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The directors of CSF Group plc whose names appear on page 5 accept responsibility for the information contained in this document. To the best of the knowledge and belief of the directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made for the whole of the issued and to be issued Ordinary Shares of the Company to be admitted to trading on AIM, a market operated by the London Stock Exchange plc. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority ("UKLA"). A prospective investor should be aware of the risks of investing in these companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required, pursuant to the AIM Rules for companies, to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document. The Ordinary Shares are not dealt on any regulated market and no application has been made or is being made for the Ordinary Shares to be admitted to any similar exchange.

The AIM Rules are less demanding than those of the Official List of the UKLA. You should read the whole text of this document. You should be aware that an investment in the Company is speculative and involves a degree of risk. **Your attention is drawn to the section entitled "Risk Factors" set out in Part II of this document. All statements regarding the Company's business should be viewed in light of these risk factors.** It is expected that the Ordinary Shares of the Company will be admitted to trading on AIM on 22 March 2010.

CSF Group plc

a company incorporated and registered in Jersey under the Jersey Companies Law with registered number 104212

Placing of 50,909,091 Ordinary Shares of 10p each at

55p per Ordinary Share

by

Cenkos Securities plc

and

Admission to AIM

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The Ordinary Shares have not been, and will not be, registered under the United States Securities Act 1933 as amended (the "US Securities Act") in reliance on the exemption from the registration requirements of the US Securities Act as provided under section 3(a)(10) of that act. The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed on or endorsed the merits of the offering of the Ordinary Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE SECTION ENTITLED "RISK FACTORS" SET OUT IN PART II OF THIS DOCUMENT.

All the Ordinary Shares then in issue will, on Admission, rank in full for all dividends or other distributions declared, made or paid in respect of the Ordinary Shares after Admission and will rank *pari passu* in all respects.

Cenkos, which is authorised and regulated by the FSA, is acting as nominated adviser and broker to the Company for the purposes of the AIM Rules in connection with the Placing and Admission. Cenkos is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to its customers nor for advising any other person on the contents of this document or on any transaction or arrangement referred to in this document. Cenkos' responsibilities as the Company's nominated adviser and broker under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of that person's decision to acquire shares in the Company in reliance on any part of this document. The Directors, whose names appear on page 5 of this document, accept responsibility, individually and collectively, for the information contained in this document and for compliance with the AIM Rules. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is this case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of this information. No representation or warranty, express or implied, is made by Cenkos as to any of the contents of this document, for which the Directors are solely responsible.

No person is authorised, in connection with the Placing, to give any information or make any representation other than as contained in this document and, if given or made, that information or representation must not be relied on as having been authorised by the Company, its shareholders or Cenkos or their respective directors or professional advisers. No Ordinary Shares have been marketed to, nor are any available for purchase, in whole or in part, by the public in the United Kingdom or elsewhere in connection with the Placing.

This document contains forward looking statements, including, without limitation, statements containing the words "believe", "anticipated", "expect" and similar expressions. Those forward looking statements involve unknown risks, uncertainties and other factors which may cause the actual results, financial condition, performance or achievements expressed or implied by those forward looking statements to be materially different. Factors that might cause that difference might include, but are not limited to, those discussed in the section entitled "Risk Factors" in Part II of this document. In light of these issues, uncertainties and assumptions, the events described in the forward looking statements in this document may not occur. Subject to legal or regulatory requirements, the Company disclaims any obligation to update any forward looking statements in this document to reflect future events or developments.

Copies of this document will be available free of charge during normal business hours on any weekday (except public holidays) at the offices of Stephenson Harwood, One St Paul's Churchyard, London EC4M 8SH, England and from the registered office of the Company from the date of this document for one month following Admission.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	15 March 2010
Admission and commencement of dealings in Ordinary Shares on AIM	8.00 a.m. on 22 March 2010
Where applicable, expected date for CREST accounts to be credited in respect of the Ordinary Shares	22 March 2010
Where applicable, expected date of dispatch of definitive share certificates for Ordinary Shares	30 March 2010

References to time are to London time unless otherwise stated. Each of the dates in the above timetable are subject to change without further notice.

PLACING STATISTICS

Placing Price per Placing Share	55 pence
Number of Placing Shares being issued pursuant to the Placing	50,909,091
Number of Ordinary Shares in issue following the Placing	160,000,000
Gross proceeds of the Placing	£28.0 million
Estimated net proceeds of Placing receivable by the Company	£25.4 million
Market capitalisation of the Company at the Placing Price at Admission	£88.0 million
Percentage of Enlarged Share Capital represented by Placing Shares	31.8%

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Yong, Kwet On (Adrian) – *Chief Executive Officer* Wong, Chow Ming – *Chief Operations Officer* Lee, King Loon – *Chief Financial Officer* Dato' Ting (Ting, Heng Peng) – *Non Executive Chairman* Phil Cartmell – *Senior Non Executive Director* Dennis Kian Jing Ow – *Non Executive Director*
Registered Office	Ordnance House 31 Pier Road St Helier Jersey JE4 8PW Channel Islands
Company Secretary	Woodbourne Secretaries (Jersey) Limited PO Box 33 Ordnance House 31 Pier Road St Helier Jersey JE4 8PW Channel Islands
Nominated Adviser and Broker	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
Solicitors to the Company as to English law	Stephenson Harwood One St Paul's Churchyard London EC4M 8SH
Solicitors to the Company as to Malaysian law	Raja, Darryl & Loh 18th Floor, Wisma Sime Darby Jalan Raja Laut 50350 Kuala Lumpur Malaysia
Solicitors to the Company as to Jersey law	Verras Law First Floor, Pentera Chambers Century Buildings, Patriotic Place St Helier Jersey JE2 3AF Channel Islands
Solicitors to the Nominated Adviser and Broker	Berwin Leighton Paisner LLP Adelaide House, London Bridge London EC4R 9HA
Reporting Accountants and Auditors	Deloitte LLP Abbots House Abbey Street Reading RG1 3BD
Registrar	Computershare Investor Services (Jersey) Limited Ordnance House 31 Pier Road St Helier Jersey JE4 8PW Channel Islands

PART I

INFORMATION ON THE GROUP

1. GROUP OVERVIEW

CSF has a leading position in the Malaysian data centre industry. The Group focuses on the infrastructure aspects of data centre design, development and management. The Group offers a range of highly flexible, scalable, data centre services to domestic Malaysian, South East Asian and large international businesses. The Group's primary focus is the design, development and operation of data centres in Malaysia and it has acquired minority interests in entities in Vietnam and Thailand to help to facilitate its planned expansion into these countries. The Group receives income from tenants of its data centres. The Group also develops data centres on behalf of third party customers.

Data centres are buildings that house networking and computing equipment such as servers, routers and fibre optic transmission gear, allowing businesses that own this equipment to connect and interact with each other and the internet. The Group provides its clients with high specification data centre space incorporating power (including back-up power), cooling and fire suppression infrastructure and related services including security services. Data centres are typically of critical importance to the operation of clients' businesses and equipment security and continuous operations are vital. This service level is achieved through the provision of highly stable, secure buildings and the use of sophisticated uninterruptible power supplies, cooling systems and monitoring systems.

The Group's expertise in developing data centres for its own use derives from its long-established record of developing enterprise data centre facilities for customers such as the Malaysian Stock Exchange. Since 1991, via its subsidiary Atlas CSF, the Group has been involved with the build and fit-out of over 200 data centres and computer support facilities in Malaysia for clients including government-linked organisations, financial institutions and telecommunications companies. Not only does Atlas CSF provide the Group with expertise in data centre construction but it also provides it with advantages in terms of the cost and speed of development.

In 2003, the Group completed the development and build of its own high specification commercial data centre, CX1, in Cyberjaya, Malaysia. Cyberjaya is a dedicated technology park located close to the capital city, Kuala Lumpur, which has been developed by the Malaysian government as the heart of the country's "Multimedia Super Corridor". In January 2009, the Group completed the development of a much larger data centre, known as CX2, which is also located in Cyberjaya and, the Directors believe CX2 is currently the largest high-end commercial data centre in South East Asia.

The Group usually leases space to its customers for a three year initial term with renewal options, and, to date, the Group has achieved a 90 per cent. renewal rate. The primary tenant of the CX data centres is TM Net, the Malaysian Government's telecommunications provider, which represents a significant proportion of Group revenue and profit. This anchor tenant was one of the initial tenants in CX1 and the Group now has a number of large multinational and Malaysian customers including one of the world's largest technology and computer companies.

The Group generates a growing income stream from the rental of data centre facilities and from maintenance services provided to its tenants and its enterprise data centre customers. CSF also generates profits from the development of its own facilities and receives fees for the development and fit-out of enterprise data centres for customers.

The Group will continue to focus on the growth of its data centre portfolio, growing its recurring rental and maintenance revenue streams. The Malaysian economy continues to grow strongly and the Directors consider that this underlying growth, coupled with increased internet penetration and the growth in South East Asia of more data-intensive businesses, presents the Group with considerable opportunity. In addition to domestic demand, the Directors consider that Malaysia provides an attractive base for international companies to locate regional data centre operations.

The Placing will provide capital to enable the Group to accelerate its development of data centres to add to its portfolio and the Directors believe that admission to an international stock market will support the Group's plans for expansion in Malaysia and into neighbouring countries in South East Asia.

2. INDUSTRY OVERVIEW

(a) *Industry structure*

Data centres provide clients with very high specification physical infrastructure from which to operate their computer systems and services. Data centres house critical equipment including network and computing equipment, such as servers and routers, which are critical to the operation of customers' businesses and allow interaction over the internet and internally. Many operators of complex computer systems require data centre facilities but the primary users of data centres include telecoms companies (for whom data storage is a critical part of their network), computer service providers (e.g. BPO, web hosting and application service providers), content owners (e.g. search engines) and financial services companies.

Data centres are complex facilities and their development requires considerable expertise and experience. Data centre facilities will normally have very high specification heating and cooling equipment, back-up power, security, connectivity and fire protection status. The Directors believe that the cost, operational risk and inconvenience involved in relocating to another data centre are significant and result in a level of protection against customer churn.

(b) *Data Centre models*

Data centres can be described in a number of ways including according to their ownership, their relationship with the telecommunications network or the services they provide.

(i) *Ownership*

Enterprise Data Centres are owned and operated by their users while *Outsourced Data Centres* are owned by specialist service providers and operated by them on behalf of their customers.

The Directors consider that outsourcing is not only more flexible for data centre users but is usually also more cost effective and for those reasons there has been an increasing trend for companies to outsource data centre development, operation and maintenance. An outsourced data centre allows a customer to convert fixed costs into variable costs which are calculated based on the space and power usage and the level of ancillary services received.

(ii) *Network relationship*

Data centres may be *Network-Independent*, allowing tenants to connect to a variety of network service providers, or *Network-Operated*, in which case they are operated by service providers who own or manage the communications networks to which the data centres may connect.

The ability of users to select from a number of communications providers can bring cost and operational benefits.

(iii) *Services*

Data centre services range from the provision of high specification infrastructure for the co-location of client hardware to the provision of computing hardware, software and business services. *Wholesale* data centres offer premises, including key mechanical and electrical installations, in which customers fit-out individual space to their own specifications. Data centres operated by *Systems Integrators* offer hosting, systems integration and applications and other business services to multiple customers from their data centre premises.

The Group's core business is the design, development, operation and maintenance of data centre infrastructure. It offers outsourced commercial data centre services on a wholesale, network-independent basis.

(c) ***Data Centre Business Success Factors***

(i) *Supply*

Data centres house a high density of computing equipment and are therefore very power-intensive. They require very high specification power supplies which are not typically available in commercial districts. Data centre development is therefore constrained by the availability of power in new developments and the economics of bringing suitable power supplies into existing developments. Similarly, data centres require high capacity connections to local, national and international communications networks. Development is therefore also constrained by the proximity of high capacity network connections.

The cost involved in building a data centre is significant and is expected to increase as the requirement for more technical specifications adds complexity to the build. Data centres require extensive regulatory, planning and environmental approvals. Facilities usually take up to 24 months to complete from commencement of earth works though CSF has demonstrated its ability to complete developments on considerably shorter timescales. The complex nature of the infrastructure means that experienced project managers are needed to complete the projects.

Available data centre capacity in South East Asia is forecast to increase by 68 per cent. to 546,920m^2 between 2008 and 2013 (*Source: Broadgroup*). The growth in the supply of data centre space has lagged demand growth recently.

Research shows that demand in the past 12 months has increased by 14 per cent. while supply has increased by only 6 per cent. (*Source: Tiers Research*).

(ii) *Demand*

The increase in internet traffic and the move by businesses to use electronic storage and processing facilities has increased demand for high quality data centre facilities. Ecommerce has increased the demand for high speed internet and secure networks on a global basis and many businesses have set up websites in a bid to attract customers.

The highly specialised environments of data centres house the infrastructure for the providers and recipients of internet services such as online retail, online media, content sharing and social networking and are increasingly being used as the central hub for the aggregation, storage and delivery of content. This has driven an increase in demand for data centres across Asia, Europe and the United States. Globalisation and regional expansion by multi-national companies as well as the global trend for outsourcing to specialist providers of data centre functions and back up services has also led to increased demand for data centre space and data centre operators and energy costs are driving even more efficient facilities.

Regulatory requirements such as MiFID and Sarbanes-Oxley have mandated companies operating in financial services to maintain offsite back up facilities and to retain specialist control functions to ensure the integrity of that data.

Over the past ten years Malaysia has seen an increase in the demand for data centre space with the changing business requirements of local companies, the growth in internet usage by the Malaysian population and the increase in the number of technology and other companies using Malaysia as a hub for their South East Asian data centres. Shell, BAT, BMW, Prudential and IBM have made Malaysia a regional hub and HP, BMW and DHL have enterprise data centres in Cyberjaya. Pro-technology government initiatives such as the establishment of the Cyberjaya technology park in Malaysia have encouraged the expansion into the region of sophisticated, multinational companies with intensive data centre requirements.

(d) ***History and development of the Malaysian and South East Asian Data Centre Industry***

Malaysia

A large portion of the existing data centre space in Malaysia was developed during the 1980s and 1990s, and requires upgrading for more efficient operation. Many of these data centres are located in

Kuala Lumpur within operational premises and there is a growing shift to separate data centre operations away from business operations, increasing the requirement to build new data centres outside of city areas.

The Malaysian data centre industry has grown substantially since the launch of Cyberjaya, the heart of Malaysia's "Multimedia Super Corridor". Cyberjaya offers power availability via two power stations each providing two 33KV redundant circuits. Cyberjaya also has a fibre optic network, Cyberjaya Metro Fibre Network, that connects directly to all buildings in Cyberjaya. Furthermore, companies located in Cyberjaya are able to obtain MSC Pioneer Status which allows for an income tax exemption of 100 per cent. of statutory income for 10 years or Investment Tax Allowance of 100 per cent. on capital expenditure for five years. Knowledge workers of MSC companies also enjoy simpler visa application requirements.

Malaysian GDP is expected to grow by approximately 5 per cent. in 2010 and other countries in the region are also experiencing continued growth. This growth and the proliferation of internet and telecommunications is stimulating underlying data centre demand. It is estimated that in 2008 approximately 62 per cent. of the Malaysian population were internet users, up from 15 per cent. in 2000. The Directors believe that as land becomes scarcer and more expensive in cities such as Kuala Lumpur, businesses are likely to consider building or relocating their data centres in to areas such as Cyberjaya.

Whilst Singapore is the regional leader in total data centre space, the Malaysian population is approximately six times that of Singapore and yet the volume of data centre space per capita in Singapore is at least three times that of Malaysia. The Directors consider that this lag in terms of data centre space per capita and the significant price premium in Singapore illustrates the opportunity for the Group, which is able to address local demand as well as that from multinational companies operating in the region who see Malaysia as a cost effective alternative to Singapore.

