

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has perused this Circular in respect of the shareholders’ mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to Guidance Note 22 of the ACE Market Listing Requirements.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



DIVERSIFIED GATEWAY SOLUTIONS BERHAD

(Registration No. 200401036851 (675362-P))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE**

The ordinary resolution in respect of the above proposal will be tabled at the 16th Annual General Meeting (“AGM”) of the Company to be conducted on a fully virtual basis via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd’s TIIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC : D1A282781) on Thursday, 9 December 2021 at 11.00 a.m.

The Annual Report 2021, Notice of the AGM together with the Proxy Form, Administrative Guide for the AGM and this Circular are available on the Company’s website at <https://www.dgsbgroup.com/annual-reports-general-meetings>. Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely at the AGM.

The completed Proxy Form must be deposited at the office of 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, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, submit electronically via TIIH Online website at <https://tjih.online>, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof as indicated below. The lodging of the Proxy Form will not preclude you from participating in the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Tuesday, 7 December 2021 at 11.00 a.m.

Date and time of the virtual AGM : Thursday, 9 December 2021 at 11.00 a.m. or any adjournment thereof

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout and for the purposes of this Circular only:

Act	:	The Companies Act, 2016 and any statutory modification or amendment thereto from time to time
AGM	:	Annual General Meeting
Board	:	Board of Directors of DGSB
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
DGSB or the Company	:	Diversified Gateway Solutions Berhad (Registration No. 200401036851 (675362-P))
DGSB Group or the Group	:	DGSB and its subsidiary companies
DGSB Share(s) or Share(s)	:	Ordinary share(s) in the Company
Director(s)	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of the Company, its subsidiary or holding company or a chief executive of the Company, its subsidiary or holding company
Ho Hup	:	Ho Hup Construction Company Berhad (Registration No. 197301000497 (14034-W))
Ho Hup Group	:	Ho Hup and its subsidiary companies
Insas	:	Insas Berhad (Registration No. 196101000026 (4081-M))
Insas Group	:	Insas and its subsidiary companies
ITB	:	Insas Technology Berhad (Registration No. 199401027938 (313620-T)), a wholly-owned subsidiary of Insas
LPD	:	30 September 2021, being the latest practicable date prior to the printing of this Circular
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
Major Shareholder	:	A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is :- (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

DEFINITIONS (Cont'd)

For the purposes of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act. It also includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the corporation or any other corporation which is its subsidiary or holding company.

OHB	:	Omesti Holdings Berhad (Registration No. 199301026262 (281000-K)), a wholly-owned subsidiary of Omesti
Omesti	:	Omesti Berhad (Registration No. 200001028094 (530701-T))
Omesti Group	:	Omesti and its subsidiary companies
Person Connected	:	In relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories: <ul style="list-style-type: none">(a) a family member of the said Person;(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;(c) a partner of the said Person;(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instruction or wishes of the said Person;(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with those directions, instructions or wishes of the said Person is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or(g) a body corporate which is a related corporation of the said Person.
Prevailing Laws	:	Any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities including but not limited to the Listing Requirements
Proposed Mandate	Shareholders’	: Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate

DEFINITIONS (Cont'd)

Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for new Recurrent Related Party Transactions
Proposed Renewal of Shareholders' Mandate	:	Proposed renewal of shareholders' mandate for Recurrent Related Party Transactions
Recurrent Related Party Transactions	:	Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the DGSB Group
Related Party(ies)	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
Related Party Transaction	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
RM and sen	:	Ringgit Malaysia and sen respectively

CONTENTS

	PAGE
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE	2
2.1 Provisions under the Listing Requirements	2
2.2 Principal activities of the DGSB Group	3
2.3 Class, nature and estimated aggregate value of the Recurrent Related Party Transactions	4
2.4 Amounts due and owing to the DGSB Group by Related Parties	7
3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE	7
4. REVIEW PROCEDURES	8
5. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE	8
6. APPROVAL REQUIRED	9
7. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE	9
8. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THEM	9
9. BOARD'S RECOMMENDATION	9
10. AGM	10
11. FURTHER INFORMATION	10
APPENDIX I : FURTHER INFORMATION	11



DIVERSIFIED GATEWAY SOLUTIONS BERHAD

(Registration No. 200401036851 (675362-P))

(Incorporated in Malaysia)

Registered Office:

