

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE VIRTUAL THIRTY-FIVE ANNUAL GENERAL MEETING (“35TH AGM”) OF DATAPREP HOLDINGS BHD (“DATAPREP” OR “THE COMPANY”) 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. FOR THE FOLLOWING PURPOSES:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A)

2. To approve the aggregate directors’ fees and benefits payable to directors of the Company of an amount not exceeding RM400,000 from 27 June 2024 to the next Annual General Meeting (“AGM”) of the Company. (Ordinary Resolution 1) (Please refer to Explanatory Note B)

3. To re-elect Puan Nur Zarina binti Ghazali who retires pursuant to Clause 116 of the Company’s Constitution and being eligible, has offered herself for re-election. (Ordinary Resolution 2)

4. To re-elect the following Directors who retires by rotation pursuant to Clause 131 of the Company’s Constitution and being eligible, have offered themselves for re-election: (Ordinary Resolution 3) (Ordinary Resolution 4) (Ordinary Resolution 5)

a. Dato’ Mohd Rizal bin Mohd Jaafar

b. Dato’ Abdul Aziz bin Ishak

5. To reappoint Messrs. Folks DFK & Co as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

6. Authority to Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) (Ordinary Resolution 6)

“THAT subject always to the Act, the Constitution of the Company and approvals from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being.

AND THAT pursuant to Section 85 of the Act and Clause 76 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares pursuant to Sections 75 and 76 of the Act.

AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” (Please refer to Explanatory Note C)

7. 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 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 AND THAT such approval conferred by the Shareholders’ Mandate shall continue to be in force until:

(i) the conclusion of the next AGM of the Company at which time the authority will lapse unless the authority is renewed by a resolution passed at the AGM;

(ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Act); or

(iii) the revocation or variation of resolution passed by the shareholders at a general meeting;

whichever being the earliest;

AND FURTHER THAT the Directors of the Company and/or any of them be and is/are (as the case may be) hereby authorized to complete and do all such acts and things including executing such documents as may be required to give effect to the transactions contemplated and/or authorized by this Ordinary Resolution.” (Please refer to Explanatory Note D)

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

BY ORDER OF THE BOARD

GENG MUN MOOI (MIA 8365)
NOR FAZIEANA BINTI DAUD (MAICSA 7067115)

Company Secretaries
Kuala Lumpur
30 April 2024

NOTES

1. The 35th AGM of the Company will be conducted on a fully virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online AGM”). This is in line with the Guidance Notes on the Conduct of General Meetings for the Listed Issuers issued by the Securities Commission Malaysia revised on 5 March 2021.
- 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 present at the main venue of the meeting. Shareholders will not be allowed to physically present at the 35th AGM in person at the Broadcast Venue on the day of the meeting. Please refer to the Administrative Guide for online registration.
2. A member is entitled to appoint more than (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.
3. 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.
4. A members can also appoint Chairman of the Meeting as a proxy. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your Digital Ballot Form “DBF”. Please refer to the Administrative Guide for more details.
5. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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.
7. The instrument appointing a proxy must be deposited 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 of holding the 35th AGM or any adjournment thereof.
8. Should the member has appointed proxy but decide to participate himself instead, the member has to revoke the appointed proxy and reach the Poll Administrator not less than forty-eight (48) hours before the AGM.
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 Company’s Constitution, a Record of Depositors as at 20 June 2024 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.
10. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 35th AGM will be put to vote on a poll.

EXPLANATORY NOTES TO ORDINARY RESOLUTIONS AND SPECIAL BUSINESS

Note A: To receive the Audited Financial Statements

The Audited Financial Statements in Agenda 1 had been approved by the Board pursuant to Section 251(1) of the Companies Act, 2016. This agenda does not require formal approval of shareholders of the Company and is meant for discussion pursuant to Section 248(2) of the Companies Act, 2016.

Note B: To approve the aggregate directors’ fees and benefits payable to directors of the for an amount not exceeding RM400,000 from 27 June 2024 to the next Annual General Meeting of the Company

Ordinary Resolution 1

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

Please refer to page 52 to 53 of the Corporate Governance Overview Statement in the Company’s Annual Report 2023 for details of the Directors’ Fees and Benefits-in-kind for the financial year ended 31 December 2023.

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

Ordinary Resolution 6

The proposed Ordinary Resolution 6 is for the purpose of seeking a renewal of the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to allot and issue ordinary shares of not more than ten percent (10%) of the total number of issued shares of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at the conclusion of the next Annual General Meeting of the Company, whichever is earlier. This authority will provide flexibility and enable the Directors to make swift decision on allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and any other corporate exercise deem fit for the Group and Company to avoid delay and cost in convening general meeting to approve such issue of shares.

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

Ordinary Resolution 7

The proposed Ordinary Resolution 7, if passed, will enable Dataprep Group to enter into recurrent related party transactions of a revenue or trading nature with the Mandated Related Parties. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The Annual Report 2023 and other accompanying documents will be sent by electronic mail to Shareholders who have maintained their e-mail addresses in the Record of Depositors with Bursa Malaysia Depository Sdn. Bhd.

STATEMENT ACCOMPANYING THE NOTICE OF THIRTY-FIVE ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2), Appendix 8A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The details and profiles of the Directors who are standing for re-election pursuant to Clauses 116 and 131 of the Company’s Constitution at the Thirty-Five Annual General Meeting of the Company are disclosed on page 15, 17 and 20 of this Annual Report.

- a. Puan Nur Zarina binti Ghazali

(Ordinary Resolution 2)
- b. Dato’ Mohd Rizal bin Mohd Jaafar

(Ordinary Resolution 3)
- c. Dato’ Abdul Aziz bin Ishak

(Ordinary Resolution 4)