



DIVERSIFIED GATEWAY SOLUTIONS BERHAD
(Registration No. 200401036851 (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 conducted on a fully virtual basis through live streaming and online remote voting from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (“**Broadcast Venue**”) on **Thursday, 22 April 2021 at 11.00 a.m.**, or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED INVESTMENT IN DURAMITT SDN BHD (“DURAMITT”) COMPRISING:

- (I) PROPOSED ACQUISITION BY DGSB VIA ITS 60% SUBSIDIARY, PARAGON SPECTRUM SDN BHD (“PSSB”) FROM TEOW YEN KIM AND LIM YEN CHIE (“VENDORS”) OF 1,289,500 ORDINARY SHARES IN DURAMITT FOR A CASH CONSIDERATION OF RM10.0 MILLION;**
- (II) PROPOSED SUBSCRIPTION BY PSSB OF 1,934,250 NEW ORDINARY SHARES IN DURAMITT FOR A CASH SUBSCRIPTION CONSIDERATION OF RM15.0 MILLION; AND**
- (III) PROPOSED SUBSCRIPTION BY PSSB OF RM15.0 MILLION NEW REDEEMABLE PREFERENCE SHARES IN DURAMITT**

(COLLECTIVELY, “PROPOSED INVESTMENT”)

“THAT subject to the fulfilment of all the conditions precedent under the conditional Share Sale and Subscription Agreement dated 29 October 2020 between the Company and the Vendors, and all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the Company to undertake the Proposed Investment;

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 Investment 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 Investment.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF DGSB AND ITS SUBSIDIARIES (“DGSB GROUP”) TO INCLUDE THE SALE, MANUFACTURE AND TRADING OF GLOVES (“PROPOSED DIVERSIFICATION”)

“THAT subject to the provisions of the Constitution of the Company, the ACE Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to diversify its operations into glove business, which might reasonably be expected to result in:

- (a) the diversion of 25% or more of the net assets of the listed issuer to an operation which differs widely from those operations previously carried on by the listed issuer; or
- (b) the contribution from such an operation of 25% or more of the net profits of the listed issuer, pursuant to Rule 10.13(1) of the Listing Requirements of Bursa Securities;

THAT the Board be and is hereby authorised and empowered to carry out, do all such acts, deeds and things and take all such steps it may consider necessary, and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary or required to give effect to the Proposed Diversification."

BY ORDER OF THE BOARD

LAU FONG SIEW (MAICSA 7045893) (SSM PC No. 202008002625)

LAU CHOI KING (MAICSA 7059575) (SSM PC No. 202008002718)

Company Secretaries

Kuala Lumpur

5 April 2021

Notes:

- (i) *The EGM will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the poll administrator for the EGM to facilitate the RPV via TIIH Online website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for the EGM which is available on the Company's website at <https://www.dgsbgroup.com/annual-reports-general-meetings> to register, participate, speak (in the form of real time submission of typed texts) and vote remotely via the RPV.*
- (ii) *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.*
*Members/proxies/corporate representatives/attorneys **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM.*
- (iii) *A member entitled to participate and vote at the meeting via RPV is entitled to appoint not more than two (2) proxies to participate and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.*
- (iv) *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds 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.*
- (v) *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.*
- (vi) *The appointment of proxy may be made in a hard copy form or by electronic means in the following manner not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting :*

(a) In hard copy form

Deposit with Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur.

(b) By electronic form

Lodge via TIIH Online website at <https://tiah.online> by following the procedures set out in the Administrative Guide.

(vii) *A member who has appointed a proxy or authorised representative or attorney to participate in the EGM via RPV must request his/her proxy or authorised representative or attorney to register himself/herself for RPV at TIIH Online website at <https://tiah.online> in accordance with the procedures set out in the Administrative Guide.*

(viii) *Only members whose names appear in the Record of Depositors as at **12 April 2021** will be entitled to participate or appoint proxy(ies) to participate in his stead in the EGM.*