No. 47-5, The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

29 October 2021

Board of Directors

Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK (II),
SIMP (*Chairperson, Independent Non-Executive Director*)
Dato' Dr. Tan Seng Chuan (*Executive Vice Chairman*)
Dato' Wong Gian Kui (*Executive Director*)
Wan Mai Gan (*Executive Director*)
Monteiro Gerard Clair (*Non-Independent Non-Executive Director*)
Chow Seck Kai (*Independent Non-Executive Director*)
Dr. Tang Pen San (*Independent Non-Executive Director*)
Rajendran A/L Velayuthan (*Independent Non-Executive Director*)

To: The Shareholders of Diversified Gateway Solutions Berhad

Dear Sir / Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the 15th AGM held on 3 December 2020, the shareholders of the Company approved, *inter alia*, the shareholders' mandate for the Company and its subsidiaries to enter into Recurrent Related Party Transactions. The said mandate shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 16th AGM of the Company, unless renewal is obtained.

In connection thereto, the Board of DGSB had on 27 September 2021 announced its intention to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate at the 16th AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the 16th AGM of the Company.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR, TOGETHER WITH THE APPENDIX CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Rule 10.08 of the Listing Requirements stipulates the obligations of a listed corporation to comply with in relation to Related Party Transactions. However, pursuant to Rule 10.09(2) of the Listing Requirements, a listed corporation may seek a mandate from its shareholders in respect of Recurrent Related Party Transactions, subject to the following :-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements;
- (c) a circular to shareholders which includes information as may be prescribed by Bursa Securities is issued by the listed corporation for the shareholders' mandate;
- (d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (e) an immediate announcement is made to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed corporation, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Where a listed corporation has procured a shareholders' mandate in respect of Recurrent Related Party Transactions, the provisions under Rule 10.08 of the Listing Requirements will not apply to the Recurrent Related Party Transactions which are comprised in the said mandate.

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the 16th AGM, is subject to annual renewal and will continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the 16th AGM at which the Proposed Shareholders' Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at the meeting, the authority for the Proposed Shareholders' Mandate is renewed;
- (b) the expiration of the period, within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

2.2 Principal Activities of the DGSB Group

DGSB is principally involved in the business of investment holding. The principal activities of those subsidiary companies within the DGSB Group as at the LPD are as follows :-

Name of Company	Effective equity interest %	Principal Activities
Diversified Gateway Berhad	100.00	Computer networking and digital media solutions and services
iVend Data Sdn Bhd	100.00	Computer networking and digital media solutions and services
Rangkaian Ringkas Sdn Bhd	100.00	Computer distribution, maintenance of computer networking, network security, storage and network management solutions and sales of consumable goods
QBI Packaging Sdn Bhd	70.00	Food and contract manufacturing
Hyperaccess Sdn Bhd	50.01	Provision of technology solutions for food and related industries
Paragon Spectrum Sdn Bhd	60.00	Investment holding
Makan Channel Sdn Bhd	70.00	Sales and distribution of consumer food and related products
Cogent Consulting Sdn Bhd	70.00	Inactive
ISS Consulting (S) Pte Ltd	100.00	Inactive
Ledge Consulting Pte Ltd	100.00	Inactive

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2.3 Class, nature and estimated aggregate value of the Recurrent Related Party Transactions

(a) The Recurrent Related Party Transactions which are covered in the **Proposed Renewal of Shareholders' Mandate** are identified in the table below :-

Companies within the DGSB Group	Nature of Transactions	Transacting Parties	Interested Related Parties	Previous estimated value as disclosed in the Circular to Shareholders dated 30 October 2020 ("Estimated Value") (RM)	Actual value transacted from 3 December 2020 (date of 15 th AGM) to LPD ("Actual Value") (RM)	Estimated value to be incurred during the validity period of the Proposed Renewal of Shareholders' Mandate* (RM)
DGSB Group	Supply of computer hardware, software and services by Omesti Group to DGSB Group	Omesti Group	- Dato' Sri Thong Kok Khee ("DSTKK") ⁽¹⁾ - Monteiro Gerard Clair ("MGC") ⁽²⁾	5,000,000	Nil	5,000,000
	Supply of network and software solutions, network security, storage and network management solutions inclusive of technical / maintenance services by DGSB Group to Omesti Group			30,000,000	270,703	30,000,000
DGSB Group	Supply of network and software solutions inclusive of technical / maintenance services by DGSB Group to Ho Hup Group	Ho Hup Group	- Insas ⁽³⁾ - DSTKK ⁽⁴⁾	300,000	Nil	300,000

