



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 (“**EGM**”) 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 Wednesday, 18 December 2019 at 11.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

PROPOSED DISPOSAL OF 24,500 ORDINARY SHARES IN ISS CONSULTING (THAILAND) LTD (“PROPOSED DISPOSAL”)

“**THAT** subject to the fulfilment of all the conditions precedent under the conditional Share Sale Agreement dated 4 July 2019 (“**SSA**”) between the Company and intelligence AG, and all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the Company to dispose of its 24,500 ordinary shares in ISS Consulting (Thailand) Ltd to intelligence AG for a total cash consideration of THB236,429,000;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all acts and things as may be deemed fit, necessary or expedient to give full effect to the Proposed Disposal with full power to assent to any conditions, modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required or imposed by the relevant authorities, and to take all such steps and actions as the Board deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal.”

BY ORDER OF THE BOARD OF DIVERSIFIED GATEWAY SOLUTIONS BERHAD

Chow Yuet Kuen (MAICSA 7010284)

Lau Fong Siew (MAICSA 7045893)

Company Secretaries

Kuala Lumpur

22 November 2019

Notes:

- (i) A member of the Company entitled to attend and vote is entitled to appoint not more than 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. A proxy may but need not be a member of the Company.
- (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.
- (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.
- (iv) The instrument appointing a proxy must be deposited at the registered office of the Company at No. 47-5, 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.
- (v) Only members whose names appear in the Record of Depositors as at 9 December 2019 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 resolution 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.