

## Corporate Information

### Board of Directors

Arve Johansen *Chairman*  
 Tan Sri Datuk Amar Leo Moggie (Appointed on 10 May 2005)  
 Dato' Ab. Halim Bin Mohyiddin  
 Christian Storm *Director and Alternate Director to Arve Johansen*  
 Ragnar Holmen Korsæth  
 Tun Dato' Seri Dr Lim Chong Eu (Retired on 10 May 2005)  
 Gunnar Johan Bertelsen (Resigned on 6 October 2005)

### Audit Committee

Dato' Ab. Halim Bin Mohyiddin *Chairman/Independent Non-Executive Director*  
 Tan Sri Datuk Amar Leo Moggie *Independent Non-Executive Director (Appointed on 10 May 2005)*  
 Christian Storm *Non-Independent Non-Executive Director*  
 Tun Dato' Seri Dr Lim Chong Eu *Independent Non-Executive Director (Retired on 10 May 2005)*

### Nomination Committee

Christian Storm *Chairman/Non-Independent Non-Executive Director*  
 Tan Sri Datuk Amar Leo Moggie *Independent Non-Executive Director (Appointed on 10 May 2005)*  
 Dato' Ab. Halim Bin Mohyiddin *Independent Non-Executive Director*  
 Tun Dato' Seri Dr Lim Chong Eu *Independent Non-Executive Director (Retired on 10 May 2005)*

### Remuneration Committee

Arve Johansen *Chairman/Non-Independent Non-Executive Director*  
 Christian Storm *Non-Independent Non-Executive Director*  
 Ragnar Holmen Korsæth *Non-Independent Non-Executive Director*

### Secretaries

Tai Yit Chan *MAICSA No. 7009143*  
 Liew Irene *MAICSA No. 7022609*  
 Hee Chew Yun *LS 6249*

### Domicile and Country of Incorporation

Malaysia

### Registered Office

Level 7, Setia 1,  
 15 Lorong Dungun  
 Damansara Heights,  
 50490 Kuala Lumpur

**T** 03-2095 7188  
**F** 03-2093 6325

### Share Registrars

Berjaya Registration Services Sdn Bhd  
 Lot C1-C3, Block C, 2nd Floor, KL  
 Plaza, 179 Jalan Bukit Bintang,  
 55100 Kuala Lumpur

**T** 03-2145 0533  
**F** 03-2145 9702

### Auditors

Messrs Ernst & Young  
 Chartered Accountants  
 Level 23A, Menara Milenium,  
 Jalan Damanlela, Pusat Bandar  
 Damansara, 50490 Kuala Lumpur

**T** 03-7495 8000  
**F** 03-2095 5332

### Stock Exchange Listing

Main Board of Bursa Malaysia  
 Securities Berhad

### Stock Short Name

DiGi (6947)

### Principal Bankers

AmMerchant Bank Berhad  
 Bumiputra-Commerce Bank Berhad  
 Maybank Berhad  
 Standard Chartered Bank  
 Malaysia Berhad

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of DiGi.Com Berhad will be held at Sapphire Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Friday, 19 May 2006 at 10.00 a.m. for the following purposes:-

### AGENDA

As Ordinary Business

- |   |                       |
|---|-----------------------|
| 1) To receive and adopt the audited financial statements of the Company for the year ended 31 December 2005 and the Directors' and Auditors' Reports thereon. | Ordinary Resolution 1 |
| 2) To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-   |                       |
| Under Article 98(A)   |                       |
| (i) Dato' Ab. Halim bin Mohyiddin   | Ordinary Resolution 2 |
| Under Article 98(E)   |                       |
| (i) Tan Sri Datuk Amar Leo Moggie   | Ordinary Resolution 3 |
| 3) To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.                                    | Ordinary Resolution 4 |

