

GENERAL MEETINGS: Notice of Meeting

DIVERSIFIED GATEWAY SOLUTIONS BERHAD

Type of Meeting	Extraordinary
Indicator	Notice of Meeting
Description	Notice of Extraordinary General Meeting of Diversified Gateway Solutions Berhad ("DGSB" or the "Company") The meeting will be conducted on a fully virtual basis through live streaming and online remote voting
Date of Meeting	31 Mar 2022
Time	11:00 AM
Venue(s)	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 Malaysia Online Meeting Platform via TIIH Online website at https://tiih.online with remote participation and voting facilities Malaysia
Date of General Meeting Record of Depositors	21 Mar 2022

Resolutions

1. Ordinary Resolution I

Description	Proposed acquisition by DGSB of:- (A) 51.0% equity interest in Excel Commerce Solutions Sdn Bhd ("Excel") from Thomas Lu Khin Phin ("Excel Vendor") for a cash consideration of RM4,590,000 ("Proposed Excel Acquisition"); and (B) 51.0% equity interest in Finther Tecnologica Sdn Bhd ("Finther") from Faizal Bin Bahadon and Chan Ming Chong ("Finther Vendors") for a cash consideration of RM7,650,000 ("Proposed Finther Acquisition"). (Collectively referred to as "Proposed Acquisitions")
Shareholder's Action	For Voting

2. Ordinary Resolution II

Description	Proposed disposal by DGSB of 70.0% equity interest in QBI Packaging Sdn Bhd and 70.0% equity interest in Makan Channel Sdn Bhd to Insas Technology Berhad for a total cash consideration of RM3,500,000 ("Proposed Disposal")
Shareholder's Action	For Voting

3. Special Resolution

Description	Proposed change of name of the Company from Diversified Gateway Solutions Berhad to Divfex Berhad ("Proposed Change of Name")
Shareholder's Action	For Voting

Please refer attachment below.

Attachments

[DGSB_Notice of EGM dated 9 March 2022_Admin Guide.pdf](#)
234.9 kB

Announcement Info

Company Name	DIVERSIFIED GATEWAY SOLUTIONS BERHAD
Stock Name	DGSB
Date Announced	08 Mar 2022
Category	General Meeting
Reference Number	GMA-08032022-00001
Corporate Action ID	MY220308MEET0001



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 on **Thursday, 31 March 2022 at 11.00 a.m.** for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION I

PROPOSED ACQUISITION BY DGSB OF

(A) **51.0% EQUITY INTEREST IN EXCEL COMMERCE SOLUTIONS SDN BHD ("EXCEL") FROM THOMAS LU KHIN PHIN ("EXCEL VENDOR") FOR A CASH CONSIDERATION OF RM4,590,000 ("PROPOSED EXCEL ACQUISITION"); AND**

(B) **51.0% EQUITY INTEREST IN FINTHER TECNOLOGICA SDN BHD ("FINTHER") FROM FAIZAL BIN BAHADON AND CHAN MING CHONG ("FINTHER VENDORS") FOR A CASH CONSIDERATION OF RM7,650,000 ("PROPOSED FINTHER ACQUISITION").**

(COLLECTIVELY REFERRED TO AS "PROPOSED ACQUISITIONS")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to DGSB to acquire:

(a) 510,000 ordinary shares representing 51.0% equity interest in Excel from the Excel Vendor, for a cash consideration of RM4,590,000, subject to and upon such terms and conditions as set out in the conditional share sale and purchase agreement dated 4 January 2022 entered into between Excel Vendor and DGSB for the Proposed Excel Acquisition; and

(b) 255,000 ordinary shares representing 51.0% equity interest in Finther from the Finther Vendors, for a cash consideration of RM7,650,000, subject to and upon such terms and conditions as set out in the conditional share sale and purchase agreement dated 4 January 2022 entered into between Finther Vendors and DGSB for the Proposed Finther Acquisition.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all documents as they may deem fit, necessary or expedient in order to carry out, finalise and give effect to the Proposed Acquisitions with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant parties and/or authorities, and to take all such steps and actions as the Directors consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisitions."

