

CSF Group plc

Company Number: 104212

Address: Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW

ANNUAL GENERAL MEETING 2016

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the Business Centre, Mezzanine Floor, CSF Computer Exchange 5, Jalan Cyber Point 2, Cyber 12, 63000, Cyberjaya, Selangor Darul Ehsan, Malaysia on 18 October 2016 at 7.00 a.m. (BST)/ 2.00 p.m. (MYT) for the following purposes:

To consider and if thought fit pass the following resolutions, which shall be proposed as ordinary resolutions:

Resolution 1

To receive the Directors' report and the financial statements of the Company for the year ended 31 March 2016, together with the report of the auditors.

Resolution 2

To re-elect Philip Cartmell as a Director of the Company.

Resolution 3

To re-elect Dennis Kian Jing Ow as a Director of the Company.

Resolution 4

To re-appoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this annual general meeting to the conclusion of the next annual general meeting.

Resolution 5

To authorise the Directors of the Company to determine the remuneration of the auditors.

Resolution 6

To authorise the Directors in accordance with Article 3.2 of the articles of association of the Company generally and unconditionally to allot, or agree to allot Relevant Securities up to but not exceeding the aggregate of twenty percent (20%) of the total number of issued shares which is equivalent to 32,005,733 number of shares on 18 October, 2016, which authority shall expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution unless previously revoked or varied by the Company in general meeting.

Dated: 30 September, 2016

By order of the Board

Norhazlina Hamdan
Company Secretary

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NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

No Holder (as defined in the Articles) is entitled in respect of a share of the Company held by him to be present or to vote, either in person or by proxy, at a general meeting or on a poll, or to exercise other rights conferred by membership in relation to the meeting or poll, if a call or other amount due and payable in respect of the share of the Company is unpaid.

- (a) A Member (as defined in the Articles) entitled to attend and vote may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a Member.
- (b) A Holder (as defined in the Articles) may appoint more than one proxy to attend on the same occasion provided each proxy is appointed to exercise the rights attached to a different share or shares held by him. When 2 or more valid but differing appointments of proxy are delivered or received for the same share of the Company for use at the meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share of the Company. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share of the Company.
- (c) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given in the Form of Proxy, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other business which may properly come before the meeting.
- (d) A Form of Proxy is enclosed with this notice. To be effective, the Form of Proxy and any power of attorney or other authority under which it is executed (or a copy of any authority certified notorially or certified in some other way approved by the directors) must be delivered to the Company's registrar, Computershare Investor Services (Jersey) Limited at The Registrar, Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, not less than 24 hours before the time for holding the meeting or adjourned meeting or the taking of a poll at which the person named in the Form of Proxy proposes to vote; or, in the case of a meeting adjourned for less than 28 days but more than 48 hours or in the case of a poll taken more than 48 hours after it is demanded, be deposited not less than 24 hours before the time appointed for the holding of the adjourned meeting or the taking of the poll; or, where in the case of a meeting adjourned for not more than 48 hours or in the case of a poll not taken immediately but taken no more than 48 hours after it was demanded, deposited at the adjourned meeting or at the meeting at which the poll was demanded to the chairman or to the Secretary (as defined in the Articles) or to a Director (as defined in the Articles).
- (e) To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy the Form of Proxy. Please indicate that proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate should not exceed the number of shares held by you). A failure to specify the number of shares each proxy appointment relates to will be deemed to authorise the proxy in respect of your entire shareholding. If you specify a number in excess of those held by the member this may result in the proxy appointment being invalid.
- (f) You can only appoint a proxy using the procedures set out in these notes and in the notes attached to the Form of Proxy.
- (g) In the case of joint Holders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint Holders, and seniority shall be determined by the order in which the names of the Holders stand in the register of members of the Company.
- (h) In the case of a member which is a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the corporation or an attorney for the corporation.
- (i) A corporation which is a Holder may, by resolution of its directors or other governing body or in accordance with its governing law or constitutional documents, authorise such persons as it thinks fit to act as its representative at the meeting. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents (in respect of that part of the corporation's holding of shares of the Company to which the authorisation relates) as that corporation could exercise if it were a natural person who is a Holder.
- (j) Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has specified that only those members entered in the register of members of the Company as at 7.00 a.m. (BST)/ 2.00 p.m. (MYT) on 14 October 2016 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 7.00 a.m. (BST)/ 2.00 p.m. (MYT) on 14 October 2016 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (k) Completing and returning a Form of Proxy will not prevent a member from attending the meeting or any adjournment thereof and voting in person should he so wish.