2.3 Class, nature and estimated aggregate value of the Recurrent Related Party Transactions (Cont'd)

(a) The Recurrent Related Party Transactions which are covered in the **Proposed Renewal of Shareholders' Mandate** are identified in the table below :-
(Cont'd)

Companies within the DGSB Group	Nature of Transactions	Transacting Parties	Interested Related Parties	Previous estimated value as disclosed in the Circular to Shareholders dated 30 October 2020 ("Estimated Value") (RM)	Actual value transacted from 3 December 2020 (date of 15 th AGM) to LPD ("Actual Value") (RM)	Estimated value to be incurred during the validity period of the Proposed Renewal of Shareholders' Mandate* (RM)
DGSB Group	Shared office, network, data center, hosting and other services by Insas Group to DGSB Group	Insas Group	- ITB ⁽⁵⁾ - Insas ⁽⁶⁾ - DSTKK ⁽⁷⁾	1,000,000	245,979	1,000,000
DGSB Group	Sales and purchases of electronic systems and parts between DGSB Group and ITB in 3 rd party systems integration projects ⁽⁸⁾	ITB	- ITB ⁽⁵⁾ - Insas ⁽⁶⁾ - DSTKK ⁽⁷⁾	6,000,000	Nil	6,000,000
	Provision of information technology services (project management, software, maintenance) between DGSB Group and ITB in 3 rd party systems integration projects ⁽⁸⁾			2,000,000	25,512	2,000,000
	Provision of manufacturing/assembly services between DGSB Group and ITB in 3 rd party systems integration projects ⁽⁸⁾			2,000,000	Nil	2,000,000
DGSB Group	Provision of corporate advisory & related services by M&A Securities Sdn Bhd to DGSB Group	M&A Securities Sdn Bhd ⁽⁹⁾	- ITB ⁽⁵⁾ - Insas ⁽⁶⁾ - DSTKK ⁽⁷⁾	2,000,000	150,000	2,000,000

2.3 Class, nature and estimated aggregate value of the Recurrent Related Party Transactions (Cont'd)

(a) The Recurrent Related Party Transactions which are covered in the **Proposed Renewal of Shareholders' Mandate** are identified in the table below :-
(Cont'd)

Companies within the DGSB Group	Nature of Transactions	Transacting Parties	Interested Related Parties	Previous estimated value as disclosed in the Circular to Shareholders dated 30 October 2020 ("Estimated Value") (RM)	Actual value transacted from 3 December 2020 (date of 15 th AGM) to LPD ("Actual Value") (RM)	Estimated value to be incurred during the validity period of the Proposed Renewal of Shareholders' Mandate* (RM)
DGSB Group	Manufacturing equipment leasing from Insas Group to DGSB Group for food production	Insas Group	- ITB ⁽⁵⁾ - Insas ⁽⁶⁾ - DSTKK ⁽⁷⁾	8,000,000	Nil	8,000,000

Note : None of the Actual Value of the Recurrent Related Party Transactions has exceeded the Estimated Value by 10% or more.

* This comprises estimated value of transactions from the date of the 16th AGM to the date of the next AGM in 2022. The estimated value is based on information available at the point of estimation. Due to the nature of transactions, the actual value of transactions may vary from the estimated aggregate value disclosed above.

(b) The Recurrent Related Party Transactions which are covered in the **Proposed New Shareholders' Mandate** are identified in the table below :-

Companies within the DGSB Group transacting with the Related Parties	Nature of Transactions	Transacting Parties	Interested Related Parties	Estimated value to be incurred during the validity period of the Proposed New Shareholders' Mandate # (RM)
DGSB Group	Lease of office space to DGSB Group ⁽¹⁰⁾	Ho Hup Group	- Insas ⁽³⁾ - DSTKK ⁽⁴⁾	220,000

This comprises estimated value of transactions from the date of the 16th AGM to the date of the next AGM in 2022. The estimated value is based on information available at the point of estimation. Due to the nature of transactions, the actual value of transactions may vary from the estimated aggregate value disclosed above.

