DATAPREP
Since 1971

DATAPREP HOLDINGS BHD

(Company No.: 183059-H) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND (22ND) ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT GREENS III, TROPICANA GOLF & COUNTRY RESORT BERHAD, JALAN KELAB TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 15 SEPTEMBER 2011 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company and of the Group for the financial year ended 31 March 2011 and the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)

2. To re-elect the following directors:-

   2.1 Datuk Lim Chee Wah who retires by rotation pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election. (Ordinary Resolution 2)

   2.2 Encik Ahmad Rizan bin Ibrahim who retires by rotation pursuant to Article 103 of the Company's Articles of Association and being eligible, offers himself for re-election. (Ordinary Resolution 3)

3. To consider and if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:

   3.1 That Mr Michael Yee Kim Shing who retires pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the company. (Ordinary Resolution 4)

4. To appoint the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

   Notice of Nomination pursuant to Section 172 (11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Annexure A" in the Annual Report 2011) has been received by the Company for the nomination of Messrs Folks DFK & Co for appointment as Auditors and of the intention to propose the following Ordinary Resolution: -

   "THAT Messrs Folks DFK & Co be and are hereby appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting, in place of the retiring auditors, Messrs Ernst & Young who have indicated not to seek re-appointment and that authority be and is hereby given for the Directors to determine their remuneration."

AS SPECIAL BUSINESS

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

5. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 (Ordinary Resolution 6)

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant Government and / or Regulatory Authorities, pursuant to Section 132D of the Companies Act, 1965, 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 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 of the issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad."

6. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (Ordinary Resolution 7)

"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 to be entered into by 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 19 August 2011, AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time 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 Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in a general meeting;

Whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (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."

7. PROPOSED NEW MANDATE FOR ADDITIONAL 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 Shareholders' Mandate for the Company and/or its subsidiary ("Dataprep Group') to enter into additional recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Dataprep Group to be entered into by 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 19 August 2011, AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:

(a) the conclusion of the next Annual General Meeting ("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 that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in a general meeting;

Whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (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 New Shareholders' Mandate."

8. PROPOSED AMENDMENT TO ARTICLE 135 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY (Special Resolution 1)

"THAT the Articles of Association of the Company be hereby amended by deleting the existing Article 135 in its entirety and substituting the following new Article 135 as follows:-

Existing Article 135:-

Any dividend may be paid by cheque sent through the post to the registered address of the member or person entitled thereto, and in case of joint holders to any one of such joint holders. Every such cheque shall be payable to the order of the person to whom it is sent, and payment of the cheque shall be discharge to the company of the dividend to which it relates.

New Article 135:-

Any dividend may be paid by cheque sent through the post to the registered address of the member or person entitled thereto or by direct transfer or such other mode of electronic means (subject to the provision of the Act, the Depositories Act and the Rules, the Listing Requirements and/or other regulatory authorities) to the bank account provided by the member whose name appears in the Record of Depositories. Every such cheque or payment by direct transfer shall be payable to the order of the person to whom it is sent, and payment of the cheque or payment by such electronic means shall be a good discharge to the company of the dividend to which it relates, notwithstanding of any discrepancy given by the member in the details of the bank account. Every such cheque or electronic transfer or remittance shall be at the risk of the person entitled to the money thereby represented.

9. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

PAULINE NG PECK KUN (MAICSA 7029550)
VOO LIP SANG @ PHILIP (MIA 15143)
COMPANY SECRETARIES

Date: 19 August 2011

Petaling Jaya, Selangor Darul Ehsan

Notes:

A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. The instrument appointing a proxy must be 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, not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.

Explanatory Notes to Item 5 (Ordinary Resolution 6)

The proposed ordinary resolution 6 if passed, will give a renewal mandate to the Directors of the Company the authority to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This general mandate will provide flexibility to the Directors to undertake any possible fund raising activities, including but not limited to further placing of shares for 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.

This renewed mandate, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As at the date of this notice, no new shares in the company were issued pursuant to this mandate granted to the Directors at the last Annual General Meeting held on 17 September 2010 and which will lapse at the conclusion of this Annual General Meeting.

Explanatory Notes to Item 6 (Ordinary Resolution 7) and Item 7 (Ordinary Resolution 8)

The proposed ordinary resolutions 7 and 8, if passed will empower the Directors of the Company and its subsidiary companies to enter into recurrent related party transactions of revenue or trading nature with the Mandated Related Parties. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Explanatory Notes to Item 8 (Special Resolution 1)

The proposed amendment to the Articles of Association of the Company, if passed will update the Article 135 of the Company's Articles of Association to facilitate the implementation of Electronic Dividend Payment ("eDividend") in line with the Bursa Malaysia Securities Main Market Listing Requirements pertaining to eDividend.