

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting ("EGM") of Dataprep Holdings Bhd ("DHB" or "Company") at Broadcast Venue at Conference Room, Widad Semantan (WiSe), No. 3 Jalan Semantan, 50490 Damansara Heights, Kuala Lumpur on Friday, 17 July 2020 at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

### ORDINARY RESOLUTION 1

**PROPOSED PRIVATE PLACEMENT OF UP TO 139,060,500 NEW ORDINARY SHARES IN DHB REPRESENTING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF DHB TO IDENTIFIED PARTIES AND PARTIES TO BE IDENTIFIED AT A LATER DATE ("PROPOSED SHARE PLACEMENT")**

"THAT subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company ("Board" or "Directors") to allot and issue up to 139,060,500 new ordinary shares in the Company ("DHB Shares" or "Shares") ("Placement Shares") by way of private placement to identified party, namely Widad Business Group Sdn Bhd (Registration No. 200201034715) ("WBGSB") and parties to be identified later in one (1) or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company ("Shareholders") dated 2 July 2020 ("Circular").

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of DHB Shares up to and including the Price-Fixing Date.

**THAT** the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Share Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Share Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

**THAT** such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

**AND THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Share Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and complete the Proposed Share Placement."

### ORDINARY RESOLUTION 2

**PROPOSED ALLOCATION OF PLACEMENT SHARES TO WIDAD BUSINESS GROUP SDN BHD PURSUANT TO THE PROPOSED SHARE PLACEMENT ("PROPOSED ALLOCATION TO WBGSB")**

"THAT subject to the passing of Ordinary Resolution 1, specific approval be and is hereby given to the Board to allot and issue such number of new DHB Shares equivalent to RM9 million ("Placement Shares") to WBGSB pursuant to the Proposed Share Placement;

**THAT** approval be and is hereby given to the Board to determine the issue price for the Placement Shares under the Proposed Allocation to WBGSB at a later date based on a discount of not more than 10% to the 5-day volume-weighted average market price of DHB Shares up to and including the price-fixing date;

**THAT** the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Allocation to WBGSB for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Allocation to WBGSB in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

**THAT** the Placement Shares under Proposed Allocation to WBGSB shall, upon allotment and issuance, rank equally in all respects with the then existing DHB Shares, save and except that such Placement Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Allocation to WBGSB and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and complete the Proposed Allocation to WBGSB."

### ORDINARY RESOLUTION 3

**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN DHB (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES OF DHB AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) ("PROPOSED LTIP")**

"THAT, subject to the approvals of the relevant authorities being obtained and to the extent permitted by law and the Constitution of the Company, the Directors be and is hereby authorised to:-

- (i) establish and implement a long term incentive plan comprising an employee share option scheme ("ESOS") and a share grant scheme ("SGS"), which in turn comprises a retention share plan and a performance share plan, for the benefit of the eligible directors and employees of the Company and its subsidiaries (excluding dormant subsidiaries) who fulfil the eligibility criteria for participation in the Proposed LTIP ("Eligible Persons"), under which awards ("Awards") comprising such number of options to subscribe for DHB Shares ("ESOS Options") and/or such number of DHB Shares without any consideration payable ("SGS Awards") shall be made, which shall be administered by a committee to be appointed by the Board ("LTIP Committee") in accordance with the by-laws of the Proposed LTIP ("By-Laws"), a draft of which is set out in **Appendix II** of the Circular;
- (ii) issue and allot such number of new DHB Shares from time to time to the Eligible Persons upon the exercise of ESOS Options and/or vesting of DHB Shares comprised in SGS Awards and/or to transfer existing DHB Shares from time to time to the Eligible Persons upon vesting of DHB Shares comprised in SGS Awards, provided that the aggregate number of DHB Shares which may be awarded under the Proposed LTIP and any other employee share schemes which are still subsisting shall not exceed 15% of the number of issued shares of the Company at any one time and that such new DHB Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing DHB Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment of the new DHB Shares;
- (iii) appoint a trustee ("Trustee") to facilitate the implementation and administration of the Proposed LTIP, in particular the method of satisfaction of Shares to be awarded under SGS, if required to be appointed, and authorise the Trustee to, among others, acquire, subscribe for, transfer and/or dispose of DHB Shares for the purpose of the implementation and administration of the Proposed LTIP;
- (iv) provide, from time to time, money or other assistance (financial or otherwise) and/or authorise and/or procure any one or more of the subsidiaries of the Company to provide, from time to time, money or other assistance (financial or otherwise) to the Trustee, if required, to enable the Trustee to acquire and/or subscribe for DHB Shares for the purpose of the Proposed LTIP;
- (v) modify and/or amend the Proposed LTIP, the By-Laws and/or the trust deed constituting the Proposed LTIP from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the By-Laws and/or the trust deed relating to modifications and/or amendments; and
- (vi) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deed with the Trustee, if required) and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

