

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting ("15th AGM" or "Meeting") of **COMPUGATES HOLDINGS BERHAD** will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Monday, 6 July 2020 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 2019 together with the Reports of the Directors and Auditors thereon. (Please refer to the Explanatory Note 9)
- To approve the payment of Directors' fees of up to RM276,000 for the financial year ending 31 December 2020. (Ordinary Resolution 1)
- To re-elect Encik Mohamed Fauzi Bin Omar who retires pursuant to Clause 134 of the Company's Constitution. (Ordinary Resolution 2)
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 3)

AS SPECIAL BUSINESS

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

- Ordinary Resolution**
Proposed Retention of Independent Directors
 - "**THAT** Tan Sri Datuk Asmat Bin Kamaludin who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company." (Ordinary Resolution 4)
 - "**THAT** Encik Mohamed Fauzi Bin Omar who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company." (Ordinary Resolution 5)
- Ordinary Resolution**
Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (Ordinary Resolution 6)

"**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 of the Company be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting."
- 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

CHEN WEE SAM (SSM PC No. 202008002853) (LS 0009709)
HEW CHEE HAU (SSM PC No. 201908001291) (MIA 21967)

Company Secretaries
Kuala Lumpur

5 June 2020

Notes:-

- A member of the Company entitled to attend and vote is 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.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of electronic appointment, the proxy form must be deposited via TIH Online at <https://tihh.online>. Please refer to the Annexure to the Form of Proxy for further information on electronic submission. All proxy form submitted must be received by the Company not less than 48 hours before the time set for holding the Meeting or any adjournment thereof or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 June 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- 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

- Audited Financial Statements for financial year ended 31 December 2019**

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

- Proposed Retention of Independent Directors**

The proposed Ordinary Resolutions 4 and 5, 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 ("Bursa Securities") 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 pages 25 of the Corporate Governance Overview Statement in the Annual Report 2019.

- Authority to Allot and Issue and Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 6 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 allot and issue 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 20% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors consider would 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 after the approval was given, or at the expiry of period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide its letter dated 16 April 2020 allows a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirement of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities.

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, expeditiously and efficiently, during the challenging time.

The Board, having considered the current financial position, challenging economic outlook, strategic planning and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 28 May 2019 and it will lapse at the conclusion of the 15th AGM of the Company.

IMPORTANT NOTICE: In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the 15th AGM in order to safeguard the health of attendees. Please follow the procedures provided in the Administrative Guide which can be downloaded from the Company's website or announcement via Bursa website.

ELECTRONIC SUBMISSION OF PROXY FORM VIA TIIH ONLINE






Dear shareholders,

We are pleased to inform that you as a shareholder can have the option to submit your proxy forms by electronic means through our system, TIIH Online (“e-Proxy”).

TIIH Online is an application that provides an online platform for shareholders (*individuals only*) to submit document/form electronically which includes proxy form in paperless form (“e-Submission”). Once you have successfully submitted your e-proxy form, you are no longer required to complete and submit the physical proxy form to the company or Tricor office.









To assist you on how to engage with e-Proxy, kindly read and follow the guidance notes which are detailed below:

1. Sign up as user of TIIH Online

-  Using your computer, access our website at <https://tiih.online>
-  Sign up as a user by completing the registration form, registration is free
-  Upload a softcopy of your MyKad (front and back) or your passport
-  Administrator will approve your registration within one working day and notify you via email
-  Activate your account by re-setting your password

- Notes:**
- (i) *If you are already a user of TIIH Online, you are not required to sign up again*
 - (ii) *An email address is allowed to be used once to register as a new user account, and the same email cannot be used to register another user account*
 - (iii) *At this juncture, only individual security holders are offered to register as user and participate in e-Proxy*

2. Proceed with submission of e-Proxy

-  After the release of the Notice of Meeting by the Company, login with your user name (i.e. e-mail address) and password
-  Select the corporate event: **“Submission of Proxy Form”**
-  Read and agree to the Terms & Conditions and confirm the Declaration
-  Select/insert the CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf
-  Appoint your proxy(s) or chairman and insert the required details of your proxy(s)
-  Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote
-  Review & confirm your proxy(s) appointment
-  Print e-proxy for your record

Should you need assistance on our e-Submission, please contact us. Thank you.

Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur, Malaysia

Telephone No: 03-27839299
Fax No: 03-27839222
E-mail: is.enquiry@my.tricorglobal.com

COMPUGATES HOLDINGS BERHAD
Registration No. 200401030779 (669287-H)
(Incorporated in Malaysia)

Administrative Guide for the
Fifteenth Annual General Meeting (“15th AGM”)

Dear Valued Shareholders of Compugates Holdings Berhad,

General Meeting Arrangements

Due to the constant evolving Coronavirus Disease (COVID-19) situation in Malaysia, we will change the arrangements of our 15th AGM. Kindly check the Company’s website or announcements from time to time for the latest updates on the status or changes to the 15th AGM arrangement.

Safeguard measures due to COVID-19 Outbreak

1. In light of the COVID-19 outbreak, shareholders/proxies are encouraged to take all the necessary precautions and preventive measures issued and directed by the Ministry of Health before attending the 15th AGM.
2. If you have travelled overseas to China, United States of America, Hong Kong, Japan, South Korea, Italy, Iran and other affected countries (as and when announced by the WHO and Malaysia’s Ministry of Health in the past 14 days) or if you are unwell with sore throat/fever/flu/cough/shortness of breath, you are required to comply with the directives issued by the Malaysia Government to self-quarantine or seek medical advices.
3. All attendees which were screened and tested positive or is believed to be suffering from pneumonia symptoms (which include fever, cough, breathlessness) would be advised by our personnel to leave the premise and seek medical attention immediately.
4. In view of COVID-19 outbreak and given that your safety is the Company’s priority, the Company has taken below precautions measures to contain the spread of the COVID-19 to ensure the safety of attendees at the 15th AGM:
 - a) The attendance of outstation shareholders at the 15th AGM are strongly discouraged.
 - b) Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote on behalf at the forthcoming 15th AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman to vote on behalf. If you would like to raise any questions in relation to the Resolutions at the 15th AGM, you may email your questions to corporateaffairs@compugates.com by 5 p.m. on 30 June 2020, and the Company would attend to your queries soonest possible via email.
 - c) The Company reserves the right to limit the total number of physical attendees in the meeting to **20**. Hence, the total **members present in person or by proxy or attorney or authorised representative shall preferably be limited to 10 PERSONS** after taking into consideration of the attendance of the Directors, Chief Financial Officer, Company Secretary, Poll Administrator, Scrutineer and Auditors. Hence, the entrance to the meeting venue is based on ***first-come-first-serve basis*** and again safety is a non-negotiable priority for the Company.
5. The Company will take the precaution measure by conducting temperature checks on all members upon arrival at the 15th AGM venue. You will not be allowed to enter the meeting venue if you have the above symptoms as specified under item 3 or having a body temperature above 37.5 °C. All attendees are advised to sanitize their hands and wear face mask before entering.
6. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding travelling, self-quarantine, other health and safety precautions from time to time.

COMPUGATES HOLDINGS BERHAD

Registration No. 200401030779 (669287-H)

(Incorporated in Malaysia)

Administrative Guide for the Fifteenth Annual General Meeting (“15th AGM”)

No Lunch, Refreshment nor Door Gift

There will be no lunch, refreshment nor door-gift provided for 15th AGM.

Registration

1. Registration will start at 9.00 a.m. on Monday, 6 July 2020.
2. Kindly produce your original MyKad/Passport (for foreigners) to the registration personnel at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
3. All shareholders and proxies are required to practice social distancing of 1 meter and only allowed to sit at the place arranged by the Company’s personnel.
4. Upon verification, you are required to sign on the Attendance list prepared by the registration personnel.
5. After registration, a polling slip will be issued to the respective shareholders. Shareholders are required to use the slip for voting purpose later.
6. No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
7. The registration counter will handle only verification of identity and registration.
8. Please vacate the registration area immediately after registration.
9. For any clarification or enquiry, please proceed to the Company’s Helpdesk at the registration counter.
10. Poll Administrator’s Helpdesk will handle the revocation of a proxy’s appointment.

Poll Voting

1. In accordance with Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 15th AGM will be conducted by poll. Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.
2. During the verification of votes by the Independent Scrutineer, all shareholders and proxies are required to maintain social distancing of 1 meter.
3. Upon completion of the voting session for the 15th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are carried.

COMPUGATES HOLDINGS BERHAD
Registration No. 200401030779 (669287-H)
(Incorporated in Malaysia)

Administrative Guide for the
Fifteenth Annual General Meeting (“15th AGM”)

Enquiry

If you have any query prior to the 15th AGM, please contact the following Company’s officer during office hours:

Contact Person: Ms. Pearly Loh

Tel No.: 03-7880 8133

Fax No.: 03-7880 6133

Email Address: corporateaffairs@compugates.com