

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of Compugates Holdings Berhad will be held at Greens III, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 21st June 2013 at 10.00 a.m., for the purpose of considering the following businesses:

AGENDA

Ordinary Business

1. To lay the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees of RM324,000 for the financial year ended 31 December 2012. Ordinary Resolution 1
3. To re-elect the following Directors who retire pursuant to Article 125 of the Company's Articles of Association, and being eligible, offer themselves for re-election:

(i) Goh Kheng Peow; and	Ordinary Resolution 2
(ii) Mohamed Fauzi bin Omar	Ordinary Resolution 3
4. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorize the Directors to fix their remuneration. Ordinary Resolution 4

Special Business

To consider and if thought fit, pass the following ordinary/ special resolutions:-

5. Ordinary Resolution

Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Act, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued does not exceed ten percent (10%) of the issued capital of the Company at the time of issue and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued, subject to the Act, the Articles of Association of the Company and approval from Bursa Securities and other relevant bodies where such approval is necessary." Ordinary Resolution 5

6. Special Resolution

Proposed Amendments to the Articles of Association

"THAT the Articles of Association of the Company be and are hereby amended in the form and manner as set out in Appendix I." Special Resolution 1

7. To transact any other ordinary business for which due notice shall have been given.

BY ORDER OF THE BOARD

MAH LI CHEN (MAICSA 7022751)
CYNTHIA GLORIA LOUIS (MAICSA 7008306)
CHEW MEI LING (MAICSA 7019175)
Company Secretaries

Petaling Jaya
Dated this 28 May 2013

Notes:

1. For purposes of determining a member who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Depository, in accordance with Article 78 of the Company's Articles of Association and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors as at 14 June 2013. Only a depositor whose name appears on the General Meeting Record of Depositors as at 14 June 2013 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his/her behalf.
2. Every member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him/her but his/her attendance will automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
3. A member may appoint up to two (2) proxies to attend and vote at the meeting. If a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his holding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited with the Share Registrar at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
6. Explanatory Notes on Special Business

(a) Authority to Issue and Allot Shares pursuant to Section 132D of the Act

The Directors did not issue any new share pursuant to the existing mandate.

The proposed Ordinary Resolution 5, if passed, will give a renewed mandate to the Directors of the Company, from the date of the Eighth AGM, to allot and issue ordinary shares up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being from the unissued capital of the Company pursuant to Section 132D of the Companies Act, 1965 and that such an authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or acquisitions of assets and/or working capital.

(b) Proposed Amendments to the Articles of Association

The Special Resolution if passed, will enable the Company to streamline the Articles to be aligned with the recent amendments to the Main Market Listing Requirements.