

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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DATAPREP HOLDINGS BHD

(Incorporated in Malaysia)

Registration No. 198901005754 (183059-H)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

AND

EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

The above proposals will be tabled at the 35th Annual General Meeting ("AGM"). The Notice of the AGM at the venue and time stated below or any adjournment thereof together with the Proxy Form are set out in the 2023 Annual Report, which is despatched together with this Circular.

The Proxy Form should be completed and returned in accordance with the instructions therein as soon as possible and should reach at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at: AGM-support.DP@megacorp.com.my on or before the date and time indicated below or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form	:	Tuesday, 25 June 2024 at 10.00 a.m.
Date and time of the AGM	:	Thursday, 27 June 2024 at 10.00 a.m. or any adjournment thereof
Venue of the AGM	:	Broadcast Venue, Widad Semantan (WiSe), No. 3 Jalan Semantan, 50490 Damansara Heights, Kuala Lumpur

This Circular is dated 30 April 2024

DEFINITIONS

Except where the context otherwise requires, the following words and abbreviations shall apply throughout this Circular and have the following meanings:

Act	: The Companies Act, 2016, as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting
Audit Committee	: Audit Committee of Dataprep
Board	: Board of Directors of Dataprep
Bursa Securities	: Bursa Malaysia Securities Berhad [<i>Registration No. 200301033577 (635998-W)</i>]
Circular	: This circular to shareholders dated 30 April 2024 in relation to the Proposed Shareholders' Mandate
Dataprep or Company	: Dataprep Holdings Bhd [<i>Registration No. 198901005754 (183059-H)</i>]
Dataprep Group or Group	: Dataprep and its subsidiaries, collectively
Dataprep Share(s) or Share(s)	: Ordinary share(s) in Dataprep
Director(s)	: The director(s) of the Group within the same meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act, 2007 Director(s) includes any person who is or was within the preceding six (6) months of the date on which the terms of the respective RRPT were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or chief executive officer of the Company or its subsidiary or holding company.
FYE	: Financial Year Ended/Ending
ICT	: Information and Communications Technology
Interested Directors	: Dato' Mohd Rizal bin Mohd Jaafar and Datuk Mohamad Sabir bin Mohamad Sabri
Listing Requirements	: Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	: 2 April 2024, being the latest practicable date which shall be not more than 30 days prior to the issuance of this Circular
Proposed New Shareholders' Mandate	: Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature, the details of which are set out in Section 2.4(ii) of this Circular
Proposed Renewal of Shareholders' Mandate	: Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature, the details of which are set out in Section 2.4(i) of this Circular
Proposed Shareholders' Mandate	: Proposed New Shareholders' Mandate and Proposed Renewal of Shareholders' Mandate, collectively
Puan Sri Jamilah	: Puan Sri Jamilah binti Mahamad Isa

DEFINITIONS

Recurrent Transaction(s) : Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations to be entered into by the Group with the Related Parties, which are the subject of the Proposed Shareholders' Mandate

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DEFINITIONS (*Cont'd*)

Related Parties	: The directors, major shareholders and/or persons connected with them who are interested in the Recurrent Transactions as set out in Sections 2.3, 2.4 and 5 of this Circular
RRPT	: Recurrent related party transactions of a revenue or trading nature
RM and sen	: Ringgit Malaysia and sen, respectively
Tan Sri Ikmal	: Tan Sri Muhammad Ikmal Opat bin Abdullah
Validity Period	: The validity period of the Proposal commencing from the passing of the ordinary resolution relating to the Proposal on 27 June 2024 until: <ul style="list-style-type: none">a) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless the authority is renewed by a resolution passed at the said next AGM; orb) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); orc) the Proposal is revoked or varied by resolution passed by the shareholders in a general meeting whichever being the earliest.
Wardah	: Wardah Communication Sdn. Bhd. [<i>Registration No. 200301003350 (605770-T)</i>], a company incorporated in Malaysia and a wholly-owned subsidiary of WBG
WBG	: Widad Business Group Sdn. Bhd. [<i>Registration No. 200201034715 (602380-P)</i>], a company incorporated in Malaysia
WBG Group	: WBG and its subsidiaries
2023 Annual Report	: The annual report for the FYE 31 December 2023, including the audited consolidated financial statements and the notes to the financial statements, directors' report and auditors' report for that financial year

All references to "you" in this Circular are addressing the shareholders of the Company.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any legislation is a reference to that legislation as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding.