The entry of multinational companies to Malaysia provides a catalyst to the growth of the local ICT industry, an initiative supported by the Malaysian government in recognition that ICT will be one of the primary drivers of development in the country. The Malaysian government is in the process of implementing the National High Speed Broadband Project which will encourage more pervasive use of computers in the country.

The country's high-speed broadband programme should also contribute to an increase in broadband penetration. Telekom Malaysia Berhad is spearheading the programme and the Malaysian government is targeting 50 per cent. broadband penetration by the end of 2010 up from 31.4 per cent. in 2009.

Outside Malaysia

The South East Asian markets outside Malaysia that the Group will target in the short term are Vietnam, Thailand and Indonesia. The Directors consider these markets to be relatively under-developed compared with Singapore and Malaysia and, in general, data centres in these countries are considered to be less sophisticated than those of Malaysia and Singapore, although Thailand has some high-specification facilities.

GDP in these countries is expected to grow strongly in 2010 – Indonesia: 5.5 per cent., Vietnam: 5.3 per cent. and Thailand: 4.6 per cent. Economic growth is driving the roll-out of broadband and proliferation of the internet to more households in these countries, increasing demand for data centres.

The past fifteen years have seen a shift towards the economies in South East Asia becoming knowledge economies. This trend combined with globalisation has contributed to accelerated data centre growth across the region. The level of banking activity has been increasing at a rapid pace and this has demanded more back-up, recovery and processing data centres. The proximity of the region to China as well as the advanced connectivity hubs in the region has also meant that many multinationals are able to use South East Asia to base their access points into China.

The Directors believe that there are few competitors in these target markets with similar expertise to the Group and believe these markets are more fragmented than Malaysia. It is estimated that the aggregate data centre space in Vietnam, Thailand and Indonesia will increase by 68 per cent. to 546,920m^2 by 2013.

The economies of these countries are currently larger than those of Singapore and Malaysia, and the Directors consider that their growth prospects and competitive landscapes offer the Group attractive opportunities.

(e) ***Competition***

There are a number of companies providing data centre related services and solutions in Malaysia and the amount of net data centre space that these competitors own and/or operate ranges from approximately 2,000 sq. ft. to approximately 120,000 sq. ft. and the main services offered are co-location, web-hosting, managed services and disaster recovery.

The Group is the market leader in Malaysia with 35 per cent. of outsourced data centre space (*Source: Broadgroup*) and the Group is seeking to grow its market share.

Although the Group does face some competition in the Malaysian market for the provision of data centre space, the Directors believe that the Group is able to differentiate itself from its competitors in terms of the quality and capacity of the data centre facilities that it owns and operates. The Directors believe that the Group's data centres are typically larger, newer and better specified than those of other data centre providers.

3. HISTORY AND DEVELOPMENT OF THE GROUP

The Company was incorporated as a Jersey limited company on 16 October 2009 and became the holding company of the Group on 12 March 2010. The Company has three operating subsidiaries, Atlas CSF, CSF Advisers and CSF CX. The Group is headquartered in Cyberjaya, Malaysia approximately 50km from central Kuala Lumpur at an office adjacent to the CX2 data centre.

Atlas CSF has been operating since 1991 and has primarily been involved with the fit out of over 200 computer rooms and data centres for a wide range of customers including the Kuala Lumpur Stock Exchange and TM Net. CSF Advisers was incorporated in 2000 and, in 2003, the Group completed the design and build of its first large scale commercial data centre in Cyberjaya Malaysia, CX1. This facility is now fully tenanted with Malaysian and international customers, with TM Net occupying the most space. The Group incorporated CSF CX in 2007. In 2009, the Group further commmenced construction of a 300,000 sq. ft. gross (157,500 sq. ft. net) data centre also in Cyberjaya, CX2, which is now in the completion stages of fit-out. The Directors believe that CX2 is the most advanced data centre facility in Malaysia. It is currently 60 per cent. tenanted and the Directors anticipate that the space will be fully tenanted by the end of calendar year 2010.

The Directors intend to position the Group as a leading commercial data centre developer and operator in the region leveraging off its success in Malaysia. The Board expects to see steady growth in the data centre market in South East Asia and believes that the Group can access that demand through:

- development of data centres as principal and the provision of services to tenants; and
- development of enterprise data centres for third party owners and the provision of services to those customers.

The Group's management team is led by Adrian Yong, Chief Executive Officer, who first acquired an interest in Atlas CSF in 1997 and has been the driving force behind the Group's transition from being a third party developer of data centres to being a leading owner and operator of data centre facilities. Wong Chow Ming is Chief Operating Officer, having been a founder shareholder in CSF CX and having joined the Group in an executive capacity in 2009 to focus on the CX2 project. Lee King Loon is Chief Financial Officer, having previously provided the Group with corporate advisory services since July 2008 whilst he was a partner with Crowe Howarth, in contemplation of the Company's initial public offering on AIM.

4. PRINCIPAL OPERATIONS AND SERVICES

(a) ***Group Services***

The Group's core business is the design, development, operation and maintenance of data centres. These services are delivered by the Group's three operating subsidiary companies as follows:

	Development/Tenancy CSF CX/CSF Advisers	**Fit out/Maintenance** Atlas CSF
Long-term contracts	Tenancy Solutions; Network Infrastructure Solutions; Managed Services Solutions	Maintenance
Project-based	DC design & development; Technical Consulting & Marketing of DC Solutions	Fit-out/Integration Services

(b) ***Data Centres – Development/Tenancy***

The Group currently operates the CX1, CX2 and CX3 data centres. The key specifications of these buildings as well as the proposed CX5 facility are set out below.

	CX1	*CX2*	*CX3*	*CX5 (planned)*
Available for tenants	May 2003	January 2009	January 2009	September 2011
Location	Cyberjaya	Cyberjaya	Menara MSC Cyberport	Cyberjaya
Data centre floor area (net sq. ft.)	45,500	157,500	2,000	201,000
Incoming power source	Dual 11kv	Dual 33kv	Single 415V	Dual 33kv
Effective power density	900KW 30-60 W psf	5MW 30-150W psf	200kW 30W psf	16MW 30-200W psf
Power back up generation	Dual	Multiple	Single	Multiple
Uninterruptible power supply	N+1 option with 10 minutes battery reserve	N+1 or N+N option with 15 minute power reserve	N+1 configuration	N+1 or N+N option with 15 minute power reserve
Cooling system	Air cooled	Water chilled and air cooled	Air cooled	Water chilled and air cooled
Average monthly rent per occupied sq. ft.	RM23.6	RM21.0	RM41.0	RM46.6
Occupancy	95%	53.7%	85%	n/a
Current operating cost per occupied sq. ft. (approx.) [1,2,]	RM9.00	RM22.28	RM37.50	RM21.17
Build cost per available sq. ft. (approx.)	RM662	RM962	RM1,333	RM1,995

The data centres operated by the Group are tenanted by a number of well-known Malaysian and multinational corporations including TM Net. Whilst the Group's largest customer contributed just over 50 per cent. of Group rental revenue in the year ended 31 March 2009, as occupancy of CX2

1 The operating cost per available square foot for CX1 is calculated prior to the lease payment due to PNB under the terms of the sale and leaseback agreement set out in paragraph 8.7.2 of Part V.

2 The operating cost per available square foot for CX2 at full capacity is estimated to be approximately RM10.96.

increases and the data centre portfolio grows this proportion is reducing. When the data centres are at full capacity the pro forma projected margins operating margins on the rental business are approximately 50 per cent.

The CX1 data centre is operating at near full capacity whilst CX2 is expected to be fully tenanted by March 2011. Additional capacity for the Group is then forecast to come on line with the CX5 project in the year to 31 March 2012.

(c) ***Fit-out/maintenance***

Atlas CSF has two primary revenue streams:

- the project management and fit-out of the infrastructure of data centres and back up facilities; and
- the provision of maintenance services to data centres and back up facilities.

The maintenance contracts are primarily entered into by customers who engage Atlas CSF for the fit-out and/or project management of the centres and this conversion of customers to maintenance contracts is a key strategy for management. Maintenance contracts produce regular recurring revenues and are usually for a period of one year with the ability to renew automatically after this. There has been little customer churn in maintenance contracts over the past five years and the contracts generate an approximate gross margin of 35 per cent..

Atlas CSF has, over the past 18 years, established a good track record and has been involved in data centre fit-out for many financial institutions, securities and brokering companies, telecommunication companies and multinational companies.

5. COMPETITIVE STRENGTHS

Experienced and capable management team – The management team of the Group includes members who have been involved in the ICT industry for over 20 years with extensive experience in providing the full range of data centre-related services and solutions ranging from design to operation. The experience gained from years of servicing large organisations including multinational corporations has also provided the management team with in-depth knowledge of the industry and the technical expertise and know-how necessary for troubleshooting common problems associated with data centres and computer rooms. The management team has also established a good business relationship with a network of building contractors and equipment suppliers within Malaysia.

Comprehensive solutions and services – The Group is able to provide a full range of data centre-related services and solutions including review, design and development, fit-out, operations and maintenance.

Proven track record – The Group has extensive experience having already been involved in fitting-out more than 200 computer rooms and data centres. The Group is also engaged in providing ongoing data centre tenancy solutions to leading international companies and thrives on the experience gained from meeting the stringent quality control measures imposed by these clients.

Ability to meet international standards – Whilst Malaysian law imposes relatively few statutory standards in relation to the design, development, operation and maintenance of data centres in Malaysia, the Group seeks to differentiate itself by reference to the quality and high specification of its offering. To this end, the Group seeks wherever possible to voluntarily adhere to relevant international standards.

First-mover advantage operating a high-end, carrier neutral, outsourced data centre – The Directors believe that the Group is considered to be a leader in the wholesale data centre market in Malaysia offering high-quality, carrier neutral, outsourced data centres. The Directors believe that the quality, experience and recognition that the Group has gained from the development and operation of its data centres makes it attractive to potential clients.

Cost management – The Directors believe that the experience gained from developing over 200 computer rooms and data centres for clients and developing and operating two high-end commercial data centres of its own, combined with the skills that Atlas CSF brings to the Group, mean that the Group is able to develop and operate data centres at lower costs than companies that are seeking to develop their own in-house facilities.

Diverse blue chip client base with high degree of recurring revenues – The provision of data centre space and ongoing management provides recurring revenues. There has been little churn in this area of the Group's business. The Board attributes this to the relatively high costs involved in moving specialist equipment, the limited high specification data centre space available currently in Malaysia and the degree of satisfaction enjoyed by its tenants with the service they receive.

The Group's current customer base is anchored by TM Net, the Malaysian Government's telecoms provider and other clients include large multinational corporations. The Directors believe that the Group is a market leader in the provision and management of data centre space and that this can be demonstrated by the blue chip nature of the Group's customer base.

High barriers to entry – Data centre specifications are increasing rapidly and as data centre specifications increase, it becomes increasingly important to coordinate the various aspects of data centre design and development in order to control cost and energy consumption. The Directors believe that the Group possesses the necessary expertise and experience to develop cost and energy efficient data centres. The trend towards larger, better specified, more expensive facilities limits the number of developers who have the credentials to attract the finance required to develop such facilities.

Scalability of the operations – One of the Group's strategies is to develop data centres at locations with adequate surrounding land area to make allowance for future expansion in terms of either extending the existing data centres facilities or building new data centre facilities within the vicinity as demand grows.

6. STRATEGY AND USE OF PROCEEDS

(a) ***Strategy and plans***

(i) Introduction

The Directors believe that there is significant opportunity to exploit the growing demand for data centre services to produce sustainable profits from their existing buildings and new projects in Cyberjaya, other parts of Malaysia and neighbouring countries in South East Asia.

The Group's strategy is to:

- enhance the Group's position as a provider of a full range of high quality data centre infrastructure solutions and services;
- increase the Group's long-term, committed income by expanding its data centre portfolio including sourcing sites which allow for scalability;
- expand into countries such as Vietnam, Thailand and Indonesia, which are all considered to be supply-constrained markets; and
- build a regionally recognised brand.

The Directors are striving to position the Group as a market leader in the design and development of high specification data centres in South East Asia. The Directors view Malaysia as a regional hub for technology companies in South East Asia with Cyberjaya offering numerous benefits to corporates locating there, including excellent internal and regional telecommunications links as well as a reliable power supply.

The Group intends to focus on growing its recurring revenue streams from the leasing and operation of data centre space as well as maintenance services. The CX buildings have, to date, proved attractive to large Malaysian and international companies and this type of customer will remain key to the Group.

CX5

Following the success of the first three CX data centres the Directors identified further demand for high specification data centre space in Cyberjaya and, in January 2010, the Company entered into a partnership agreement and memorandum of understanding with the parties for the development of a 201,000 net sq. ft. data centre in Cyberjaya, CX5. CX5 will have a higher technical specification than the existing CX data centres, in particular a significantly higher power density. The Group is working with IDCB, a company established by a principal of Walter Rhodes Shd Bhd, a business advisory and outsourcing company, to develop the new facility. Walter Rhodes Sdn Bhd had been in discussion with CSF during 2009 about obtaining additional data centre space in Cyberjaya. The Group's role is to project manage the design and construction of the facility and it is the intention that the Group will manage the facility upon completion.

The Group will provide finance of up to RM80 million (approximately £16 million) to expedite the initial development, the remainder of the finance being procured by IDCB. The centre is being constructed in three blocks which will be completed and commissioned independently according to demand. Construction is expected to begin within months of Admission and the first block of the building is expected to be commissioned in late 2011. It is intended that Walter Rhodes Sdn Bhd will be the tenant for the first block and the Group will source tenants for the second and third blocks.

The Directors consider that this structure, in which it partners with an anchor tenant and the provider of land, provides the Group with the ability to expand its data centre estate quickly and profitably without assuming undue operating or financing risk.

Upon commissioning of the first of the three blocks this block is expected to be sold to Permodalan Nasional Berhad ("PNB") the largest fund management group in Malaysia with over £20 billion under management, and leased back to the Group on terms similar to the CX1 and CX2 buildings and the Group will receive income of RM25 million for managing the development of the project.

Additional funding for the project in the form of an IDCB security debt and a sale and leaseback are intended to be entered into to allow repayment of the Group's loan.

(ii) Prospective CX developments

As well as the CX5 project, the Group is actively pursuing the following opportunities for new data centres in Malaysia.

- CX6 – 100,000 sq. ft. in Johor Bahru
- Third party data centre in Northern Malaysia – 20,000 sq. ft. of net data centre space for the State Government of Perak.

It is expected that Malaysia will remain the principal focus for the Group in the near term. The Directors have identified potential development projects in the following areas in Malaysia:

- Cyberjaya, Selangor – Central Region
- Johor Bahru, Johor (within the Iskandar Development Region) – Southern Region
- Kulim Hi-Tech Park, Kedah – Northern Region.

(iii) Overseas partnership agreements

The Group also intends to expand into Thailand and Vietnam during 2010 via arrangements with local partners. Expansion into the Vietnamese market is intended to produce the first commercial data centre in Hanoi with 3,500 sq. ft. of net data centre space. In Thailand the Group intends to develop an initial commercial data centre of 10,000 sq. ft. of net data centre which is expected to be commissioned by December 2010.

Going forward the Directors will assess each opportunity to design and develop data centres as it arises and may choose to purchase land to build data centres or may finance companies that require data centres and have land available and tenants already contracted to lease the space. The Group may choose to retain ownership of buildings or may choose to structure a development to obtain a development profit but not retain ownership. The Directors view the development profits they make on data centres as the result of their added value services and being a leader in the provision of data centre design and operations in the region.

(b) ***Use of proceeds***

As described above, up to RM80 million (approximately £16 million) of the proceeds of the Placing will be used to finance the development and initial construction stage of CX5.

A further £3 million of IPO proceeds is to be applied to develop the Group's operations in Thailand during 2010 and £2 million will be used for the fit-out of the final part of the CX2 building. The remaining proceeds will be used for general working capital purposes.

