

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting ("12th AGM") of **COMPUGATES HOLDINGS BERHAD** will be held at Greens II, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Monday, 29 May 2017 at 10.00 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 8)
- To approve the payment of Directors' fees of RM276,000 for the financial year ended 31 December 2016. (Ordinary Resolution 1)
- To re-elect Encik Mohamed Fauzi Bin Omar who retires pursuant to Article 125 of the Company's Articles of Association. (Ordinary Resolution 2)
- To re-appoint Messrs SJ Grant Thornton as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 3)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following as Ordinary Resolutions:

- Re-appointment of Director**
"THAT Tan Sri Datuk Asmat Bin Kamaludin be re-appointed as Director of the Company." (Ordinary Resolution 4)
- Proposed Retention of Independent Directors**
 - "THAT Tan Sri Datuk 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." (Ordinary Resolution 5)
 - "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 6)
- Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are 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 in force until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 7)
- To transact any other business of the Company for which due notice shall have been received in accordance with the Company's Articles of Association and Companies Act 2016.

By Order of the Board

COMPUGATES HOLDINGS BERHAD

LEE WEE HEE (MAICSA 0773340)

REBECCA LEE EWE AI (MAICSA 0766742)

Company Secretaries

Kuala Lumpur

28 April 2017

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 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 22 May 2017 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 12th AGM.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Note on Ordinary Business

8. Audited Financial Statements for financial year ended 31 December 2016

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

Explanatory Notes on Special Business

9. Re-appointment of Director

The proposed Ordinary Resolution 4 under Agenda 5 is to seek shareholders' approval on the re-appointment of Tan Sri Datuk Asmat Bin Kamaludin, who had been re-appointed in the previous Annual General Meeting held on 30 May 2016 as Director under Section 129(6) of the former Companies Act 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Director of the Company. If passed, the proposed Ordinary Resolution 4 will authorize the continuation of the Director in office from the date of this Annual General Meeting onwards.

10. Proposed Retention of Independent Directors

The proposed Ordinary Resolutions 5 and 6, if passed will allow Tan Sri Datuk 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 Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. Both Tan Sri Datuk 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 Director 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.

11. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Ordinary Resolution 7 is proposed for the purpose of obtaining a renewed General Mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new ordinary shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 30 May 2016 and which will lapse at the conclusion of this 12th AGM.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.