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EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

ENCLOSED



DATAPREP HOLDINGS BHD

(Incorporated in Malaysia)
Registration No. 198901005754 (183059-H)

Registered Office:

Level 8, Widad Semantan (WiSe)
No. 3, Jalan Semantan
Damansara Heights
50490 Kuala Lumpur

30 April 2024

Board of Directors:

Dato' Mohd Rizal bin Mohd Jaafar (*Non-Independent Non-Executive Chairman*)
Datuk Mohamad Sabir bin Mohamad Sabri (*Non-Independent Executive Director/ Managing Director*)
Dato' Abdul Aziz bin Ishak (*Independent Non-Executive Director*)
Dato' Nor Adha bin Yahya (*Independent Non-Executive Director*)
Ong Kuan Wah (*Independent Non-Executive Director*)
Nur Zarina binti Ghazali (*Independent Non-Executive Director*)

To: Shareholders of Dataprep

Dear Sir/Madam,

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE
(COLLECTIVELY REFERRED TO AS THE "PROPOSED SHAREHOLDERS' MANDATE")**

1. INTRODUCTION

At the Thirty-Fourth AGM held on 12 June 2023, the Company obtained shareholders' mandate for Dataprep Group to enter into RRPTs. The shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

In addition, the Company will also be seeking your approval for another shareholders' mandate to enable the Group to enter into new RRPT as set out in Section 2.4(ii) of this Circular.

In respect of the above, the Company had announced on 4 April 2024 its intention to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate, respectively, in accordance with Paragraph 10.09 of the Listing Requirements at the AGM of the Company.

The purpose of this Circular is to:

- (i) provide you with the details of the Proposed Shareholders' Mandate; and
- (ii) seek your approval for the ordinary resolution to give effect to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

An extract of the Notice of AGM is enclosed in this Circular for your ease of reference.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Listing Requirements

Under Paragraph 10.09 of the Listing Requirements, the Company may seek a shareholders' mandate for related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations, subject to the following:

- (i) the 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;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report in respect of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
 - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1 million; or
 - (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,whichever is the lowest;
- (iii) the issuance of a circular to the shareholders which includes information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that person(s) connected with him abstain from voting on the resolution approving the transactions; and
- (v) an immediate announcement shall be made to Bursa Securities when the actual value of a recurrent transaction exceeds the estimated value of the recurrent transaction disclosed in this Circular by 10% or more.

The Proposed Shareholders' Mandate, if approved by the shareholders at the forthcoming AGM, will be subject to annual renewal and shall continue to be in force until:

- (i) the conclusion of the next AGM following the forthcoming AGM at which the Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at that meeting, the authority under the Proposed Shareholders' Mandate is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held under Section 340(2) of the Act (but must not extend to such extension as may be allowed under Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by you in a general meeting,

whichever is the earliest.

The Company will, where appropriate, disclose the following information in the forthcoming annual report and subsequent financial years during which the authority under the Proposed Shareholders' Mandate is in force:

- (i) breakdown of the aggregate value of the Recurrent Transactions made during the financial year;
- (ii) type of the Recurrent Transactions entered into;
- (iii) names of the Related Parties involved; and
- (iv) nature of the relationship of the Related Parties with the Group.

2.2 The companies within the Group to which the Proposed Shareholders' Mandate applies

As at the LPD, the principal activity of the Company is investment holding and provision of management services to its subsidiaries. The principal activities of the subsidiaries are as follows:

Subsidiaries	The effective equity interest	Principal activities
Dataprep (Malaysia) Sdn. Berhad	100%	Provision of ICT outsourcing and managed services
Solsis (M) Sdn. Bhd.	100%	Provision of computer hardware, network services, applications and contact centre
Solsisnet Sdn. Bhd.	100%	Provision of networking equipment, services and training
Dataprep Payment Solutions Sdn. Bhd.	100%	Provision of information technology services and secured payment solutions
Ridaa Associates Sdn Bhd	51%	Provision of selling multimedia goods, hardware and other multimedia components electronic, mechanical and electrical contractor
Dataprep Asia Sdn Bhd	100%	Provision of services relating to healthcare information technology solution and general trading
Instant Office Sdn. Bhd.	100%	Dormant
88 Daiman Sdn. Bhd.	100%	Dormant
Tamadun Interaktif Sdn. Bhd.	100%	Dormant
Dataprep (HK) Limited	100%	Dormant
Dataprep (Beijing) Limited	100%	Dormant
Dataprep International (Labuan) Ltd	100%	Investment holdings
DP Kyoto Tech Middle East Limited	51%	Provision of education technologies, infrastructure, network and support services (presently dormant)
PT Dataprep Teknologi Indonesia	65%	Sales and marketing of ICT products, software and services
PT Jaringan Pintar Bersama	60%	Provision of Information and communication technology

It is anticipated that the companies in the Group would, in their ordinary course of business, enter into transactions of a revenue or trading nature with classes of the Related Parties as set out in Section 2.3 of this Circular.