Notes :-

- (1) DSTKK is a Major Shareholder of DGSB. He is also a director and substantial shareholder of Omesti.*
- (2) MGC, a Director of DGSB, is also a director and Major Shareholder of Omesti.*
- (3) Insas is a common Major Shareholder of DGSB and Ho Hup.*
- (4) DSTKK is a common Major Shareholder of DGSB and Ho Hup. He is also a director of Ho Hup.*
- (5) ITB is a wholly-owned subsidiary of Insas and a Major Shareholder of DGSB.*
- (6) Insas is a Major Shareholder of DGSB.*
- (7) DSTKK is a common Major Shareholder of DGSB and Insas. He is also a director of ITB.*
- (8) These transactions can be conducted either by DGSB Group to ITB or by ITB to DGSB Group, depending on whether DGSB Group or ITB to lead the projects with third parties.*
- (9) M&A Securities Sdn Bhd is a wholly-owned subsidiary of Insas.*
- (10) The office is located at 2-05-01, Level 5, Ho Hup Tower, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur. The office space is approximately 4,312 square feet with fixtures and fittings. The tenure of the lease is for a period of three (3) years and rental payment will be made on a monthly basis.*

2.4 Amounts due and owing to the DGSB Group by Related Parties

As at the LPD, there was no amount due and owing to the DGSB Group by the Related Parties, which exceeded the credit term given arising from the Recurrent Related Parties Transactions.

3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Recurrent Related Party Transactions entered or to be entered into by the Group are in the ordinary course of business and are intended to meet the business needs of the Group at the best possible terms so as to achieve synergistic benefits within the Group. These transactions are likely to occur with some degree of frequency and may be constrained by the time-sensitive nature and confidentiality of such transactions, thus rendering it impractical to seek shareholders' approval on a case by case basis before entering into such transactions.

By obtaining the Proposed Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This would substantially reduce the time, administrative requirements and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The Related Parties which are involved in the Recurrent Related Party Transactions have proven their reliability and expertise in their respective fields. In certain instances, the Related Parties provide the Group the support for its operational needs, thereby enabling greater efficiency and effectiveness in the utilisation of the Group's resources.

4. REVIEW PROCEDURES

To ensure that the Recurrent Related Party Transactions are undertaken on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders and that they are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to the shareholders, the Board will ensure that all transactions with Related Parties will only be entered into after taking into consideration the pricing, level and quality of products and support services, and the review procedures as stated below.

The Board has established the following review procedures for Recurrent Related Party Transactions :

- (a) Records will be maintained by the Company to capture all Recurrent Related Party Transactions entered into pursuant to the Proposed Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to.
- (b) On a periodic basis, the procedures and guidelines pertaining to Recurrent Related Party Transactions will be reviewed by the Senior Management of DGSB and the Audit and Risk Management Committee to ensure that the terms of the transactions are not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders.
- (c) Where any person(s) has an interest in the Recurrent Related Party Transactions to be reviewed, such person(s) shall abstain from deliberation and voting in respect of such transactions.
- (d) Disclosure shall be made in the annual report of a breakdown of the aggregate value of all transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year and in the annual reports for the subsequent financial years during which the Proposed Shareholders' Mandate remains in force. In making such disclosure, a breakdown will be provided of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the current financial year, amongst others, based on the following:-
 - (i) the type of the Recurrent Related Party Transactions made; and
 - (ii) the names of the Related Parties involved in each type of Recurrent Related Party Transaction and their relationship with the DGSB Group.

There are no thresholds for approval of Recurrent Related Party Transactions within the DGSB Group. All Recurrent Related Party Transactions are reviewed and authorised by the Executive Directors of the Company, provided always that such Executive Directors have no interest in the transactions and the said transactions have been approved pursuant to the shareholders' mandate obtained at a general meeting for the Recurrent Related Party Transactions.

At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the DGSB Group based on its usual business practices to ensure that the Recurrent Related Party Transactions are not detrimental to the DGSB Group.

5. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee of the Company has reviewed the procedures mentioned in section 4 above and is of the view that the said procedures are sufficient to ensure that the Recurrent Related Party Transactions are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The DGSB Group has in place adequate procedures to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. These procedures and processes will be reviewed annually or as and when necessary.

6. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is conditional upon approval being obtained from the shareholders of DGSB at the 16th AGM.

7. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate does not have any effect on the share capital and Major Shareholders' shareholdings of DGSB and is not expected to have any material effect on the earnings and net assets of DGSB.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

The direct and indirect shareholdings of the interested Director ("Interested Director") and interested Major Shareholders ("Interested Major Shareholders") of the Company as at the LPD are set out below:-

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Director				
MGC	2,639,300	0.35	-	-
Interested Major Shareholders				
ITB	190,000,000	25.48	-	-
Insas	-	-	190,000,000 ⁽¹⁾	25.48
DSTKK	-	-	190,000,000 ⁽²⁾	25.48

Notes :

⁽¹⁾ Deemed interest held through ITB, a wholly-owned subsidiary of Insas, pursuant to Section 8(4) of the Act.

⁽²⁾ Deemed interest by virtue of his substantial interest in Insas pursuant to Section 8(4) of the Act.

The Interested Director has abstained and will continue to abstain from Board deliberations and voting pertaining to the Proposed Shareholders' Mandate.

The Interested Director and the Interested Major Shareholders will abstain from voting in respect of their direct and indirect shareholdings on the Proposed Shareholders' Mandate at the 16th AGM.

In addition, the Interested Director and the Interested Major Shareholders have undertaken that they will ensure that Persons Connected with them will abstain and continue to abstain from voting in respect of their direct and indirect shareholdings, if any, on the resolution pertaining to the Proposed Shareholders' Mandate at the 16th AGM.

Save as aforesaid, none of the other Directors or Major Shareholders or Persons Connected with them has any direct or indirect interest in the Proposed Shareholders' Mandate.

9. BOARD'S RECOMMENDATION

The Board, having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly recommends that the shareholders vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the 16th AGM.

10. AGM

The 16th AGM of the Company will be conducted on a fully virtual basis via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIIH Online website at <https://tiah.online> or <https://tiah.com.my> (Domain registration number with MYNIC : D1A282781) on **Thursday, 9 December 2021 at 11.00 a.m.** for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Shareholders' Mandate.

The Annual Report 2021, Notice of AGM together with Proxy Form, Administrative Guide for AGM and this Circular are available at the Company's website <https://www.dgsbgroup.com/annual-reports-general-meetings>. Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely at the 16th AGM.

If you are unable to participate and vote at the AGM, you may appoint a proxy to do so in your stead by following the instructions set out in the Administrative Guide.

The Proxy Form must be deposited (by hand/post) at either of the following offices of Tricor:

Tricor's Office		Tricor's Customer Service Centre
Unit 32-01, Level 32, Tower A Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur	OR	Unit G-3, Ground Floor Vertical Podium Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur

OR alternatively lodge electronically (instead of depositing hardcopy) via TIIH Online website at <https://tiah.online>, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

11. FURTHER INFORMATION

Shareholders of DGSB are advised to refer to the Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
DIVERSIFIED GATEWAY SOLUTIONS BERHAD

Dato' Dr. Tan Seng Chuan
Executive Vice Chairman

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of DGSB who collectively and individually accept full responsibility for the accuracy and correctness of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL LITIGATION

As at the LPD, the DGSB Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the position or business of the Group.

3. MATERIAL CONTRACTS

As at the LPD, neither DGSB nor its subsidiaries has entered into any contracts which are or may be material, not being contracts entered into in the ordinary course of business, during the past two (2) years preceding the date of this Circular, save as disclosed below:-

- (i) a conditional Share Sale and Subscription Agreement dated 29 October 2020 (“SSSA”) entered into between Paragon Spectrum Sdn Bhd (“PSSB”), a 60%-owned subsidiary of DGSB with Teow Yen Kim, Lim Yen Chie (both referred to as “Vendors”) and Duramitt Sdn Bhd (“Duramitt”) in relation to the following:-
 - proposed acquisition of 1,289,500 ordinary shares in Duramitt by PSSB from the Vendors in the proportion set out in the SSSA for a cash consideration of RM10,000,000 only;
 - proposed subscription of 1,934,250 new ordinary shares in Duramitt by PSSB for a total subscription sum of RM15,000,000 only; and
 - proposed subscription of 15,000,000 new Redeemable Preference Shares in Duramitt by PSSB for a total subscription sum of RM15,000,000 only.
- (ii) a mutual termination agreement dated 30 July 2021 entered into between the parties set out in item (i) above to terminate the SSSA.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the Registered Office of the Company at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, during office hours from Mondays to Fridays (except public holidays) from the date of this Circular until the date of the 16th AGM:-

- (a) Constitution of DGSB;
- (b) The audited consolidated financial statements of DGSB for the past two (2) financial year ended 30 June 2020 and 30 June 2021; and
- (c) The material contracts referred to in Section 3 above.