

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Diversified Gateway Solutions Berhad ("**DGSB**" or "**Company**") will be held at the Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Thursday, 12 September 2013 at 10.30 a.m. or immediately after the conclusion of the Eighth Annual General Meeting of the Company which will be held on the same date at the same venue, whichever shall be the later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following ordinary resolution:-

ORDINARY RESOLUTION**PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED SHARE BUY-BACK")**

"THAT, subject to provisions of the Companies Act ("**Act**") 1965, Part IIIA of the Companies Regulations 1966, the Articles of Associations of the Company, Chapter 12 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any prevailing laws, orders, requirements, rules and regulations, guidelines issued by the relevant authorities at the time of purchase, the Company be and is hereby authorised to allocate an amount not exceeding the total audited retained profits and/or share premium account of the Company for the purpose of purchasing such amount of ordinary shares of RM0.10 in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at the time of purchase;

AND THAT the Directors of the Company be and are hereby authorised to decide in their absolute discretion to deal with any DGSB Shares purchased by the Company pursuant to the Proposed Share Buy-Back, whereby the DGSB Shares purchased may be dealt with in the following manner:-

- (i) cancelled; or
- (ii) retained as treasury shares for distribution as dividend and/or resold on Bursa Securities and/or cancelled subsequently; or
- (iii) partly retained and partly cancelled; or
- (iv) such other manner as may be permitted by the Act; or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution, which shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of DGSB following the extraordinary general meeting ("**EGM**") at which the ordinary resolution for the Proposed Share Buy-Back is passed, at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of DGSB in a general meeting.

whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the best interest of the Company and to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

By Order of the Board of

DIVERSIFIED GATEWAY SOLUTIONS BERHAD

LIM SHOOK NYEE [MAICSA No. 7007640]

Company Secretary

Kuala Lumpur

28 August 2013

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 appointer or of his attorney duly authorised in writing or if the appointer 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.