



**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 FINTER TECNOLOGICA SDN BHD ("FINTER") FROM FAIZAL BIN BAHADON AND CHAN MING CHONG ("FINTER VENDORS") FOR A CASH CONSIDERATION OF RM7,650,000 ("PROPOSED FINTER 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 TIIH Online website at <https://tjih.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 TIIH 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 TIIH 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.*