions of his/her shareholdings to be represented by each proxy.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor 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.
- 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 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid. Alternatively, the Form of Proxy can be submitted electronically via <https://investor.boardroomlimited.com> before the Form of Proxy 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.
- If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our virtual EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy accordingly.
- 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 EGM 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.

EXPLANATORY NOTES

- Ordinary Resolution 1 - Proposed Directors’ fees and benefits payable
The Company had during its Twenty-Fifth AGM (“25th AGM”) held on 13 May 2022 obtained its shareholders’ approval in relation to 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 in 2023.
Subsequent to the 25th AGM, the Company and Celcom Axiata Berhad had on 30 November 2022 completed its Proposed Merger. This resulted in greater responsibilities and risk for time taken by our Non-Executive Directors to contribute their expertise to the Company. Ordinary Resolution 1 is to seek the approval from our shareholders to allow the Company to pay the Directors’ fees and benefits of up to RM1,323,000 and RM70,000 respectively to the Non-Executive Directors for the period from 30 November 2022 until the conclusion of the next AGM in 2023 as follows:
 - A portion of the approved amount obtained at the 25th AGM has been paid to the respective Directors for their services prior to Proposed Merger, hence upon completion of Proposed Merger, the remaining balance of the approved amount by the shareholders at the 25th AGM will not be utilised;
 - Majority of the newly appointed Directors on 30 November 2022 comprised of Non-Independent Non-Executive Directors and Independent Non-Executive Directors of the Company; and
 - The Directors of the Company, who are also employees of Telenor ASA or Telenor Asia Pte Ltd or Axiata Group Berhad shall not be entitled to Directors’ fees and benefits payable.

Upon recommendation of the Board Nomination and Remuneration Committee (“BNRC”), the Board of Directors (“Board”) had reviewed the proposed Directors’ fees and benefits payable, benchmarked within the relevant industries as well as with the companies with large market capitalisation, is of the opinion that the amount is reasonable and justifiable for the duties, commitment and level of workload assumed by the Directors.
Proposed Directors’ fees of up to RM1,323,000

	Board	Board Audit Committee	BNRC	Board Governance and Risk Management Committee
Chair	RM270,000	RM67,500	RM54,000	RM67,500
Members	RM675,000 (RM135,000 per member)	RM67,500 (RM33,750 per member)	RM54,000 (RM27,000 per member)	RM67,500 (RM33,750 per member)
Total	RM945,000	RM135,000	RM108,000	RM135,000
Grand total			RM1,323,000	

The proposed benefits for Non-Executive Directors of the Company comprised of medical and insurance coverage, telecommunication devices/facilities and other claimable benefits payable of up to RM70,000.
The payment of Directors’ fees will be made on monthly basis and/or as and when incurred.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company, the said proxy(ies) and/or representative(s) (i) consents to the collection, use and disclosure of the shareholder’s and/or the said proxy(ies) and/or representative(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 EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.