



## DiGi.COM BERHAD

(Company No: 425190-X)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of DiGi.Com Berhad ("DiGi" or "the Company") will be held at Ballroom B, Level 6, Hilton Kuala Lumpur, No. 3 Jalan Stesen Sentral, 50470 Kuala Lumpur on Wednesday, 9 November 2011 at 2.00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION 1

#### **PROPOSED SUBDIVISION OF EACH EXISTING ORDINARY SHARE OF RM0.10 EACH IN DiGi.COM BERHAD ("DiGi" OR "THE COMPANY") INTO 10 ORDINARY SHARES OF RM0.01 EACH IN DiGi ("PROPOSED SUBDIVISION")**

**"THAT**, subject to the passing of Special Resolution 1 and all relevant regulatory and other approvals being obtained, approval be and is hereby given for the Company to subdivide each existing ordinary share of RM0.10 each in DiGi (whether forming part of its issued or unissued share capital) into 10 ordinary shares of RM0.01 each in DiGi ("Subdivided Shares"), as at, and on, such entitlement date to be determined and announced in due course by the Board of Directors of the Company;

**THAT**, pursuant to the Proposed Subdivision, all the issued Subdivided Shares shall rank pari passu among themselves;

**AND THAT** the Board of Directors of the Company be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents, and to take all such steps for and on behalf of the Company as they may consider necessary or expedient or relevant to finalise, give effect to, and implement, the Proposed Subdivision with full power to assent to any conditions, modifications, variations and/or amendments as they may deem fit or as may be imposed or permitted by the relevant authorities."

#### SPECIAL RESOLUTION 1

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF DiGi ("PROPOSED AMENDMENT")**

**"THAT**, subject to the passing of Ordinary Resolution 1, approval be and is hereby given for Clause 5 of the Company's Memorandum of Association and Article 3 of its Articles of Association to be respectively amended to the following for purposes of giving effect to the Proposed Subdivision:

(i) Clause 5

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. 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;

(ii) Article 3

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** the Board of Directors of the Company be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents, and to take all such steps for and on behalf of the Company as they may consider necessary or expedient or relevant to finalise, give effect to, and implement, the Proposed Amendment with full power to assent to any conditions, modifications, variations and/or amendments as they may deem fit or as may be imposed or permitted by the relevant authorities."

#### By Order of the Board

**Hee Chew Yun** (MAICSA 7006609)

**Tai Yit Chan** (MAICSA 7009143)

**Liew Irene** (MAICSA 7022609)

Company Secretaries

Selangor Darul Ehsan

10 October 2011

#### NOTES:

1. A member entitled to attend and vote at the 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. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint at least one (1) proxy in respect of each securities account.
3. A power of attorney or certified copy thereof or 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.
4. The instrument appointing a proxy or power of attorney or a certified copy thereof, must be deposited at the Company's Share Registrar Office at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.