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 at Greens III Sports Wing, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Wednesday, 28 May 2025** at **10.45 a.m**.

PRESENT

Board of Directors:

Tan Sri Datuk Asmat bin Kamaludin ("**Tan Sri Chairman**" or "**Tan Sri Asmat**")
(Chairman of the Meeting)
- Non-Independent Non-Executive Chairman

Encik Mohamed Fauzi bin Omar
- Non-Independent Non-Executive Director

Madam See Thoo Chan ("**Madam See Thoo**")
- Executive Director

Madam Low Geok Eng ("**Madam Low**")
- Independent Non-Executive Director

Chief Executive Officer:
Mr. Goh Kheng Peow ("**Mr. Goh**")

ABSENT

Mr. Goh Tai Wai ("**Mr. Goh TW**")
- Non-Independent Non-Executive Director

Madam Tan Siew Li ("**Madam Tan**")
- Independent Non-Executive Director

Members and Proxies:
As per attendance list

Company Secretary:
Mr. Jeremy Tai Yung Wei

Principal Adviser, UOB Kay Hian Securities (M) Sdn. Bhd.
Mr Kenneth Cheong
Mr Syed Muhammad Hakim

Independent Adviser, MainStreet Advisers Sdn Bhd
Ms. Iman Raihah
Ms. Nurul Ain Khirul Ashar

Due Diligence Lawyer, Lin Partnership
Ms Tan Jing Xuan

Grant Thornton Malaysia PLT
Ms. Tan Veer Leen
Mr. Hong Kee Haw

1. **CHAIRMAN**

Tan Sri Chairman took the chair and called the Meeting to order at 11.08 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**"), the Company Secretary and the Principal Adviser 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 8 May 2025 in accordance with the Company's Constitution. The Notice was taken as read.

5. **POLL VOTING**

Tan Sri Chairman informed 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, 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 all the Ordinary Resolutions which would be put to voting at the Meeting.

The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the polling process for the Meeting and Scrutineer Solutions Sdn Berhad as Independent Scrutineer to verify the poll results.

The voting session had commenced at 11.15 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 all Agenda items to be transacted at the Meeting.

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

Tan Sri Chairman then proceeded to brief the Members and the proxies present on the Ordinary Resolution tabled at the Meeting.

ORDINARY RESOLUTION 1
PROPOSED JOINT VENTURE BETWEEN COMPUGATES DEVELOPMENT AND MINING SDN BHD ("CDMSB"), A 70%-OWNED SUBSIDIARY OF COMPUGATES HOLDINGS BERHAD ("CHB") AND CPG PUNCAK SDN BHD ("CPG") FOR THE DEVELOPMENT OF

A PARCEL OF LEASEHOLD LAND IN SEPANG, SELANGOR ("DEVELOPMENT LAND") ("PROPOSED JOINT VENTURE")

THAT subject to the approvals being obtained from the relevant authorities and/ or parties as set out in the joint venture agreement dated 31 January 2025 entered into between CDMSB, a 70%-owned subsidiary of CHB and CPG ("**JVA"**), approval be and is hereby given for CDMSB to undertake a multiple phased mixed-use development in accordance with the terms and conditions stipulated in the JVA.

AND THAT the Board of Directors of CHB, be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to the Proposed Joint Venture 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 and do all acts, deeds and things in any manner as it may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Joint Venture.

ORDINARY RESOLUTION 2
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN CHB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS ("PROPOSED ESOS")

THAT, subject to the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Board of Directors of CHB ("**Board"**) for the listing of and quotation for such number of new CHB Shares, representing 15% of the total number of issued shares in CHB (excluding treasury shares, if any) ("**CHB Share(s)**") to be issued arising from the exercise of the options granted under the Proposed ESOS ("**ESOS Option(s)**"), approval be and is hereby given for the Board to:

i. establish, implement and administer the Proposed ESOS during the duration of the ESOS for the eligible Directors and employees of CHB and its subsidiaries (the "**Group**") (excluding subsidiaries which are dormant, if any) who fulfil the eligibility criteria ("**Eligible Persons**") in accordance with the provisions of the by-laws governing the rules, terms and conditions of the Proposed ESOS ("**Bylaws**"), a draft of which is set out in Appendix II of the circular to the shareholders of CHB dated 9 May 2025 in relation to the Proposed ESOS ("**Circular**");

