



**DIVERSIFIED GATEWAY SOLUTIONS BERHAD**  
(Registration No. 200401036851 (675362-P))

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting of Diversified Gateway Solutions Berhad (“Company”) will be conducted on a fully virtual basis using the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“TIIH”) which are available on TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC : D1A282781) on **Thursday, 9 December 2021 at 11.00 a.m.** for the following purposes: -

### **AGENDA**

#### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon. **Please see Explanatory Note 1**
2. To approve the payment of Directors’ fees of RM474,000 for the financial year ended 30 June 2021. **Ordinary Resolution 1**
3. To approve the payment of Directors’ benefits of up to RM66,000 for the period from 10 December 2021 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire by rotation pursuant to Clause 95 of the Company’s Constitution as Directors of the Company : -
  - 4.1 Y.A.M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP **Ordinary Resolution 3**
  - 4.2 Ms. Wan Mai Gan **Ordinary Resolution 4**
5. To re-elect Dato’ Wong Gian Kui who retires pursuant to Clause 102 of the Company’s Constitution as Director of the Company. **Ordinary Resolution 5**
6. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

#### **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions with or without modifications:

7. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 7**

“**THAT** subject to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Constitution of the Company and the approval of the relevant authorities, where required, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby empowered to obtain approval from Bursa Securities for the listing of and quotation for the additional shares so issued.”

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8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** Ordinary Resolution 8

"**THAT**, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as set out in Section 2.3 of the Circular to Shareholders dated 29 October 2021, subject to the following :-

- (a) the Recurrent Related Party Transactions are undertaken in the ordinary course of business which are necessary for the day-to-day operations; on arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;
- (b) disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted during the financial year.

**THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) it is revoked or varied by resolution passed by shareholders of the Company in a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

9. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

Lau Fong Siew  
MAICSA 7045893  
SSM Practising Certificate No. 202008002625  
Company Secretary

Lau Choi King  
MAICSA 7059575  
SSM Practising Certificate No. 202008002718  
Company Secretary

Kuala Lumpur  
29 October 2021

# NOTICE OF ANNUAL GENERAL MEETING

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## Explanatory Notes

### 1. Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 (“the Act”) does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.

### 2. Ordinary Resolution 1 – Directors’ Fees

The proposed Ordinary Resolution 1, if passed, will authorise the payment of Directors’ fees in respect of the financial year ended 30 June 2021 amounting to RM474,000 (2020 : RM390,000).

### 3. Ordinary Resolution 2 – Directors’ Benefits

The benefits payable to the Non-Executive Directors comprise of meeting allowance for attending the Board, Board Committees and general meetings for the period from 10 December 2021 until the next Annual General Meeting (“AGM”) in 2022. The meeting allowance is estimated based on the number of scheduled and unscheduled meetings and the numbers of Non-Executive Directors involved in these meetings.

### 4. Ordinary Resolution 7 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

The Company had at the 15th AGM held on 3 December 2020 obtained a general mandate from its shareholders, pursuant to Sections 75 and 76 of the Act and higher general mandate allowed in Bursa Securities’ letter dated 16 April 2020, empowering the Directors to issue and allot shares up to an amount not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company (“20% General Mandate”). As at the date of this Notice, the Company did not issue any shares pursuant to the 20% General Mandate which will expire at the conclusion of the 16th AGM.

The proposed Ordinary Resolution 7 is to seek a general mandate to empower the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at any point of time. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate will provide flexibility to the Company for any fund raising activities for the purpose of funding future investments/acquisitions or for working capital to finance the day-to-day operational expenses or such other applications as the Directors consider would be in the best interest of the Company without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional cost and time.

### 5. Ordinary Resolution 8 – Proposed Renewal of Shareholders’ Mandate and New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will empower the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature in a timely manner. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of general meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on the Proposed Shareholders’ Mandate is set out in the Circular to Shareholders dated 29 October 2021 which is available on the Company’s website at <https://www.dgsbgroup.com/annual-reports-general-meetings>.

## Notes

1. The 16th Annual General Meeting (“AGM”) will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities (“RPV”). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the poll administrator for the AGM to facilitate the RPV via TIIH Online website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company’s website at <https://www.dgsbgroup.com/annual-reports-general-meetings> to register, participate and vote remotely via the RPV.
2. 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.
3. 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.
4. 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.

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5. *The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the poll administrator not less than forty-eight (48) hours before the time set for holding the meeting i.e. no later than 7 December 2021 at 11.00 a.m. :*
  - (a) *In hard copy form*  
*Submit to 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 alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.*
  - (b) *By electronic form*  
*Lodge via TIIH Online website at <https://tjih.online> by following the procedures provided in the Administrative Guide.*
6. *A member who has appointed a proxy or authorised representative or attorney to participate in the AGM via RPV must request his/her proxy or authorised representative or attorney to register himself/herself for RPV at TIIH Online website at <https://tjih.online> in accordance with the procedures set out in the Administrative Guide.*
7. *Only members whose names appear in the **Record of Depositors as at 29 November 2021** will be entitled to participate or appoint proxy(ies) to participate in his stead in the AGM.*