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2.3 The Related Parties to which the Proposed Shareholders' Mandate applies

The Proposed Shareholders' Mandate involves the following classes of Related Parties:

Related Parties	Principal activities
WBG	Investment holding and general trading
Subsidiaries of WBG	
- Wardah Communication Sdn. Bhd. ("Wardah")	General printing and publishing business
- WBG Power Sdn. Bhd.	Installation of nonelectric solar energy collectors, operation of generation facilities that produce electric energy and management consultancy activities
- Wardah Properties Sdn. Bhd.	Property investment & management consultancy activities
- WBG Resources Sdn. Bhd.	General trading and supply
- Widad Aero Sdn. Bhd. ("WASB")	Aerospace services
- Widad Agrofarm Sdn. Bhd.	Agrofarm
- Widad Land Sdn. Bhd.	Property development
- Tristar Bay Sdn. Bhd. ("TBSB")	Property development
- Widad Education Sdn. Bhd. ("WESB")	Educational centre
- Widad Group Berhad ("WGB")	1. Investment holding company 2. Construction and integrated facilities management services 3. Property development
- Langkasuka Land Sdn. Bhd. ("LLSB")	Investment holding, management consultancy activities and property development
- Widad Skycore (M) Sdn. Bhd.	Investment holding and aircraft industry
- WBG Mineral Sdn. Bhd.	Mineral Extraction Activities
- Widad East Coast Sdn. Bhd.	Investment holding, management consultancy activities property development
- Widad Wazan Hydro (Bera) Sdn Bhd	Construction of hydropower plant and energy power provider
- WBG Water Sdn Bhd ("WWSB")	Investment holding and management consultancy activities.
- Widad BZI Sdn Bhd ("WBZI")	Investment holding, management consultancy activities property development
- Arriz Abadi Sendirian Berhad ("AASB")	Construction
- Langkatech Solution Sdn Bhd	Investment holding, information technology service, management consultancy and construction
- Smart Paradigm Sdn Bhd ("SPSB")	Administrative educational services, educational support services and general trading.
Subsidiary of WWSB	
- Rai Utility Sdn. Bhd	Water Engineering
Subsidiary of WASB	
- Widad Aerotree Sdn. Bhd.	Investment holding and aircraft industry
Subsidiary of WESB	
- Widad Skill Development Sdn. Bhd	Development of knowledge and skills

The Related Parties to which the Proposed Shareholders' Mandate applies (Cont.)

