

COMPUGATES®

COMPUGATES HOLDINGS BERHAD

(Registration No. 200401030779 (669287-H)
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**Meeting**” or “**EGM**”) of Compugates Holdings Berhad (“**CHB**” or “**Company**”) will be held and conducted on a fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting (“**RPV**”) facilities on an online meeting platform via TIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia on Thursday, 22 July 2021 at 2.00 p.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED SETTLEMENT OF DEBTS OWING TO SEE THOO CHAN (EXECUTIVE DIRECTOR AND SUBSTANTIAL SHAREHOLDER OF COMPUGATES HOLDINGS BERHAD (“CHB”)) AND GOH KHENG PEOW (CHIEF EXECUTIVE OFFICER AND SUBSTANTIAL SHAREHOLDER OF CHB) (COLLECTIVELY REFERRED TO AS “CREDITORS”) AMOUNTING TO RM14,121,704.17 AS AT 23 FEBRUARY 2021 (SUBJECT TO PROOF OF DEBT) VIA THE ISSUANCE OF UP TO 763,335,360 NEW ORDINARY SHARES IN CHB (“CHB SHARES”), REPRESENTING APPROXIMATELY 24.9% OF THE EXISTING ISSUED CHB SHARES AT AN ISSUE PRICE OF RM0.0185 EACH (“PROPOSED DEBT SETTLEMENT”)

“**THAT** subject to all the approvals and consents being obtained from all relevant authorities and/or parties (where applicable), including but not limited to the approval by Bursa Malaysia Securities Berhad for the listing of and quotation for up to 763,335,360 new CHB Shares, representing approximately 24.9% of the existing issued CHB Shares at an issue price of RM0.0185 each, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to allot and issue up to 763,335,360 new CHB Shares (“**Settlement Shares**”), representing approximately 24.9% of the existing issued CHB Shares at an issue price of RM0.0185 each in the manner and subject to the terms and conditions contained in the debt settlement agreement dated 23 February 2021 entered into between the Creditors, CHB, Compugates Sdn Bhd and Compugates Marketing Sdn Bhd (“**Debt Settlement Agreement**”).

THAT the Settlement Shares to be issued to the Creditors, shall upon allotment and issuance, rank equally in all respects with the then existing ordinary shares in CHB, save and except that the Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Settlement Shares.

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents and to do all such acts, deeds and things as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Debt Settlement and the Debt Settlement Agreement in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

BY ORDER OF THE BOARD

CHEN WEE SAM (LS 0009709) (SSM PC No. 202008002853)

HEW CHEE HAU (MIA 21967) (SSM PC No. 201908001291)

Company Secretaries

Kuala Lumpur

5 July 2021

Notes:

1. All members, proxy(ies), corporate representative(s) and attorney(s) shall attend the EGM online via TIH Online website at <https://tiih.online>.

The online meeting platform at <https://tiih.online> is recognised as the main venue of the Meeting in Malaysia under Section 327(2) of the Companies Act 2016.

2. A member of the Company entitled to attend and vote is entitled to appoint another person as his/her/its proxy to exercise all or any of his/her/its rights to attend, participate (including to pose questions to the Board of Directors of the Company) and vote in his/her/its stead.

A member or his/her/its proxy(ies)/corporate representative(s)/attorney(s) must register himself/herself via the TIH Online website at <https://tiih.online> to attend, participate and vote remotely via the RPV facilities. Please follow the procedures and timeframe as set out in the Administrative Guide of the EGM which is available from Company's announcement on Bursa Malaysia Berhad's website at www.bursamalaysia.com or Company's website at <http://www.compugates.com/wp-content/uploads/Notice-of-Extraordinary-General-Meeting-2021.pdf>.

3. 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 his/her/its shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.

4. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.

5. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) 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 (1) 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.

6. The appointment of a proxy may be made in hard copy form or by electronic form in the following manner and the Form of Proxy submitted must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof at which the person named in the Form of Proxy proposes to vote, or, in the case of a poll, not less than twenty-four (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.

(i) In hard copy:

- (a) By hand or by post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia; or
- (b) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com; or

(ii) By electronic form:

- (a) To submit Form of Proxy electronically via TIH Online at <https://tiih.online>.

