

**NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIFTH (25TH) ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT GREENS III FUNCTION ROOM, TROPICANA GOLF & COUNTRY RESORT, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON FRIDAY, 29 AUGUST 2014 AT 2.30 P.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 2014 and the Reports of the Directors and Auditors thereon. (Please refer Notes to Notice of 25th AGM No. 1)
2. To re-elect Encik Ahmad Rizan bin Ibrahim who retires by rotation pursuant to Article 98 of the Articles of Association of the Company and being eligible, offers himself for re-election. (Ordinary Resolution 1)
3. To consider and if thought fit, pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:
  - 3.1 "THAT Tan Sri Datuk Adzmi bin Abdul Wahab who retires 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". (Ordinary Resolution 2)
  - 3.2 "THAT Mr. Michael Yee Kim Shing who retires 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". (Ordinary Resolution 3)
4. To re-appoint Messrs. Fols 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 Act), the Articles of Association of the Company and the approvals of the relevant Government and/or Regulatory Authorities, pursuant to Section 132D of the Act, 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 (AGM) 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 be 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 6)  
 "THAT pursuant to paragraph 10.09 of the Main Market Listing Requirement 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 7 August 2014, AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:
  - (a) the conclusion of the next 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 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. **Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** (Ordinary Resolution 7)  
 "THAT approval be and is hereby given to Mr. Michael Yee Kim Shing who has served as an Independent Non-Executive Director of the Company for more than nine years, to continue to act as an Independent Non-Executive Director of the Company".
8. **To consider any other business which may be properly transacted at an Annual General Meeting of which due notice shall have been given.** (Ordinary Resolution 8)

**BY ORDER OF THE BOARD**

LEE YOONG SHYUAN (MAICSA 7064817)

GENG MUN MOOI (MIA 8365)

Company Secretaries

Date: 7 August 2014

Petalang Jaya

**Notes:**

1. This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Act does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
2. A member entitled to attend and vote at this meeting is entitled to appoint at least one (1) proxy to attend and vote instead of him. A proxy may but 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 or adjourned meeting.

**Explanatory Notes to Special Business**
**Item 5 (Ordinary Resolution 5)**

The proposed Ordinary Resolution 5, if passed, will allow the Company to procure the renewal of the general mandate which will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to and not exceeding in total ten per cent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM 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.

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 AGM held on 16 August 2013 and which will lapse at the conclusion of this AGM.

**Item 6 (Ordinary Resolution 6)**

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company and its subsidiary companies 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 next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

**Item 7 (Ordinary Resolution 7)**

For proposed Ordinary Resolution 7, the Remuneration, Quality & Nominating (RQN) Committee has assessed the independence of the Independent Non-Executive Director who has served for more than nine (9) years and recommended to the Board that he continue to act as Independent Non-Executive Director of the Company to which, the Board agreed based on the following justifications :-

- a) He has fulfilled the criteria under the definition of Independent Director in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- b) His long tenures with the Company has neither impaired nor compromised his independent judgment. He continue to demonstrate the ability to ask hard questions and remain objective in his views for the benefit of the Group;
- c) The RQN Committee and the Board are confident and firmly believe that he can be tasked to discharge his duties and responsibilities independently and objectively notwithstanding his tenure on the Board;
- d) He has been with the Company for more than nine years and therefore understand the Company's business operations extensively, enabling him to participate actively and contribute positively during deliberations or discussions at Board Meetings.
- e) He has contributed sufficient time and effort and attended all the Committee and Board meetings for formal and balanced decision-making.
- f) He has the calibre, qualifications, experiences and personal qualities to consistently challenge management in an effective and constructive manner.
- g) He monitors and provides objective views on the performance of executive directors and management in meeting the agreed goals and objectives.