



DIVERSIFIED GATEWAY SOLUTIONS BERHAD

(Company No.: 675362-P)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Diversified Gateway Solutions Berhad ("DGSB" or the "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 29 November 2018 at 11.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF DGSB BY RM100,000,000 PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("PROPOSED CAPITAL REDUCTION")

"THAT subject to the confirmation of the High Court of Malaya and the approvals from the relevant authorities and parties being obtained, where necessary, approval be and is hereby given for the implementation of the Proposed Capital Reduction pursuant to Section 116 of the Companies Act 2016;

THAT the share capital of the Company be reduced and cancelled to the extent of and up to RM100,000,000 and that such reduction be effected and satisfied by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets;

AND THAT the Board of Directors of the Company ("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 Capital Reduction, and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Capital Reduction."

SPECIAL RESOLUTION 2

PROPOSED CONSOLIDATION OF EVERY 2 EXISTING ORDINARY SHARES IN DGSB ("DGSB SHARES" OR "SHARES") INTO 1 NEW DGSB SHARE ("CONSOLIDATED SHARE") ("PROPOSED SHARE CONSOLIDATION")

"THAT, upon the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to give effect to the consolidation of every 2 existing DGSB Shares into 1 new Consolidated Share;

THAT the Consolidated Shares shall rank equally in all respects with one another;

THAT the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Consolidation with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation."

BY ORDER OF THE BOARD OF DIVERSIFIED GATEWAY SOLUTIONS BERHAD

Chow Yuet Kuen (MAICSA 7010284)

Lau Fong Siew (MAICSA 7045893)

Company Secretaries

Kuala Lumpur

2 November 2018

Notes:

- (i) A member of the Company shall be entitled to appoint up to two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (ii) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (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 Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (iv) The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company at No. 45-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.
- (v) Only members whose names appear in the Record of Depositors on 21 November 2018 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.
- (vi) The resolutions set out in the Notice of Extraordinary General Meeting will be put to vote by poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.