

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting ("14th AGM") of COMPUGATES HOLDINGS BERHAD will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 28 May 2019 at 10.00 a.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **(Please refer to the Explanatory Note 9)**
2. To approve the payment of Directors' fees of RM276,000 for the financial year ended 31 December 2018. **(Ordinary Resolution 1)**
3. To approve the payment of Directors' fees of RM276,000 for the financial year ending 31 December 2019. **(Ordinary Resolution 2)**
4. To re-elect Mr Goh Tai Wai who retires pursuant to Article 125 of the Company's Constitution. **(Ordinary Resolution 3)**
5. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 4)**

**AS SPECIAL BUSINESS**

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

6. **Ordinary Resolution**  
**Proposed Retention of Independent Directors**
  - (i) "THAT Tan Sri Datuk Asmat Bin Kamaludin be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has served on the Board of Directors for a cumulative term of more than nine (9) years." **(Ordinary Resolution 5)**
  - (ii) "THAT Encik Mohamed Fauzi Bin Omar be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director, notwithstanding that he has served on the Board of Directors for a cumulative term of more than nine (9) years." **(Ordinary Resolution 6)**
7. **Ordinary Resolution**  
**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)**
8. **Special Resolution**  
**Proposed Adoption of the New Constitution of the Company**  
"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix 1 accompanying the Company's Annual Report for the financial year ended 31 December 2018, be and is hereby adopted as the Constitution of the Company, **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." **(Special Resolution 1)**
9. To transact any other business of the Company for which due notice shall have been given in accordance with the Company's Constitution and/or 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

29 April 2019

**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 forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
7. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 21 May 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 14th AGM.
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.

**Explanatory Note on Ordinary Business**

**9. Audited Financial Statements for financial year ended 31 December 2018**

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**

**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 15.02 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The details of the Board's justification and recommendations for the retention of Tan Sri Datuk Asmat Bin Kamaludin and Encik Mohamed Fauzi Bin Omar are set out on Page 25 of the Board's Corporate Governance Overview Statement in the Annual Report 2018.

**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.

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.

As at the date of this Notice, no new ordinary 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 24 May 2018 and which will lapse at the conclusion of this 14th AGM.

**12. Proposed Adoption of the New Constitution of the Company**

The Special Resolution 1, if passed, will bring the Company's Constitution in line with the Companies Act 2016 which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements and the prevailing statutory and regulatory requirements, details of which are set out in Appendix 1 accompanying the Company's Annual Report 2018. Pursuant to Section 36 of the Companies Act 2016, the proposed adoption of the new Constitution of the Company, if passed as a Special Resolution by a majority of not less than 75% of the members who are entitled to vote, and do vote in person or by proxy, shall take immediate effect and it shall bind the Company and the members accordingly.