As Special Business

To consider and, if thought fit, pass the following ordinary resolutions:-

- |  |                       |
|--|-----------------------|
| 4) <b>Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965</b>  |                       |
| "That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | Ordinary Resolution 5 |
| 5) <b>Proposed Renewal of Existing Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature With Telenor ASA ("Telenor") And Persons Connected With Telenor</b>   |                       |
| "That, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for 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   |                       |

## Notice of Annual General Meeting (cont'd)

in Section 2.3 of the Circular to Shareholders dated 26 April 2006 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 annual general meeting of the Company following the general meeting at which this Ordinary Resolution 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 annual general meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting;

whichever is earlier;

and that in making the disclosure of the aggregate value of the recurrent related party transactions conducted pursuant to the proposed shareholders' approval in the Company's annual reports, the Company shall provide a breakdown of the aggregate value of recurrent related party transactions made during the financial year, amongst others, based on:-

- (i) the type of the recurrent related party transactions made; and
- (ii) the name of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company

and further that authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions as authorised by this Ordinary Resolution."

Ordinary Resolution 6

### 6) Proposed Renewal of Existing Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature With Persons Connected With Tan Sri Dato' Seri Vincent Tan Chee Yioun

"That, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with persons connected with Tan Sri Dato' Seri Vincent Tan Chee Yioun as specified in Section 2.3 of the Circular to Shareholders dated 26 April 2006 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 annual general meeting of the Company following the general meeting at which this Ordinary Resolution 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 annual general meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting;

whichever is earlier;

and that in making the disclosure of the aggregate value of the recurrent related party transactions conducted pursuant to the proposed shareholders' approval in the Company's annual reports, the Company shall provide a breakdown of the aggregate value of recurrent related party transactions made during the financial year, amongst others, based on:-

- (i) the type of the recurrent related party transactions made; and
- (ii) the name of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company

and further that authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions as authorised by this Ordinary Resolution."

Ordinary Resolution 7

By Order of the Board

**TAI YIT CHAN** (MAICSA 7009143)

**LIEW IRENE** (MAICSA 7022609)

**HEE CHEW YUN** (LS 6249)

Company Secretaries

Kuala Lumpur  
26 April 2006

## Notice of Annual General Meeting (cont'd)

### NOTES:-

#### A) APPOINTMENT OF PROXY

- (i) A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company.
- (ii) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
- (iii) 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 seal or under hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

#### B) SPECIAL BUSINESS

1. Resolution 5 is proposed pursuant to Section 132D of the Companies Act, 1965 and if passed, will give the Directors of the Company, from the date of the above annual general meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
2. Resolutions 6 and 7 if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions in accordance with paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. 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.

**Statement Accompanying Notice of Annual General Meeting pursuant to Paragraph 8.28(2) of the Bursa Malaysia Securities Berhad Listing Requirements**

1. The particulars of Directors who stand for re-election are set out in the relevant pages of the Annual Report as follows:-

	<b>Name of Director</b>	<b>Directors' Profile</b>	<b>Directors' Shareholdings</b>
1	Dato' Ab. Halim bin Mohyiddin	Page 23	Page 113
2	Tan Sri Datuk Amar Leo Moggie	Page 22	Page 113

There were five Board Meetings held during the financial year ended 31 December 2005. The details of Directors' attendance at Board Meetings are set out on page 47 of the Annual Report.

2. Place, date and hour of the Ninth Annual General Meeting of the Company

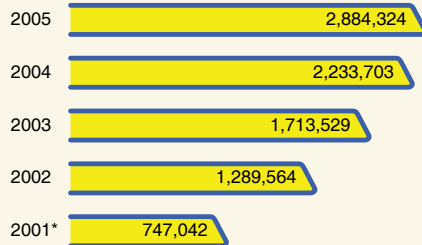
The Ninth Annual General Meeting of the Company will be held at Sapphire Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Friday, 19 May 2006 at 10.00 a.m.

