

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting (“23<sup>rd</sup> AGM”) of Digi.Com Berhad (“the Company”) will be held on Monday, 1 June 2020 at 10.00 a.m. through a combination of:

- Majority remote participation via Tricor’s website <https://tjih.online>
- Minimal physical participation at Yellow Arena, Digi Telecommunications Sdn Bhd, Lot 10, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, 40000 Subang Jaya, Selangor, Malaysia

The 23<sup>rd</sup> AGM is held for the following purposes:

## AGENDA

### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 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**
  - (ii) Ms Vimala A/P V.R. Menon **Resolution 2**
3. To re-elect Mr Lars Erik Tellmann as a Director who is to retire pursuant to Article 98(E) of the Company's Articles of Association and being eligible, has offered himself for re-election. **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 the date of the forthcoming Annual General Meeting (“AGM”) 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**  
**Proposed Retention of Tan Sri Saw Choo Boon as a Senior Independent Non-Executive Director** (Please refer to Note 2 of the Explanatory Notes)  
“That Tan Sri Saw Choo Boon who has served the Board as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 9 December 2010 be and is hereby retained as a Senior Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance.”

7. **Ordinary Resolution**

**Proposed Renewal of Existing Shareholders' Mandate, and Proposed New 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")**

**Resolution 7**

(Please refer to Note 3 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 28 April 2020, 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."

**As Other Business**

- 8. 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 7039980)

**TAI YIT CHAN** (MAICSA 7009143)

Company Secretaries

Selangor Darul Ehsan

28 April 2020

# NOTICE OF ANNUAL GENERAL MEETING

## (A) NOTES

- (i) Due to the ongoing Movement Control Order effective since 18 March 2020, there may be some delay in the delivery of the hardcopies of the Company's Integrated Annual Report 2019, as requested by the Shareholders. The hardcopies will be delivered once they are made available to the Company.
- (ii) In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 20 May 2020 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- (iii) Shareholders and representative of Corporate Shareholders who are not able to attend the meeting in person at the meeting venue may opt to participate and vote remotely at the meeting via the facility which is available on Tricor's TIH Online website at <https://tiah.online>. For further information on the remote participation, kindly refer to the annexure of the Administrative Details.
- (iv) A shareholder entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his/her behalf. Where a Shareholder appoints more than one (1) proxy, the appointment shall not be valid unless he specifies the proportions of his/her shareholdings to be represented by each proxy.
- (v) 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 attend and vote at the meeting shall have the same rights as the Shareholder to speak at the Meeting.
- (vi) 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.
- (vii) 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.
- (viii) The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Company's Share Registrar Office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor's Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, 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. You can also have the option to submit the proxy appointment electronically via TIH Online at website: <https://tiah.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.
- (ix) Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the meeting or at any adjournment thereof, 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 chairman 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.
- (x) 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 2019**

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 Resolution 6 – Proposed Retention of Tan Sri Saw Choo Boon as a Senior Independent Non-Executive Director**

The Board of Directors had on 9 March 2020 via the Nomination Committee conducted an annual performance evaluation and assessment of Tan Sri Saw Choo Boon, who has served the Board as a Senior Independent Non-Executive Director for a cumulative term of more than nine (9) years, and recommended him to continue in office as a Senior Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements;
- (b) His experience enables him to provide the Board with a diverse set of experience, expertise, skills and competence. His good understanding of the industry and Company's business operations enable him to participate actively and contribute effectively during deliberations for robust discussion at the Audit and Risk Committee, Nomination Committee and Board Meetings without compromising his independence and objective judgement;
- (c) He demonstrated high commitment and devoted sufficient time to his responsibilities as Senior Independent Non-Executive Director of the Company; and
- (d) Sufficient time is required by the Company to find a suitable successor for Tan Sri Saw Choo Boon as an Independent Director, who is also a member of Audit and Risk Committee, to ensure an orderly succession plan.

The Board upon the recommendation from the Nomination Committee of the Company, therefore, considers Tan Sri Saw Choo Boon to be independent and recommends him to be remained as a Senior Independent Non-Executive Director until the conclusion of the next AGM subject to the approval from the shareholders of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017.

### **3. Ordinary Resolution 7 – Proposed Shareholders' Mandate**

Ordinary Resolution 7 proposed under Item 7 of the Agenda on the shareholders' mandate, 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.

#### **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.*