

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh (11th) Annual General Meeting of **COMPUGATES HOLDINGS BERHAD** will be held at Greens III, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Monday, 30 May 2016 at 10.00 a.m.** for the following purposes:-

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. | (Please refer to the Explanatory Notes) |
| 2. To approve the payment of Directors' fees of RM276,000 for the financial year ended 31 December 2015. | (Ordinary Resolution 1) |
| 3. To re-elect Mr Goh Kheng Peow who retires pursuant to Article 125 of the Company's Articles of Association. | (Ordinary Resolution 2) |
| 4. To consider and if thought fit, to pass the following ordinary resolution in accordance with Section 129(6) of the Companies Act, 1965:-
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Asmat bin Kamaludin who is over the age of 70 years and retires pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company." | (Ordinary Resolution 3) |
| 5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 4) |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

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| 6. Proposed Retention of Independent Directors
(i) "THAT Tan Sri Asmat bin Kamaludin be retained and remain as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."
(ii) "THAT Encik Mohamed Fauzi bin Omar be retained and remain as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." | (Ordinary Resolution 5)

(Ordinary Resolution 6) |
| 7. Authority to Issue and Allot Shares Pursuant To Section 132D of The Companies Act, 1965
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 pursuant to this Resolution does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | (Ordinary Resolution 7) |
| 8. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965. | |

By Order of the Board

COMPUGATES HOLDINGS BERHAD

WONG KEO ROU (MAICSA 7021435)

JENNY WONG CHEW BOEY (MAICSA 7006120)

Company Secretaries

Kuala Lumpur

29 April 2016

Notes:-

- Every member entitled to attend and vote at a 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. A proxy shall be entitled to vote on a show of hands on any question at General Meeting and shall have the same rights as the member to speak at the General Meeting.
- 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 proportion of his holding to be represented by each proxy.
- Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account known as 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 and there shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited with the Registered Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 23 May 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 11th Annual General Meeting.

Explanatory Notes**1. Item 1 of the Agenda**

To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon

This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting.

2. Proposed Retention of Independent Directors

The proposed Ordinary Resolutions 5 and 6, if passed will allow Tan Sri Asmat bin Kamaludin and Encik Mohamed Fauzi bin Omar to be retained and continue to act as Independent Directors to fulfil the requirement of Paragraph 3.04 of Bursa Securities Main Market Listing Requirements and in line with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. Both Tan Sri Asmat bin Kamaludin and Encik Mohamed Fauzi bin Omar were appointed as Independent Directors since 8 November 2005 and have been serving in the Board for more than nine (9) years. They have met the independence criteria and definition of an Independent Directors as set out in Paragraph 1.01 of Bursa Securities Main Market Listing Requirements. Therefore, the Board considers them to be independent and believes that they should be retained as Independent Non-Executive Directors.

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

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate"). This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 17 June 2015 and this general mandate will lapse at the conclusion of the 11th Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.