<p>Subsidiaries of WGB</p> <ul style="list-style-type: none"> - Serendah Heights Sdn. Bhd (“SHSB”) - Widad Builders Sdn. Bhd (“WBSB”) - Widad Green Sdn Bhd - Widad Rail Sdn Bhd - Widad Energy Sdn. Bhd. - Widad Master Sdn. Bhd. - Widad Concession Sdn. Bhd - Innovative City Holdings Sdn. Bhd - Widad Bina Urus Sdn. Bhd <p>Subsidiaries of WBSB</p> <ul style="list-style-type: none"> - Widad Capital Sdn. Bhd. (“WCSB”) - Widad Facility Management Sdn. Bhd. <p>Subsidiaries of WCSB</p> <ul style="list-style-type: none"> - Palm Shore Holdings Sdn. Bhd. <p>Subsidiaries of SHSB</p> <ul style="list-style-type: none"> - YBK Usahasama Sdn. Bhd 	<p>Investment holding and general management services</p> <p>Construction, integrated facilities management activities and concession</p> <p>Waste management services</p> <p>Rail industry</p> <p>Renewable Energy</p> <p>Investment holding and general management services</p> <p>Investment holding and general management services</p> <p>Investment holding and general management services</p> <p>Construction of buildings</p> <p>Special purpose vehicle</p> <p>Provision of Integrated facilities management activities</p> <p>Investment Holdings and Renovation Contracting</p> <p>Concession Business</p>
<p>List of Companies or Related Parties not under WBG</p> <p>Vertical Engineering Sdn. Bhd. (“VESB”)</p> <p>Opat Holdings Sdn. Bhd. (“OHSB”)</p> <p>Infra Enigma Sdn. Bhd. (“IESB”)</p> <p>Azro Construction Sdn. Bhd. (“ACSB”)</p> <p>Ghanim Alam Holdings Sdn. Bhd. (“GAHSB”)</p> <p>Global Mahawangsa Sdn. Bhd. (“GMSB”)</p> <p>Crystal Solaris Sdn. Bhd. (“CSSB”)</p> <p>WBG Hornbill Holdings Sdn. Bhd. (“WHHSB”)</p> <p>WBG East Holdings Sdn. Bhd. (“WESB”)</p> <p>Widad Healthcare Specialist Sdn. Bhd. (“WHSSB”)</p> <p>Widad THB Resources Sdn. Bhd. (“WTRSB”)</p> <p>Kampong Bharu City Centre Sdn. Bhd. (“KBCC”)</p> <p>Atama Builders Sdn. Bhd. (“ABSB”)</p> <p>Widad Langkasuka Sdn. Bhd. (“WLSB”)</p> <p>WBG Capital Sdn Bhd (“WBGCSB”)</p> <p>Election Point Resources Sdn. Bhd. (“EPRSB”)</p>	<p>Construction</p> <p>Activities of holding companies</p> <p>General trading in oil and gas tools, parts and supplies</p> <p>Construction</p> <p>Construction, multimedia and filming</p> <p>Investment holding, general trading, multimedia and filming, and property development</p> <p>Investment holding, general trading and property development</p> <p>Investment holding, general trading and property development</p> <p>Investment holding, general trading and property development</p> <p>Hospital activities, Physiotherapy and occupational therapy service and Stores specialized in retail sale of pharmaceuticals, medical and orthopaedic goods</p> <p>Construction of buildings, Landscape care and maintenance service activities and Purification and distribution of water for water supply purposes</p> <p>Activities of holding companies</p> <p>Constructions</p> <p>Investment holding, management consultant and property development</p> <p>Investment holding, management consultancy activities</p> <p>Money Lending company</p>

The Related Parties to which the Proposed Shareholders' Mandate applies (Cont.)

WBB Holdings Sdn. Bhd. ("WBBHSB")	Investment holding, management consultant and property development
Opat Capital Sdn. Bhd. ("OCSB")	Activities of holding companies
Temoyong Land Sdn Bhd ("TLSB")	Investment holding, construction and property development
Northshore Marketing Sdn Bhd. ("NMSB")	General trading, property development and information technology services.
Steadfast Capital Inc. ("SCT")	Investment holding
Subsidiary of OCSB	
Widad Hospitality Management Sdn. Bhd.	Hospitality management services

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2.4 Related Parties and Nature of the Recurrent Transactions

The Recurrent Transactions are related party transactions of a revenue or trading nature and are necessary for the day-to-day operations of the Group. These transactions relate to, *inter-alia*, the procurement of products and services from/to the Related Parties in the ordinary course of business of the Group.

Under the Proposed Shareholders' Mandate, we are seeking your mandate for the Recurrent Transactions between the Group and Related Parties.

The details of the Recurrent Transactions after the conclusion of the forthcoming AGM to the next AGM will be as follows:

(i) RRPT under the Proposed Renewal of Shareholders' Mandate

Transacting parties		Interested Directors, major shareholders and/or person connected with them	Estimated aggregate value during the Validity Period of mandate RM'000	Estimated aggregate value as disclosed in the circular to shareholders dated 28 April 2023 RM'000	Actual value transacted from 12 June 2023 (the date when the existing mandate was obtained) to the LPD RM'000	Nature of transactions by companies within the Group
Related Parties	Companies within the Group					
WBG Group	Dataprep Group	<p>Wardah is the major shareholder of Dataprep and a wholly-owned subsidiary of WBG. Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG.</p> <p>Puan Sri Jamilah is a person connected with Tan Sri Ikmal and she is also a shareholder of WBG.</p> <p>Dato' Mohd Rizal bin Mohd Jaafar is a director for Dataprep, WBG and some of the subsidiaries of WBG.</p> <p>Datuk Mohamad Sabir bin Mohamad Sabri is a director of Dataprep and previously, he was also the Group Strategy and Corporate Services Director of the WBG Group.</p>	(a)	(b)	29	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the WBG Group

