

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Dataprep Holdings Bhd ("Dataprep" or the "Company") will be held at Dewan Berjaya 1, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 4 April 2016 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF RM5,488,032 FROM THE SHARE PREMIUM ACCOUNT OF THE COMPANY PURSUANT TO SECTIONS 60(2) AND 64(1) OF THE COMPANIES ACT, 1965 ("ACT") BASED ON THE AUDITED FINANCIAL STATEMENTS AS AT 31 MARCH 2015 ("PROPOSED SHARE PREMIUM REDUCTION")

"**THAT**, subject to the passing of Special Resolution 2 and Special Resolution 3, the sanction of the High Court of Malaya and the necessary approvals of the relevant authorities, approval be and is hereby given for the Company to undertake the Proposed Share Premium Reduction which involves the reduction of RM5,488,032 from the share premium account of the Company pursuant to Sections 60(2) and 64(1) of the Act;

AND THAT the credit of RM5,488,032 therefrom be utilised to set-off the accumulated losses of the Company;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed Share Premium Reduction including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the High Court of Malaya."

SPECIAL RESOLUTION 2

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 64(1) OF THE ACT INVOLVING THE CANCELLATION OF RM0.15 FROM THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM0.25 EACH IN DATAPREP ("PROPOSED PAR VALUE REDUCTION")

"**THAT** subject to the passing of Special Resolution 1 and Special Resolution 3, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and the approvals of the relevant authorities, approval be and is hereby given for the reduction of the existing issued and paid-up share capital of the Company comprising 383,087,192 ordinary shares of RM0.25 via the cancellation of RM0.15 from the par value of each ordinary share of RM0.25 each in Dataprep;

AND THAT the credit of RM57,463,079 arising therefrom be utilised to set-off the accumulated losses of the Company and any remaining credit after the set-off of the accumulated losses of the Company will be credited to the retained earnings of the Company which shall include but not limited to be distributed, capitalised and/or set-off accumulated losses in future (if any) by the Company in the manner to be determined by the Board at a later date;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed Par Value Reduction including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the High Court of Malaya."

SPECIAL RESOLUTION 3

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED M&A AMENDMENTS")

"**THAT**, subject to the passing of Special Resolution 1 and Special Resolution 2, Clause 5 of the Company's Memorandum of Association and Article 3 of the Company's Article of Association be amended after the implementation of the Proposed Share Premium Reduction and the Proposed Par Value Reduction as follows:

Clause / Article No.	Existing Provision	Revised Provision
Clause 5	The share capital of the Company is RM500,000,000 divided into 2,000,000,000 ordinary shares of RM0.25 each.	The share capital of the Company is RM500,000,000 divided into 5,000,000,000 ordinary shares of RM0.10 each .
Article 3	The share capital of the Company at the date of the adoption of these Articles is RM500,000,000 divided into 2,000,000,000 ordinary shares of RM0.25 each.	The share capital of the Company at the date of the adoption of these Articles is RM500,000,000 divided into 5,000,000,000 ordinary shares of RM0.10 each .

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed M&A Amendments including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the High Court of Malaya."

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 38,308,719 NEW ORDINARY SHARES OF RM0.10 EACH IN DATAPREP ("PLACEMENT SHARE(S)"), REPRESENTING UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AFTER THE COMPLETION OF THE PROPOSED SHARE PREMIUM REDUCTION AND THE PROPOSED PAR VALUE REDUCTION ("PROPOSED PRIVATE PLACEMENT")

"**THAT** subject to the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3 and the approvals and consents of the relevant authorities and/or parties (where applicable) being obtained, authority be and is hereby given to the Company to allot and issue up to 38,308,719 Placement Shares, representing up to 10% of the existing issued and paid-up share capital of the Company to VXL Holdings Sdn Bhd ("VXL"), who is a major shareholder of the Company, at the issue price to be fixed by the Board after the completion of the implementation for the Proposed Share Premium Reduction and the Proposed Par Value Reduction at a future date to be determined and announced later. In the event that the Placement Shares which have been allocated to VXL are not eventually subscribed by them, such Placement Shares shall be reallocated to other third (3rd) party investor(s) to be identified at a later date, where such investor(s) shall be person(s) or party(ies) who/which qualify under Schedules 6 and 7 of the Capital Markets and Services Act, 2007 issued by the Securities Commission Malaysia;

THAT the proceeds of the Proposed Private Placement be utilised for the purposes and with such effects as disclosed in Section 2.3.5 of the Circular, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

AND THAT the Placement Shares shall upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up share capital of the Company save and except that the Placement Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other attributions which may be declared, made or paid, where the entitlement date is prior to the date of allotment and issuance of the Placement Shares;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed Private Placement including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities."

By Order of the Board of Directors of
DATAPREP HOLDINGS BHD

LEE YOUNG SHYUAN (MAICSA 7064817)
GENG MUN MOOI (MIA 8365)
 Company Secretaries

11 March 2016
 Petaling Jaya

Notes:

- A proxy may but need not be a member of the Company or a qualified legal practitioner, or an approved company auditor or a person approved by the Registrar of Companies and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- To be valid, the Form of Proxy, duly completed must be deposited at the Registered Office of the Company, Suite 5.02, 5th Floor, Wisma Academy, No. 4A, Jalan 19/11, 46300 Petaling Jaya, not less than forty-eight (48) hours before the time appointed for holding the meeting. Provided that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy have been duly completed by the member(s).
- A member shall be entitled to appoint two (2) proxies or more proxies to attend and to vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account") there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- If the appointer is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Only a depositor whose name appears on the Record of Depositors as at 28 March 2016 (General Meeting Record of Depositors) shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on his/her behalf.