7. GROUP FINANCING

The Group has historically been financed by its founders and from third party debt facilities. In order to maximise capital resources the Group concluded a sale and leaseback transaction which completed in November 2009 whereby the CX2 building was sold to PNB. PNB is the holding company for a number of unit trusts and is attracted by cash generative property assets. The sale and leaseback of the building has removed debt from the Company's balance sheet, reduced financing risk and provided cash resources for investment in future data centres. This transaction is summarised in Section 8.7.1 of Part V of this document. The sale and leaseback has no material impact on the Group's operations or its relationship with its customers. After the transaction the Group still maintains responsibility for operating and managing the data centre.

Contracts have been exchanged for the sale and leaseback of CX1 to PNB on a similar basis and this transaction is expected to complete in the next two months.

Owing to the Group's expertise in data centre development and its ability to develop facilities cost-effectively, both of these transactions are expected to deliver development profits. The Directors expect to continue to generate development profits of this nature in the future.

The Directors consider the sale and leaseback financing model to be effective and regard PNB as a valuable partner. They will consider this and other financing models for future developments.

8. SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The Company was incorporated in Jersey on 16 October 2009 and acquired the Group operating subsidiaries and the intermediate holding company on 12 March 2010.

The table below summarises the aggregated financial results of the Group for each of the three years ended 31 March 2007, 2008 and 2009 together with unaudited interim financial information for the six months ended 30 September 2009. The information set out below has been extracted or derived from the Financial Information on the Group set out in Part IV of this document. The Company is a new holding company for the Group. Accordingly the following financial information represents an aggregation of the financial information of the Company's subsidiaries.

Prospective investors should read the whole of the information set out in this document and not rely solely on the summary information set out below.

AGGREGATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Revenue	55,954	55,704	29,934	32,178	22,666
Gross Profit	13,304	16,256	9,523	11,116	5,560
Operating Profit	5,343	12,270	1,410	8,279	2,587

AGGREGATED BALANCE SHEETS

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Gross Assets	198,685	68,049	54,818	213,424
Net Assets	6,449	24,614	15,867	9,910

This information refers to past performance. Past performance is not a reliable indicator of future results.

Recurring rental and maintenance revenue for the group has grown rapidly during the period covered by the historical financial information and is higher in the six months to 30 September 2009 than in the same period in the prior year. During the year to 31 March 2009 the CX1 building reached near full capacity and CX2 was commissioned in the second half of the year. The year to 31 March 2009 was also a year of considerable investment in the CX2 project with the project incurring development and financing costs as well as operating expenses being incurred prior to tenancies commencing.

9. CURRENT TRADING

The aggregated audited results for the Group for the year ended 31 March 2009 and the aggregated unaudited interim results to 30 September 2009 for the Group are set out in Part IV of this document. In the interim period to 30 September 2009 the Group recorded a profit after tax of RM3.5 million and as at 30 September 2009 net assets were RM9.9 million.

The Group's current order book stands at RM185 million of which a large proportion relates to the development of the CX5 project which is in the final planning stages. On a three month rolling average basis the monthly run rate based on the period ended 31 December 2009 for rental and maintenance contract revenue is RM3.6 million.

Since 30 September 2009 the Group successfully completed the sale and leaseback of the CX2 data centre. This resulted in an unaudited profit on sale of RM38 million, a reduction in property, plant and equipment of RM143 million, and cash proceeds for the Group of RM181 million of which RM96 million was used to repay bank borrowings. Furthermore, on 25 November 2009, CSF CX declared and paid a dividend of RM29 million to shareholders in that company.

10. DIVIDEND POLICY

The Group expects to continue to be profitable and cash generative and intends to declare and pay interim and final dividends to shareholders annually according to its financial performance. All of the Ordinary Shares will rank *pari passu* for the payment of dividends.

11. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Directors

At Admission the Board of the Company shall comprise three executive directors and three independent non-executive directors whose details are as follows:

Yong, Kwet On (Adrian), *aged 53, Chief Executive Officer*

Mr Yong has been involved in the ICT industry for 30 years with broad sales and management experience. Prior to joining the Group, he held leadership positions in several MNCs involved in the ICT business. Before joining the Group, he was the Chief Executive Officer of PKTech International Ltd where he was instrumental in its listing on the SESDAQ market of the Singapore Stock Exchange. Mr Yong spearheads the Group's strategic and business expansion efforts on the local and regional fronts. Mr Yong holds a Bachelor of Arts (Economics) from the University of Windsor, Canada.

Wong, Chow Ming, *aged 42, Chief Operations Officer*

Mr Wong has over 17 years of experience in the ICT industry, with strong domain skills and experience in network and communications infrastructure. He was previously the country sales manager for one of the world's largest communications and network systems providers. He has been responsible for marketing the CX business and executing technical requirements, overseeing the expansion of the Group into the targeted regional markets. Mr Wong is a graduate in Computer Science from the Texas Technology University, Lubbock, Texas, USA.

Lee, King Loon, *aged 38, Chief Financial Officer*

Lee King Loon has over 16 years of experience in accounting, financial and corporate matters and holds a Bachelor of Commerce from the University of Western Australia and is a full member of CPA Australia and the Malaysian Institute of Accountants. He also holds a Capital Markets Services Licence issued by the Securities Commission of Malaysia to provide advice on corporate finance. Prior to joining the Group he was a partner at Crowe Horwath.

Ting, Heng Peng (Dato' Ting) *aged 49, Non-executive Chairman*

Dato' Ting has over 20 years of legal practice experience in corporate matters and civil and commercial litigation. Presently, he sits on the board of two companies listed on the Kuala Lumpur Stock Exchange. Dato' Ting holds a Bachelor of Commerce (Hons) from the University of Windsor, Canada and a Bachelor of Laws (Hons) from the University of Essex, United Kingdom. He is also admitted as a Barrister-at-Law at Lincoln's Inn, London.

Dennis Kian Jing Ow, *aged 43, Non-executive Director*

Mr Ow is currently an executive director of Paq International Holdings Limited, an AIM quoted company. He was formerly deputy CEO of LED International Holdings Limited which is also AIM quoted. He has prior experience with capital markets advisory roles within the London Stock Exchange, Old Park Lane Capital Asia and Blue Oar and has been involved in bringing eight companies from South East Asia to AIM and two to the Official List of the London Stock Exchange. Mr Ow was educated and raised in Australia and gained an undergraduate degree in marketing and a postgraduate degree in management.

Phil Cartmell, *aged 58, Non-executive Director*

Mr Cartmell was formerly Chief Executive of Vega Group PLC between 2001 and 2008. He holds a number of other directorships including Trafficmaster PLC and Corac Group plc. He has extensive experience as a director of AIM companies.

The Company intends to appoint a further non-executive director based in the United Kingdom shortly after Admission.

Senior Management

Leong, Kok Cheng (Michael), *aged 49, Director of Corporate Finance*

Mr Leong has been involved in the banking industry for 27 years with extensive experience in investment banking and capital markets. Prior to joining the Group, he worked in an investment bank in Malaysia for 9 years during which he was involved in the implementation of numerous corporate and debt restructuring exercises. After leaving the investment banking sector in 1992, Mr Leong was principally engaged in the business of providing management and corporate consultancy services. Mr Leong holds a Master in Business Administration from Drake University, Iowa, United States of America and a Bachelor of Commerce (Hons) degree from the University of Windsor, Canada.

Thoo, Soon Huat, *aged 47, Managing Director, Atlas CSF*

Mr Thoo has over 20 years of experience in the ICT industry. Over the past 18 years, Mr Thoo and his team of engineers and designers have designed and built more than 200 custom infrastructure technology facilities. Mr Thoo graduated from University Pertanian Malaysia and has obtained certifications and/or undergone training from various manufacturers of data centre infrastructure products and services in the US and Europe. Mr Thoo is presently the Managing Director of Atlas CSF.

Yap, Jin Yi, *aged 43, Head of Technical Design & Services*

Mr Yap has over 17 years of experience including numerous high profile projects for clients from banking to telecommunications industries. His experience, combined with advanced mechanical engineering and project management abilities, gives Mr Yap a capacity for effective coordination and integration of engineering services into an overall project concept. Prior to joining the Group, Mr Yap was the Director-in-Charge for Norman Disney Young Malaysia Consulting Engineering to manage the firm's operation in the United Arab Emirates. Among the Projects managed by Mr Yap in Abu Dhabi was the Dirham 1.4 billion mixed development at Al Reem Island. Mr Yap is now responsible for all technical and design functions for the Group. Mr Yap graduated with a Bachelor of Science in Mechanical Engineering from The University of Akron, Ohio, USA in 1991.

Management Incentivisation

The Group intends to provide all senior management team members with an equity incentive in the Group. To this end it has established a share option scheme. Options awarded under the scheme will be made subject to approval by the Remuneration Committee linked to performance criteria, and the exercise price will be the Placing Price (see paragraph 8.13 of Part V). It is the intention of the Directors that share options will be issued over up to 5 per cent. of the Enlarged Share Capital. Options over a total of 0.48 per cent. of the Enlarged Share Capital have also been awarded to the non-executive Directors (see paragraph 8.14 of Part V).

In addition, Adrian Yong and Wong Chow Ming have allocated shares from their personal shareholdings representing approximately 5 per cent. of the issued share capital of the Company to an employee benefit trust which will be awarded to employees subject to meeting performance criteria (see paragraph 8.16 of Part V).

Employees

As at the date of this document, the Group has 126 full time employees who are employed by the following companies within the Group as follows:

	Number of Employees
CSF Group plc	3
Atlas CSF	81
CSF Advisers	33
CSF CX	12

12. CORPORATE GOVERNANCE

There are no specific corporate governance guidelines in Jersey. However, the Directors recognise the importance of sound corporate governance and the Group intends, following Admission, to comply with the provisions of the QCA Guidelines and to adopt certain features of the Combined Code insofar as they are appropriate given the Group's size and stage of development. The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets and corporate actions. The Directors intend to hold meetings of the Board ten times in the year following Admission and thereafter four times per annum, and at other times as and when required. Conditional on Admission the Group has established the audit, remuneration, nomination and disclosure committees with formally delegated duties and responsibilities.

(a) ***Audit Committee***

The Audit Committee will have the primary responsibility of monitoring the quality of internal controls and ensuring that the financial performance of the Group is properly measured and reported on. It will receive and review reports from the Group's management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group. The Audit Committee will meet not less than twice in each financial year and will have unrestricted access to the Group's external auditors. The members of the Audit Committee shall include two non-executive Directors identified by the Board as independent. At Admission the Audit Committee shall comprise Dato' Ting (as chairman), Phil Cartmell and Dennis Kian Jing Ow.

(b) ***Remuneration Committee***

The Remuneration Committee will review the performance of the executive directors and make recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee will also make recommendations to the Board on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time. The Remuneration Committee will meet as and when necessary.

In exercising this role, the Directors shall have regard to the recommendations put forward in the QCA Guidelines and, where appropriate, the Combined Code guidelines. At Admission the Remuneration Committee shall comprise Phil Cartmell (as chairman), Dennis Kian Jing Ow and Wong Chow Ming.

(c) ***Nomination Committee***

The Nomination Committee will consist of the entire Board, chaired by Dato' Ting. The Nomination Committee will consider the selection and re-appointment of Directors. It will identify and nominate candidates to fill Board vacancies and review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes.

(d) ***Disclosure Committee***

The Disclosure Committee will have the primary responsibility for ensuring compliance with the AIM Rules concerning disclosure of information, in particular Rules 11, 17 18 and 19. The Disclosure Committee will work closely with the Board to ensure that the Company's nominated adviser is provided with any information it reasonably requests or requires in order for it to carry out its responsibilities under the AIM Rules and the AIM Rules for Nominated Advisers. At Admission the Disclosure Committee will comprise Lee King Loon (as chairman), Phil Cartmell and Adrian Yong.

(e) ***Share Dealing Code***

The Board intends to comply, and to procure compliance, with Rule 21 of the AIM Rules for Companies relating to dealings in the Company's securities by the Directors and other applicable employees. To this end, the Company has adopted a code for directors' dealings appropriate for a company whose shares are admitted to trading on AIM and will take all reasonable steps to ensure compliance by the Directors and any relevant employees. The form of this code is substantially the same as the model code contained in the rules of the Official List.

13. TAXATION

Malaysian Taxation

The Group's operations in Malaysia are subject to Malaysian taxation.

CSF Advisers and CSF CX were accorded Multimedia Super Corridor ("MSC") status on 17 July 2002 and 18 September 2008, respectively, by Multimedia Development Corporation Sdn. Bhd. ("MDC"), which is the body responsible for monitoring all MSC designated companies. MSC status benefits ICT businesses through a range of financial and non-financial incentives.

As regards financial incentives, CSF Advisers has benefited from 100 per cent. investment tax allowances on qualifying capital expenditure incurred in the five year period commencing from the date on which qualifying capital expenditure was first incurred which has provided tax advantages for the CX buildings. Investment tax allowance granted on qualifying capital expenditure incurred on an asset will be withdrawn if the asset is sold within two years from the date of acquisition. Further details of the possible implications of a change in, or loss of, MSC status, or the failure to obtain MSC status in the future, are provided in Part II, Risk Factors.

CSF Advisers, CSF Atlas and CSF CX are subject to Malaysian corporate tax which is currently 25 per cent.

UK and Jersey Taxation

General information regarding UK and Jersey taxation in relation to the Placing and Admission is set out in paragraph 15.1 of Part V of this document. If you are in any doubt as to your tax position, you should consult your own independent advisor immediately.

14. THE PLACING

The Company is seeking admission to AIM together with the Placing of 50,909,091 Ordinary Shares to raise £28 million before expenses. Application will be made to the London Stock Exchange for the entire issued share capital of the Company to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on 22 March 2010.

Pursuant to the Placing Agreement and the Placing Letters, 50,909,091 Ordinary Shares representing 31.8 per cent. of the Enlarged Share Capital have been conditionally placed or subscribed for at 55 pence per share. The principal terms of the Placing Agreement is summarised in paragraph 8.5 of Part V of this document. The Placing Shares will, when issued, rank *pari passu* in all respects with the existing issued Ordinary Shares. The Placing is conditional, *inter alia*, on Admission taking place.

15. LOCK IN AGREEMENTS

The Directors and certain senior managers, collectively interested in an aggregate of 80,842,782 Ordinary Shares, representing 50.53 per cent. of the Enlarged Share Capital, have entered into lock-in agreements with Cenkos and the Company. Pursuant to those agreements the Directors have undertaken that they will not dispose of any interest in the Ordinary Shares held (prior to Admission) by them or their associates (save in the case of Yong Kwet On, where the restrictions apply to 95 per cent. of the Ordinary Shares held by him or his associates at such time) for a period of 12 months from Admission (save in the case of Leong Kok Cheng and Thoo Soon Huat, where the restrictions apply fully for a period of 6 months from Admission and thereafter for the following 6 months to only 75 per cent. of the Ordinary Shares held by such persons or their associates prior to Admission), save in limited circumstances (such as a takeover offer for the Company) and that, for a further period of twelve months they will not dispose of any interest in the Ordinary Shares without the prior written consent of Cenkos and the Company, such consent not to be unreasonably withheld or delayed. In considering such consent Cenkos and the Company shall be concerned only with maintaining an orderly market in the shares of the Company. The principal terms of these arrangements are summarised in paragraphs 8.5 and 8.6 of Part V of this document.

PART II

RISK FACTORS

The attention of prospective investors is drawn to the fact that ownership of Ordinary Shares will involve a variety of risks which, if they occur, may have a materially adverse effect on the Company's business and financial condition and the market price of the Ordinary Shares could decline.

In addition to the information set out in this document, the following risk factors should be considered carefully in evaluating whether to make an investment in the Company. Potential investors should carefully consider these in light of the information in this document and their personal circumstances. In particular, the Company's performance might be affected by changes in market and/or economic conditions and in legal, regulatory and tax requirements. Additionally, there may be other risks of which the Board is not aware or believes to be immaterial, which may, in the future, adversely affect the Company's business and the market price of the Ordinary Shares.

