

## **Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Company will be held at CSF Computer Exchange 5 (CX5), Jalan Cyber Point 2, Cyber 12, 63000, Cyberjaya, Selangor Darul Ehsan, Malaysia on 19 November, 2014 at 5.00 p.m. (Malaysian Time) for the following purposes:

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

### **Resolution 1**

To receive the Directors' Report and the financial statements of the Company for the year ended 31 March 2014, together with the report of the Auditors.

### **Resolution 2**

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

### **Resolution 3**

To re-elect Dennis Kian Jin 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 AGM to the conclusion of the next AGM and to authorise the Directors of the Company to determine its remuneration.

### **Resolution 5**

That authority be conferred on the Directors in accordance with Article 3.2 of the Articles of Association of the Company to issue and allot such number of Shares as in aggregate is equivalent to but not exceeding 20% of the total number of issued shares on 19 November, 2014, which authority shall expire at the conclusion of the next annual general meeting of the Company unless previously revoked or varied by the Company in general meeting.

Dated: 31 October, 2014

*Registered office*  
*CSF Group plc*

*By order of the Board*

### **Woodbourne Secretaries (Jersey) Limited**

*Company Secretary*  
*Ordnance House*  
*31 Pier Road, St. Helier*  
*Jersey JE4 8PW*

## **NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING**

Only the registered holders of fully paid shares in the capital of the Company are entitled to attend and vote at the meeting.

### **Appointment of proxies**

1. If you are a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please complete the requisite number of proxy forms and state clearly on each form how many shares it relates to in accordance with Explanatory Notes 1 and 2 of the Form of Proxy. Failure to specify clearly the number of shares to which the proxy appointment relates, will result in the appointment being invalid.
4. 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, 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 matter which is put before the meeting.

### **Appointment of proxy using hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's Registrars at: Computershare Investor Services (Jersey) Limited, c/o The Pavilions', Bridgwater Road, Bristol, BS99 6ZY; and
- received by the Company no later than 9.00 a.m. (GMT) on 17 November, 2014.

In the case of a member which is a company, the proxy form must be executed under its common seal or duly signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment of proxy by joint members**

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

**NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING**

**(CONTINUED)**

**Changing proxy instructions**

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions', Bridgwater Road, Bristol, BS99 6ZY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

**Termination of proxy appointments**

8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions', Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

9. The revocation notice must be received by the Company's Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions', Bridgwater Road, Bristol, BS99 6ZY no later than 9.00 a.m. (GMT) on 17 November 2014.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

**Appointment of a corporate representative**

10. Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate representative. A Shareholder which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.

**Communication**

11. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted): writing to the Company's Registrar, Computershare Investor Services (Jersey) Limited, at Queensway House, Hilgrove Street, St Helier, Jersey, JE1 1ES.

You may not use any electronic address provided either: in this notice of general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.