(i) **RRPT under the Proposed Renewal of Shareholders' Mandate (Cont'd)**

Transacting parties		Interested Directors, major shareholders and/or person connected with them	Estimated aggregate value during the Validity Period of mandate RM'000	Estimated aggregate value as disclosed in the circular to shareholders dated 28 April 2023 RM'000	Actual value transacted from 12 June 2023 (the date when the existing mandate was obtained) to the LPD RM'000	Nature of transactions by companies within the Group
Related Parties	Companies within the Group					
VESB	Dataprep Group	Isyraf Widad bin Muhammad Ikmal Opat is the only shareholder of VESB. He is a son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.	(a)	(b)	-	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties
OHSB		Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG. He is also a shareholder of OHSB and a director of OHSB.	(a)	(b)	-	
IESB		Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG. He is also a director of IESB. Isyraf Widad bin Muhammad Ikmal Opat and Ilham Widad bin Muhammad Ikmal Opat are the directors and shareholders of IESB. They are the son of Tan Sri Ikmal and therefore, they are persons connected with Tan Sri Ikmal.	(a)	(b)	-	
AASB		Puan Sri Jamilah is a person connected with Tan Sri Ikmal and she is the major shareholder of AASB.	(a)	(b)	-	

(i) **RRPT under the Proposed Renewal of Shareholders' Mandate (Cont'd)**

Transacting parties		Interested Directors, major shareholders and/or person connected with them	Estimated aggregate value during the Validity Period of mandate RM'000	Estimated aggregate value as disclosed in the circular to shareholders dated 28 April 2023 RM'000	Actual value transacted from 12 June 2023 (the date when the existing mandate was obtained) to the LPD RM'000	Nature of transactions by companies within the Group
Related Parties	Companies within the Group					
WBSB within the WBG Group	Dataprep Group	<p>Wardah is the major shareholder of Dataprep and a wholly-owned subsidiary of WBG. Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG. Puan Sri Jamilah is a person connected with Tan Sri Ikmal and she is also a shareholder of WBG.</p> <p>Dato' Mohd Rizal bin Mohd Jaafar is a director for Dataprep, WBG and some of the subsidiaries of WBG. Datuk Mohamad Sabir bin Mohamad Sabri is a director of Dataprep and previously, he was also the Group Strategy and Corporate Services Director of WBG Group.</p>	(a)	(b)	66	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties
			588	588	539	Rental of office from WBSB to the Company ^(c)

(i) **RRPT under the Proposed Renewal of Shareholders' Mandate (Cont'd)**

Transacting parties		Interested Directors, major shareholders and/or person connected with them	Estimated aggregate value during the Validity Period of mandate RM'000	Estimated aggregate value as disclosed in the circular to shareholders dated 28 April 2023 RM'000	Actual value transacted from 12 June 2023 (the date when the existing mandate was obtained) to the LPD RM'000	Nature of transactions by companies within the Group
Related Parties	Companies within the Group					
ACSB	Dataprep Group	Ilham Widad bin Muhammad Ikmal Opat and Datuk Cham Nong A/L Aliap are the directors and major shareholders of ACSB. Ilham Widad bin Muhammad Ikmal Opat is a son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal. Whereas, Datuk Cham Nong A/L Aliap is also a Chief Marketing Officer of the Dataprep Group and a brother of Tan Sri Ikmal, and therefore, he is a person connected with Tan Sri Ikmal.	(a)	(b)	-	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties
			(a)	(b)	-	
GAHSB		Anan A/L Aliap is the director and a major shareholder of GAHSB. He is a brother of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.	(a)	(b)	-	
GMSB and CSSB		Datuk Cham Nong A/L Aliap is a director and major shareholder of GMSB and CSSB. He is a brother of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.	(a)	(b)	37	Project training services

(i) **RRPT under the Proposed Renewal of Shareholders' Mandate (Cont'd)**

Transacting parties		Interested Directors, major shareholders and/or person connected with them	Estimated aggregate value during the Validity Period of mandate RM'000	Estimated aggregate value as disclosed in the circular to shareholders dated 28 April 2023 RM'000	Actual value transacted from 12 June 2023 (the date when the existing mandate was obtained) to the LPD RM'000	Nature of transactions by companies within the Group
Related Parties	Companies within the Group					
WHHSB, WESB, WHSSB, WTRSB and KBCC		Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG. He is a director of WHHSB, WESB, WHSSB, WTRSB and KBCC. Dato' Mohd Rizal bin Mohd Jaafar is a director for Dataprep, WBG and some of the subsidiaries of WBG. He is a director of WHHSB, WESB, WHSSB, WTRSB and KBCC.	(a)	(b)	-	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties
WCSB within the WBG Group	Dataprep Group	Wardah is the major shareholder of Dataprep and a wholly-owned subsidiary of WBG. Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG. Puan Sri Jamilah is a person connected with Tan Sri Ikmal and she is also a shareholder of WBG. Dato' Mohd Rizal bin Mohd Jaafar is a director for Dataprep, WBG and some of the subsidiaries of WBG. Datuk Mohamad Sabir bin Mohamad Sabri is a director of Dataprep and previously, he was also the Group Strategy and Corporate Services Director of the WBG Group.	(a)	(b)	-	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties

(i) **RRPT under the Proposed Renewal of Shareholders' Mandate (Cont'd)**

Transacting parties		Interested Directors, major shareholders and/or person connected with them	Estimated aggregate value during the Validity Period of mandate RM'000	Estimated aggregate value as disclosed in the circular to shareholders dated 28 April 2023 RM'000	Actual value transacted from 12 June 2023 (the date when the existing mandate was obtained) to the LPD RM'000	Nature of transactions by companies within the Group
Related Parties	Companies within the Group					
OCSB	Dataprep Group	Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG. He is a director of OCSB. Ilham Widad bin Muhammad Ikmal Opat is one of shareholder in OCSB. He is son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal. Dato' Mohd Rizal bin Mohd Jaafar is a director for Dataprep, OCSB, WBG and some of the subsidiaries of WBG.	(a)	(b)	-	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties
TLSB	Dataprep Group	Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG. He is a director of WLSB.	(a)	(b)	-	Provision of ICT and ICT related services, solutions and sale of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties

Transacting parties		Interested Directors, major shareholders and/or person connected with them	Estimated aggregate value during the Validity Period of mandate	Estimated aggregate value as disclosed in the circular to shareholders dated 28 April 2023	Actual value transacted from 12 June 2023 (the date when the existing mandate was obtained) to the LPD	Nature of transactions by companies within the Group
Related Parties	Companies within the Group					
WBZI within the WBG Group	Dataprep Group	<p>Wardah is the major shareholder of Dataprep and a wholly-owned subsidiary of WBG. Tan Sri Ikmal is deemed interested in Dataprep via his major shareholding in WBG.</p> <p>Puan Sri Jamilah is a person connected with Tan Sri Ikmal and she is also a shareholder of WBG.</p> <p>Dato' Mohd Rizal bin Mohd Jaafar is a director for Dataprep, WBG and some of the subsidiaries of WBG.</p> <p>Datuk Mohamad Sabir bin Mohamad Sabri is a director of Dataprep and previously, he was also the Group Strategy and Corporate Services Director of the WBG Group.</p>	(a)	(b)	-	Provision of ICT and ICT related services, solutions and trading of products as well as secured payment solutions by the Dataprep Group to the respective Related Parties

Notes:

- (a) The estimated value of transactions cannot be determined due to the nature of the transactions are based on the composition of the project and the value varies from project by project basis.
- (b) The estimated value of transactions was not disclosed in the circular to shareholder dated 30 April 2024, as it cannot be determined due to the nature of the transactions are based on the composition of the project and the value varies from project by project basis.
- (c) The estimated monthly rental of office at the bearing address of Level 7 & 8, Widad Semantan (WiSe), No. 3 Jalan Semantan 50490 Damansara Heights, Kuala Lumpur, are based on the total area of 14,000 sq. ft.

As stated in Section 2.6 of the Circular, transaction price is determined using the cost plus method taking into consideration the market rates for similar services and products.

Where the contracts involve trading of products, it will be based on a mark-up to the cost of providing the products.

Where the contracts involve provision of services (e.g. maintenance services, modification and customisation services, managed network services, outsource services, business consulting, implementation services and joint research and development), it is based on a mark-up to the cost of providing the services. The cost of providing the services primarily comprise the time cost of personnel involved in the project and apportionment of overheads.

Where the contracts involve sharing of revenue, it will be based on a mark-up to the cost of providing the service. Where the contracts involve sharing of cost, it will be based on the time cost of personnel involved in the project and apportionment of overheads.

The services and products disclosed in table above are provided by the Group in its ordinary course of business and on the Group's normal commercial terms which are no more favourable to the Related Parties than those extended to unrelated third parties. As such, the transactions in the Proposed Shareholders' Mandate are beneficial to the Group as it will ensure the continuing relationship between the Group and the Related Parties which is vital in terms of business continuity and revenue contribution to the Group. It also allows for a more effective provision of such services to the Related Parties which will ultimately lead to cost savings for the Group.

2.5 Amount due from the Related Parties

For the FYE 31 December 2023, no amounts due to the Group from the Related Parties pursuant to the Recurrent Transactions that exceeded the credit term.