**THAT** the Board be and is hereby authorised to do all acts and things necessary to give full effect to the Proposed LTIP 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 and things in any manner as they may seem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP;

**AND THAT** the proposed By-Laws of the Proposed LTIP, as set out in **Appendix II** of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved."

### ORDINARY RESOLUTION 4 – 8

**PROPOSED ALLOCATION OF ESOS OPTIONS AND/OR SGS AWARDS**

"THAT, subject to the passing of the Ordinary Resolution 3 and the approvals of all relevant regulatory authorities being obtained, the Board be and is hereby at any time and from time to time throughout the duration of the Proposed LTIP, to offer and allocate to the following persons, ESOS Options and/or SGS Awards to subscribe for DHB Shares under the Proposed LTIP:-

#### Ordinary Resolution

- 4 : Dato' Mohd Rizal Bin Mohd Jaafar
- 5 : Mohamad Sabir bin Mohamad Sabri
- 6 : Datuk Abdul Aziz Bin Ishak
- 7 : Nor Adha Bin Yahya
- 8 : Ong Kuan Wah

Provided always THAT:-

- (i) not more than 10% of the DHB Shares made available under the Proposed LTIP shall be allocated to him, either singly or collectively through persons connected with him, holds 20% or more of the issued shares of the DHB (excluding treasury shares);
- (ii) he does not participate in the deliberation or discussion in respect of his own allocation; and
- (iii) not more than 80% of new DHB Shares available under the Proposed LTIP shall be allocated in aggregate to the Directors and senior management of DHB and its subsidiaries, which are not dormant,

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

### 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  
2 July 2020

#### Notes:-

1. In view of the current COVID-19 pandemic, the Board of Directors has decided that the EGM of the Company shall be held fully virtual and entirely via Remote Participation and Voting ("RPV") on 17 July 2020, as scheduled.
2. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. **No shareholders/proxies** from the public will be physically present at the meeting venue. Shareholders who wish to participate the EGM will therefore have to register via the link <https://vps.megacorp.com.my/v/lo01E>.
3. As the EGM will be conducted via a virtual meeting, a member who is not able to participate in the EGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
4. A member entitled to present via RPV at this 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.
5. 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.
6. 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 in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. 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 an officer or attorney duly authorised.
8. The instrument appointing a 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. Alternatively, it can be submitted electronically via email to [egm-support.dataprep@megacorp.com](mailto:egm-support.dataprep@megacorp.com), my before the lodgement cut-off time as mentioned above. You have the option to register directly at <https://vps.megacorp.com.my/v/lo01E> to submit the proxy appointment electronically not later than the lodgement cut-off time as mentioned above. The Company will not accept any photocopies of the Proxy Form in place of the original signed copy.
9. 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 Clause 88 of the Constitution of the Company, a Record of Depositors as at 10 July 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.
10. All resolutions as set out in this notice of EGM are to be voted by poll.