Please refer to the Annexure to the Form of Proxy for further information on electronic submission.

7. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his/her 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.

8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 July 2021, shall be eligible to attend, speak and vote at the Meeting or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, speak and vote on his/her/its behalf.

9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution set out in this Notice will be put to vote by way of poll.

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Administrative Guide for the Extraordinary General Meeting (“EGM” or “Meeting”)

Day, Date and Time : Thursday, 22 July 2021 at 2.00 p.m.

Venue : Online Meeting Platform via TIIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia

PRECAUTIONARY MEASURES AGAINST THE CORONAVIRUS DISEASE (“COVID-19”)

- In line with the imposition of ‘total lockdown’ from 1 June 2021 to 2 July 2021 (Phase 1 of Movement Control under the National Recovery Plan) (“FMCO”) and Enhanced Movement Control Order in most parts of Kuala Lumpur and Selangor from 3 July 2021 to 16 July 2021 by the Malaysian Government, and the latest revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia on 1 June 2021 (“SC’s Guidance”) which required the listed issuers to only conduct fully virtual general meeting during FMCO, the Company will conduct its EGM on an online meeting platform via TIIH Online website at <https://tiih.online> provided by Tricor. This fully virtual EGM through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) facilities will allow the members or proxy(ies)/corporate representative(s)/attorney(s) to exercise their rights remotely.
- Pursuant to the SC’s Guidance, all meeting participants including the Chairperson of the Meeting, members of Board of Directors (“Board”), senior management and shareholders must participate in the Meeting online. Physical gatherings no matter how small are prohibited. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 if the online platform is located in Malaysia.
- We **strongly encourage** you to attend the EGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check the latest updates at the Company’s website at www.compugates.com or announcements on Bursa Malaysia Berhad’s website at www.bursamalaysia.com.
- The Company will continue to observe the guidelines issued by the Ministry of Health, Malaysian National Security Council, Securities Commission Malaysia and other relevant authorities, and will take all relevant precautionary measures as advised.

RPV FACILITIES

- The RPV facilities are available on Tricor’s TIIH Online website at <https://tiih.online>.
- A member or his/her/its proxy(ies)/corporate representative(s)/attorney(s) is to attend, participate (including to pose questions in the form of real time submission of typed texts) and vote remotely at the EGM using RPV facilities.
- Kindly refer to procedures and requirements for RPV as set out below.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

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Administrative Guide for the Extraordinary General Meeting (“EGM” or “Meeting”) (Cont’d)

Before the EGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none">Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Please refer to the tutorial guide posted on the homepage for assistance.Registration as a user will be approved within one (1) working day and you will be notified via e-mail.If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none">Registration is open from Monday, 5 July 2021 at 2.00 p.m. until the day of EGM on Thursday, 22 July 2021. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate at the EGM using the RPV facilities.Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) COMPUGATES EGM 2021.Read and agree to the Terms & Conditions and confirm the Declaration.Select “Register for Remote Participation and Voting”.Review your registration and proceed to register.System will send an e-mail to notify that your registration for remote participation is received and will be verified.After verification of your registration against the Record of Depositors as at 15 July 2021, the system will send you an e-mail after 20 July 2021 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and-registration for the RPV) .</i></p>

On the EGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none">Login with your user ID and password for remote participation at the EGM at any time from 1.30 p.m. i.e. 30 minutes before the commencement of Meeting at 2.00 p.m. on Thursday, 22 July 2021.
ii. Participate through Live Streaming	<ul style="list-style-type: none">Select the corporate event: (Live Stream Meeting) COMPUGATES EGM 2021 to engage in the proceedings of the EGM remotely. <p>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the Meeting.</p>
iii. Online remote voting	<ul style="list-style-type: none">Voting session commences from 2.00 p.m. on Thursday, 22 July 2021 until a time when the Chairman announces the end of the session.Select the corporate event: (Remote Voting) COMPUGATES EGM 2021 or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box.Read and agree to the Terms & Conditions and confirm the Declaration.Select the CDS account that represents your shareholdings.Indicate your votes for the resolution that are tabled for voting.Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none">Upon the announcement by the Chairman on the conclusion of the EGM, the Live Streaming will end.