ii. determine the exercise price of the ESOS Options based on the terms and conditions set out in the Bylaws and allot and issue such number of new CHB Shares to the Eligible Persons from time to time as may be arising from the exercise of the ESOS Options, provided that the total number of new CHB Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time over the duration of the Proposed ESOS;

iii. make the necessary applications and do all things necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new CHB Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options and that the new CHB Shares to be allotted and issued upon the exercise of the ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing CHB Shares, save and except that such CHB Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions declared, made or paid to shareholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of such CHB Shares. The new CHB Shares allotted will be subject to all provisions in the Constitution

of the Company and Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), if any;

iv. add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the Bylaws governing the Proposed ESOS from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the Bylaws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;

v. extend the duration of the Proposed ESOS for a period of up to another two (2) years, provided always that such extension of the Proposed ESOS made in accordance with the provisions of the Bylaws shall not in aggregate exceed a duration of four (4) years from the date the Proposed ESOS takes effect or such other period determined by the relevant authorities;

vi. do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for new CHB Shares that may, hereafter from time to time, be allotted and issued under the Proposed ESOS; and

vii. to appoint and authorise a committee by the Board ("**ESOS Committee**"), which the Proposed ESOS will be administered in accordance with the Bylaws by the said ESOS Committee, who will be responsible for implementing and administering the Proposed ESOS. The members of the ESOS Committee shall comprise such number of Directors and/ or senior management personnel of the Group to be identified from time to time.

THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed ESOS;

THAT pursuant to Section 85 of the Companies Act 2016 ("**Act**") read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new CHB Shares ranking equally to the existing issued CHB Shares arising from any issuance of new CHB Shares to the Eligible Persons pursuant to the Proposed ESOS;

AND THAT the draft Bylaws as set out in Appendix II of the Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted.

ORDINARY RESOLUTIONS 3 TO 10
PROPOSED ALLOCATION OF ESOS OPTIONS TO THE ELIGIBLE DIRECTORS, MAJOR SHAREHOLDERS OF CHB AND PERSON CONNECTED TO THEM UNDER PROPOSED ESOS ("PROPOSED ALLOCATION")

THAT, subject to the passing of the Ordinary Resolution 2 and the approval of the relevant authorities being obtained for the Proposed ESOS, including the approval from Bursa Securities for the listing and quotation for the new CHB Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following Directors of CHB, ESOS Options to subscribe for new CHB Shares under the Proposed ESOS:-

No.	Name	Ordinary Resolutions
i.	Goh Kheng Peow (Substantial shareholder/ Chief Executive Officer)	Resolution 3
ii.	See Thoo Chan (Substantial shareholder/ Executive Director)	Resolution 4
iii.	Tan Sri Datuk Asmat Bin Kamaludin (Non-Independent Non-Executive Chairman)	Resolution 5

iv.	Mohamed Fauzi bin Omar (Non-Independent Non-Executive Director)	Resolution 6
v.	Goh Tai Wai (Non-Independent Non-Executive Director)	Resolution 7
vi.	Low Geok Eng (Independent Non-Executive Director)	Resolution 8
vii.	Tan Siew Li (Independent Non-Executive Director)	Resolution 9
viii.	Keane Goh Yan Han	Resolution 10

Provided always that:-

i. he/ she must not participate in the deliberation or discussion of his/ her own respective allocation of ESOS Options as well as allocation to persons connected to him/ her;

ii. not more than 15% of the new CHB Shares which may be made available under the Proposed ESOS shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected to him/ her, holds 20% or more of the total number of issued shares of CHB (excluding treasury shares, if any);

iii. not more than 70% of the total number of new CHB Shares which may be made available under the Proposed ESOS, in aggregate, to the Directors and Senior Management of the Company who are eligible Employees; and

iv. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new CHB Shares ranking equally to the existing issued CHB Shares arising from any issuance of new CHB Shares to the above Directors of CHB Group pursuant to the Proposed ESOS;

THAT the Board be and is hereby authorised to allot and issue the corresponding number of new CHB Shares arising from the exercise of the ESOS Options that may be granted to any of the abovementioned interested Directors and employees of the Company under the Proposed ESOS;

AND THAT the Board be further authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the Proposed Allocation with full power to assent to and to adopt and implement any condition, variation, modification and/ or amendment as may be necessary or expedient and/ or imposed by and/or agreed with the relevant authorities.

