



DIGISTAR CORPORATION BERHAD

(Company No.: 603652-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Digistar Corporation Berhad ("**Digistar**" or the "**Company**") will be held at Executive Meeting Room 3, Level 2, De Palma Hotel Ampang, Jalan Selaman 1/2, Palm Square, Ampang Point, 68000 Ampang, Selangor Darul Ehsan on Thursday, 9 January 2014 at 10.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 105,738,661 NEW ORDINARY SHARES OF RM0.10 EACH IN DIGISTAR REPRESENTING UP TO 20% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF DIGISTAR, AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")

"**THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of Digistar ("**Board**") to allot and issue up to 105,738,661 new ordinary shares of RM0.10 each in Digistar ("**Digistar Share(s)**" or **Share(s)**") ("**Placement Share(s)**") representing up to 20% of the issued and paid-up share capital of Digistar, to third party investor(s) to be identified at an issue price to be determined later, after taking into consideration the prevailing market conditions and the five (5)-day weighted average market price ("**WAMP**") of Digistar Shares immediately preceding the price-fixing date. The discount for the issue price of the Placement Shares, if any, shall not be more than 40% to the five (5)-day WAMP of Digistar Shares immediately preceding the price-fixing date and such issue price shall accordingly in no event be lower than the par value of Digistar Shares of RM0.10 each.

THAT the proceeds from the Proposed Private Placement be utilised for the purposes as set out in the circular to shareholders of the Company dated 24 December 2013 ("**Circular**"), and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required;

THAT the Placement Share will, upon allotment and issuance, rank *pari passu* in all respects with the existing Digistar Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

By Order of the Board

Tan Bee Hwee (MAICSA 7021024)

Wong Wai Foong (MAICSA 7001358)

Company Secretaries

Kuala Lumpur

24 December 2013

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 2 January 2014. Only a depositor whose name appears on the Record of Depositors as at 2 January 2014 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend, speak and vote on his/ her stead.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/ her stead. If a member appoints two (2) proxies, the appointment shall be invalid unless he/ she specifies the proportions of his/ her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or if such appointor is a corporation under its common seal or the hands of its attorney.
5. The instrument appointing a proxy or the power of attorney (if any) under which it is signed or an office copy or notorially certified copy thereof shall be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding of the meeting.
6. If the Form of Proxy is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Form of Proxy is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Form of Proxy.