

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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**DATAPREP HOLDINGS BHD**

(183059-H)

(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS**

in relation to the

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2007/2009**

STOCK NAME : DATAPRP-WB  
STOCK CODE : 8338WB

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants 2007/2009	: Wednesday, 2 September 2009 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2007/2009	: Thursday, 3 September 2009 at 9.00 a.m.
Last date and time for exercise of Warrants 2007/2009	: Friday, 18 September 2009 at 5.00 p.m.
Date and time for delisting of Warrants 2007/2009	: Wednesday, 23 September 2009 at 9.00 a.m.

This Circular is dated 17 August 2009

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## DEFINITIONS

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Except where the context otherwise required, the following definitions shall apply throughout this Notice:

Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Bhd (635998-W)
CDS	:	Central Depository System
Dataprep or Company	:	Dataprep Holdings Berhad (183059-H)
Dataprep Share(s) or Share(s)	:	Ordinary share of RM0.25 each in Dataprep
Deed Poll	:	The Deed Poll dated 31 July 2007 constituting up to 47,295,519 warrants issued together with up to 189,182,076 new Shares
Exercise Form	:	Form for exercising the Exercise Rights
Exercise Period	:	The period commencing on or after the date on which the Warrants 2007/2009 are issued under or pursuant to the Deed Poll and expiring at 5.00 p.m. on the day falling two (2) years from the date of issue and if such a day is not a market day, on the market day immediately preceding such a day, and includes any extension or change to such expiry date effected in accordance with the provisions of the Deed Poll (i.e. from 21 September 2007 to 18 September 2009 at 5.00 p.m.)
Exercise Price	:	In relation to each Warrant 2007/2009, RM0.25 is payable in respect of each new Share upon the exercise of the Exercise Rights but subject always to such adjustment thereto in accordance to the conditions in the Deed Poll
Exercise Rights	:	The rights of a Warrant Holder to subscribe for new Shares at the Exercise Price upon the terms of and subject to the conditions contained in the Deed Poll
RM	:	Ringgit Malaysia
Rules	:	Rules of the Bursa Depository and any appendices thereto
Warrant Holder(s)	:	Holder(s) of the Warrants 2007/2009 from time to time whose names appear on the Record of Depositors
Warrants 2007/2009 or Warrants	:	46,997,822 outstanding warrants issued by the Company as at 31 July 2009, being the latest practicable date prior to the printing of this Notice, each giving the Warrant Holder an option to subscribe for one (1) new Share at the Exercise Price, payable in cash, at any time within the Exercise Period upon the terms and subject to the conditions contained in the Deed Poll



Consulting>Integration>Outsourcing

**DATAPREP HOLDINGS BHD**

(183059-H)

(Incorporated in Malaysia)

**Registered Office:**  
Suite 5.02, 5<sup>th</sup> Floor,  
Wisma Academy,  
No.4A, Jalan 19/1,  
46300 Petaling Jaya,  
Selangor

17 August 2009

**The Board of Directors**

Tan Sri Datuk Adzmi bin Abdul Wahab (*Independent Non-Executive Director / Chairman*)

Datuk Lim Chee Wah (*Non-Independent Non-Executive Director*)

Dato' Pian bin Sukro (*Independent Non-Executive Director*)

Muhammad Fauzi bin Abd Ghani (*Independent Non-Executive Director*)

Michael Yee Kim Shing (*Independent Non-Executive Director*)

Leong How Seong (*Non-Independent Non-Executive Director*)

Cheam Tat Inn (*Executive Director / Chief Executive Officer*)

**To: The Warrant Holders of Warrants 2007/2009**

Dear Sir / Madam,

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2007/2009**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the conditions stipulated in the Deed Poll governing the terms and conditions of the Warrants 2007/2009, the Exercise Rights of the Warrants 2007/2009 will expire at 5.00 p.m. on Friday, 18 September 2009 ("Expiry Date"). Accordingly, all Warrant Holders intending to exercise their Warrants 2007/2009 are advised to submit the documents referred to in Section 4(ii) of this Notice, to the Share Registrar of Dataprep no later than 5.00 p.m. on the Expiry Date.

There is 46,997,822 outstanding Warrants 2007/2009 as at 31 July 2009, being the latest practicable date prior to the printing of this Notice.

**WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS 2007/2009 NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASE TO BE EXERCISABLE THEREAFTER. ACCORDINGLY, THE WARRANTS 2007/2009 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON WEDNESDAY, 23 SEPTEMBER 2009.**

Warrant Holders are therefore advised to read carefully the procedures as set out below:

**1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING**

Trading of Warrants 2007/2009 on Bursa Securities will be suspended with effect from 9.00 a.m. on Thursday, 3 September 2009 up to the Expiry Date. Hence, the last day and time for trading of Warrants 2007/2009 will be no later than 5.00 p.m. on Wednesday, 2 September 2009.

