



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Diversified Gateway Solutions Berhad (formerly known as ISS Consulting Solutions Berhad) ("DGSB" or the "Company") will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Thursday, 13 September 2012 at 10.45 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Seventh (7th) Annual General Meeting of the Company which has been scheduled to be held at the same venue and on the same day at 10.30 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 338,969,273 NEW ORDINARY SHARES OF RM0.10 EACH IN DGSB ("RIGHTS SHARES") TOGETHER WITH UP TO 338,969,273 FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM0.10 EACH HELD IN DGSB ("DGSB SHARES") TOGETHER WITH ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT subject to the approval of all relevant authorities or parties having being obtained, the Board be and is hereby authorised to undertake the Proposed Rights Issue with Warrants as follows:

- (a) To provisionally allot and issue by way of a renounceable rights issue up to 338,969,273 Rights Shares, together with up to 338,969,273 Warrants at an issue price of RM0.10 per Rights Share on the basis of one (1) Rights Share for every four (4) DGSB Shares together with one (1) Warrant for every one (1) Rights Share subscribed to the shareholders of DGSB whose names appear in the Record of Depositors of DGSB as at the close of business on an entitlement date to be determined by the Board ("Entitlement Date") ("Entitled Shareholders");
- (b) To constitute the Warrants upon the terms and conditions of a deed poll to be executed by DGSB ("Deed Poll"), the principal terms of which are set out in Section 2 of the Circular to Shareholders dated 17 August 2012;
- (c) To allot and issue such number of new DGSB Shares arising from the exercise of the Warrants during the tenure of the Warrants; and
- (d) To allot and issue such number of additional Warrants pursuant to the adjustments under the Deed Poll and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed/ required/ permitted by Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities or parties or otherwise;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever shall be made available for excess applications in such manner as the Board shall determine at its absolute discretion;

THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue with Warrants in such manner and on such terms and conditions as the Board in its absolute discretion as it may deem fit or think expedient or in the best interest of the Company (including without limitation to disregard such fractional entitlements);

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 2 of the Circular to Shareholders of the Company dated 17 August 2012, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Rights Shares and the new DGSB Shares to be issued pursuant to the exercise of the Warrants shall upon allotment and issue, rank *pari passu* in all respects with the then existing issued and fully paid-up shares in the capital of the Company, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Rights Shares and the new DGSB Shares to be issued arising from the exercise of the Warrants respectively;

THAT the Rights Shares and Warrants and new DGSB Shares to be issued pursuant to the exercise of the Warrants shall be listed on Bursa Securities;

THAT the Board be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities to give effect to the Proposed Rights Issue with Warrants, and to take all such steps as they may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon implementation of the said conditions to implement, finalise and give full effect to the Proposed Rights Issue with Warrants;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants and new DGSB Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been fully allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants as well as the additional warrants to be issued pursuant to the adjustments in accordance with the provisions of the Deed Poll."

BY ORDER OF THE BOARD

Ms Lim Shook Nyee (MAICSA No. 7007640)
Company Secretary

Kuala Lumpur

Date: 17 August 2012

Notes:

- (i) A member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- (ii) A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if the appointor is a corporation, either under its common seal or under the hand of the attorney.
- (iv) The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Registered Office of the Company at 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.