



DiGi.COM BERHAD
(Company No. 425190-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (EGM) of DiGi.Com Berhad (the Company) will be held at Emerald Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Tuesday, 24 January 2006, at 2.30 p.m., for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION – PROPOSALS

PROPOSED CAPITAL REPAYMENT OF RM0.75 PER ORDINARY SHARE OF RM1.00 EACH IN THE COMPANY TO THE SHAREHOLDERS OF THE COMPANY VIA A REDUCTION OF THE SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (PROPOSED CAPITAL REPAYMENT)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY (PROPOSED AMENDMENTS)

THAT subject to the confirmation by the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965 and the approvals of all relevant authorities and/or relevant parties being obtained, approval be and is hereby given for the Company to reduce its issued and paid-up share capital by reducing the par value of every issued and paid-up ordinary share from RM1.00 each to RM0.25 each and for a cash repayment of RM0.75 (for every ordinary share of RM1.00 each held) to be made to all entitled shareholders whose names appear on the Record of Depositors of the Company at the Entitlement Date (being a date to be determined and announced later by the Board of Directors of the Company);

THAT 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 upon the Proposed Capital Repayment taking effect:

(i) Clause 5

The capital of the Company is Ringgit Malaysia One Billion (RM1,000,000,000/=) only divided into 4,000,000,000 shares of RM0.25 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 RM1,000,000,000/= divided into 4,000,000,000 shares of RM0.25 each;

The Proposed Capital Repayment and the Proposed Amendments are collectively referred to as the Proposals.

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 give effect to, and implement the Proposals with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities.

By Order of the Board

Tai Yit Chan (MAICSA 7009143)
Liew Irene (MAICSA 7022609)
Company Secretaries

Kuala Lumpur
15 December 2005

Notes:

1. 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.
2. 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.
3. 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 must be deposited at the Company's Registered Office at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.