The investment opportunity offered in this document may not be suitable for all recipients of this document. Investors are therefore strongly recommended to consult an investment adviser authorised under the FSMA, or such other similar body in their jurisdiction, who specialises in advising on investments of this nature before making their decision to invest.

An investment in the Company is suitable only for potential investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment.

Prospective investors should be aware that the value of the Ordinary Shares and income from them may decrease and an investor might lose all or part of his or her investment. The following factors are not set out in any order or priority.

Company Specific Risks

Any failure of physical infrastructure or services of the Group could lead to significant costs and disruptions that could reduce revenues, harm the Group's business reputation and have a material adverse effect on financial results.

The Group's business involves providing clients with highly reliable infrastructure and services. The Group must protect its customers' infrastructure and equipment located in the Group's data centres. If the Group fails to meet its customers' performance requirements or to protect their infrastructure, it may lose customers and/or may become liable to them for damages.

Problems at one or more of the Group's data centres could result in service interruptions or significant damage. Further, service interruptions and equipment failures may expose the Group to financial liability and damage its reputation, which could have a material adverse effect on the Group's business, financial condition and results of operations.

The services the Group provides in each of its data centres are subject to failure from a variety of causes largely under the Group's control, including human error, equipment failure, power loss, failure of services related to the internet and telecommunications provided by the Group, physical or electronic security breaches, as well as factors not under the Group's control, such as sabotage, vandalism, system failures of network service providers, fire, earthquake, flood and other natural disasters, water damage, fibre optic cable cuts, power loss not caused by the Group, improper building maintenance by the landlords of the buildings in which the data centres are located (where the Group is not responsible for such building maintenance) and terrorism.

The Group has service level commitment obligations with substantially all of its clients in which it provides various guarantees regarding levels of service. The Group may not be able to meet these levels of service in the event of service interruptions due to the above or other factors or significant equipment damage in the Group's operational data centres. If the Group fails to provide the levels of service required by these agreements, its clients may be entitled to rebates and/or may not renew their contracts with the Group, and in some instances the clients may be entitled to terminate their contracts. In addition, the Group's inability to meet its service level commitments may damage its reputation and could reduce the confidence of the Group's clients in its services, impairing its ability to retain existing clients and attract new clients.

In addition, the Group's data centres are based in Malaysia and the two main current data centres, namely CX1 and CX2, are located within the same business park. This geographical proximity increases the risk that a single negative event, whether or not under the Group's control, may affect clients' confidence in the Group's services and damage its reputation, as well as adversely affecting the Group's business and results of operations.

Supply and pricing of electrical power

The Group relies on third parties to supply electrical power to its data centres. The Group cannot be sure that these third parties will provide sufficient levels of electrical power, provide it on a consistent basis or have the necessary infrastructure to deliver any additional electrical power that the Group may require as it develops its sites. The Group's data centres are susceptible to power shortages and planned or unplanned power outages caused by these shortages and other factors outside its control. However, the Group has backup generators at each of its sites to cover temporary failure in the primary power supply or power outages.

Any loss of services or damage to equipment resulting from a temporary loss of power at one of the Group's data centres would harm the Group's clients, could reduce clients' confidence in the Group's services, could impair the Group's ability to attract new clients and retain existing clients and could result in the Group incurring financial obligations to its clients. The occurrence of any one or more of these events could have a material adverse effect on the Group's business, financial condition and results of operations.

Adequacy of electrical power and cooling infrastructure

In certain of the Group's data centres the availability of sufficient electrical power and the presence of adequate cooling systems are the limiting factors in the Group's ability to utilise fully the available space at those data centres. Even though physical space may be available at a data centre it may not be possible to sell that space to customers if the extra electrical power and/or cooling systems required to service that extra space would exceed the data centre's designed capacity. As the space in a data centre is filled, the increased power usage also increases the impact of any power outage. Furthermore, the space available in older data centres may also be restricted due to a lower capacity of available cooling facilities. There may not be sufficient electric power due to, amongst other factors, a lack of necessary infrastructure operated by the electricity suppliers which would enable such power to be supplied.

Further increases in the use by clients of high-density electrical power equipment, such as blade servers, would increase the power and cooling needs of the Group's data centres and may further impair the Group's ability to utilise fully the available space at its data centres.

If the Group were unable to utilise fully the physical space available within its data centres, the Group may be unable to accept new customers or increase the services provided to existing customers, which may have a material adverse effect on the Group's business, results of operations and financial condition.

Technological evolution

The market for data centres and internet-related products is characterised by continued evolution in technology, evolving industry standards, changes in customer needs, heavy competition and frequent new product introductions. If the Group fails to develop new products or modify or improve existing products in a timely and cost-effective manner in response to these changes in technology, customer demands, industry standards, competition or product introductions, the Group's customers may choose to use a competitor's data centre or to bring many of the services provided by the Group in-house, which may negatively affect the Group's business, results of operations and financial condition.

The Group may experience unforeseen delays and cost over-runs when fitting-out and upgrading data centres

Due to the increasing demand for the Group's services, substantial management effort and financial resources are employed by the Group in fitting-out and upgrading new data centres. In addition, the Group periodically upgrades and replaces the equipment in its premises. Although the Group has budgeted for expected fit-out and equipment expenses, additional expenses in the event of unforeseen delays, cost overruns, unanticipated expenses, regulatory changes, and increases in the price of equipment may negatively affect the Group's business, financial condition and results of operations.

Although the Group has considerable experience in forecasting and managing project implementation timetables, it has previously experienced, and may in the future experience, unforeseen delays and expenses in connection with a particular client project or data centre build-out.

In addition, the process of the Group adding new capacity through upgrades of existing data centres or the addition of new data centres or otherwise may involve re-locating customers' equipment from one data centre and providing services from a different data centre or location. This re-location process may result in the disruption of the Group's services and reduce clients' confidence in the Group's services as well as resulting in additional costs to the Group.

There can be no certainty that the Group will complete the fit-out of new data centres within the proposed timeframe or cost parameters or at all, or that the process of re-locating clients' equipment will not disrupt the Group's services, any of which could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group could be subject to increased operating costs, as well as claims, litigation or other potential liabilities, in connection with the security of the Group's systems

The Group relies on security systems designed by third parties and on the personnel in the Group's network operations centres to physically secure its data centres.

Any accidental or intentional actions, including computer viruses and unauthorised access, and other disruptions could result in increased operating costs. The Group may incur significant additional costs to protect against such disruptions, the threat of internet and physical premises security breaches or to alleviate problems caused by such interruptions or breaches. A party who is able to breach the physical premises and/or internet security measures of the Group's networks could physically damage the Group's and its clients' equipment and/or misappropriate either its proprietary information or the personal information of the Group's clients or cause interruptions or malfunctions in its operations. If a third party were able to misappropriate a client's personal or proprietary information, including credit card information, the Group could be subject to claims, litigation or other potential liabilities.

Whilst security remains one of the Group's highest priorities, there can be no certainty that the security of its data centres will not be breached and the infrastructure and information of the Group's customers put a risk. Any internet or physical premises security breach could have a serious effect on the Group's reputation and could lead to customers terminating their contracts early and seeking to recover losses suffered, which could have a material adverse effect on the Group's business, financial condition and result of operations.

The Group is dependent on third-party suppliers for technology and other services

Most of the equipment used in the data centres developed or to be developed by the Group is supplied by third parties. Any inability of the Group's suppliers to provide necessary products and services could have a material adverse effect on the Group's business, financial condition and results of operations.

Contracts with clients who rent data centre space are typically of a short term nature

Currently, client contracts pertaining to the rental of data centre space are entered into on a fixed-term basis and typically for a three year period. Prior to the expiry of a client contract, the Group seeks to agree a new contract with a client. However, there is no certainty that these will be renewed.

If contracts with a large number of the Group's customers were not renewed, the Group's business could be adversely affected.

Capital intensity and availability and terms of debt financing factors

The development of data centres is a capital intensive business and the Group's projects require a high level of debt financing. The funding plans in respect of various projects are based on management estimates of the likely costs of developing the respective data centres, based on estimates from suppliers and contractors. The Group cannot guarantee that the funding requirements of any particular project will not substantially exceed these estimates. While the Group will seek to enter into fixed price contracts with suppliers and contractors, the funding requirements of a particular project may increase and in those circumstances the Group would need to look for additional sources of finance, which may not be readily available, or which may not be available on attractive terms.

The Group's expenses are largely fixed and cannot be easily reduced in the short-term

The Group's operating expenses primarily consist of lease rental, staff and power. Lease rental and staff costs are fixed in nature and cannot be easily reduced in the short-term. Therefore, the Group is unlikely to be able to reduce such expenses promptly in response to any reduction in revenue. Should such a reduction occur and the Group be unable to reduce its fixed expenses accordingly, the Group's business, financial condition and results of operations would be materially adversely affected.

The Company may acquire other businesses if suitable opportunities become available

Any future acquisition poses integration and other risks which may significantly affect the Group's results or operations and the businesses they may acquire may not turn out to be profitable. In addition, the operation and management of additional data centres would require additional resources, such as human resources. There can be no assurance that the Group will be able to procure the additional resources to cope with the growth in the number of data centres under the Group's management.

Ability to attact and retain key executives, officers, managers and technical personnel

Attracting, training, retaining and motivating technical and managerial personnel, including individuals with significant technical expertise in data centre operation and associated managed services, is a critical component of the future success of the Group's business. Competition for qualified technical personnel is intense and is likely to remain so for the foreseeable future. Accordingly, the Group may encounter difficulties in attracting or retaining qualified personnel. Continued growth may therefore cause a significant strain on existing managerial, operational, financial and information systems resources.

The departure of any of the Group's executive officers or core members of its sales and marketing teams or technical service personnel would have a negative impact on its customer relations and operations, including adversely affecting its ability to provide the guaranteed service levels its customers expect. In the event that future departures of employees occur, the Group's ability to execute its business strategy successfully, or to continue to provide services to its customers or attract new customers, could be adversely affected.

The performance of the Group depends, to a significant extent, upon the abilities and continued efforts of its existing senior management. The loss of the services of any of the key management personnel with wide business contacts and networks or the failure to retain employees could adversely affect the Group's ability to maintain and/or improve its operating and financial performance.

Other organisations may choose to compete against the Group by providing wholesale data centre space

Although the barriers to entry into the business of developing data centres on a commercial scale are relatively high, there can be no assurance that other organisations will not venture into the development of commercial data centres that would be in direct competition with the Group. Such organisations may also compete with the Group for the acquisition of new sites and M&E equipment, thereby increasing acquisition prices of suitable sites and also the M&E equipment. Furthermore, such potential market entrants may have significantly greater financial resources than the Group.

The industry in which the Group operates is subject to environmental laws and regulations and may be subject to more stringent environmental laws and regulations in the future

The Group is subject to various environmental and health and safety laws and regulations, including those relating to the generation, storage, handling and disposal of hazardous wastes and technological equipment, the maintenance of warehouse facilities and the generation and use of electricity. Compliance with these laws and regulations could impose substantial ongoing compliance costs and operating restrictions on the Group and may adversely affect the Group's expansion plans, by restricting its ability to fit-out new data centres.

Hazardous substances or regulated materials of which the Group is not aware may be present at data centres leased (or to be leased) and operated by the Group. If any such contaminants are discovered at the Group's data centres or health and safety regulations, such as those designed to prevent Legionnaire's disease, are not complied with, the Group may be responsible under applicable laws, regulations or leases for any required removal or clean-up or other action at substantial cost.

In addition, the Group is a significant user of electricity and the Group may be adversely affected by any future application of additional regulation, such as that seeking to reduce the power consumption of companies, or by the imposition of additional fees or levies.

Non-compliance with, or liabilities under, existing and prospective environmental or health and safety laws and regulations, including failure to hold requisite permits, or the adoption of more stringent requirements in the future, could result in fines, penalties, third-party claims and other costs that could have a material adverse effect on the Group.

Protection of Intellectual Property

To a certain extent, the Group's business relies on its proprietary brand and proprietary systems and processes developed over the years. The Group is cognisant of the need to protect this through a combination of trademark and contractual restrictions, such as confidentiality agreements entered into between the employees and the Group and between the customers and the Group.

The Group has only recently filed applications to register the Atlas CSF and the CSF trademarks in Malaysia. Pending the registration of these trademarks, there is no guarantee that the Group will be able to protect these trademarks in Malaysia. To the extent that the Group expands its business outside of Malaysia, there is no guarantee that the Group will be able to protect these trademarks in overseas jurisdictions and they may be subject to challenge or dispute.

Apart from the above-mentioned trademark applications and the Group's registered domain names, the Group has not registered or sought to register any further intellectual property rights. As the Group has not sought any such protection for the systems and processes it uses, the Group may not be able to defend its intellectual property rights over the same from any third party infringement and may lose valuable assets, which may have an adverse impact on its business.

Insurance

There can be no certainty that its insurance cover is adequate to protect against every eventuality and the occurrence of an event for which the Group did not have adequate insurance cover could have a material adverse effect on the Group.

Political, economic and legislative considerations

Adverse developments in the political, economic and regulatory environment in Malaysia, and other countries in South East Asia may materially and adversely affect the financial position and business prospects of the Group. Political and economic uncertainties include, but are not limited to, expropriation, nationalisation, changes in interest rates, changes in taxation and currency exchange control.

Whilst the Group strives to continue to take effective measures such as prudent financial management and efficient operating procedures, there is no assurance that adverse political, economic and regulatory factors will not materially and adversely affect the Group.

Foreign currency risk

The Group's current revenue is denominated in RM in Malaysia although they purchase from some suppliers in foreign currencies. As the Group ventures into overseas jurisdictions, the Group may be exposed to further foreign currency exchange risk in respect of the fluctuations in the RM exchange rate against the local currency of such overseas jurisdictions. Notwithstanding that the Group will seek to mitigate this risk, there can be no assurance that any significant fluctuations in foreign currency exchange rates, financial crisis or exchange control regulations will not have any adverse impact on the revenue and earnings of the Group.

Change in/loss of MSC status

CSF Advisers and CSF CX were accorded Multimedia Super Corridor ("**MSC**") status on 17 July 2002 and 18 September 2008 respectively by Multimedia Development Corporation Sdn. Bhd. ("**MDC**"), which is the body responsible for monitoring all MSC designated companies. MSC status companies are granted financial and non-financial incentives. There can be no assurances that the MSC incentives will not be changed or modified in any way in the future or withdrawn altogether.

The Group believes it is in full compliance with the conditions of the MSC status accorded to CSF Advisers and CSF CX respectively. Although the Group endeavours to continue to comply with all the conditions for MSC status, there can be no assurance that CSF Advisers and CSF CX will continue to retain their MSC status or that they will continue to enjoy the MSC incentives granted by MSC status companies in the event of a breach for non-compliance.

Any change or modification to the MSC incentives or withdrawal of MSC status could materially and adversely affect the Group's operating and financial performance and in particular the tax incentives enjoyed by CSF Advisers and CSF CX which they are currently afforded due to their MSC status.

New Entities Seeking MSC Status

It is unclear if the Group's practice of using newly incorporated entities outside the Group to obtain certain Malaysian tax incentives and apply for MSC status followed by moving these entities into the Group violates the MSC rules and regulations. Whilst the MDC appears to be aware of this practice and this practice is not uncommon in Malaysia, the MDC has not publicly taken a position on the matter. It is thus unclear whether this practice could prejudice or in any way jeopardise the MSC status and tax incentives currently enjoyed by CSF Advisers and CSF CX and/or whether it could result in the imposition of penalties on any members of the Group.

Reliance on a limited number of customers

Although the Group intends to expand its customer base, it currently relies upon a limited number of customers for a significant proportion of its revenues. In particular TM Net occupies a significant proportion of the Group's data centre space and represented a significant portion of the Group's revenue and profits in FY09. Failure to negotiate the renewal of the agreements with these particular customers upon the expiry of the existing agreements could have a serious adverse effect of the Group's revenues.

