

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF DATAPREP HOLDINGS BHD ("DATAPREP" OR "THE COMPANY") WILL BE HELD AT GRAND PETRA BALLROOM, LEVEL 2, ROYAL WIDAD RESIDENCE @ UTMKL, NO. 24, JALAN MAKTAB, 54100 KUALA LUMPUR ON THURSDAY, 12 SEPTEMBER 2019 AT 10.30 A.M. FOR THE FOLLOWING PURPOSES:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 March 2019 and the Reports of the Directors and Auditors thereon.  
**(Please refer to Explanatory Note A)**
- To re-elect Dato' Dr. Mohd Rizal Bin Mohd Jaafar who retires pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Ordinary Resolution 1)**
- To approve the aggregate directors' fees and benefits payable to directors of the Company of an amount not exceeding RM400,000 from 1 April 2019 to the next Annual General Meeting of the Company.  
**(Please refer to Explanatory Note B)** **(Ordinary Resolution 2)**
- To reappoint Messrs. Folks DFK & Co. as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. **(Ordinary Resolution 3)**

**AS SPECIAL BUSINESS**

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

- Authority to Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")** **(Ordinary Resolution 4)**  
"THAT subject always 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 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 C)**
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Ordinary Resolution 5)**  
"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 Company and/or its subsidiaries ("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 29 July 2019 AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:  
(i) the conclusion of the next AGM of the Company at which time the authority will lapse unless the authority is renewed by a resolution passed at the AGM;  
(ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340 of the 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 at 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 D)**

**7. Special Resolution**

**Proposed Adoption of the new Constitution of the Company**

**Special Resolution**

- "THAT the draft of the new set of the Constitution of the Company in the form and manner as set out in the Part B of the Circular to Shareholders dated 29 July 2019 be and is hereby approved and adopted as the new Constitution of the Company, with immediate effect AND THAT the Directors be and are hereby authorized to execute and take necessary steps to give effect to the Proposed Adoption of the new Constitution of the Company with full power to assent to any modification, variation and amendment as required by the relevant authorities."
- To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

**GENG MUN MOOI (MIA 8365)  
NOR FAZIEANA DAUD (MAICSA 7067115)  
LEONG SHIAK WAN (MAICSA 7012855)  
ZURIATI BINTI YAACOB (LS0009971)**

Company Secretaries  
Kuala Lumpur  
29 July 2019

**NOTES**

- A member entitled to attend and vote at this 30th AGM 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings(s) to be represented by each proxy.
- 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.
- 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 seal or under the hand of the attorney duly authorised.
- The Form of Proxy must be deposited at the registered office of the Company at Level 8, Widad Semantan (WiSe), No. 3, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Form 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.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the 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 6 September 2019 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

**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: To approve the aggregate directors' fees and benefits payable to directors of the Company for an amount not exceeding RM400,000 from 1 April 2019 to the next AGM of the Company**

**Ordinary Resolution 2**

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

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

**Ordinary Resolution 4**

The proposed Ordinary Resolution 4 is for the purpose of seeking a 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 AGM 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 any other corporate exercise deemed fit for the Group and Company to avoid delay and cost in convening general meeting to approve such issue of shares.

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

**Ordinary Resolution 5**

The proposed Ordinary Resolution 5, 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.