

# COMPUGATES HOLDINGS BERHAD

Registration No. 200401030779 (669287-H)

(Incorporated in Malaysia)

Minutes of the Eighteenth Annual General Meeting (“**18th AGM**” 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 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 Tuesday, 30 May 2023 at 11.00 a.m.

## **PRESENT**

### **Board of Directors:**

Encik Mohamed Fauzi bin Omar (“**Encik Mohamed Fauzi**”)

- Non-Independent Non-Executive Director

Mr. Goh Tai Wai

- Non-Independent Non-Executive Director

Madam See Thoo Chan (“**Madam See**”)

- Executive Director

Madam Low Geok Eng (“**Madam Low**”)

- Independent Non-Executive Director

Madam Tan Siew Li (“**Madam Tan**”)

- Independent Non-Executive Director

### **Chief Executive Officer:**

Mr. Goh Kheng Peow (“**Mr. Goh**”)

## **ABSENT**

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

(Chairman of the Meeting)

- Non-Independent Non-Executive Chairman

### **Members and Proxies:**

As per attendance list

### **Company Secretary:**

Mr. Chang Ngee Chuang

### **External Auditors:**

Mr. Kho Kim Eng

Mr. Boon Khai Sann

- Grant Thornton Malaysia PLT

## 1. **CHAIRMAN**

In the absence of Chairman of the Board, Tan Sri Asmat, Madam See was elected as Chairman of this 18<sup>th</sup> AGM.

Madam See took the chair and called the Meeting to order at 11.00 a.m.

2. **WELCOME ADDRESS**

Madam See extended a warm welcome to the Members and proxies present and introduced the members of the Board of Directors (“**Board**”), the Company Secretary and the Auditors present.

3. **QUORUM**

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

4. **NOTICE OF MEETING**

The Company Secretary informed that Notice of the Meeting (“**Notice**”) had been despatched to the Members and the Auditors of the Company and advertised in the New Straits Times on 28 April 2023 in accordance with the Company’s Constitution. The Notice was taken as read.

5. **POLL VOTING**

Madam See Chairman explained that the voting on all the Ordinary Resolutions 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 of Bursa Malaysia Securities Berhad via electronic voting. For this purpose, Madam See Chairman exercised her 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 all the Ordinary Resolutions 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 results.

The voting session had commenced at 11.02 a.m.

Madam See 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 all Agenda items to be transacted at the Meeting.

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. **AGENDAS FOR THE MEETING**

Madam See Chairman then proceeded to brief the Members and the proxies present on the Agendas for the Meeting.

**i. Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon (“AFS 2022”)**

The AFS 2022 were laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only and did not require Members’ approval. Hence, the AFS 2022 would not be put forward for voting.

**ii. Payment of Directors' fees of up to RM348,000.00 for the financial year ending 31 December 2023**

**Ordinary Resolution 1** was to consider the proposed payment of Directors' fees of RM348,000.00 for the financial year ending 31 December 2023.

**iii. Re-election of Mr. Goh Tai Wai as Director of the Company**

**Ordinary Resolution 2** was to consider the re-election of Mr. Goh Tai Wai as Director, who retired by rotation pursuant to Clause 134 of the Company's Constitution and who being eligible, had offered himself for re-election. Mr. Goh's profile was set out on page 16 of the Annual Report for the financial year ended 31 December 2022 ("**Annual Report 2022**").

**iv. Re-election of Madam Low Geok Eng and Madam Tan Siew Li as Director of the Company**

**Ordinary Resolution 3** and **Ordinary Resolution 4** was to consider the re-election of Madam Tan Siew Li and Madam Leow Geok Eng as Directors, who retired by rotation pursuant to Clause 119 of the Company's Constitution and who being eligible, had offered themselves for re-election. Their profiles are set out on page 17 of the Annual Report for the financial year ended 31 December 2022 ("**Annual Report 2022**").

**v. Re-appointment of Auditors**

**Ordinary Resolution 5** was to consider the proposed re-appointment of 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.

Grant Thornton Malaysia PLT had expressed their willingness to continue in office.

**vi. Proposed Payment of a Non-Off Ex Gratia to the Executive Director and Non-Executive Directors of the Company**

**Ordinary Resolution 6** was to consider the the proposed payment of a one-off ex gratia totaling RM250,000.00 to the Executive Director and Non-Executive Directors of the Company as a token of appreciation for their long-term services for more than seventeen (17) years be and is hereby approved."

Madam See Chairman referred the Members and proxies present to the explanatory note G of the Notice for the details of the General Mandate.

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

**Ordinary Resolution 7** was to consider the proposed renewal of general mandate to be given to the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("**General Mandate**").

Madam See Chairman referred the Members and proxies present to the explanatory note G of the Notice for the details of the General Mandate.

### **viii. Any Other Business**

The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

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

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

### **7.1 Question 1:**

“Can you send me the presentation video by emailed?”