Failure to obtain tenants' consents

Under certain tenancy agreements relating to the Group's data centres, members of the Group were or are required to obtain the consent of the relevant tenants prior to the transfer of shares in CSF Advisers to CSF International (which completed on 29 January 2010), the sale of CX1 to PNB (which is likely to complete shortly after Admission) (see paragraph 8.7.2 of Part V for further details) and in order to disclose the arrangements relating to the tenancy agreements. In a limited number of cases the executive Directors have decided not to seek such consent, on the basis that the monthly rental under such agreements is not material and in certain cases the agreements will terminate in several months. Whilst the executive Directors consider the potential risk to the Group to be immaterial, failure to obtain such tenants' prior consent could result in potential litigation in the event that such tenants were to make a claim for breach of contract.

Failure to renew tenancy agreements promptly upon expiry

Historically, upon the expiry of the Group's tenancy agreements for the rental of space at the data centres it operates, in a number of instances there has been a time lapse of several months before the expired tenancy agreements have been renewed or new tenancy agreements have been entered into. In such instances during this period the respective tenants have continued to remain in the premises and to make rental payments, notwithstanding the absence of valid tenancy agreements. This practice of providing services outside tenancy contracts exposes the Group to the risk that the contracts will not be renewed.

Currently a limited number of the Group's tenants remain in occupation of the Group's data centre premises notwithstanding the expiry of their respective tenancy agreements. Whilst the Group is currently in the process of negotiating new tenancy agreements with each of these tenants, there is no guarantee that the parties will agree the terms of new tenancy agreements or that new tenancy agreements will be entered into. Unless and until such new tenancy agreements are entered into, the Group is exposed to such risks.

Indemnities given to tenants by members of the Group

Under certain tenancy agreements entered into by members of the Group, the Group member has agreed to indemnify the respective tenants for any loss or damage caused by any negligence, default or breach on the part of the respective Group member. In certain instances the indemnity extends to loss or damage resulting from the negligence of the Group member's agents or subcontractors. In certain instances the Group member's liability is capped whilst in other agreements it is uncapped. As a result of such indemnities, the Group could be liable to the respective tenants in the event of any such loss or damages.

In addition, in connection with the sale and leaseback arrangements (see paragraphs 8.7.1 and 8.7.2 of Part V for further details), members of the Group have agreed to keep indemnified and hold harmless PNB from all actions and damages arising from any claim brought by any tenants of CX1 and CX2 against PNB in respect of any matter whatsoever in connection with the Group's tenancy agreements relating to CX1 and CX2. There is a risk that the Group could face potential liability to PNB in the event of any claims being brought by its tenants at CX1 and CX2. Where successful such claims could result in financial loss to the Group and could also affect the Group's relationship with PNB. This could have an adverse effect on the Group's profitability.

Maintenance and equipment installation services provided by Atlas CSF

When entering into equipment maintenance arrangements with customers, Atlas CSF does not always enter into written contracts to limit its liability, but in certain instances relies solely on purchase orders, which do not limit Atlas CSF's liability.

When entering into arrangements for the sale and installation of data room infrastructure equipment with customers, Atlas CSF does not enter into written contracts to limit its liability, but seeks to rely on the warranties provided by the equipment suppliers. It is unclear the extent to which (if at all) Atlas CSF's installation services would be covered by the equipment suppliers' warranties, and this practice thus leaves Atlas CSF exposed to liability which Atlas CSF has not sought to limit.

Where Atlas CSF acts as a sub-contractor for equipment maintenance or sale and installation services to be provided to governmental bodies, Atlas CSF has not entered into any contracts but has relied upon the purchase orders issued by the governmental body to the main contractor. This practice results in uncertainty as to Atlas CSF's rights and obligations in respect of the services it provides.

In the future the executive Directors intend to procure that Atlas CSF adopts standard form contracts which limit its liability as far as practicable for all services it provides, and that Atlas CSF ensures that written contracts are entered into with all customers. Where the customer is not willing to accept Atlas CSF's standard form contract, the executive Directors intend to procure that Atlas CSF will seek appropriate advice on its risk and take out insurance which the management considers appropriate to cover Atlas CSF's risk.

Notwithstanding the executive Directors' intentions, the Group remains exposed to the risk that Atlas CSF could face claims from, and be liable to, past and current customers with whom no written contracts were entered into, and that in such instances Atlas CSF has not sought to limit its liability.

TM Net option to purchase space in CX1

The tenancy agreement for CX1 with TM Net, one of the Group's major customers, includes an option for TM Net to purchase the space occupied by them when the tenancy terminates in June 2010. Given the nature of the property and the different legal interests in it, in practice, it may be difficult to give legal effect to the option if it is exercised. The Group has obtained comfort from TM Net to the effect that it does not currently intend to exercise the option and PNB has agreed to complete the sale and leaseback of CX1 subject to the option. However, if TM Net's position were to change it is possible that the Courts would be required to determine the legal effect of the option. This could result in the payment of damages, the granting of a substantially longer tenancy agreement or, in extremis, a declaration that strata title be imposed on the CX1 building (and accordingly the legal title to the building being subdivided) so as to facilitate the transfer of the legal title of the relevant part of it to TM Net. If this were to occur, it could impact on the Group's financial position and its relationship with TM Net which could in turn have an effect on the business and prospects of the Group.

Your attention is also drawn to the more detailed description of these arrangements in Section 8.7.2 of Part V of this document.

Undertakings made to IDCB in respect of CX5

In the agreement dated 11 January 2010 between CSF Advisers and IDCB relating to the appointment of CSF Advisers to design, build and manage CX5 (see paragraph 8.7.3(b) of Part V for further particulars), CSF Advisers gave certain undertakings and warranties to IDCB, including in relation to the timing of completion of the buildings. In the event that CSF Advisers fails to meet any of these targets or otherwise fails to show satisfactory progress in the construction works or is in breach of any material obligation under the agreement, IDCB may terminate the agreement and appoint another project manager.

Although PNB, IDCB and CSF Advisers have signed a memorandum of understanding in respect of CX5, this is non-binding and PNB is not yet contractually obliged to provide the land for CX5. There is thus a risk that CSF Advisers may not be able to satisfy the abovementioned undertakings, and a risk that this could result in the termination of CSF Advisers' appointment under the agreement with IDCB, with CSF Advisers facing resulting claims and loss of revenue. This could have a serious adverse effect on the Group's revenues.

As CSF Advisers assumes all liability and responsibility for the design of CX5 (including for any acts or omissions from any consultants appointed), there is a risk that CSF Advisers could face liability claims from IDCB in the event of any inadequacy or fault relating to the design of CX5, including resulting from any consultants' acts or omissions, which could have a serious adverse effect on the Group's revenues and reputation.

Development Advances

The arrangements for the funding of CX5 require that the Company advances up to RM80m to IDCB to fund the commencement of the CX5 project. This arrangement is designed to enable the CX5 project to be started without the need to wait for third party development funding to be obtained. Although the intention is that RM50m will be repaid as and when satisfactory financing has been negotiated with a bank or other financial institution and the remaining RM30m after commissioning of the first block, there is a risk that such funding may not be obtained at all or, to the extent that it is, it is only available in an amount or on terms such that the advances made by the Company to IDCB cannot be repaid in full in the timeframe anticipated. In such an event, this could have an adverse effect on the business and performance of the Company.

The Company is exposed to risk in respect of outbreaks of H1N1 influenza, bird flu, virus and/or other communicable diseases which, if uncontrolled, could affect financial performance and prospects

An outbreak of H1N1 influenza, bird flu, and/or other communicable diseases, if uncontrolled could affect operations, as well as the operations of customers, main contractors and suppliers. Further, in the event that any of the Company's employees is infected with other communicable diseases, the Company may be required to shut down part of its operations to prevent the spread of the disease. This would result in longer lead time for completion of projects. Failure to meet customers' expectations could damage reputation, and may as a result, lead to loss of business and affect the ability to attract new business. An outbreak of bird flu and/or other communicable diseases could therefore have an adverse impact on the Group's business and operations.

Equity interests in Vietnam

In respect of the equity interests in Vietnam the Group did not advance the full amount of the capital contribution due by the required time. Whilst failure to contribute capital in accordance with the respective certificate of investment is not uncommon in Vietnam, it is contrary to Vietnamese law and could expose the Vietnamese company to administrative penalties and liabilities to any third party in relation to any damage caused by such failure. Additionally, one or more of the other members of Global Sitem LLC or Hanel CSF LLC (who have paid their capital contribution in full) can agree to contribute the unpaid amount, the unpaid amount can be raised from other persons or the remaining members can contribute the unpaid amount in full in proportion to their respective share of the capital contribution in the charter capital of the Vietnamese company and, upon such payment, the member failing to contribute capital as undertaken shall automatically cease to be a member of the Vietnamese company.

There is also a risk that Hanel CSF LLC could seek to recover damages from CSF Advisers in the event that Hanel CSF LLC is subject to administrative penalties or faces any liabilities to third parties as a result of CSF Advisers' failure to contribute its capital contribution in full by the required date. In the event of any of such risks materializing, this could affect the Group's plans to expand its operations into Vietnam.

Market Risks

AIM and liquidity of the Ordinary Shares

The Ordinary Shares will not be listed on the Official List. Notwithstanding that Admission becomes effective and dealings commence in the Ordinary Shares, this should not be taken as implying that there will be a liquid market for the Ordinary Shares. An investment in the Ordinary Shares may thus be difficult to realise. Investors should be aware that the value of the Ordinary Shares may be volatile and may go down as well as up. Investors may, on disposing of Ordinary Shares, realise less than their original investment or may lose their entire investment. The Ordinary Shares may therefore not be suitable as a short-term investment. In addition, the market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets. The price at which the Ordinary Shares will be traded and the price at which investors may realise their Ordinary Shares will be influenced by a large number of factors, some specific to the Company and its proposed operations, and some which may affect the business sectors in which the Company operates. Such factors could also include the performance of the Company's operations, large purchases or sales of the Ordinary Shares, liquidity or the absence of liquidity in the Ordinary Shares, legislative or regulatory changes.

Possible volatility in the price of the Ordinary Shares

Following Admission the market price of the Ordinary Shares could be subject to significant fluctuations due to various factors and events, including any regulatory or economic changes affecting the Group's operations, variations in the Group's operating results, developments in the Group's business or its competitors, or to changes in market sentiment towards the Ordinary Shares. The Group's operating results and prospects from time to time may be below the expectations of market analysts and investors. In addition, stock markets from time to time suffer significant price and volume fluctuations that affect the market prices for securities and which may be unrelated to the Group's operating performance. Any of these events could result in a decline in the market price of the Ordinary Shares.

No prior trading market for Ordinary Shares

Prior to the admission to trading on AIM, there was no public market for the Ordinary Shares. There can be no assurance that an active market for (and hence strong liquidity in the trading of) the Ordinary Shares will develop upon the Company's admission to trading on AIM, or if developed, that such market will be sustained.

Legal and Regulatory Risks

The City Code on Takeovers and Mergers

The Company is not subject to the City Code. Accordingly, shareholders will not benefit from the protections of the City Code, including, in particular Rule 9 of the City Code.

Although the Company's Articles contain provisions substantially similar to Rule 9 of the City Code (as summarised in paragraph 7.2.17 of Part V of this document), it should be noted that such provisions do not necessarily accord shareholders protections similar to the City Code. In particular, the Panel on Takeovers and Mergers will not have the authority to monitor shareholders' compliance with the takeover provisions of the Articles nor impose sanctions in respect of any breach of such provisions.

FIC Guidelines

Until June 2009, the Malaysian Foreign Investment Committee ("FIC") required certain companies to have a specified percentage of Bumiputras (Malay individuals or aborigines as defined under the Federal Constitution of Malaysia) participation at the shareholding level. Under the FIC Guidelines, the prior approval of the FIC was required for, *inter alia*, certain acquisitions of local companies or businesses in Malaysia by a foreign interest. In granting such consent, it was not uncommon for the FIC to impose the equity condition that at least 30 per cent. of the equity in the subject company to be acquired must be held by Bumiputeras. Although the FIC Guidelines do not have the force of law (particularly as they are not constituted by Malaysian Acts of Parliament or subsidiary legislation), the FIC Guidelines are recognised by other governmental authorities and regulatory bodies in Malaysia. These authorities or bodies may take into account compliance with the FIC Guidelines in granting approvals, licences or permits that may be required under Malaysian law relating to the operations of such companies.

In June 2009 the Prime Minister of Malaysia repealed the FIC Guidelines covering the acquisition of equity stakes in Malaysian private limited target companies (termed as "Sdn Bhd") by foreign investors. It is thus no longer necessary to seek FIC approval prior to any such acquisition.

Even prior to the repeal of the FIC Guidelines in June 2009, MSC status companies enjoyed freedom of ownership and were exempt from any local equity requirements (Bumiputra or otherwise).

Given that restrictions on foreign ownership of companies existed in Malaysia until recently, there is a risk that restrictions could again be introduced in the future. In the event of any restrictions being introduced again and to this extent that the Malaysian incorporated members of the Group could not rely on any exemption (such as the MSC status exemption mentioned above), there is a risk that the Group may be required to comply with such requirements.

Foreign exchange legislation and regulations in Malaysia

Local and foreign investors are subject to Foreign Exchange Administration Rules in Malaysia. The rules are aimed to influence capital flows and facilitate currency risk management to promote financial and economic stability of Malaysia. These rules are reviewed regularly by Bank Negara Malaysia, the central bank of Malaysia, in line with the changing environment. As at the date of publication of this document, foreign investors are free to repatriate capital, divestment proceeds, profits, dividends, rental, fees and interest arising from investments in Malaysia. However, there can be no certainty that the legislation and regulations will not change and adversely effect the Group.

Different rules governing corporate governance

There is no applicable regime of corporate governance to which directors of a Jersey company must adhere over and above the general fiduciary duties and duties of care, diligence and skill imposed on such directors under Jersey law. The Directors, however, recognise the importance of good corporate governance and confirm that following Admission, they will comply with the provisions of the QCA Guidelines and adopt certain features of the Combined Code to the extent practicable and commensurate with the size, operations and stage of development of the Company. The Company has also adopted corporate governance guidelines document and a share dealing code for directors' dealings in securities of the Company.

PART III

THE PLACING

Details of the Placing

The Company is proposing to raise approximately £28.0 million through a conditional Placing by Cenkos of 50,909,091 Ordinary Shares at 55 pence per Ordinary Share. The Placing Shares will represent 31.8 per cent. of the Company's Enlarged Share Capital. Save as disclosed in paragraph 3.6 of Part V of this document, there are no options granted at the date of Admission.

The Placing Shares to be issued on Admission will rank, on issue, *pari passu* with the existing Ordinary Shares including the right to receive dividends and other distributions, that will be made or paid after Admission. Following the Placing, the interests of the Directors will amount, in aggregate, to 38.3 per cent. of the Enlarged Share Capital on an undiluted basis excluding shares held in trust for employees. Further details of the Directors' interests in the Ordinary Shares are set out in paragraph 8.5 of Part V of this document.

Pursuant to the Placing Agreement, Cenkos has conditionally agreed with the Company, on and subject to the terms set out therein, to use reasonable endeavours to procure institutional and other investors to subscribe for Placing Shares at the Placing Price. To the extent that the Placing Shares are not subscribed by placees, Cenkos is not required to subscribe for those shares. The Placing is conditional, amongst other things, on the Placing Agreement becoming unconditional and not being terminated in accordance with its terms and Admission taking place.

The Placing Agreement contains warranties undertakings and other agreements on the part of the Company and the Directors (which, so far as the Directors are concerned, are limited in amount and duration), in favour of Cenkos. In addition, the Company has given Cenkos an indemnity which applies in certain circumstances. In light of their lack of familiarity with the historic business and operations of the Group the Company has also indemnified each of the Non Executive Directors against claims arising from the contents of this document.

