

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-EIGHTH (28TH) 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 THURSDAY, 28 SEPTEMBER 2017 AT 10:00 A.M. FOR THE FOLLOWING PURPOSES:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 March 2017 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note A)
2. To re-elect Datuk Lim Chee Wah who retires pursuant to Article 98 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Ordinary Resolution 1)**
3. To re-elect Dato Mohamad Rais Bin Zainuddin who retires pursuant to Article 103 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Ordinary Resolution 2)**
4. To reappoint Tan Sri Datuk Adzmi Bin Abdul Wahab as a Director of the Company.
(Please refer to Explanatory Note B) **(Ordinary Resolution 3)**
5. To reappoint Mr. Michael Yee Kim Shing as a Director of the Company.
(Please refer to Explanatory Note B) **(Ordinary Resolution 4)**
6. To approve the aggregate directors' fees and benefits payable to directors of the Company of RM165,000 for the financial year ended 31 March 2017 and not exceeding the amount of RM300,000 from 1 April 2017 to the next Annual General Meeting of the Company.
(Please refer to Explanatory Note C) **(Ordinary Resolution 5)**
7. To reappoint 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:

8. **Authority to Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")** **(Ordinary Resolution 7)**

"THAT subject to the Act, the Articles of Association of the Company and approvals from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

(Please refer to Explanatory Note D)

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

9. **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 28 July 2017 AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse unless the Authority is renewed by a resolution passed at that Annual General Meeting;
- (ii) the expiration of the period within which the next Annual General Meeting after the date is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Act), or
- (iii) 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 as may be required to give effect to the transactions contemplated and/or authorized by this Ordinary Resolution".

(Please refer to Explanatory Note E)

10. **Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.2 of the Malaysian Code on Corporate Governance 2012**

10.1 "THAT approval be and is hereby given to Dato Mohamad Rais Bin Zainuddin who has served as an Independent Non-Executive Director of the Company, to continue to act as an Independent Non-Executive Director of the Company."

(Please refer to Explanatory Note F)

Continuation in office as Independent Non-Executive Directors pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

10.2 "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 10)

10.3 "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."

(Please refer to Explanatory Note G)

(Ordinary Resolution 11)

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

11. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TEE LEE LENG (MAICSA 7044742)

GENG MUN MOOI (MIA 8365)

Company Secretaries

Petaling Jaya

28 July 2017

NOTES

1. *A member entitled to attend, speak and vote at this 28th Annual General Meeting is entitled to appoint more than one (1) proxy to attend, speak and vote instead of the member at the meeting. A proxy may but need not be a member of the Company.*
2. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holding(s) to be represented by each proxy.*
3. *Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
4. *The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor 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 20 September 2017 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.*

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

EXPLANATORY NOTES TO ORDINARY RESOLUTIONS AND SPECIAL BUSINESS

Note A: To receive the Audited Financial Statements

The Audited Financial Statements in Agenda 1 had been approved by the Board pursuant to Section 251(1) of the Act. This agenda does not require formal approval of shareholders of the Company under Section 340(1) of the Act.

Note B: Reappointment of Directors

Ordinary Resolutions 3 and 4

There is no age limit to act as directors in a public company pursuant to the Act enforced on 31 January 2017. In this respect, Tan Sri Datuk Adzmi Bin Abdul Wahab and Mr. Michael Yee Kim Shing, both aged above 70 who were reappointed pursuant to Section 129(6) of the Companies Act 1965 at the last Annual General Meeting ("AGM") of the Company, their terms in office will end at the conclusion of the 28th AGM of the Company to be held on 28 September 2017.

The proposed resolutions 3 and 4, if passed, will enable Tan Sri Datuk Adzmi Bin Abdul Wahab and Mr. Michael Yee Kim Shing, who have offered themselves for reappointments to continue to act as directors of the Company and shall be subject to retirement by rotation at a later date.

Note C: To approve the aggregate directors' fees and benefits payable to directors of the Company of RM165,000 for the financial year ended 31 March 2017 and not exceeding the amount of RM300,000 from 1 April 2017 to the next Annual General Meeting of the Company

Ordinary Resolution 5

The fees and meeting allowances are calculated based on the number of scheduled meetings attended.

Note D: Authority to Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Act

Ordinary Resolution 7

The proposed Ordinary Resolution 7 is for the purpose of seeking a renewal of the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to allot and issue ordinary shares of not more than ten percent (10%) of the total number of issued shares of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to make swift decision on allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meeting to approve such issue of shares.

Note E: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

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 conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

Note F: Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.2 of the Malaysian Code on Corporate Governance 2012

Ordinary Resolution 9

For proposed Ordinary Resolution 9, the Remuneration, Quality and Nominating ("RQN") Committee has assessed the independence of the Independent Non-Executive Director and recommended to the Board that he continues to act as Independent Non-Executive Director of the Company to which the Board agreed based on the following justifications:

- (a) He has fulfilled the criteria under the definition of Independent Director in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) The RQN Committee and the Board are confident and firmly believe that he can be tasked to discharge his duties and responsibilities independently and objectively;
- (c) He has the calibre, qualifications, experiences and personal qualities to consistently challenge management in an effective and constructive manner; and
- (d) He monitors and provides objective views on the performance of the Executive Director and management in meeting the agreed goals and objectives.

Note G: Continuation in office as Independent Non-Executive Directors pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

Ordinary Resolutions 10 and 11

For proposed Ordinary Resolutions 10 and 11, the 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 benefits 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 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.