#### Answer to Question 1:

Madam See replied the answered is Yes and most certainly Company Public Relations to send the video to the shareholders by email.

### **7.2 Question 2:**

“How much does the Company spend for this virtual AGM? Would the BOD kindly give Touch N Go ewallet as a token as appreciation for attending RPV? I would like to request a printed hard copy of the Company annual report.

#### Answer to Question 2:

Madam See informed that the Company spent cost about RM14,000 for this virtual AGM. As announced earlier the Company giving away RM10 ewallet voucher in appreciation to all the shareholders who is login to attending this meeting and Yes, Company will send a hard copy of Annual Report.

### **7.3 Question 3:**

“Why the Company shares never moved and did the Company consolidate the shares?”

#### Answer to Question 3:

Madam See informed that the Company does not in the position to control the shares market price and the Company no intention to consolidate the shares.

There was no further question received from the Members and proxies present. The Q&A session was then concluded.

## **8. POLLING PROCESS**

At 11.23 a.m., Madam See Chairman reminded the Members and proxies present that the voting session would be continue for another 5 minutes.

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 11.28 a.m. Madam See Chairman then adjourned the Meeting for the Independent Scrutineer to verify the poll results.

9. **ANNOUNCEMENT OF POLL RESULTS**

At 11.30 a.m., Madam See Chairman called the Meeting to order for the declaration of poll results. Madam See Chairman informed that he had received the poll results 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	%
<b>Ordinary Resolution 1</b>	3,175,333,497	99.9464	1,702,608	0.0536
<b>Ordinary Resolution 2</b>	3,175,665,888	99.9569	1,370,217	0.0431
<b>Ordinary Resolution 3</b>	3,175,637,397	99.9560	397,008	0.0167
<b>Ordinary Resolution 4</b>	3,175,676,388	99.9572	1,359,717	0.0428
<b>Ordinary Resolution 5</b>	3,175,677,396	99.9572	1,358,708	0.0428
<b>Ordinary Resolution 6</b>	3,173,102,487	99.8847	3,663,618	0.1153
<b>Ordinary Resolution 7</b>	3,174,976,996	99.9352	2,059,108	0.0648

Madam See Chairman then declared all the Ordinary Resolutions 1 to 6 were carried and passed as follows:

**Ordinary Resolution 1**

**Payment of Directors' fees of up to RM348,000 for the financial year ending 31 December 2023**

“THAT the payment of Directors' fees of up to RM348,000 for the financial year ending 31 December 2023 be and is hereby approved.”

**Ordinary Resolution 2**

**Re-election of Mr Goh Tai Wai as Director of the Company**

“THAT Mr Goh Tai Wai, who retires by rotation pursuant to Clause 134 of the Company's Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.”

**Ordinary Resolution 3**

**Re-appointment of Auditors**

“THAT Grant Thornton Malaysia PLT be and are hereby re-appointed as Auditors of the Company until the conclusion of the next annual general meeting at a remuneration to be fixed by the Directors.”

**Ordinary Resolution 4**

**Re-election of Madam Tan Siew Li as Director of the Company**

**Ordinary Resolution 5**

**Re-election of Madam Low Geok Eng as Director of the Company**

“THAT Madam Tan Siew Li and Madam Low Geok Eng are appointed as Independent Non-Executive Directors of the Company with effect from 1 April 2023. The Board through its Nomination Committee had reviewed and considered their background, skills, knowledge, experience and qualification and assessed the fitness and propriety before approved their appointments. They are retiring in accordance with Clause 119 of the Company's Constitution and being eligible, have offered themselves for re-election as Directors at the 18th AGM of the Company.

**Ordinary Resolution 6**

**Proposed payment of a one-off Ex Gratia to the Executive Director and Non-Executive Directors of the Company**

“**THAT** the proposed payment of a one-off ex gratia totaling RM250,000.00 to the Executive Director and Non-Executive Directors of the Company as a token of appreciation for their long-term services for more than seventeen (17) years be and is hereby approved.”

**Ordinary Resolution 7**

**Authority to Allot and Issue 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 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 ten per centum (10%) 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 (“Mandate”);

**THAT** approval be and is hereby given for the waiver of the pre-emptive rights of the existing shareholders of the Company to be offered new shares in proportion to their shareholdings ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act 2016 and Clause 65 of the Constitution of the Company arising from any issuance of new shares pursuant to the Mandate;

**AND THAT** the Board of Directors of the Company be exempted from the obligation to offer such new shares first to the existing shareholders of the Company arising from any issuance of new shares pursuant to the Mandate.”

10. **CLOSE OF MEETING**

There being no other business, the Meeting ended at 11.40 a.m. with a vote of thanks to the Chair.

**CONFIRMED**

**SEE THOO CHAN**  
Chairman

Date: 30 May 2023