The obligations of Cenkos are conditional on, amongst other things, Admission taking place by 8.00 a.m. on 22 March 2010 (or such later time and date, being not later than 6 April 2010, or as Cenkos shall agree). Cenkos is also entitled to terminate the Placing Agreement at its absolute discretion in certain specified circumstances prior to Admission. If this right is exercised, the Placing will lapse. On Admission, at the Placing Price, the Company will have a market capitalisation of approximately £88 million. Further details of the Placing Agreement are set out in paragraph 8.5 of Part V of this document.

Lock-in arrangements

Each of Adrian Yong, Wong Chow Ming, Soon Huat Thoo and Michael Leong, being directors and senior management of the Group, has entered into a lock-in deed in accordance with the Placing Agreement in respect of 80,842,782 Ordinary Shares representing 50.53 per cent. of the Enlarged Share Capital. Lye Siow Meng, the nominee of Horwarth Crowe, has also entered into a lock in agreement with the Company. The terms of these arrangements are described more fully in paragraph 8.6 of Part V of this document.

Retlationship Agreement

The Company has entered into a relationship agreement with Adrian Yong and Wong Chow Ming (the "Major Shareholders") dated 15 March 2010 (the "Relationship Agreement"). The Relationship Agreement seeks to regulate the relationship between the Company and the Major Shareholders in such a manner as to enable the Company to carry on its business independently of them and provides that all transactions and relationships between the Company and each of the Major Shareholders shall be at arms length and on normal commercial terms and subject in relation to certain matters to the consent of a majority of independent directors of the Company. The Relationship Agreement also contains undertakings by the Major

Shareholders relating to the exercise of their rights in the Company, including the exercising of their voting rights. The provisions of the Relationship Agreement shall terminate (i) completely in the event that the aggregate shareholding of the Major Shareholders is less than 30 per cent. of the issued share capital of the Company; or (ii) in relation to a Major Shareholder in the event that the Major Shareholder no longer holds a beneficial interest in the issued share capital of the Company.

Settlement, dealings and CREST

Application has been made for Admission of the Ordinary Shares to trading on AIM. It is expected that Admission to trading will become effective and that dealings in the Ordinary Shares will commence at 8.00 a.m. on 22 March 2010.

Application has been made for all of the Ordinary Shares to be eligible for admission to CREST with effect from Admission. Accordingly, settlement of transactions in the Ordinary shares following Admission may take place in CREST if the relevant Shareholder so wishes. CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a share certificate and transferred otherwise than by written instrument. The Articles permit the holding and transfer of Ordinary Shares under the CREST system. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so. Persons acquiring shares as a part of the Placing may elect to receive Ordinary Shares in uncertificated form if, but only if, that person is a "system-member" (as defined in the CREST Regulations) in relation to CREST.

It is expected that, subject to the satisfaction of the conditions of the Placing, the Placing Shares will be registered in the names of the placees subscribing for them and issued either: by in certificated form, where the placee so elects, with the relevant share certificate expected to be dispatched by post, at the placees risk, by/or in CREST, where the placee so elects and only if the placee is a "system member" (as defined in the CREST Regulations) in relation to CREST, with delivery (to the designated CREST account) of the Ordinary Shares subscribed for expected to take place on 22 March 2010. Notwithstanding the election by placees as to the form of delivery of the Placing Shares, no temporary documents of title will be issued. All documents or remittances sent by or to a placee, or as they may direct, will be sent through the post at their risk. Pending the dispatch of definitive share certificates (as applicable), instruments of transfer will be certified against the Company's register of members.

PART IV

ACCOUNTANT'S REPORT AND FINANCIAL INFORMATION ON THE GROUP

The Board of Directors
on behalf of
CSF Group plc
Ordnance House
31 Pier Road
St Helier
Jersey
JE4 8PW

Cenkos Securities plc
6,7,8 Tokenhouse Yard
London
EC2R 7AS

15 March 2010

Dear Sirs

CSF Group plc

We report on the financial information set out Part IV of the AIM admission document dated 15 March 2010 of CSF Group plc (the "Company") (the "Admission Document"). This financial information has been prepared for inclusion in the Admission Document on the basis of the accounting policies and basis of preparation set out in note 1 to the financial information. This report is required by Annex I item 20.1 of Commission Regulation (EC) No 809/2004 (the "Prospectus Directive Regulation) as applied by Paragraph (a) of Schedule Two to the AIM Rules for Companies and is given for the purpose of complying with that requirement and for no other purpose.

The Company is a new holding company. Accordingly, the financial information presented in the Admission Document represents an aggregation of the financial information of the Company's subsidiaries CSF Advisers SDN BHD, CSF CX SDN BHD and Atlas CSF SDN BHD (together the "Aggregated Group") as set out in note 1 to the financial information.

Responsibilities

The Directors of the Company are responsible for preparing the financial information on the basis of preparation set out in note 1 to the financial information.

It is our responsibility to form an opinion as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Save for any responsibility arising under paragraph (a) of Schedule Two to the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation as applied by Paragraph (a) of Schedule Two to the AIM Rules for Companies, consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Aggregated Group as at the dates stated and of its profits or losses, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in note 1.

This report does not cover, and we express no opinion on, the financial information for the six month periods ended 30 September 2009 and 30 September 2008 set out in the financial information which is marked unaudited.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) as applied by paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Annex I item 1.2 and Annex III item 1.2 of the Prospectus Directive Regulation as applied by Schedule Two to the AIM Rules for Companies.

Yours faithfully

Deloitte LLP
Chartered Accountants

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 2 New Street Square, London EC4A 3BZ, United Kingdom. Deloitte LLP is the United Kingdom member firm of Deloitte Touche Tohmatsu ('DTT'), a Swiss Verein, whose member firms are legally separate and independent entities. Please see www.deloitte.co.uk/about for a detailed description of the legal structure of DTT and its member firms.

HISTORICAL FINANCIAL INFORMATION

Historical financial information for the six months to 30 September 2009 and 2008 and the years to 31 March 2007, 2008 and 2009.

AGGREGATED STATEMENT OF COMPREHENSIVE INCOME

	Note	*Year ended 31 March 2009 RM'000*	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Revenue	5,6	55,954	55,704	29,934	32,178	22,666
Cost of sales	6	(42,650)	(39,448)	(20,411)	(21,062)	(17,106)
Gross profit		13,304	16,256	9,523	11,116	5,560
Other operating income	5	2,699	1,425	1,053	2,385	1,119
Administrative expenses		(9,873)	(5,411)	(4,264)	(5,138)	(4,092)
Allowance for doubtful debt	15	(94)	–	(4,902)	(84)	–
Impairment loss on unquoted investments	13	(693)	–	–	–	–
Operating profit		5,343	12,270	1,410	8,279	2,587
Finance income	5, 8	110	75	23	68	42
Finance costs	8	(4,971)	(1,055)	(946)	(3,742)	(1,357)
Profit before tax		482	11,290	487	4,605	1,272
Tax	9	(2,596)	(2,544)	(257)	(1,144)	(740)
(Loss)/profit for the financial period	7, 21	(2,114)	8,746	230	3,461	532
(Loss)/earnings per share						
Basic (Malaysian sen)	10	(1.94)	8.02	0.21	3.17	0.49

All results derive from continuing operations.

AGGREGATED BALANCE SHEET

	Note	As at 31 March 2009 RM'000	As at 31 March 2008 RM'000	As at 31 March 2007 RM'000	As at 30 September 2009 RM'000 (unaudited)
Non-current assets					
Property, plant and equipment	12	145,401	36,915	30,833	160,386
Investments	13	179	872	58	179
Deferred tax asset	20	5,487	6,245	6,820	4,916
		151,067	44,032	37,711	165,481
Current assets					
Inventories	14	9,926	3,414	3,714	7,766
Trade and other receivables	15	29,044	16,928	10,249	33,993
Restricted cash		2,719	655	1,771	3,330
Cash and cash equivalents	16	5,929	3,020	1,373	2,854
		47,618	24,017	17,107	47,943
Total assets		198,685	68,049	54,818	213,424
Current liabilities					
Trade and other payables	17	61,689	28,283	25,491	60,568
Current tax liabilities		412	569	–	1,335
Obligations under finance leases	19	117	429	512	70
Borrowings	18	9,483	9,060	6,621	16,565
		71,701	38,341	32,624	78,538
Non-current liabilities					
Borrowings	18	119,647	4,160	5,496	124,633
Obligations under finance leases	19	37	115	507	46
Deferred tax liabilities	20	851	819	324	297
		120,535	5,094	6,327	124,976
Total liabilities		192,236	43,435	38,951	203,514
Net assets		6,449	24,614	15,867	9,910
Equity					
Share capital	21	12,500	2,501	2,500	12,500
Other reserve	21	(26,050)	–	–	(26,050)
Retained earnings	21	19,999	22,113	13,367	23,460
Total equity		6,449	24,614	15,867	9,910

AGGREGATED STATEMENT OF CHANGES IN EQUITY

	Note	*Share capital RM'000*	*Other reserve RM'000*	*Retained earnings RM'000*	*Total RM'000*
At 1 April 2006		2,500	–	13,137	15,637
Profit for the period		–	–	230	230
At 31 March 2007		2,500	–	13,367	15,867
Profit for the period		–	–	8,746	8,746
New shares issued		1	–	–	1
At 31 March 2008		2,501	–	22,113	24,614
Profit for the period		–	–	532	532
New shares issued		9,999	–	–	9,999
At 30 September 2008 (unaudited)		12,500	–	22,645	35,145
Loss for the period		–	–	(2,646)	(2,646)
Legal acquisition of Atlas	21	–	(26,050)	–	(26,050)
At 31 March 2009		12,500	(26,050)	19,999	6,449
Profit for the period		–	–	3,461	3,461
At 30 September 2009 (unaudited)		12,500	(26,050)	23,460	9,910

AGGREGATED CASH FLOW STATEMENT

	Note	*Year ended 31 March 2009 RM'000*	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Net cash inflow/(outflow) from operating activities	22	27,626	7,215	(511)	3,217	13,873
Investing activities						
Interest received		64	75	23	68	42
Additions to property, plant and equipment		(111,637)	(7,337)	(351)	(20,223)	(21,330)
Proceeds from sale of property, plant and equipment		153	43	–	–	–
Purchase of investments		–	(829)	–	–	–
Legal acquisition of Atlas	21	(26,050)	–	–	–	(26,050)
Other investing activities		1	18	34	–	–
Net cash used in investing activities		(137,469)	(8,030)	(294)	(20,155)	(47,338)
Financing activities						
Proceeds from issue of shares		9,999	1	–	–	9,999
Repayments of obligations under finance leases		(403)	(474)	(572)	(38)	(238)
(Increase)/decrease in restricted cash		(2,054)	1,116	(1,146)	(611)	(2,567)
New bank loans raised (net of expenses)		131,039	–	–	14,351	58,311
Repayment of borrowings		(7,448)	(1,404)	(1,160)	(2,737)	(5,948)
Advances from/(repayment to) directors		2,399	(287)	–	2,898	2,050
(Repayment to)/advances from a former director		(12,500)	1,275	538	–	(12,500)
Debt issuance costs		(650)	(380)	–	–	–
Net cash generated from/(used in) financing activities		120,382	(153)	(2,340)	13,863	49,107
Net increase/(decrease) in cash and cash equivalents		10,539	(968)	(3,145)	(3,075)	15,642
Cash and cash equivalents at beginning of financial period		(4,610)	(3,642)	(497)	5,929	(4,610)
Cash and cash equivalents at end of financial period	16	5,929	(4,610)	(3,642)	2,854	11,032

NOTES TO THE AGGREGATED FINANCIAL INFORMATION

1. GENERAL INFORMATION

The historical financial information has been prepared for the inclusion in the Admission Document for the Initial Public Offering of shares of CSF Group plc on the Alternative Investment Market. On 12 March 2010 CSF Group plc acquired, in a share for share exchange, CSF International Limited. On 29 January 2010 CSF International Limited acquired, in a share for share exchange, CSF Advisers SDN BHD (including its subsidiary Atlas CSF SDN BHD) and CSF CX SDN BHD.

The business activities of these entities include the design, construction and installation of data centres on an outsourced basis, ongoing support and maintenance and rental of data centre space. CSF CX SDN BHD has made a significant investment in the CX2 data centre during 2008 and financed the investment primarily through loans. In November 2009 CSF CX SDN BHD completed a sale and leaseback of the CX2 data centre, cash proceeds of RM181,200,000 were received of which RM96,000,000 were used to repay bank borrowings.

Basis of preparation

The businesses to be transferred to CSF Group plc were not previously held by a single legal entity, and accordingly consolidated financial information does not exist. For the purpose of the historical financial information, in order to present the historical results of these businesses, CSF Advisers SDN BD, Atlas CSF SDN BHD and CSF CX SDN BHD (collectively, the "Aggregated Group") have been aggregated to present them as a single group (referred to as the "Aggregated Financial Information"). Each of the companies in the Aggregated Group operates in and were incorporated in Malaysia under The Companies Act 1965.

As these entities have been ultimately controlled and managed by the same parties both before and after the combination and that control is not transitory (common control), the presentation of this aggregated financial information is in accordance with the guidance in the Annexure to Statement of Investment Reporting 2000 "Investment Reporting Standards Applicable to Public Reporting Engagements on Historical Financial Information" (the "Annexure").

The Aggregated Financial Information has been prepared as if each of the entities comprising the Aggregated Group had been held by CSF Group plc from the later of 1 April 2006 or date of incorporation.

All of the companies in the Aggregated Group, with the exception of CSF CX SDN BHD which was incorporated on 27 September 2007, have been in existence throughout the three years and six month period ended 30 September 2009 (the "Financial Period") presented in the Aggregated Financial Information.

The Aggregated Financial Information is based on the historical financial information of each entity in the Aggregated Group. The Aggregated Financial Information was prepared based on the following principles:

- The assets and liabilities, income and expenses, and cash flows of the individual entities in the Aggregated Group have been aggregated;
- The total amounts invested by shareholders in each of the individual entities, in the form of share capital and additional paid in capital have been aggregated and reflected as share capital. As the Aggregated Group is not held by a single entity this does not represent shares in the Aggregated Group;
- The historical retained earnings have been aggregated;
- All significant intra-group transactions, balances and profits have been eliminated. This includes the investment of RM26,050,000 in Atlas CSF SDN BHD, which was legally acquired by CSF Advisors SDN BHD in April 2008. As Atlas CSF SDN BHD has been included in the

1. GENERAL INFORMATION (CONTINUED)

Aggregated Group for the Financial Period, the elimination of this investment and cash outflow has been reflected within equity as Other Reserve (note 21); and

- Earnings per share has been determined based on the number of ordinary shares of CSF Group plc expected to be in issue immediately prior to Admission. As the Aggregated Group comprises an aggregation of companies, there is no holding company of the Aggregated Group and therefore no number of ordinary shares.

Basis of accounting

The Aggregated Financial Information has been prepared in accordance with the requirements of the United Kingdom Listing Authority (UKLA) Prospectus Rules and the Listing Rules.

Other than the presentation of combined information for entities that are not held by a single entity and the calculation of earnings per share, the Aggregated Financial Information has been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Aggregated Financial Information has been prepared on a going concern basis.

The Aggregated Financial Information is presented in Malaysian Ringgit because that is the currency of the primary economic environment in which the Aggregated Group operates.

The Aggregated Financial Information has been prepared on the historical cost basis, except for the valuation of listed investments. The principal accounting policies adopted, which have been applied consistently in the Financial Period, are outlined below.