7. QUESTIONS AND ANSWERS ("Q&A") SESSION

Tan Sri Chairman informed the Meeting that the Company had not received any questions from the Members and proxies of the Company.

8. POLLING PROCESS

The voting session closed at 11.15 a.m. Tan Sri Chairman then adjourned the Meeting for the Independent Scrutineer to verify the poll results.

9. **ANNOUNCEMENT OF POLL RESULTS**

At 11. 25 a.m., Tan Sri Chairman called the Meeting to order for the declaration of poll results. Tan Sri Chairman informed that he had received the poll results which had been validated by the Independent Scrutineer as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 1	3,417,034,888	100	0	0
Ordinary Resolution 2	4,264,050,741	99.9999	400	0
Ordinary Resolution 3	3,417,034,488	99.9999	400	0
Ordinary Resolution 4	3,416,984,488	99.9999	400	0
Ordinary Resolution 5	4,264,000,741	99.9999	400	0
Ordinary Resolution 6	4,264,000,741	99.9999	400	0
Ordinary Resolution 7	4,264,000,741	99.9999	400	0
Ordinary Resolution 8	4,258,750,741	99.9999	400	0
Ordinary Resolution 9	4,126,000,741	99.9999	400	0
Ordinary Resolution 10	3,416,984,488	99.9999	400	0

Tan Sri Chairman then declared all Ordinary Resolutions 1 to 10 were carried and passed as follows:

Ordinary Resolution 1
Proposed Joint Venture with CPG Puncak Sdn Bhd

"**THAT** approval be and is hereby given for CDMSB to undertake a joint venture with CPG Puncak Sdn Bhd for the mixed-use development of a leasehold land in Sepang, Selangor, in accordance with the terms of the Joint Venture Agreement dated 31 January 2025; **AND THAT** the Board of the Company be authorised to do all acts and things necessary to give full effect to the Proposed Joint Venture."

Ordinary Resolution 2
Proposed Establishment of ESOS

"**THAT** approval be and is hereby given to establish and implement an ESOS of up to 15% of the total number of issued shares in the Company (excluding treasury shares, if any) at any time during the duration of the ESOS, **AND THAT** the Board be authorised to do all acts, deeds, and things necessary to give full effect to the Proposed ESOS, including the issuance and listing of new shares pursuant thereto, in accordance with the By-laws, the Main Market Listing Requirements, and relevant authorities' conditions."

Ordinary Resolution 3 to 10
Proposed Allocation of ESOS Options to Eligible Directors and Persons Connected to Them

"**THAT,** subject to the passing of Ordinary Resolution 2, approval be and is hereby given for the Board of Directors to authorise the ESOS Committee to grant ESOS options to the following Directors and persons connected to them under the Proposed ESOS:

- Resolution 3: Goh Kheng Peow
- Resolution 4: See Thoo Chan
- Resolution 5: Tan Sri Datuk Asmat Bin Kamaludin
- Resolution 6: Mohamed Fauzi bin Omar
- Resolution 7: Goh Tai Wai
- Resolution 8: Low Geok Eng

- Resolution 9: Tan Siew Li
- Resolution 10: Keane Goh Yan Han

AND THAT the Board of Directors be authorised to allot and issue the corresponding new shares upon exercise of the ESOS options and to take all necessary steps to implement and give effect to the Proposed Allocation."

10. **CLOSE OF MEETING**

There being no other business, the Meeting ended at 11.26 a.m. with a vote of thanks to the Chair.

CONFIRMED

TAN SRI ASMAT BIN KAMALUDIN
Chairman

Date: 28 May 2025