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Note to users of the RPV facilities:

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream Meeting and to vote remotely. Your login to TIIH Online on the day of Meeting will indicate your presence at the virtual Meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the Meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

Entitlement to Participate and Appointment of Proxy

- With reference to the Notice of EGM dated 5 July 2021, only members whose names appear on the Record of Depositors on 15 July 2021 shall be eligible to attend, participate and vote at the EGM or appoint a proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her behalf.
- Any member who has yet to appoint any proxy(ies) and wishes to appoint proxy(ies) is advised to deposit the Form of Proxy which was circulated together with the Notice of EGM dated 5 July 2021.
- The appointment of a proxy may be made in hard copy form or by electronic form in the following manner and the Revised Form of Proxy and/or documents relating to the appointment of proxy(ies)/corporate representative(ies)/attorney(s) for the EGM must be received by the Company not later than **Tuesday, 20 July 2021 at 2.00 p.m.:**

(i) In hard copy:

- a) By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia; or

- b) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com

(ii) By electronic form:

All members can have the option to submit proxy forms electronically via TIIH Online at <https://tiih.online> and the steps to submit are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of form of proxy	<ul style="list-style-type: none">• After the release of the Notice of EGM dated 5 July 2021 by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: COMPUGATES EGM 2021 - “Submission of Proxy Form”.• Read and agree to the Terms and Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.• Review and confirm your proxy(s) appointment.• Print the form of proxy for your record.

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Administrative Guide for the Extraordinary General Meeting (“EGM” or “Meeting”) (Cont’d)

ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">▪ Access TIIH Online at https://tiih.online▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”.▪ Complete the registration form and upload the required documents.▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.▪ Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none">▪ Login to TIIH Online at https://tiih.online<ul style="list-style-type: none">▪ Select the corporate exercise name: COMPUGATES EGM 2021 - “Submission of Proxy Form”.▪ Agree to the Terms & Conditions and Declaration.▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.▪ Prepare the file for the appointment of proxies by inserting the required data.▪ Proceed to upload the duly completed proxy appointment file.▪ Select “Submit” to complete your submission.▪ Print the confirmation report of your submission for your record.

Revocation of Proxy

- Any shareholder who has submitted the Form of Proxy but subsequently wishes to revoke his/her/its proxy(ies) must contact Tricor at +603-2783 9263 or +603-2783 7973 or e-mail to is.enquiry@my.tricorglobal.com **before 2.00 p.m. on 20 July 2021**.
- In order to ensure the whole registration process of EGM is smooth, the member who wishes to attend, participate and vote at the EGM himself/herself is advised not to submit any Form of Proxy.

POLL VOTING

- The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Members/proxies/corporate representatives/attorneys can proceed to vote on the resolution at any time from 2.00 p.m. on Thursday, 22 July 2021 but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided above for guidance on how to vote remotely via TIIH Online.
- Upon completion of the voting session for the EGM, the Independent Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolution is duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS

- The Board recognises that the EGM is a valuable opportunity for the Board to engage with members. In order to enhance the efficiency of the proceedings of the EGM, members may in advance, before the EGM, submit questions to the Board via Tricor’s TIIH Online website at <https://tiih.online>, by selecting “e-Services” to login, pose your questions and submit it electronically no later than Tuesday, 20 July 2021. The Board will endeavor to address the questions received at the EGM.

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Administrative Guide for the Extraordinary General Meeting (“EGM” or “Meeting”) (Cont’d)

NO DOOR GIFTS/FOOD VOUCHERS

- There will be no distribution of door gifts or food vouchers for the EGM as the Meeting will be conducted on a fully virtual basis.
- The Company would like to thank all its members for their kind co-operation and understanding in these challenging times.

ENQUIRIES

- If you need any assistance, kindly contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons :

Mohammad Amirul Iskandar : +603-2783 9263 / email : Mohammad.Amirul@my.tricorglobal.com

Mohamad Khairudin Bin. Tajudin : +603-2783 7973 / email : Mohamad.Khairudin@my.tricorglobal.com

**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
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