2. NEW AND REVISED STANDARDS

At the date of the authorisation of the Aggregated Financial Information, the following standards and interpretations, which have not been applied in the Aggregated Financial Information, were in issue but not yet effective:

IFRS 2	Amendment – Share-based payments
IFRS 3	Amendment – Business combinations
IFRS 5	Amendment – Non-current assets held for sale and discontinued operations
IAS 7	Amendment – Statement of cash flows
IAS 16	Amendment – Property, plant and equipment
IAS 17	Amendment – Leases
IAS 27	Amendment – Consolidated and separate financial statements
IAS 32	Amendment – Financial instruments: Presentation
IAS 36	Amendment – Impairment of assets
IAS 38	Amendment – Intangible assets
IAS 39	Amendment – Financial instruments: Recognition and measurement
IFRIC 10	Interim financial reporting and impairment
IFRIC 11	Group and treasury share transactions
IFRIC 13	Customer loyalty programmes
IFRIC 14	IAS 19 – The Limit on Defined Benefit Asset, Minimum Funding Requirements and Their Interaction
IFRIC 15	Agreements for the Construction of Real Estate
IFRIC 16	Hedges of a Net Investment in a Foreign Subsidiary
IFRIC 17	Distributions of Non-cash Assets to Owners
IFRIC 18	Transfer of Assets from Customers

The directors do not anticipate that the adoption of these standards and interpretations in future financial periods will have a material impact on the Aggregated Financial Information.

3. SIGNIFICANT ACCOUNTING POLICIES

Revenue recognition and contract accounting

Revenue represents amounts receivable for work carried out in the rental of data centre space, fitting out data centres and the maintenance of data centres.

Revenue on fit-out activity is recognised over the period of the activity and in accordance with the underlying contract. Revenue is measured by reference to the fair value of consideration received or receivable from customers. Cost overspends on fit-outs are recognised as they arise and cost under-spends recognised when it is known with reasonable certainty the final position of the relevant contract. Where fit-outs are in progress and where sales invoiced exceed the cost of work completed, the excess is shown as deferred income, within other financial assets. When it is probable that total fit-out costs will exceed contract revenue, the expected loss is recognised as an expense immediately.

Income from support and maintenance agreements and the rental of data centre space is recognised on a straight line basis over the period of the related activity. Data centre space is rented out under operating leases.

Other operating income

Other operating income comprises gross income receivable from data centre tenants in respect of electricity consumption and is recognised on a straight line basis over the period of consumption. The associated electricity expense is included within administrative costs and is recognised on a straight line basis over the period of consumption.

Retirement benefit costs

As required by Malaysian law, the company makes contributions to the Employees Provident Fund. The Aggregated Group pays a fixed contribution based on a set percentage of employee's salary. The Aggregated Group has no further legal or constructive obligations in respect of the retirement benefit costs. Payments to the Employee Provident Fund are recognised as an expense in the income statement as incurred.

Taxation

The tax expense represents the sum of the tax currently payable, and deferred tax.

The tax currently payable is based on taxable profit for the financial period. Taxable profit differs from net profit as reported in the Aggregated Comprehensive Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Aggregated Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the Aggregated Financial Information and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates and interests in joint ventures, except where the Aggregated Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Aggregated Comprehensive Income Statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Aggregated Group intends to settle its current tax assets and liabilities on a net basis.

Property, plant and equipment

Land and properties under construction are held at cost and are not depreciated. Property, plant and equipment are held at cost less accumulated depreciation and any recognised impairment loss. They are depreciated using the straight-line method over their expected useful lives as follows:

Buildings	–	2%
Plant and machinery	–	10%
Computer equipment	–	20%

Depreciation is charged in full in the month of acquisition and disposal.

Assets held under finance lease are depreciated over their useful lives as set out above, or over the lease term if shorter.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the Aggregated Comprehensive Income Statement.

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of property, plant and equipment. Other borrowing costs are recognised as an expense in the period in which they arise.

In accordance with the transitional provisions of IAS 23 'Borrowing Costs' (Revised 2007), borrowing costs relating to qualifying assets for which the commencement date of capitalisation is prior to 1 April 2009 have been recognised as an expense in the period in which they arise.

Impairment of tangible assets

At each balance sheet date, the Aggregated Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indications exist, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Aggregated Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount in which case the reversal of the impairment loss is treated as a revaluation increase.

Investments

The Aggregated Group has certain investments in listed and private companies. Investments include entities where the Aggregated Group does not have the ability to exercise significant influence.

Investments in listed businesses are quoted on an active market and have been acquired principally for the purpose of selling in the near term. They are therefore classified as held for trading and are treated as 'at fair value through profit and loss' (FVTPL). Listed investments are measured at each reporting date at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend earned on the investment.

Investments in private companies are held as non-current assets and are stated at cost less provision for any impairment. A provision is recognised when there is doubt over the future realisation of value.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct material costs. Net realisable value represents the estimated selling price less all estimated costs of completion.

Financial instruments

Financial assets and financial liabilities are recognised on the Aggregated Group's Balance Sheet when the Aggregated Group becomes a party to the contractual provision of the instrument.

Trade and other receivables

Receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in the Aggregated Comprehensive Income Statement when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held with banks with an original maturity date of 3 months or less.

Restricted cash

Restricted cash comprises fixed deposits with licensed banks which are pledged to the banks in guarantee for the bank borrowing. Restricted cash is not included in cash and cash equivalents.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost using the effective interest rate method.

Borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are amortised over the period in the Aggregated Comprehensive Income Statement using the effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Aggregated Group at their fair value or, if lower, at the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the Aggregated Balance Sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Aggregated Group's general policy on borrowing costs.

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease.

Benefits received and receivable as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term.

Provisions

Provisions are recognised when the Aggregated Group has a present obligation as a result of a past event and it is probable that the Aggregated Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to present value where the effect is material.

Foreign currencies

Each of the individual entities in the Aggregated Group operates solely in Malaysia and each has a functional currency of Malaysian Ringgit. The presentational currency of the Aggregated Financial Information is also Malaysian Ringgit.

Transactions in currencies other than the Aggregated Group's functional currency are recognised at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Critical judgements in applying the company's accounting policies

In the process of applying the Aggregate Group's accounting policies, which are described in note 3, the Directors must make estimates and assumptions that affect the amounts recognised in the Aggregated Financial Information. Several of these estimates and judgments are related to matters that are inherently uncertain as they pertain to future events. These estimates and judgments are evaluated at each reporting date and are based on historical experience, internal controls, advice from external experts and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates may vary from the actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed on the subsequent pages.

Revenue recognition

Revenue from the installation, integration and fit-out of equipment is recognised over the period of the related fit-out activity, which requires the Directors to consider the costs incurred to the balance sheet date and estimate the costs to completion of the contract, as described in note 3. The estimation of costs to complete on contracts is judgemental and requires an estimate of the cost of materials, labour hours and cost, and time to complete. The estimate of the total costs to complete are based on historical experience and status of each project. The estimates are reviewed regularly and revised as necessary. Any significant change in these estimates will result in a change to the revenue recognition and the margin for future periods.

Impairment of investments

The Aggregated Group has certain investments in private companies that are carried at cost. At each balance sheet date, the carrying values of these investments are assessed for indicators of impairment. The items the Director's consider as indicators of impairment include a significant or prolonged decline in the fair market value of an investment below its cost, recent stock issuances at a price below the investment price, adverse news on a company's activities, the overall financial condition of the business and its near term prospects.

In instances where this review indicates there is impairment, for private companies the Group writes down the investment to its estimated fair value.

Provision for bad and doubtful debts

The provision for bad and doubtful debts includes the assessment of amounts receivable on an individual and collective basis. For individual provisions, events and circumstances such as breaching credit terms, evidence of the debtor experiencing financial difficulties, and potentially the probability of the debtor entering bankruptcy or financial reorganisation are considered. Based on these indicators a judgment is made whether a provision is required. In respect of a collective assessment, the estimation of the future settlement profile of trade receivables is judgemental and includes consideration of past experience in collecting payments, an increase in the number of delayed payments past the credit period as well as observable changes in the economic conditions that correlate with default on receivables.

Deferred tax asset

The Aggregated Group recognises deferred tax assets to the extent that it is probable that taxable profits will be available to utilise the asset. At each balance sheet date, the Directors review the forecast taxable profits of the Aggregated Group to assess the recoverability of the deferred tax asset. To the extent that it is no longer probable that sufficient taxable profits will be available, the carrying amount of the deferred tax asset is reduced.

5. REVENUE

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Data centre rental income	13,739	8,037	3,187	16,591	4,889
Provision of goods and services	42,215	47,667	26,747	15,587	17,777
	55,954	55,704	29,934	32,178	22,666
Other operating income	2,699	1,425	1,053	2,385	1,119
Finance income	110	75	23	68	42
Total revenue	58,763	57,204	31,010	34,631	23,827

6. REPORTING SEGMENTS

The management of the Aggregated Group regularly reviews segment information based on the key products and services provided to its customers; rental of data centre space and the design and development of data centre facilities. The design and fit-out of data centre facilities includes the support and maintenance of data centres. The profitability of the segments is reviewed based on operating profit before foreign exchange gain/(loss) and is based on IFRS.

The Aggregated Group operates exclusively in Malaysia.

Six months ended 30 September 2009

	Data centre rental income RM'000	*Design and fit-out of data centre facilities RM'000*	*Intercompany trading RM'000*	*Aggregated RM'000*
External sales	16,591	15,587	–	32,178
Intercompany trading	–	12,897	(12,897)	–
Total revenue	16,591	28,484	(12,897)	32,178
Segment depreciation	5,163	75	–	5,238
Segment result	6,707	2,736	(1,290)	8,153
Foreign exchange gain/(loss)				126
Net finance costs				(3,674)
Profit before tax				4,605
Tax				(1,144)
Profit for the financial period				3,461

6. REPORTING SEGMENTS (CONTINUED)

Year ended 31 March 2009

	Data centre rental income RM'000	*Design and fit-out of data centre facilities RM'000*	*Intercompany trading RM'000*	*Aggregated RM'000*
Revenue				
External sales	13,739	42,215	–	55,954
Intercompany trading	–	27,062	(27,062)	–
Total revenue	13,739	69,277	(27,062)	55,954
Segment depreciation	2,993	143	–	3,136
Segment result	2,341	5,796	(2,706)	5,431
Foreign exchange gain/(loss)				(88)
Net finance costs				(4,861)
Profit before tax				482
Tax				(2,596)
Loss for the financial year				(2,114)

Six months ended 30 September 2008

	Data centre rental income RM'000	*Design and fit-out of data centre facilities RM'000*	*Intercompany trading RM'000*	*Aggregated RM'000*
External sales	4,889	17,777	–	22,666
Intercompany trading	–	5,927	(5,927)	–
Total revenue	4,889	23,704	(5,927)	22,666
Segment depreciation	555	66	–	621
Segment result	1,908	1,272	(593)	2,587
Foreign exchange gain/(loss)				–
Net finance costs				(1,315)
Profit before tax				1,272
Tax				(740)
Profit for the financial period				532

6. REPORTING SEGMENTS (CONTINUED)

Year ended 31 March 2008

	Data centre rental income RM'000	Design and fit-out of data centre facilities RM'000	Intercompany trading RM'000	Aggregated RM'000
External sales	8,037	47,667	–	55,704
Intercompany trading	–	–	–	–
Total revenue	8,037	47,667	–	55,704
Segment depreciation	1,044	211	–	1,255
Segment result	5,016	7,255	–	12,271
Foreign exchange gain/(loss)				(1)
Net finance costs				(980)
Profit before tax				11,290
Tax				(2,544)
Profit for the financial year				8,746

Year ended 31 March 2007

	Data centre rental income RM'000	Design and fit-out of data centre facilities RM'000	Intercompany trading RM'000	Aggregated RM'000
External sales	3,187	26,747	–	29,934
Intercompany trading	–	–	–	–
Total revenue	3,187	26,747	–	29,934
Segment depreciation	1,159	197	–	1,356
Segment result	883	391	–	1,274
Foreign exchange gain/(loss)				136
Net finance costs				(923)
Profit before tax				487
Tax				(257)
Profit for the financial year				230

6. REPORTING SEGMENTS (CONTINUED)

Information about major customers

There is a concentration of revenue from certain customers in each year. However due to the nature of design and fit-out of data centre facilities, these customers vary from year to year. Revenues include amounts arising from the following customers:

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Data centre rental					
Customer A	4,799	3,410	–	8,034	2,154
Customer B	546	–	–	3,277	–
Design and fit-out of data centre facilities					
Customer C	–	3,337	3,171	343	494
Customer D	4,543	–	4,023	3,994	161
Customer E	–	–	6,162	345	364
Customer F	–	17,993	2,494	246	–
Customer G	–	3,095	–	1,331	586
Customer H	–	2,376	–	57	156
Customer I	11,451	–	–	602	6,530
Customer J	–	–	–	4,220	–

7. (LOSS)/PROFIT FOR THE FINANCIAL PERIOD

(Loss)/profit for the financial period has been arrived at after charging/(crediting):

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Net foreign exchange losses/(gains)	88	1	(136)	(126)	–
Depreciation of property, plant and equipment	3,136	1,255	1,356	5,238	621
Staff costs	5,113	3,309	2,883	2,721	1,921
Impairment loss recognised on unquoted investments	693	–	–	–	–
Allowance for doubtful debt	94	–	4,902	84	–
Operating lease	14	–	–	55	–

8. NET FINANCE (COSTS)/INCOME

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Interest receivable on bank deposits	110	75	23	68	42
Finance income	110	75	23	68	42
Interest payable on bank loans, overdrafts and finance leases	(4,465)	(1,033)	(946)	(3,371)	(1,357)
Debt issuance costs	(506)	(22)	–	(371)	–
Finance costs	(4,971)	(1,055)	(946)	(3,742)	(1,357)
Net finance cost	(4,861)	(980)	(923)	(3,674)	(1,315)

9. TAX

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Malaysian current tax on net income of the current financial period	1,801	1,465	100	1,127	300
Charge in respect of prior financial periods	5	9	49	–	–
Total current tax	1,806	1,474	149	1,127	300
Deferred tax liability (see note 20)	32	495	175	(554)	61
Deferred tax asset (see note 20)	758	575	(67)	571	379
Total tax charge	2,596	2,544	257	1,144	740

Malaysian corporation tax is calculated for the six month period ended 30 September 2009 at a rate of 25 per cent. (six month period to 30 September 2008: 25 per cent.) and the year ended 31 March 2009 at a rate of 25 per cent. (2008: 26 per cent.; 2007: 27 per cent.).

9. TAX (CONTINUED)

The tax charge for the Financial Period can be reconciled to the profit in the aggregated comprehensive income statement as follows:

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Profit before tax	482	11,290	487	4,605	1,272
Malaysian corporation tax rate	25%	26%	27%	25%	25%
Tax at the Malaysian corporate tax rate	121	2,935	132	1,151	318
Tax effect of:					
Lower tax rate on the first RM500,000 of taxable income	(50)	(60)	(46)	(75)	(50)
Deferred tax assets not recognised	1,485	2	45	–	378
Expenses that are not deductible in determining taxable profit	1,016	273	222	639	555
Tax incentives utilised	19	(615)	(145)	(571)	(461)
Prior period tax charge/(credit)	5	9	49	–	–
	2,596	2,544	257	1,144	740

The tax charge for the accounting period ended 31 March 2009 is higher than the statutory rate predominantly due to losses arising in CSF CX SDN BHD not being available to offset against profits arising in Atlas CSF SDN BHD or CSF Advisers SDN BHD as the companies were not in the same tax group in the period (these losses are also unrecognised for deferred tax purposes as there is insufficient evidence that the related asset would be recoverable in the future); and the impact of the accounting profit arising on intercompany trading between Atlas SDN BHD and CSF CX SDN BHD in respect of work completed on CX2 on which a tax charge arises in Atlas SDN BHD but the accounting profit is eliminated on aggregation.

10. (LOSS)/EARNINGS PER SHARE

The calculations for (loss)/earnings per share, based on the weighted average number of shares, are shown in the table below.