ORDINARY RESOLUTION II

PROPOSED DISPOSAL BY DGSB OF 70.0% EQUITY INTEREST IN QBI PACKAGING SDN BHD ("QBI") AND 70.0% EQUITY INTEREST IN MAKAN CHANNEL SDN BHD ("MAKAN CHANNEL") TO INSAS TECHNOLOGY BERHAD ("ITB") FOR A TOTAL CASH CONSIDERATION OF RM3,500,000 ("PROPOSED DISPOSAL")

"THAT subject to the fulfilment of all the conditions precedent under the conditional share sale and purchase agreement dated 4 January 2022 between DGSB and ITB, and all approvals being obtained from the relevant parties and/or authorities (where required), approval be and is hereby given to the Company to dispose of its 70.0% equity interest in QBI as well as 70.0% equity interest in Makan Channel to ITB for a total cash consideration of RM3,500,000;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all documents as they may deem fit, necessary or expedient in order to carry out, finalise and give effect to the Proposed Disposal with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant parties and/or authorities, and to take all such steps and actions as the Directors consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Disposal."

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM DIVERSIFIED GATEWAY SOLUTIONS BERHAD TO DIVFEX BERHAD ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be changed from "Diversified Gateway Solutions Berhad" to "Divfex Berhad" with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company;

AND THAT the Directors and/or the Secretaries of the Company be and are hereby authorised to take all such necessary steps to give effect to the Proposed Change of Name and to carry out all the necessary formalities in effecting the Proposed Change of Name."

BY ORDER OF THE BOARD OF DIVERSIFIED GATEWAY SOLUTIONS BERHAD

Lau Fong Siew (MAICSA 7045893) (SSM PC No. 202008002625)

Lau Choi King (MAICSA 7059575) (SSM PC No. 202008002718)

Company Secretaries

Kuala Lumpur

9 March 2022

Notes:

1. The EGM will be conducted on a fully virtual basis through live streaming and online remote voting using the remote participation and voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd on its TIH 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 and vote remotely via the RPV.

2. 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 should not be physically present at the broadcast venue on the day of the meeting.

3. 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.

4. 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.

5. 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.

6. The appointment of proxy may be made in 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 Tuesday, 29 March 2022 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 TIH Online website at <https://tiih.online> by following the procedures provided in the Administrative Guide.

7. 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 TIH Online website at <https://tiih.online> in accordance with the procedures set out in the Administrative Guide.

8. Only members whose names appear in the **Record of Depositors as at Monday, 21 March 2022** will be entitled to participate or appoint proxy(ies) to participate in his stead in the EGM.



DIVERSIFIED GATEWAY SOLUTIONS BERHAD
(Registration No. 200401036851 (675362-P))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Date & Time : Thursday, 31 March 2022 at 11.00 a.m.

Broadcast Venue : 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, Malaysia

Online Meeting Platform : TIIH Online website at <https://tiih.online>

Mode of Meeting

- The EGM of the Company will be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIIH Online website at <https://tiih.online>.
- The broadcast venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue of the meeting. Shareholders/proxies/corporate representatives/attorneys from the public will not be allowed to attend the meeting in person at the broadcast venue on the day of the meeting.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check the Company’s website or announcements for the latest updates on the status of the EGM.

Remote Participation and Voting

- The RPV facilities are available on Tricor’s TIIH Online website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using the RPV facilities provided by Tricor.
- Kindly refer to “Procedures for RPV” set out below for the requirements and procedures.

Procedures for RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

Before the EGM Day

Procedure	Action
i. Register as a user with TIIH Online website	<ul style="list-style-type: none">• Using your computer, access to TIIH Online website at https://tiih.online.• Register as a user under the “e-Services”, select the “Sign Up” button and followed by “Create Account by Individual Holder”. Refer to the tutorial

	<p>guide posted on the homepage for assistance.</p> <ul style="list-style-type: none"> • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. • If you are already a user with TIIH Online website, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online website.
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none"> • Registration is open from Wednesday, 9 March 2022 until the day of EGM on Thursday, 31 March 2022. • Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate at the EGM using the RPV facilities. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) DGSB 2022 EGM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select “Register for Remote Participation and Voting”. • Review your registration and proceed to register. • System will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the Record of Depositors as at 21 March 2022, the system will send you an e-mail on or after 29 March 2022 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online website and registration for the RPV).</i></p>