## 2. EXERCISE PRICE

The exercise price of the Warrant 2007/2009 is RM0.25 for every one (1) new Share. For example, if a Warrant Holder exercises 1,000 Warrants 2007/2009 into 1,000 new Shares, the total Exercise Price will be RM250.00.

## 3. PAYMENT OF EXERCISE PRICE

The remittance must be made in full for the Exercise Price, payable in RM via banker's draft or cashier's order drawn on a bank operating in Malaysia, or money order or postal order issued by a post office in Malaysia, made out in favour of "**DATAPREP HOLDINGS BHD WARRANTS PROCEEDS A/C**" crossed "A/C Payee Only" and endorsed on the reverse side with the name, address, NRIC/passport number/company registration number (whichever is applicable) and CDS account number of the Warrant Holders.

## 4. EXERCISE OF EXERCISE RIGHTS

If you are a Warrant Holder and wish to exercise your Exercise Rights, you should:

- (i) complete and sign the enclosed Exercise Form (which is included in this Notice).

Additional copies of the Exercise Form can be obtained from the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd at Level 26, Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur, during normal office hours.

- (ii) deliver to the Share Registrar of the Company the following documents not later than 5.00 p.m. on Friday, 18 September 2009:
  - (a) the duly completed Exercise Form;
  - (b) remittance for the full Exercise Price as set out in Sections 2 and 3 above;
  - (c) remittance of a processing fee of RM10.00 for each Exercise Form submitted, payable by banker's draft or cashier's order drawn on a bank operating in Malaysia, or money order or postal order issued by a post office in Malaysia, made out in favour of "**SYMPHONY SHARE REGISTRARS SDN BHD**" and crossed "A/C Payee Only"; and
  - (d) photocopy of identity card/passport/certificate of incorporation (whichever is applicable).

The Company shall within eight (8) market days (or such other period as may be prescribed or allowed by Bursa Securities) after receiving the duly completed Exercise Form together with the requisite payment as set out in item (ii) above:

- (i) allot and issue the new Shares arising from the exercise of the Warrants 2007/2009 by a Warrant Holder and authorise and instruct Bursa Depository to credit the new Shares into the CDS account of the exercising Warrant Holder or its nominee(s) under the provisions of the Central Depositories Act and the Rules;
- (ii) despatch a notice of allotment to the Warrant Holders; and
- (iii) make an application to Bursa Securities for the quotation of such new Shares issued.

The new Shares to be issued arising from the exercise of the Warrants 2007/2009 will, upon issue and allotment, rank pari passu in all respects with the existing Dataprep Shares except that such new Shares will not be entitled to any dividends, rights, allotments or other distributions declared on or prior to the exercise date of the Warrants 2007/2009, nor shall they be entitled to any distributions or entitlements for which the entitlement date is prior to the date of the exercise of the Warrants 2007/2009.

## 5. FURTHER NOTICE IN RELATION TO THE DEPOSITED WARRANTS 2007/2009

Bursa Depository will not be accepting any requests for the ordinary transfer of the Warrants 2007/2009 for the period commencing 4.00 p.m. on Friday, 11 September 2009 to Friday, 18 September 2009.

A Warrant Holder will qualify for entitlement to subscribe for new Shares in respect of the following:

- (i) Warrants 2007/2009 transferred into the depositor's CDS account before 4.00 p.m. on Friday, 11 September 2009; and
- (ii) Warrants 2007/2009 bought on Bursa Securities on or before 5.00 p.m. on Wednesday, 2 September 2009, being the last day and time of trading of the Warrants 2007/2009.

## 6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (i) if their Exercise Rights are not exercised and the relevant Exercise Form together with the required documents as set out in Section 4(ii) above are not delivered to the Company's Share Registrar by 5.00 p.m. on Friday, 18 September 2009, the rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) all unexercised Warrants 2007/2009 remaining in a depositor's CDS account as at the Expiry Date will be debited from the respective depositor's CDS account on Wednesday, 23 September 2009.

## 7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board of Directors of the Company who collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts the omission of which would make any statement herein false or misleading.

