

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD (23RD) ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT GREEN III, TROPICANA GOLD & CONUTRY RESORT, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON TUESDAY, 28 AUGUST 2012 AT 2.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

AGENDA

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 2012 together with the Reports of the Directors and Auditors thereon. **(Ordinary Resolution 1)**
2. To re-elect Tan Sri Datuk Adzmi bin Abdul Wahab 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)**
3. To consider and if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: **(Ordinary Resolution 3)**
 3.1 That Mr Michael Yee Kim Shing who retires in Pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the company.
4. To re-appoint Messrs Folks DFK & Co as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

AS SPECIAL BUSINESS

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

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **(Ordinary Resolution 5)**
 "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 [10%] 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 Bursa Malaysia Securities Berhad."
6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Ordinary Resolution 6)**
 "THAT pursuant to paragraph 10.09 of the 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 that 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 3 August 2012, 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 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 shareholders in 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 TRANSACTION OF A REVENUE OR TRADING NATURE.** **(Ordinary Resolution 7)**
 "THAT pursuant to paragraph 10.09 of the 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 3 August 2012, 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 shareholders in 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. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

K. JAYAVATHANI KANAGARATNAM (MAICSA 7010433)
 WONG CHOONG MING (MIA 8855)

COMPANY SECRETARIES

Date: 3 August 2012
 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 3.02, 5th Floor, Wisma Academy, No.4A, Jalan 19/11, 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 5)

The proposed ordinary resolution 5 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 the mandate granted to the Directors at the last Annual General Meeting held on 15 September 2011 and which will lapse at the conclusion of this Annual General Meeting.

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

The proposed ordinary resolutions 6 and 7, 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.