2.6 Review and disclosure procedures on the Recurrent Transactions

The Group has established various procedures to ensure that the Recurrent Transactions are conducted on an arms-length basis and on normal commercial terms, which are consistent with the Group's normal business practices and policies, and on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders. The following review and disclosure procedures have been implemented to monitor the RRPT:

- (i) A list of Related Parties will be circulated to the Group to notify that all RRPT are required to be undertaken on an arm's length basis, on normal commercial terms and on transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. The cost plus method will be used to determine the transaction price. This method determines the arm's length price by adding an appropriate mark-up to the cost of providing the service. The appropriate mark-up is the percentage earned by the Group on the related party transactions/sales. For transactions where other parties provide services to the Group, the transaction price will be based on the prevailing market rates/prices of the services or product provider (including where appropriate, preferential rates and discounts accorded for bulk purchases – the same are also accorded to third-party bulk purchases), on the service or products provider's usual commercial terms and otherwise in accordance with applicable industry norms;
- (ii) Wherever practicable and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotations or comparable pricing from unrelated third parties cannot be obtained, the transaction prices will be based on usual business practices of the Group. In such event, the Company will ensure that the RRPT is not detrimental to the Group;

- (iii) There were no thresholds determined for the approval of RRPT within the Group. All RRPT will be reviewed and approved by the Board and senior management prior to the execution of contracts. The Interested Director(s) will abstain from reviewing any RRPT being deliberated accordingly. If a member of the Board has an interest in the transaction to be reviewed by the Board as the case may be, he will abstain from any decision-making by the Board in respect of that transaction;
- (iv) The annual internal audit plan shall incorporate a review of all RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to. In addition, the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPT have been complied with and the review shall be performed every quarter; and
- (v) The Audit Committee has reviewed the procedures and shall continue to review the procedures as and when required.

2.7 Audit Committee Statement

The Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.6 above and views those procedures to be sufficient and effective to ensure that the Recurrent Transactions are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Audit Committee of the Company further affirms that the Group maintains adequate procedures and processes to identify, monitor, track and disclose accurately and completely, where required the Recurrent Transactions in a timely and orderly manner, which are reviewed by the Audit Committee of the Company on a quarterly basis.

3. RATIONALE FOR AND BENEFIT OF THE PROPOSED SHAREHOLDERS' MANDATE

3.1 Rationales for the Proposal

The recurrent transactions that the Group enters into are all in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. The recurring transactions that are contemplated under the mandate comply with Paragraph 10.09(2) and the relevant provisions under items 3.1 and 3.2 of Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time or from time to time. It is impractical and also not cost effective to seek shareholders' approval on a case-by-case basis before entering into them as these recurring transactions may also be constrained by their time-sensitive and/or confidential nature.

By obtaining the shareholders' mandate and renewing the same on an annual basis, the necessity to convene separate general meetings from time to time to seek your approval as and when such Recurrent Transactions occur is eliminated. Besides facilitating efficiency in business dealings, in particular competitive prices, shorter delivery time and reliability in sourcing of materials and goods, this would substantially reduce administrative time, inconvenience, expenses associated with the convening of such meetings and would place the Group in a better position to leverage and take advantage of business opportunities as and when they may arise, without compromising the corporate objectives of the Group.

3.2 Benefits

The recurrent transactions are intended to meet the business requirements of the Group at the best possible terms as well as to explore beneficial business opportunities. The recurrent transactions give additional business opportunities to the Group in relation to the provision of ICT related services, which will be of benefit to all the Companies within the Group.

In most instances, companies within the Group have a better understanding of each other's business needs, thus providing a platform where all parties can benefit from relatively cheaper transaction costs considering that certain procedures like the supplier pre-qualification procedures need to be as extensive as if the transactions are conducted with independent third parties.

Premised on the above, the Proposed Shareholders' Mandate is necessary and of importance for the continued viability of the Group.

4. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to approval being obtained from the shareholders of the Company at the forthcoming AGM.

5. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the Directors and/or major shareholders and persons connected with them has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

(i) Major shareholders

The direct and indirect shareholdings of the major shareholders who are interested in the Recurrent Transactions as at the LPD are as follows:

Major shareholders	←	Direct	→	Indirect	→
	No. of Shares held	Equity interest in Dataprep %	No. of Shares held	Equity interest in Dataprep %	
Wardah	45,730,000	6.197	-	-	
WBG	-	-	45,730,000*	6.197	
Tan Sri Ikmal	-	-	43,443,500 *	5.886	
Puan Sri Jamilah	-	-	2,286,500 *	0.309	
Person connected					
Ilham Widad bin Muhammad Ikmal Opat (Son)	-	-	-	-	
Isyraf Widad bin Muhammad Ikmal Opat (Son)	-	-	-	-	
Nur Irdina Wardah binti Muhammad Ikmal Opat (Daughter)	-	-	-	-	
Datuk Cham Nong A/L Aliap (Brother)	-	-	-	-	
Anan A/L Aliap (Brother)	-	-	-	-	

Notes:

* Deemed interest by virtue of his/her/its interest in Wardah pursuant to Section 8 of the Act.