On the EGM Day

Procedure	Action
i. Login to TIIH Online website	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the EGM at any time from 10.00 a.m. i.e. 1 hour before the commencement of meeting at 11.00 a.m. on Thursday, 31 March 2022.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAM MEETING) DGSB 2022 EGM” to engage in the proceedings of the EGM remotely. • If you have any question for the Board, you may use the Query Box to transmit your question. The Board will try to respond to questions submitted by remote participants during the EGM.
iii. Online remote voting	<ul style="list-style-type: none"> • Voting session will commence from 11.00 a.m. on Thursday, 31 March 2022 until a time when the Chairman announces the end of the session. • Select the corporate event: “(REMOTE VOTING) DGSB 2022 EGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the conclusion of the EGM, the live streaming will end.

Notes to users of the RPV :

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online website on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, please call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

Entitlement to Participate

- Only shareholders whose names appear on the **Record of Depositors as at 21 March 2022** shall be entitled to participate in the EGM or appoint proxy(ies) to participate on his/her behalf.
- If a shareholder is unable to participate in the EGM, he/she may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the proxy form.
- If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.
- A shareholder who has appointed a proxy/authorised representative/attorney to participate in the EGM via RPV must request his/her proxy/authorised representative/attorney to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to “Procedures for RPV”.

Appointment of Proxy or Corporate Representative or Attorney

- Proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means must be deposited or submitted in the following manner not later than **Tuesday, 29 March 2022 at 11.00 a.m.:**

(i) In hard copy

By hand or post 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 its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;

(ii) By electronic form

Alternatively, the proxy forms can be lodged electronically via TIIH Online website by following the steps summarised below:

Procedure	Action
i. <u>Steps for Individual Shareholders</u>	
Register as a User with TIIH Online website	<ul style="list-style-type: none"> • Using your computer, please access the TIIH Online website at https://tiih.online. • Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online website, you are not required to register again.
Proceed with submission of proxy form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user ID (i.e. email address) and password. • Select the corporate event: “DGSB 2022 EGM - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. • Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your

	<p>proxy will decide on your votes.</p> <ul style="list-style-type: none"> • Review and confirm your proxy(s) appointment. • Print the proxy form for record.
<p>ii. <u>Steps for corporation or institutional shareholders</u></p>	
<p>Register as a User with TIIH Online website</p>	<ul style="list-style-type: none"> • Access TIIH Online website at https://tiih.online. • Under “e-Services”, the authorised or nominated representative of the corporation or institutional shareholder selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.)</i></p>
<p>Proceed with submission of proxy form</p>	<ul style="list-style-type: none"> • Login to TIIH Online website at https://tiih.online. • Select the corporate event name: “DGSB 2022 EGM - SUBMISSION OF PROXY FORM”. • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Login to TIIH Online website, select corporate event name: “DGSB 2022 EGM - SUBMISSION OF PROXY FORM”. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for record.

Voting at Meeting

- The voting at the EGM will be conducted on poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The Company has appointed Tricor to conduct the poll voting electronically (“e-voting”) via Tricor e-Vote application (“Tricor e-Vote App”).
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the EGM at 11.00 a.m. on 31 March 2022 but before the end of the voting session which will be announced by the Chairman of the Meeting. Please refer to “Procedures for RPV” provided above for guidance on how to vote remotely via TIIH Online website.

Door Gift or Food Voucher

There will be no door gifts or food vouchers for participating in the EGM.

No Recording or Photography

Unauthorized recording and photography are strictly prohibited at the EGM.

Pre-Meeting Submission of Questions to the Board of Directors

Shareholders may submit questions in relation to the agenda items for the EGM in advance via Tricor’s TIIH Online website at <https://tiih.online>, by selecting “e-Services” to login, post questions and submit electronically no later than Tuesday, 29 March 2022 at 11.00 a.m. The Board will endeavor to address

the questions at the EGM.

Enquiry

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com