

May 08, 2009

Via ODiSy

PHILIPPINE STOCK EXCHANGE, INC.

Philippine Stock Exchange Centre
Exchange Road, Ortigas Center
Pasig City

Attention: **Ms. Janet A. Encarnacion**
HEAD, Disclosure Department

Gentlemen:

We wish to inform the Exchange that Diversified Financial Network, Inc. (“*DFNN*”) has received an offer from Fastech Synergy Ltd a listed company on the Singapore Stock Exchange to acquire its shares in Pacific Gaming Investments Pte Ltd. (“*PGI*”) via a stock swap. The DFNN Board has authorized the signing and execution of a Heads of Agreement with Fastech Synergy Ltd. The details of which are listed below:

HEADS OF AGREEMENTS

Between FASTECH SYNERGY LTD. (a BVI registered Company listed on the Singapore Stock Exchange) and DIVERSIFIED FINANCIAL NETWORK INC., or DFNN, (a Philippine registered Company listed on the Philippine Stock Exchange)

The following are the salient points of the Heads of Agreement:

- 1.) Subject to :
 1. Due Diligence
 2. Board Approval by the Board of Directors of both Companies
 3. Shareholders’ Approval by both Companies
 4. Approval of the relevant regulatory bodies concerned

- 2.) Fastech shall acquire a minimum of 70% of PGI (70% is currently owned by DFNN) up to 100%. DFNN shall exert its best efforts to effect acquisition by Fastech of the remaining 30% balance, owned by other PGI shareholders, by way of issuance of Fastech shares in exchange for their PGI shares.

3.) Valuation (for 100% of PGI)

- a.) Post acquisition Enterprise Value of US\$91,888,888 (88,888,888 equity).
- b.) Fastech to issue 1,800,000,000 (90%) of Fastech, (post-requisition), giving PGI a pre-acquisition valuation of US\$80 million.
- c.) Distribution by way of property dividends of 100% of Fastech Synergy Philippines to Fastech Synergy Ltd. post acquisition shareholders.

4.) Timeline for Definitive Agreement

Both parties agree to a 90-day period from signing of Heads of Agreement to negotiate the terms and execute a Definitive Agreement. Upon expiration of such period, the parties may extend the same or the Heads of Agreement shall be considered expired.

Fastech Synergy Ltd. (FSL) is a leading provider of outsourced manufacturing and technology services to the semiconductor and radio frequency (RF)/Microwave components industry. The Company is listed on the Main Board of the Stock Exchange of Singapore. Fastech provides complete assembly and test solutions for semiconductor and RF/Microwave components used in telecommunications equipment, personal computers, office automation equipment, consumer electronics, medical equipment, automotive and industrial systems. It employs approximately 500 employees.


Pacific Gaming Investments Pte Ltd. (PGI) is the Singapore registered and majority owned subsidiary of Diversified Financial Network Inc. which is listed on the Philippine Stock Exchange. PGI is a company involved in actively bringing investments, technology and gaming solutions to its partners and the regulated gaming jurisdictions of Asia. Through its subsidiaries and affiliated companies, PGI provides technologies and gaming content through multi year contracts to legal & regulated gaming markets. PGI is paid as a percentage of gross bets or net gaming for the provision of its systems, technologies and content. Many of the technologies provided to its clients are derived from a mix of its parent company's software solutions for the financial industry and the proprietary systems and know how from its management team which have an extensive experience working in listed European Gaming Companies. PGI has a strong recurring revenue model which should allow it to be able to expand its reach as Asia continues its legalization and regulation of its gaming markets.

Diversified Financial Network Inc. (DFNN) is a leading IT solutions provider and systems integrator, enabling its customers to compete in an increasingly technology dependent environment since 1999. Backed by its domain expertise in financial services, the company has become a proprietary software technology, wireless, and secure solutions partner of leading corporations and institutions. It was one of the first listed Information Technology (IT) companies on the Philippine Stock Exchange and was deemed one of the Philippines' Best Managed Companies by Finance Asia in 2001.

Very truly yours,

DIVERSIFIED FINANCIAL NETWORK, INC.

By:


CZARINA G. TURLA
Assistant Corporate Information Officer