None of the persons connected (as per table above) with the major shareholders who are interested in the Recurrent Transactions as set out in Sections 2.4(i) and (ii) of this Circular, have any interest, direct or indirect, in Dataprep as at the LPD.

All of the above major shareholders who are interested in the Recurrent Transactions will abstain from voting in respect of their direct and indirect shareholdings, if any, on the resolution to give effect to the Proposed Shareholders' Mandate at the forthcoming AGM.

Further, the interested major shareholders have undertaken that they will ensure that persons connected with them, if any, will also abstain from voting, deliberating or approving the resolution relating to the Proposed Shareholders' Mandate at the forthcoming AGM.

(ii) Directors

The Directors interested in the Proposed Shareholders' Mandate are disclosed as follows:

Name	Shareholdings as at 2 April 2024			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Datuk Mohamad Sabir bin Mohamad Sabri	515,200	0.08	-	-

- (i) Dato' Mohd Rizal bin Mohd Jaafar, the Non-Independent Non-Executive Chairman of the Company, is also a nominee director of WBG on the Board. He is also a director of WGB. He was previously a director of WBG Group. He left the position on 9 August 2023.
- (ii) Datuk Mohamad Sabir bin Mohamad Sabri, the Non-Independent Executive Director/ Managing Director of the Company, is also a nominee director of WBG on the Board. Previously, he was also the Group Strategy and Corporate Services Director of WBG Group. He left the position in October 2017 after 2 years of service.

Accordingly, the Interested Directors have abstained and will continue to abstain from all deliberations and voting in respect of their direct and indirect shareholding on the Proposed Shareholders' Mandate at the relevant Board meetings and will abstain from voting in respect of their direct and indirect shareholdings, if any, on the resolution relating to the Proposed Shareholders' Mandate at the forthcoming AGM.

Further, the Interested Directors have undertaken that they will ensure that persons connected with them, if any, will also abstain from voting, deliberating or approving the resolution in respect of their direct and indirect shareholdings relating to the Proposed Shareholders' Mandate at the forthcoming AGM.

(iii) Interest of person(s) connected

At as the LPD, there is no other person connected to Directors and/or Major Shareholders of Dataprep (as defined in the Listing Requirements) having any interest, direct or indirect in the Proposal.

6. DIRECTORS' RECOMMENDATION

The Board, save for the Interested Directors, after careful deliberation, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company. Accordingly, the Board, save for the Interested Directors, recommends that you vote in favour of the resolution to give effect to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

7. AGM

The AGM (the notice of which is set out in the Annual Report and an extract of which is also enclosed in this Circular) will be held at Broadcast Venue, Widad Semantan (WiSe), No. 3 Jalan Semantan, 50490 Damansara Heights, Kuala Lumpur on Thursday, 27 June 2024 at 10.00 a.m. or any adjournment thereof, for you to consider and if you think fit, pass the resolution to give effect to the Proposed Shareholders' Mandate, amongst others.

If you are unable to attend and vote in person at the forthcoming AGM, you may complete, sign and return the Proxy Form enclosed in the Annual Report in accordance with the instructions therein as soon as possible so as to arrive at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at: AGM-support.DP@megacorp.com.my not less than forty-eight (48) hours before the

time set for the AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

8. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendix for further information.

Yours faithfully,
On behalf of the Board of Directors of
DATAPREP HOLDINGS BHD

Ong Kuan Wah
Independent Non-Executive Director

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ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

As at the LPD, the Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) during the two years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

As at the LPD, the Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Group and the Directors are not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies of them are available for inspection at the registered office at Level 8, Widad Semantan (WiSe), No. 3, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:

- (i) The Company's Constitution; and
- (ii) The audited consolidated financial statements for the FYE 31 December 2021, FYE 31 December 2022 and FYE 31 December 2023.



DATAPREP HOLDINGS BHD

(Incorporated in Malaysia)
Registration No. 198901005754 (183059-H)

EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

i. ORDINARY RESOLUTION 6

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

“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 30 April 2024 such approval conferred by the Shareholders’ Mandate shall continue to be in force until:

- i. the conclusion of the next Annual General Meeting (“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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) 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 under the Notice of AGM)