

**DIS TECHNOLOGY HOLDINGS BERHAD (585429-V)**  
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of DIS Technology Holdings Berhad ("Company") will be held at Plot 21, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Wednesday, 17 June 2009 at 9.30 a.m. ("Meeting") to transact the following businesses:

**ORDINARY BUSINESS**

1.	To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2008 together with the Reports of the Directors and Auditors thereon.	Ordinary Resolution 1
2.	To re-elect the following Directors who retire pursuant to Article 77(1) of the Company's Articles of Association and who, being eligible, have offered themselves for re-election:  (i) Cheah Ewe Beng (ii) Radziwill bin Mohamed	Ordinary Resolution 2 Ordinary Resolution 3
3.	To approve the Directors' Fees of RM90,000.00 in respect of the financial year ended 31 December 2008.	Ordinary Resolution 4
4.	To approve the Directors' Fees of RM90,000.00 in respect of the financial year ending 31 December 2009.	Ordinary Resolution 5
5.	To re-appoint Messrs SJ Grant Thornton as Auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Directors to fix their remuneration.	Ordinary Resolution 6

**SPECIAL BUSINESS**

To consider, and if thought fit, to pass the following ordinary resolution:

6.	<b>Authority For Directors To Allot and Issue Shares</b>  "That subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals from the relevant governmental and/or regulatory authorities where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to further allot and issue shares in the Company at any time, from time to time, at such price and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as at the date of allotment of such shares and that such authority shall remain in force until the conclusion of the next annual general meeting of the Company."	Ordinary Resolution 7
7.	To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.	

BY ORDER OF THE BOARD,  
DIS TECHNOLOGY HOLDINGS BERHAD

LIM YONG CHIAT  
(LS 0009154)  
Company Secretary

Penang  
Dated this 22 May 2009

**NOTES**

1. *Appointment of Proxy*

*A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies (but not more than two (2) save for an Authorised Nominee as defined in the Securities Industries (Central Depositories) Act, 1991) to attend and vote in his stead. A proxy may but need not be a member of the Company and Section 149 (1) (b) of the Companies Act, 1965 shall not apply.*

*The Form of Proxy must be deposited at the Company's Registered Office, 58-A Jalan Cantonment, 10250 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the Meeting.*

2. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. If the appointer is a corporation, it must be executed either under its Common Seal or signed by its attorney or by an officer on behalf of the corporation.*

3. *Statement Accompanying Notice of Seventh Annual General Meeting*

*Additional information as required under Appendix 8B pursuant to Rule 8.36 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market ("Listing Requirements") is set out in the Statement Accompanying Notice of the Seventh Annual General Meeting.*

4. *Explanatory Notes on Special Business*

*Ordinary Resolution 7*

*The proposed Ordinary Resolution 7, if passed, will empower the Board of Directors to allot and issue new shares up to ten percent (10%) of the total issued and paid-up share capital of the Company as at the date of allotment of such shares for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company.*