## 8. ENQUIRIES

Should you have any queries concerning this Notice, please contact the Share Registrar of the Company at the following address:

Address : Symphony Share Registrars Sdn Bhd  
Level 26, Menara Multi-Purpose  
Capital Square  
No 8, Jalan Munshi Abdullah  
50100 Kuala Lumpur  
Tel No : 03 – 2721 2222  
Fax No : 03 – 2721 2531

Yours faithfully  
for and on behalf of the Board of Directors  
**DATAPREP HOLDINGS BHD**

**Tan Sri Datuk Adzmi Bin Abdul Wahab**  
Independent Non-Executive Director / Chairman

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**CONTACT NUMBERS**

**OFFICE NUMBER:**

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**HOUSE NUMBER:**

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

**FAX NUMBER:**

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- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk \* above is identical with the information in the records of Bursa Malaysia Depository Sdn. Bhd. (BMD) with regard to my/our account(s) with the BMD (**CDS account(s)**) and further agree and confirm that in the event the information aforesaid differs from the information in the BMD's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby authorise you to instruct BMD to debit the quantity(ies) of Warrants specified below from my/our CDS account(s) in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll dated 31 July 2007 executed by the Company (Deed Poll):

Source account for debiting Warrants																			
CDS ACCOUNT NUMBER, ADA AND BRANCH CODE/ACCOUNT NUMBER															Quantity				
		-				-													
		-				-													
		-				-													
		-				-													

- (d) hereby confirm the Warrants specified above intended for the exercise of rights are or have been designated as “free securities” in my/our CDS account(s) in accordance with the Rules and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;
- (e) where I/we am/are entitled to receive new ordinary shares in the Company (**New Shares**) upon the exercise of my/our rights herein (apart from the exercise of rights in respect of all warrants), I/we hereby authorise you to instruct BMD to credit the quantity(ies) of New Shares specified below into my/our CDS account stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein:

Target account for crediting New Shares														
CDS ACCOUNT NUMBER, ADA AND BRANCH CODE/ACCOUNT NUMBER													Quantity	
		-				-								
		-				-								
		-				-								
		-				-								

**Note:** Warrant Holder shall not be allowed to instruct for New Shares to be credited into any CDS account(s) other than one of those from which the Warrants are to be debited.

- (f) hereby confirm that after the submission of this form to the Company, I/we will not dispose, transfer or charge the Warrants intended for exercise of rights herein, until the exercise is completed by debiting the Warrants from my/our CDS account(s) or the exercise is rejected by the Company, whichever is applicable;
- (g) hereby make payment in full for such New Shares at the Exercise Price of RM0.25 per New Share, subject to adjustments in accordance with Condition 6 of schedule 3 of the Deed Poll and together with any other payments required under the Securities Industry (Central Depositories) Act 1991 and the Rules of the BMD and the Deed Poll, by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of "**DATAPREP HOLDINGS BHD WARRANTS PROCEEDS A/C**" crossed "A/C Payee Only" amounting to RM [ ] and endorsed on the reverse side with the my/our name and address in block letters;
- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Exercise Rights represented by the Warrants in my/our CDS account(s) specified above, and to subscribe for such number of New Shares of the Company specified above at the Exercise Price, and agree to accept such New Shares subject to the terms of the memorandum and articles of association of the Company;
- (i) hereby enclose a legible photocopy of –
- (i) my/our statement of account issued by BMD in respect of my/our CDS account(s);
  - (ii) (in the case where the Warrant Holder is an individual) my new identity card; and
  - (iii) (in the case where the Warrant Holder is a corporation) our certificate of incorporation; and
- (j) hereby undertake to fully indemnify and keep the Company indemnified against any claims, loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company as a result of the Company acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertaking herein.

Dated

If Warrant Holder is an individual

\_\_\_\_\_  
Signature of Warrant Holder

If Warrant Holder is a corporation/society

The common seal of Warrant Holder      )  
was hereto affixed in the presence of:-    )

\_\_\_\_\_  
Director  
Name:

\_\_\_\_\_  
Director/Secretary  
Name:

**Notes:**

1. No scrip will be issued to the Warrant Holder as the result of any exercise of rights herein.
2. In exercising the Exercise Rights represented by the above Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
3. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its memorandum and articles of association, a copy of which must be lodged with the Registrar.
4. The terms and expressions used in this Exercise Form (unless otherwise defined in this Exercise Form) will have the same meanings and interpretation as defined in the Deed Poll.
5. All information given above must be the same as the information in the records of Bursa Malaysia Depository Sdn. Bhd.
6. Joint holders are not recognised by the Company.
7. A processing fee of RM10.00 for the debiting of Warrants from and crediting of New Shares to the Securities Account of the exercising Warrant Holder is payable to the Registrar.

**Attention**

The attention of Warrant Holders is drawn to the Malaysia Code on Take-Overs and Mergers 1998 as amended or replaced from time to time. In particular, a Warrant Holder should note that it/he may be under an obligation to extend a take-over offer of the Company if –

- (a) it/he intends to acquire, by exercise of the Warrants, whether at one time or different times, New Shares which (together with shares owned or acquired by it/him or persons acting in concert with it/him) carry 33% or more of voting rights of the Company; or
- (b) it/he, together with persons acting in concert with it/him, holds more than 33% but less than 50% of the voting rights of the Company, and either alone or together with persons acting in concert with it/him, intends to acquire additional New Shares by the exercise of the Warrants or otherwise in any period of six months, increasing such percentage of the voting rights by more than 2%.

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