

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Compugates Holdings Berhad ("CHB" or the "Company") will be held at Greens III, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, on Friday, 5 August 2016 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

#### SPECIAL RESOLUTION 1

**PROPOSED PAR VALUE REDUCTION OF THE EXISTING ISSUED AND PAID-UP SHARE CAPITAL OF CHB FROM RM213,428,902.00 COMPRISING 2,134,289,020 ORDINARY SHARES OF RM0.10 EACH TO RM42,685,780.40 COMPRISING 2,134,289,020 ORDINARY SHARES OF RM0.02 EACH VIA THE CANCELLATION OF RM0.08 FROM THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.10 IN CHB PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("PROPOSED PAR VALUE REDUCTION")**

"**THAT**, subject to the sanction of the High Court of Malaya ("Court") pursuant to Section 64 of the Companies Act, 1965 and the passing of Special Resolution 2 below, the approval be and is hereby given to the Directors of the Company to reduce the issued and paid-up share capital of CHB from RM213,428,902.00 comprising 2,134,289,020 ordinary shares of RM0.10 each to RM42,685,780.40 comprising 2,134,289,020 ordinary shares of RM0.02 each through the cancellation of RM0.08 from the existing par value of RM0.10 each;

**AND THAT** the credit arising from the Proposed Par Value Reduction will be set-off against the accumulated losses of the Company and any balances thereon will be credited to the reserves of the Company to be utilised in such manner as the Directors of the Company deem fit and as permitted by the relevant and applicable laws.

**AND THAT** authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to finalise, implement and give effect to the Proposed Par Value Reduction with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be imposed or permitted by the relevant authorities and/or the Court".

#### SPECIAL RESOLUTION 2

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF CHB ("PROPOSED AMENDMENTS")**

"**THAT**, subject to the passing of Special Resolution 1, the Memorandum and Articles of Association of the Company be amended by:

- (i) deleting Clause 5 of the Memorandum of Association in its entirety and be substituted in place thereof, the following:-

**Existing - Clause 5 of the Memorandum of Association**

The capital of the Company is RM350,000,000.00 divided into 3,500,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

**Proposed Amendment - New Clause 5 of the Memorandum of Association**

The capital of the Company is RM350,000,000.00 divided into 17,500,000,000 ordinary shares of RM0.02 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

- (ii) deleting Article 11 of the Articles of Association, which reads, "The authorised share capital of the Company is RM350,000,000.00 divided into 3,500,000,000 ordinary shares of RM0.10 each. The Company may from time to time by Ordinary Resolution change its authorised share capital." in its entirety.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps and do all things as the Directors of the Company may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things as they may consider necessary or expedient in the interest of the Company".

#### ORDINARY RESOLUTION 1

**PROPOSED JOINT VENTURE BETWEEN COMPUGATES DEVELOPMENT AND MINING SDN BHD, A 70%-OWNED SUBSIDIARY OF COMPUGATES HOLDINGS BERHAD ("CDMSB"), AND MAIN UPTOWN SDN BHD ("MUSB"), TO JOINTLY DEVELOP A PARCEL OF LEASEHOLD LAND IDENTIFIED AS H.S.(D) 13828, PT 26800, MUKIM DENGKIL, DISTRICT SEPANG, STATE OF SELANGOR, MEASURING APPROXIMATELY 154,990 SQUARE METRES ("LAND") INTO A MIXED DEVELOPMENT ("PROPOSED JOINT VENTURE")**

"**THAT**, subject to the passing of Ordinary Resolution 2, and subject further to the approval of all relevant authorities (if necessary), approval be and is hereby given for:

- (i) CDMSB to enter into the joint venture agreement dated 18 August 2015 with MUSB to develop the Land pursuant to the Proposed Joint Venture ("JV Agreement");
- (ii) CDMSB to grant MUSB certain powers to deal in the Land in respect of the development under the Proposed Joint Venture via the Power of Attorney executed on 19 August 2015 ("Power of Attorney"); and
- (iii) CDMSB to do all acts, deeds and things to execute all actions and obligations pursuant to the terms and conditions of the JV Agreement and Power of Attorney in relation to the Proposed Joint Venture,

details of which are in the circular to the shareholders of CHB dated 11 July 2016 ("Circular").

**THAT** the JV Agreement be and is hereby confirmed, ratified and approved.

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Joint Venture with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company."

#### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF THE BUSINESS OF CHB AND ITS SUBSIDIARIES TO INCLUDE PROPERTY INVESTMENT HOLDING ("PROPOSED DIVERSIFICATION")**

"**THAT**, subject to the passing of Ordinary Resolution 1, and subject always to the Companies Act, 1965, the provisions of the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company and/or its subsidiaries to diversify its operations into property investment holding.

**AND THAT** the Directors of the Company be and is hereby authorised to enter into and execute such further or other agreements, instruments, documents, transfers and deeds as the directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Diversification and to take all such steps and do all things as the Directors of the Company may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things as they may consider necessary or expedient in the interest of the Company."

#### BY ORDER OF THE BOARD

Jenny Wong Chew Boey (MAICSA 7006120)  
Company Secretary

Kuala Lumpur  
11 July 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 the 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 appointer or of his attorney duly authorised in writing or, if the appointer 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 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 29 July 2016 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at this EGM.