## Group Financial Summary

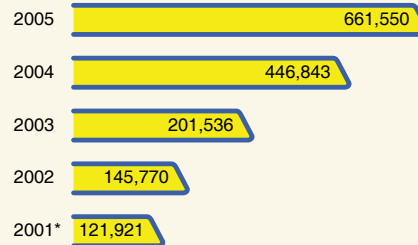
	Year ended 31 December 2005	Year ended 31 December 2004	Year ended 31 December 2003	Year ended 31 December 2002	Eight months ended 31 December 2001
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	2,884,324	2,233,703	1,713,529	1,289,564	747,042
Profit before taxation	661,550	446,843	201,536	145,770	121,921
Profit after taxation	470,955	317,355	142,223	100,870	158,921
Total assets	4,232,319	3,580,082	3,257,626	3,019,582	2,419,076
Shareholders' fund	2,248,148	1,777,193	1,459,838	1,317,615	1,216,745
Long term liabilities	681,548	660,069	750,035	815,715	678,002
Profit after taxation as % of revenue	16.3%	14.2%	8.3%	7.8%	21.3%
Earnings per share (sen)	62.8	42.3	19.0	13.4	21.2
Net assets per share (RM)	3.00	2.37	1.95	1.76	1.62

Note: The above group financial summary has been prepared to conform with the current year's presentation of the financial statements.

