

COMPUGATES®

COMPUGATES HOLDINGS BERHAD

(Company No. 669287-H)
(Incorporated in Malaysia)

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 Sports Wing, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 17 July 2018 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED JOINT DEVELOPMENT BETWEEN COMPUGATES DEVELOPMENT AND MINING SDN BHD ("CDMSB"), A 70%-OWNED SUB-SUBSIDIARY OF COMPUGATES HOLDINGS BERHAD WITH JADE CLASSIC SDN BHD ("JCSB"), TO JOINTLY DEVELOP A PARCEL OF VACANT AGRICULTURE LAND IDENTIFIED AS LOT NO. 47954 TITLE NO. PN 98100, MUKIM OF DENGKIL, DISTRICT OF SEPANG, SELANGOR ("LAND") INTO A MIXED DEVELOPMENT ("PROPOSED DEVELOPMENT")

"THAT, subject to the approval of all relevant authorities (if necessary), approval be and is hereby given for CDMSB to enter into the joint venture agreement dated 28 November 2017 ("JVA") with JCSB to develop the Land pursuant to the Proposed Development and for CDMSB to do all acts, deeds and things to execute all actions and obligations pursuant to the terms and conditions of the JVA, details of which are in the circular to the shareholders of CHB dated 2 July 2018.

THAT the JVA 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 Development 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 PRIVATE PLACEMENT OF UP TO 25% OF THE ISSUED SHARES OF CHB INVOLVING UP TO 586,929,400 NEW ORDINARY SHARES IN CHB ("CHB SHARES" OR "PLACEMENT SHARES")("PROPOSED PRIVATE PLACEMENT")

"THAT, subject to the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to increase the share capital of the Company by way of private placement of up to 25% of its issued shares, involving up to 586,929,400 new CHB Shares to independent investors to be identified, in one or several tranches, at an issue price for each tranche to be determined and fixed by the Directors of the Company, which shall be determined later after all the relevant approvals have been obtained. In any event, the issue price shall be at a discount of not more than 10% from the 5-day weighted average market price of CHB Shares immediately preceding the price-fixing date;

THAT, such Placement Shares will, upon allotment and issuance, rank equally with the existing CHB Shares, except that holders of the Placement Shares will not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared to the shareholders of the Company, which the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) is prior to the date of allotment of the Placement Shares;

AND THAT, the Directors of the Company be and are hereby authorised to do all such acts and things that are necessary to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions they consider necessary or as may be required to give full effect to and complete the Proposed Private Placement."

BY ORDER OF THE BOARD COMPUGATES HOLDINGS BERHAD

**LEE WEE HEE (MAICSA 0773340)
REBECCA LEE EWE AI (MAICSA 0766742)**

Company Secretaries
Kuala Lumpur
2 July 2018

Notes:-

1. Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. Every member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him but his 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 meeting and shall have the same rights as the member to speak at the meeting.
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 specifies the proportion of his holding to be represented by each proxy.
4. 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.
5. 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.
6. 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 twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 July 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this EGM.
8. 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.