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FACSIMILE TRANSMISSION

DATE: 30 August 2012
FROM: Philip Greaney
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TO: ASX - Company Announcements
Platform
Fax: 1300 135 638
SUBJECT: DGI Holdings Limited (ASX: DGI) – Results of General Meeting

OUR REF: RCS:3614-01
EMAIL: pgreaney@steinpag.com.au
PAGES: 7 (including this page)

MESSAGE:

Announcement for DGI Holdings Limited (ASX: DGI) follows.

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DGI HOLDINGS LTD

(Subject to Deed of Company Arrangement)
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 Tel +61-8-93214000
 ACN 105 012 066



30 August 2012

Company Announcements Office
 Australian Securities Exchange

Results of Meeting - Proxy Results

In accordance with ASX Listing Rule 3.13.2 and section 251AA(1) of the *Corporations Act 2001* (Cth), we wish to advise that at the General Meeting of the Company held on Monday, 27 August 2012, the following resolutions set out in the Notice of Meeting were approved by shareholders, namely:

Resolution 1 - Consolidation of Capital

"That, subject to Resolutions 2 to 10 being passed, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every two (2) Shares be consolidated into one (1) Share; and*
- (b) every two (2) Options be consolidated into one (1) Option,*

and, where this Consolidation results in a fraction of a Share or an Option being held, the Company be authorised to round that fraction up to the nearest whole Share or Option (as the case may be)."

For	Against	Abstain	At Direction of Proxy	Total Valid Proxies
24,439,668	2,000	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 2 - First Placement - Shares and Options

"That, subject to Resolution 1 and Resolutions 3 to 10 being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to:

- (a) 120 million Shares; and
- (b) 60 million Options,

(in each case on a post-Consolidation basis) pursuant to a prospectus on the terms and conditions set out in the Explanatory Statement."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,441,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 3 - Second Placement - Shares

"That, subject to Resolutions 1, 2 and 4 to 10 being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 170 million Shares (on a post-Consolidation basis) pursuant to a prospectus on the terms and conditions set out in the Explanatory Statement."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,441,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 4 - Acquisition of a Relevant Interest

"That, subject to Resolutions 1, 2, 3 and Resolutions 5 to 10 being passed, for the purposes of Section 611 (Item 7) of the Corporations Act and for all other purposes, approval is given for:

- (a) the issue of up to:
 - (i) 120,000,000 First Placement Shares;
 - (ii) 60,000,000 First Placement Options; and
 - (iii) 70,000,000 Second Placement Shares
 to the Syndicate; and
- (b) the acquisition of a relevant interest in the issued voting shares of the Company by the Syndicate in excess of the threshold prescribed by Section 606(1) of the Corporations Act,

on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,441,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 5 - Issue of First and Second Placement Securities to Mr Roger Steinpreis

"That, subject to Resolutions 1 to 4 and Resolutions 6 to 10 being passed, for the purpose of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to:

- (a) 25,000,000 First Placement Shares;
- (b) 12,500,000 First Placement Options; and
- (c) 20,000,000 Second Placement Shares,

to Mr Roger Steinpreis (a proposed new Director of the Company) (or his nominee) on the terms and conditions set out in the Explanatory Statement."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,439,668	-	2,000	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 6 - Issue of First and Second Placement Securities to Mr George Ventouras

"That, subject to all Resolutions 1 to 5 and Resolutions 7 to 10 being passed, for the purpose of Sections 208 and 611 (Item 7) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to:

- (a) 20,000,000 First Placement Shares;
- (b) 10,000,000 First Placement Options; and
- (c) 10,000,000 Second Placement Shares,

to Mr George Ventouras (a proposed new Director of the Company) (or his nominee) on the terms and conditions set out in the Explanatory Statement."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,441,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 7 - Issue of First and Second Placement Securities to Mr Nick Castleden

"That, subject to Resolutions 1 to 6 and Resolutions 8 to 10 being passed, for the purpose of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to:

- (a) 15,000,000 First Placement Shares;
- (b) 7,500,000 First Placement Options; and
- (c) 10,000,000 Second Placement Shares,

to Mr Nick Castleden (a proposed new Director of the Company) (or his nominee) on the terms and conditions set out in the Explanatory Statement."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,439,668	-	2,000	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 8 - Re-election of Mr Roger Steinpreis as a Director

"That, subject to all Resolutions 1 to 7 and Resolutions 9 and 10 being passed, Mr Roger Steinpreis, being eligible and having consented to act, be re-elected a Director, effective immediately."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,439,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 9 - Re-election of Mr George Ventouras as a Director

"That, subject to Resolutions 1 to 8 and Resolution 10 being passed, Mr George Ventouras, being eligible and having consented to act, be re-elected a Director, effective immediately."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,441,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 10 - Election of Mr Nick Castleden as a Director

"That, subject to Resolutions 1 to 9 being passed, Mr Nick Castleden, being eligible and having consented to act, be elected a Director, effective immediately."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,439,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 11 - Change of Company Name

"That, pursuant to Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to "DGI Holdings Limited"."

For	Against	Abstain	At Discretion of Proxy	Total Valid Proxies
24,412,436	29,232	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 12 - Adoption of New Constitution

"That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, the Company adopts a new constitution in the form as signed by the Chairman of the Meeting for identification purposes, in lieu of the existing constitution of the Company."

For	Against	Abstain	At Direction of Proxy	Total Valid Proxies
24,441,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 13 - Section 195 Approval

"That, subject to and conditional on the passing of Resolutions 1-10 (inclusive), for the purposes of Section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Company to complete the transactions as contemplated in this Notice of Meeting."

For	Against	Abstain	At Direction of Proxy	Total Valid Proxies
24,439,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 14 - Removal of Auditor

"That, pursuant to Section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Hayes Knight (SA) Pty Ltd as the current auditor of the Company effective from the date of the Meeting."

For	Against	Abstain	At Direction of Proxy	Total Valid Proxies
24,441,668	-	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Resolution 15 - Appointment of Auditor

"That, for the purposes of Section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd having been nominated by a Shareholder and having consented in writing to act in the capacity of auditors, be appointed as auditors of the Company with effect from the close of the Meeting."

For	Against	Abstain	At Direction of Proxy	Total Valid Proxies
24,439,668	2,000	-	5,408,954	29,850,622

The resolution was carried unanimously on a show of hands.

Yours faithfully,



George Ventouras
Director