

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-SEVENTH (27TH) ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT DEWAN BERJAYA, BUKIT KIARA RESORT BERHAD, JALAN BUKIT KIARA, OFF JALAN DAMANSARA, 60000 KUALA LUMPUR, ON WEDNESDAY, 17 AUGUST 2016 AT 2.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS

1. To receive the audited financial statements of the Company and of the Group for the financial year ended 31 March 2016 and the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. To re-elect Mr Tan Hock Chye who retires pursuant to Article 103 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Ordinary Resolution 1)**
3. To re-elect Mr Yeow Soo Hiang who retires pursuant to with Article 103 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Ordinary Resolution 2)**
4. To consider and if thought fit, to pass the following resolutions:
 - 4.1 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Adzmi Bin Abdul Wahab be re-appointed as a Director of the Company and to hold office until the next Annual General Meeting"; and **(Ordinary Resolution 3)**
 - 4.2 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Mr Michael Yee Kim Shing be re-appointed as a Director of the Company and to hold office until the next Annual General Meeting". **(Ordinary Resolution 4)**
5. To approve the payment of Directors' Fees of RM129,000 for the financial year ended 31 March 2016. **(Ordinary Resolution 5)**
6. To re-appoint Messrs Folks DFK & Co as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions:-

7. **Authority to Directors to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 7)**
 "THAT subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant Government and/or Regulatory Authorities, pursuant to Section 132D of the Act, the Directors of the Company be and are hereby empowered to issue shares in the Company at any time until the conclusion of the next Annual General Meeting ("AGM") and upon such terms and conditions and for such purposes and to such person or persons as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10 percent (10%) of the issued share capital of the Company for the time being AND THAT the Directors be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad."
8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Ordinary Resolution 8)**
 "THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the Shareholders' Mandate for the Company and/or its subsidiary ("Dataprep Group") to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Dataprep Group provided such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, particulars of which are set out in Section 2.4 of the Circular to Shareholders of the Company dated 26 July 2016, AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:
 - (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or
 - (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) the revocation or variation of resolution passed by the shareholders in a general meeting, whichever being the earliest;
 AND FURTHER THAT the Directors of the Company and/or any of them be and is/are (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."
9. **Continuation in office as Independent Non-Executive Directors pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**
 - 9.1 "THAT approval be and is hereby given to Tan Sri Datuk Adzmi Bin Abdul Wahab who has served as an Independent Non-Executive Director of the Company for more than nine years, to continue to act as an Independent Non-Executive Director of the Company." **(Ordinary Resolution 9)**
 - 9.2 "THAT approval be and is hereby given to Mr Michael Yee Kim Shing who has served as an Independent Non-Executive Director of the Company for more than nine years, to continue to act as an Independent Non-Executive Director of the Company." **(Ordinary Resolution 10)**
10. To consider any other business which may be properly transacted at an Annual General Meeting of which due notice shall have been given. **(Ordinary Resolution 11)**

BY ORDER OF THE BOARD
TEE LEE LENG (MAICSA 7044742)
GENG MUN MOOI (MIA 8365)

Company Secretaries

Petaling Jaya

26 July 2016

Notes:-

1. A member entitled to attend, speak and vote at the 27th Annual General Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote instead of the member at the meeting. A proxy may not need to be a member of the Company.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
4. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or the hand of the attorney duly authorised.
5. The Form of Proxy shall not be treated as valid unless the posted Form is received or the Form is deposited at the registered office of the Company at Suite 5.02, 5th Floor, Wisma Academy, No. 4A, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Forms of Proxy transmitted by fax or email will not be accepted. The Company will not accept any photocopies of the form of proxy in place of the original signed copy.
6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 53 of the Articles of Association of the Company, a Record of Depositors as at 10 August 2016 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

Explanatory Notes

1. To receive the Audited Financial Statements
 Agenda item no. 1 is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.
2. Ordinary Resolution 5
 The increased Directors' Fees from RM115,911 in the last financial year ended 31 March 2015 to RM129,000 for the financial year ended 31 March 2016 was due to higher variation of meeting attendance by the Board members, notwithstanding that the rates applicable for each meeting remain unchanged. Pursuant to the Paragraph 7.24 of the Main Market Listing Requirements and in compliance with the letter issued by Bursa Malaysia Securities Berhad dated 30 May 2016, the Company wishes to seek the shareholders' approval on the increased Directors' Fees for the financial year ended 31 March 2016.
3. Ordinary Resolution 7
 The proposed Ordinary Resolution 7 is for the purpose of seeking a renewal of the General Mandate and if passed, will empower the Directors of the Company pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total issued share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company. This General Mandate will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding current and/or future investment project(s), working capital and/or acquisitions. This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. As at the date of this notice, no new shares in the Company was issued pursuant to the mandate granted to the Directors at the last AGM held on 26 August 2015.
4. Ordinary Resolution 8
 The proposed Ordinary Resolution 8, if passed, will enable Dataprep Group to enter into recurrent related party transactions of a revenue or trading nature with the Mandated Related Parties. This authority, unless revoked or varied at a general meeting, will expire at the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
5. Ordinary Resolutions 9 and 10
 For proposed Ordinary Resolutions 9 and 10, the Remuneration, Quality & Nominating ("RQN") Committee has assessed the independence of the Independent Non-Executive Directors who have served for more than nine (9) years and recommended to the Board that they continue to act as Independent Non-Executive Directors of the Company to which, the Board agreed based on the following justifications:-
 - a) They have fulfilled the criteria under the definition of Independent Director in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
 - b) Their long tenures with the Company have neither impaired nor compromised their independent judgment. They continue to demonstrate the ability to deliberate the relevant questions and remain objective in their views for the benefit of the Group;
 - c) The RQN Committee and the Board are confident and firmly believe that they can be tasked to discharge their duties and responsibilities independently and objectively notwithstanding their tenure on the Board;
 - d) They have been with the Company for more than nine years and therefore understand the Company's business operations extensively, enabling them to participate actively and contribute positively during deliberations or discussions at Board and Board's Committees Meetings;
 - e) They have contributed sufficient time and effort and attended all the Board and Board's Committees Meetings;
 - f) They have the calibre, qualifications, experiences and personal qualities to consistently challenge management in an effective and constructive manner; and
 - g) They monitor and provide objective views on the performance of the Executive Director and management in meeting the agreed goals and objectives.