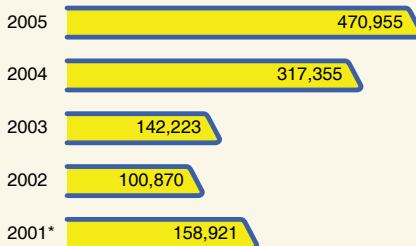
### Revenue RM '000



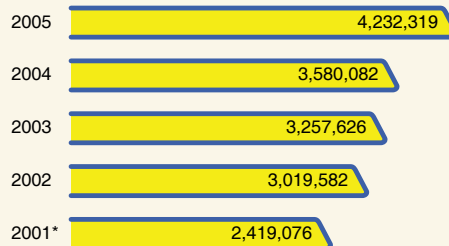
### Profit before taxation RM '000



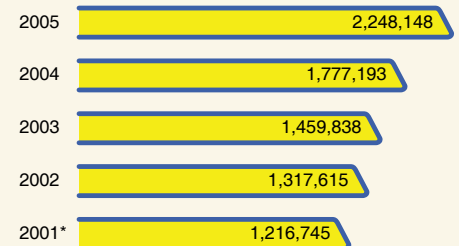
### Profit after taxation RM '000



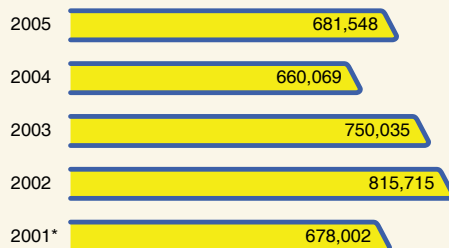
### Total assets RM '000



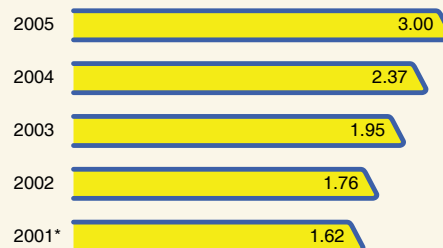
### Shareholders' fund RM '000



### Long term liabilities RM '000



### Net assets per share RM



Note: \* Denotes eight months ended 31 December 2001

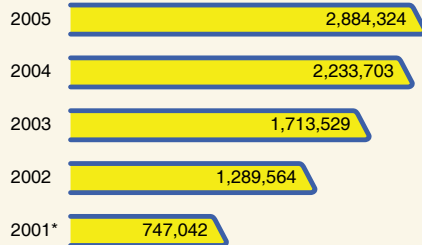


## Ringkasan Kewangan Kumpulan

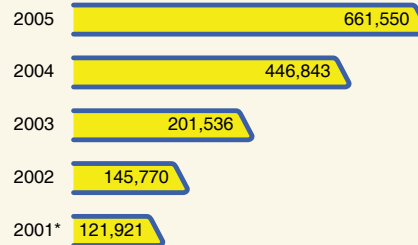
	Tahun berakhir 31 Disember 2005	Tahun berakhir 31 Disember 2004	Tahun berakhir 31 Disember 2003	Tahun berakhir 31 Disember 2002	Lapan bulan berakhir 31 Disember 2001
	RM'000	RM'000	RM'000	RM'000	RM'000
Hasil	2,884,324	2,233,703	1,713,529	1,289,564	747,042
Keuntungan sebelum cukai	661,550	446,843	201,536	145,770	121,921
Keuntungan selepas cukai	470,955	317,355	142,223	100,870	158,921
Jumlah aset	4,232,319	3,580,082	3,257,626	3,019,582	2,419,076
Dana pemegang saham	2,248,148	1,777,193	1,459,838	1,317,615	1,216,745
Tanggungan jangka panjang	681,548	660,069	750,035	815,715	678,002
Keuntungan selepas cukai sebagai % hasil	16.3%	14.2%	8.3%	7.8%	21.3%
Pendapatan sesaham (sen)	62.8	42.3	19.0	13.4	21.2
Aset bersih sesaham (RM)	3.00	2.37	1.95	1.76	1.62

Nota: Ringkasan kewangan kumpulan di atas telah disediakan mengikut pembentangan baru penyata kewangan bagi tahun semasa.

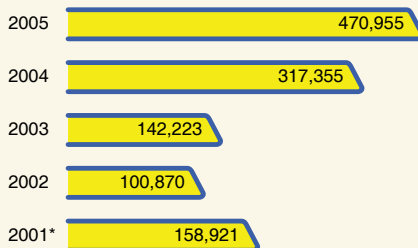
### Hasil RM '000



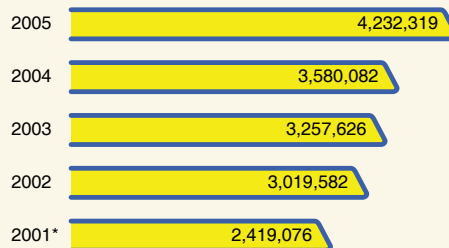
### Keuntungan sebelum cukai RM '000



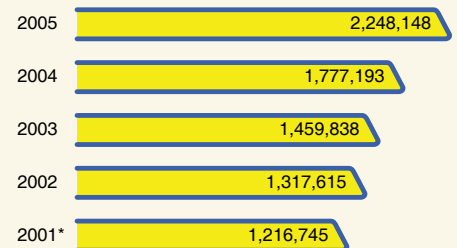
### Keuntungan selepas cukai RM '000



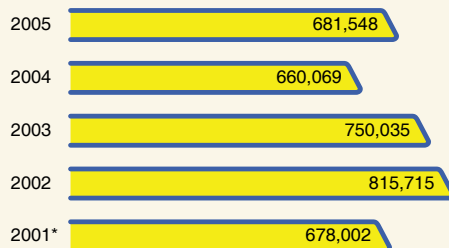
### Jumlah aset RM '000



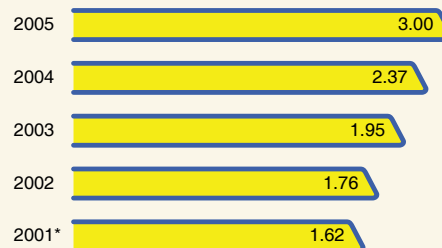
### Dana pemegang saham RM '000



### Tanggungjawab jangka panjang RM '000



### Aset bersih sesaham RM



Nota: \* Menandakan lapan bulan berakhir 31 Disember 2001