

COMPUGATES HOLDINGS BERHAD

Registration No. 200401030779 (669287-H)

(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting (“EGM” or “Meeting”) of **COMPUGATES HOLDINGS BERHAD** (“CHB” or the “Company”) duly held and conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities on an online meeting platform via TIIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia on Friday, 23 December 2022 at 11.00 a.m.

PRESENT

Board of Directors:

Tan Sri Datuk Asmat bin Kamaludin (“**Tan Sri Chairman**” or “**Tan Sri Asmat**”)
(Chairman of the Meeting)

- Independent Non-Executive Chairman

Encik Mohamed Fauzi bin Omar

- Independent Non-Executive Director

Mr. Goh Tai Wai

- Non-Independent Non-Executive Director

Madam See Thoo Chan

- Executive Director

Chief Executive Officer:

Mr. Goh Kheng Peow (“**Mr. Goh**”)

Members and Proxies:

As per attendance list

Company Secretary:

Mr. Chen Wee Sam

Principal Adviser, UOB Kay Hian Securities (M) Sdn. Bhd.:

Mr. Winston Loh Tze Kiong

1. CHAIRMAN

Tan Sri Chairman took the chair and called the Meeting to order at 11.00 a.m.

2. WELCOME ADDRESS

Tan Sri Chairman extended a warm welcome to the Members and proxies present and introduced the members of the Board of Directors (“**Board**”), Company Secretary and Principal Adviser present.

3. QUORUM

The Company Secretary confirmed the presence of a requisite quorum for the Meeting.

4. **NOTICE OF MEETING**

Tan Sri Chairman informed that the Notice of the Meeting had been issued and despatched to the Members and Auditors of the Company and advertised in the New Straits Times on 8 December 2022. The Notice convening the Meeting was taken as read.

5. **VOTING ON RESOLUTION**

Tan Sri Chairman explained that the voting on the Ordinary Resolution as set out in the Notice of the Meeting would be conducted by way of poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) via electronic voting. For this purpose, Tan Sri Chairman exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 92 of the Company’s Constitution in respect of the Ordinary Resolution which would be put to voting at the Meeting.

The Company had appointed Tricor as Poll Administrator to conduct the polling process for the Meeting and Asia Securities Sdn Berhad as Independent Scrutineer to verify the poll result.

The voting session commenced at 11.00 a.m.

Tan Sri Chairman informed the Meeting that in order to ensure the orderliness of the proceeding of the Meeting, the Board members would deal with the questions received from the Members and proxies after the presentation of the proposed Ordinary Resolution.

A short video by Tricor was played to demonstrate to the Members and proxies who were present at the Meeting on the procedure and process for posing questions and online voting.

6. **ORDINARY RESOLUTION TABLED AT THE MEETING**

The Chairman then proceeded to brief the Members and the proxies present on the Ordinary Resolution tabled at the Meeting:

Ordinary Resolution

Proposed Private Placement of up to 916,728,447 new ordinary shares (“CHB Share(s)” or “Share(s)”) in CHB, representing approximately 20% of the existing total number of issued Shares of CHB (“Proposed Private Placement”)

The Ordinary Resolution was to consider the Proposed Private Placement.

The details of the Proposed Private Placement were set out in the Circular to Shareholders dated 8 December 2022 (“Circular”).

7. **QUESTIONS AND ANSWERS (“Q&A”) SESSION**

The Chairman informed the Meeting that the Company had received request and questions from the Members and proxies of the Company. Mr. Goh, the Chief Executive Officer of the Company answered the request and questions as summarised below:

Question 1:

“Mr. Chairman, I’m a long time and loyal shareholder of the Company. I would like to request that the Board kindly give Touch 'n Go e-wallet (please do not give discount voucher which will be unused by the shareholder) as a token of appreciation for attending today’s Meeting. Thank you.”

Answer to Question 1:

“The Board thanked the loyal shareholder and announced that a RM10 Touch 'n Go e-wallet would be given to all Members and proxies who had attended the EGM.”

Question 2:

“How much does the Company spend on this virtual EGM? Would the Board kindly consider giving e-wallet (please do not give discount voucher) to shareholders as a token of appreciation for attending today’s Meeting.”

Answer to Question 2:

“The cost of the fully virtual EGM was RM14,000.00. The EGM was held fully virtual after considering the safety of all Members, proxies, Directors, employees, Company Secretary and Principal Adviser as the COVID-19 still exist. As mentioned earlier, a RM10 Touch 'n Go e-wallet would be given to all Members and proxies who had attended the EGM.”

Request 1:

“Please give us some e-vouchers or e-wallets for attending this remote participation and voting. Thank you.”

Answer to Request 1:

“As mentioned earlier, a RM10 Touch 'n Go e-wallet would be given to all Members and proxies who had attended the EGM. The Board would relook into the amount of e-wallet when the Company turnaround, hopefully by next year.”

There being no other questions raised by the Members and proxies present, Tan Sri Chairman thanked the Members and proxies for their questions and concluded the Q&A session.

8. **POLLING PROCESS**

At 11.13 a.m., the Chairman reminded the Members and proxies present that the voting session would be continued for another 5 minutes and thereafter, the Independent Scrutineer would take approximately 10 minutes to verify the poll result.

A short video by Tricor was played again to demonstrate to the Members and proxies who were present at the Meeting to assist the Members and proxies present in casting their votes.

The voting session closed at 11.18 a.m. and the Independent Scrutineer proceeded to verify the poll result.

9. **ANNOUNCEMENT OF POLL RESULT**

At 11.29 a.m., the Chairman called the Meeting to order for the declaration of poll result. Tan Sri Chairman informed that he had received the poll result which had been validated by the Independent Scrutineer and displayed on the screen as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution	2,180,607,387	99.9452	1,196,705	0.0548

The Chairman then declared the Ordinary Resolution was carried and passed as follows:

**Ordinary Resolution
Proposed Private Placement**

“**THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of CHB to allot and issue up to 916,728,447 new CHB Shares in CHB (“**Placement Share(s)**”), representing approximately 20% of the existing total number of issued shares of CHB by way of private placement to independent third party investor(s) to be identified later upon such terms and conditions as disclosed in the Circular;

THAT approval be and is hereby given to the Board to determine the issue price for each tranche of the Placement Shares at a later date based on not more than 10% discount to the 5-day volume weighted average market price of the CHB Shares immediately preceding the price-fixing date;

THAT the Placement Shares will, upon allotment and issuance, rank equally in all respects with the existing CHB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares;

THAT the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

THAT pursuant to Section 85 of the Companies Act 2016 and read together with Clause 65 of the Constitution of CHB, approval be given to waive the pre-emptive rights of the shareholders of CHB to be offered new CHB Shares ranking equally to the existing issued CHB Shares arising from any issuance of new CHB Shares pursuant to the Proposed Private Placement;

AND THAT the Board be and is hereby empowered and authorised to sign, execute, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary, and to do all acts, deeds and things as may be required to give effect to and to complete the Proposed Private Placement 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 and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to and to complete the Proposed Private Placement.”

10. **CLOSE OF MEETING**

The Chairman on behalf of the Company wishes all Members and proxies a Merry Christmas and a Happy New Year.

There being no other business, the Meeting ended at 11.31 a.m. with a vote of thanks to the Chair.

Compugates Holdings Berhad
Registration No. 200401030779 (669287-H)
Extraordinary General Meeting held on 23 December 2022

C O N F I R M E D

TAN SRI DATUK ASMAT BIN KAMALUDIN
Chairman

Date: **23 DEC 2022**