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Net (loss)/profit for the financial period after taxation attributable to members	(2,114)	8,746	230	3,461	532
Number of ordinary shares for basic earnings per share	109,090,909	109,090,909	109,090,909	109,090,909	109,090,909

The number of ordinary shares for basic earnings per share is the number of ordinary shares of CSF Group plc expected to be in issue immediately prior to Admission. As the Aggregated Group comprises an aggregation of companies (refer to basis of preparation in Note 1), there is no holding company of the Aggregated Group and therefore no number of ordinary shares.

11. AGGREGATED GROUP COMPANIES

The Aggregated Group consists of the following companies:

Name of Company	*Activity*	*Country of incorporation and operation*
CSF Advisers SDN BHD	Provision of on-going support and maintenance for data centres	Malaysia
Atlas CSF SDN BHD	Design, construction, installation, and initiation of data centres on an outsourced basis	Malaysia
CSF CX SDN BHD	Construction of owned data centres, and subsequent rental on a tenancy basis	Malaysia

12. PROPERTY, PLANT AND EQUIPMENT

	Properties under construction RM'000	*Land and buildings RM'000*	*Plant and machinery RM'000*	*Computer equipment RM'000*	*Total RM'000*
Cost:					
At 1 April 2006	–	29,552	5,399	280	35,231
Additions	–	–	314	37	351
At 31 March 2007	–	29,552	5,713	317	35,582
Additions	5,048	1,737	495	57	7,337
Disposals	–	–	(199)	–	(199)
At 31 March 2008	5,048	31,289	6,009	374	42,720
Additions	33,142	8,859	69,562	74	111,637
Transfer	(38,190)	38,190	–	–	–
Disposals	–	–	(447)	–	(447)
At 31 March 2009	–	78,338	75,124	448	153,910
Additions	–	8,738	11,470	15	20,223
At 30 September 2009	–	87,076	86,594	463	174,133
Accumulated depreciation:					
At 1 April 2006	–	1,235	1,971	187	3,393
Charge for the year	–	666	645	45	1,356
At 31 March 2007	–	1,901	2,616	232	4,749
Charge for the year	–	621	588	46	1,255
Disposals	–	–	(199)	–	(199)
At 31 March 2008	–	2,522	3,005	278	5,805
Charge for the year	–	833	2,249	54	3,136
Disposals	–	–	(432)	–	(432)
At 31 March 2009	–	3,355	4,822	332	8,509
Charge for the financial period	–	798	4,433	7	5,238
At 30 September 2009	–	4,153	9,255	339	13,747
Net book value:					
At 30 September 2009	–	82,923	77,339	124	160,386
At 31 March 2009	–	74,983	70,302	116	145,401
At 31 March 2008	5,048	28,767	3,004	96	36,915
At 31 March 2007	–	27,651	3,097	85	30,833

12. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Freehold land and buildings with carrying values as noted below have been pledged to secure borrowings of the Aggregated Group (see note 18).

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Carrying value of land and buildings	74,983	28,767	27,651	82,923
Carrying value of plant and equipment	70,302	3,004	3,097	77,340
	145,285	31,771	30,748	160,263

On 8 October 2009, CSF CX SDN BHD completed a sale and leaseback on the CX2 data centre for total proceeds of RM181,200,000. The sale of the CX2 data centre gave rise to a net profit of approximately RM38,000,000.

The Aggregated Group had entered into contractual commitments for the construction and fit-out of a data centre as set out below.

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Commitments	18,245	–	2,629	–

The Aggregated Group's obligations under finance leases (see note 19) are secured by the lessors' title to the leased assets which have the carrying values as set out below.

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Plant and machinery	1,423	1,683	2,001	1,313

13. INVESTMENTS

The Aggregated Group's investments comprise:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Investment in listed business	43	43	58	43
Other investments	136	829	–	136
	179	872	58	179

13. INVESTMENTS (CONTINUED)

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Brought forward at start of Financial Period	872	58	121	179
Purchase of other investments	–	829	–	–
Disposal of listed investments	–	(15)	(63)	–
Impairment of unquoted investments	(693)	–	–	–
Carried forward at end of Financial Period	179	872	58	179

The investments in listed businesses are listed on the Malaysian stock exchange.

The other investments comprise investments in businesses incorporated in Thailand and Vietnam. The Aggregated Group owns 14 per cent. of the business incorporated in Thailand, which supplies batteries for use in IT hardware and equipment. The Aggregated Group owns 20 per cent. of the business incorporated in Vietnam which designs, constructs and installs data centres. The Aggregated Group does not have any influence over the operating or financial decisions of either business.

An impairment of RM693,000 was recorded in the year ended 31 March 2009 due to the financial results of the investment in Thailand.

14. INVENTORIES

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Hardware and spares	2,700	2,218	862	2,162
Contract work-in-progress	7,226	1,196	2,852	5,604
	9,926	3,414	3,714	7,766

15. TRADE AND OTHER RECEIVABLES

The Aggregated Group's principal financial assets are trade receivables and other receivables, and cash and cash equivalents.

Trade and other receivables

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Trade receivables	22,491	18,786	14,759	24,136
Allowance for doubtful debts	(7,145)	(7,051)	(7,051)	(178)
	15,346	11,735	7,708	23,958
Other receivables	10,366	2,935	1,382	7,469
Prepayments and accrued income	3,332	2,258	1,159	2,566
	29,044	16,928	10,249	33,993

Trade receivables are shown after deducting a provision for bad and doubtful debts. The carrying amount of financial assets recorded in the Aggregated Financial Information, which is net of impairment losses, represents the Aggregated Group's maximum exposure to credit risk. The Aggregated Group's credit risk is primarily attributable to its trade and other receivables. The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

Other receivables includes amounts due from related parties per note 24.

The average credit period taken on sales was as follows:

	Year ended 31 March 2009 Days	*Year ended 31 March 2008 Days*	*Year ended 31 March 2007 Days*	*Six-month period ended 30 September 2009 Days (unaudited)*
Average credit period	88	64	120	180

Before accepting any new customer, the Directors of the Aggregated Group consider the customer and its trading history.

15. TRADE AND OTHER RECEIVABLES (CONTINUED)

The age of trade receivables past due but not considered impaired is as follows:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Ageing of past due but not impaired receivables				
31 – 60 days	2,163	2,119	1,313	5,618
61 – 90 days	2,214	33	438	1,044
90+ days	4,460	442	1,636	5,646
	8,837	2,594	3,387	12,308

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Movement in the allowance for doubtful debts				
Balance at the beginning of the Financial Period	7,051	7,051	2,149	7,145
Amounts written off as uncollectable	–	–	–	(7,051)
Allowance for doubtful debts	94	–	4,902	84
Balance at the end of the Financial Period	7,145	7,051	7,051	178

In determining the recoverability of trade receivables the Aggregated Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated.

Included in the allowance for doubtful debts as at 31 March 2007, 31 March 2008 and 31 March 2009 are individually impaired trade receivables with a balance of approximately RM7,051,000 due from companies which have been placed into liquidation. The debt was written off in the six month period to 30 September 2009.

Other receivables

Other receivables do not include any impaired amounts or any amounts past due. Aggregated Group other receivables include amounts owed from related parties and directors (see note 24 for further details).

16. CASH AND CASH EQUIVALENTS

Cash and cash equivalents

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Fixed deposits with licensed banks	2,000	–	800	910
Cash and bank balances	3,929	3,020	573	1,944
Cash and cash equivalents – balance sheet	5,929	3,020	1,373	2,854
Overdraft (Note 18)	–	(7,630)	(5,015)	–
Cash and cash equivalents – cash flow	5,929	(4,610)	(3,642)	2,854

Cash and cash equivalents does not include restricted cash. Restricted cash comprises fixed deposits with licensed banks which are pledged to the banks in guarantee for bank borrowings.

17. TRADE AND OTHER PAYABLES

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Trade payables	17,327	8,564	5,897	12,721
Other creditors	21,942	15,315	17,435	17,566
Deposits received	14,770	1,858	790	13,995
Accruals and deferred income	7,650	2,546	1,369	16,286
	61,689	28,283	25,491	60,568

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases at 30 September 2009 is 130 days (31 March 2009 – 111 days; 31 March 2008 – 67 days; 31 March 2007 – 102 days).

The Directors consider that the carrying amount of trade and other payables approximates their fair value for the Aggregated Group. The Aggregated Group's financial liabilities are carried at amortised cost.

Other payables include amounts owed to related parties per note 24.

18. BANK BORROWINGS

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Bank overdraft	–	7,630	5,015	–
Other current bank borrowings	9,985	1,612	1,606	16,696
	9,985	9,242	6,621	16,696
Unamortised debt issuance cost	(502)	(182)	–	(131)
Current bank borrowings, net of debt issuance cost	9,483	9,060	6,621	16,565
Non-current bank borrowings	119,647	4,336	5,496	124,633
Unamortised debt issuance cost	–	(176)	–	–
Non-current bank borrowings, net of debt issuance cost	119,647	4,160	5,496	124,633

Total bank borrowings comprise:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Bank overdraft	–	7,630	5,015	–
Other current bank borrowings	9,985	1,612	1,606	16,696
Non-current bank borrowings	119,647	4,336	5,496	124,633
Unamortised debt issuance cost	(502)	(358)	–	(131)
	129,130	13,220	12,117	141,198

The fair value of the bank loans approximates their carrying amount.

18. BANK BORROWINGS (CONTINUED)

The maturity of bank loans is set out below:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Within one year	9,985	9,242	6,621	16,696
One to two years	16,606	1,612	1,612	18,896
Two to five years	74,517	2,724	3,884	68,138
More than five years	28,434	–	–	37,599
	129,632	13,578	12,117	141,329

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Overdraft	–	7,630	5,015	–
Trust receipts	1,237	–	–	–
Term loan 1	6,320	–	–	6,320
Term loan 2	23,904	–	–	25,634
Term loan 3	15,510	–	–	18,364
Term loan 4	34,432	–	–	44,761
Fixed loan 1	–	5,948	7,102	–
Fixed loan 2	48,229	–	–	46,250
	129,632	13,578	12,117	141,329

The Aggregated Group's borrowings are subject to restrictive covenants, including disposal of assets and provision of certain financial information to the banks.

The other principal features of the bank borrowings are as follows:

(i) The Aggregated Group's Term Loans 1, 2, 3 and 4 total RM95,079,000 as at 30 September 2009 carry a variable interest rates in the range of 5-6 per cent. per annum. Security over the term loans consists of:

- a debenture incorporating first fixed and floating charges over the present and future assets of CSF CX Sdn Bhd;
- a first legal charge over certain property held by Atlas CSF SDN BHD;
- an irrevocable letter of notification issued by CSF CX SDN BHD to a customer to remit all the rental proceeds to the account of CSF CX SDN BHD with the Bank, and duly acknowledge receipt by the same customer;
- a first party charge over Cash Deposit and Letter of Set-off for RM3,200,000 equivalent to 6 months interest to be placed on lien to the Bank;
- a corporate guarantee for RM115,236,750 executed by CSF Advisers SDN BHD;

18. BANK BORROWINGS (CONTINUED)

- a joint and several guarantee for RM107,820,000 by shareholders Wong Chow Ming and Ow Yong Hoong Peen;
- a placement of RM1,500,000 under fixed deposit held on lien to the bank which is equivalent to 50 per cent. margin of the overdraft limit; and
- a placement of RM1,325,025 under time deposit held on lein to the bank which is equivalent to 30 percent guarantee on the bank guarantee and limit.

(ii) The Aggregated Group's overdraft, Trust Receipts and Fixed Loan 1 have a nil balance as at 30 September 2009. They carried a fixed charge on certain properties of CSF Advisers SDN BHD, a fixed and floating charge over all present and future assets, a joint and several guarantee by certain directors of CSF Advisers SDN BHD and Atlas CSF SDN BHD, credit guarantee of up to RM80,000 or 80 per cent. of the unsecured amount of RM100,000 and a fixed party charge over two parcels of freehold land.

(iii) The Aggregated Group's Fixed Loan 2 had a balance of RM46,250,000 as at 30 September 2009 and carries a variable interest rate in the range of 5-6 per cent. per annum. Security over the fixed loan consists of:

- a first party legal charge for RM50,000,000 over the data centre of CSF Advisers SDN BHD;
- a debenture in such form as the Bank may require and power of attorney are to be created over all the company's present and future assets and properties;
- an assignment of profit guarantee of RM5,000,000 by the vendors of Atlas CSF SDN BHD which is to be backed by a fixed deposit pledge of an equivalent amount for which a memorandum of Legal Charge over Deposits and Guarantee cum Letter of Set Off are to be executed;
- an assignment by CSF Advisers SDN BHD of the rights title and interest in and to the proceeds receivable from tenants, present and future for which a Deed of Assignment of Rental Proceeds and Power of Attorney are to be executed; and
- a joint and several guarantee for RM50,000,000 is to be executed by shareholders Yong Kwet and Ow Yong Hoong Peng.

The Aggregated Group has undrawn committed loan facilities in Malaysian Ringitt at the Financial Period end as shown below:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Undrawn committed facilities	28,287	4,135	3,480	18,221

18. BANK BORROWINGS (CONTINUED)

The undrawn committed facilities are subject to restrictive covenants, including disposal of assets and provision of financial statements to the banks.

The maturity of undrawn committed facilities is set out below:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Within one year	5,743	4,135	3,480	9,980
One to two years	–	–	–	–
Two to five years	–	–	–	–
More than five years	23,154	–	–	8,241
	28,897	4,135	3,480	18,221

19. OBLIGATIONS UNDER FINANCE LEASES

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Current finance leases	117	429	512	70
Non-current finance leases	37	115	507	46
	154	544	1,019	116

The fair value of the finance leases approximates their carrying amount.

The maturity of finance leases is set out below:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Within one year	117	429	512	70
One to two years	27	103	417	27
Two to five years	10	12	90	19
	154	544	1,019	116

Obligations under finance lease and hire purchase contracts are secured on the related assets.

19. OBLIGATIONS UNDER FINANCE LEASES (CONTINUED)

	Minimum lease payments			
	31 March 2009 RM'000	*31 March 2008 RM'000*	*31 March 2007 RM'000*	*30 September 2009 RM'000*
Amounts payable under finance leases:				
Within one year	141	532	635	82
In the second to fifth years inclusive	41	138	629	50
	182	670	1,264	132
Less: future finance charges	(28)	(126)	(245)	(16)
Present value of lease obligations	154	544	1,019	116

	Present value of lease payments			
	31 March 2009 RM'000	*31 March 2008 RM'000*	*31 March 2007 RM'000*	*30 September 2009 RM'000*
Amounts payable under finance leases:				
Within one year	141	532	635	82
In the second to fifth years inclusive	41	138	629	50
	182	670	1,264	132
Less: future finance charges	(28)	(126)	(245)	(16)
Present value of lease obligations	154	544	1,019	116
Less: amount due for settlement within 12 months (shown under current liabilities)	(117)	(429)	(512)	(70)
Amount due for settlement after 12 months	37	115	507	46

20. DEFERRED TAX

The following are the major deferred tax assets and liabilities recognised by the Aggregated Group and movements thereon during the periods shown:

	(Liability) Capital allowances and other timing differences RM'000	*(Asset) Investment tax allowance RM'000*
As at 1 April 2006	149	6,753
Charge to income	175	67
As at 31 March 2007	324	6,820
Charge to income (Note 9)	507	
Current year ITA (Note 9)	–	352
Utilisation of investment tax allowance (Note 9)	–	(927)
Effect of change in tax rate credited to income (Note 9)	(12)	–
As at 31 March 2008	819	6,245
Utilisation of investment tax allowance (Note 9)	–	(379)
Charge to income (Note 9)	61	–
As at 30 September 2008	880	5,866
Charge to income (Note 9)	5	–
Utilisation of investment tax allowance (Note 9)	–	(379)
Effect of change in tax rate credited to income (Note 9)	(34)	–
As at 31 March 2009	851	5,487
Credit to income (Note 9)	(554)	–
Utilisation of investment tax allowance (Note 9)	–	(571)
As at 30 September 2009	297	4,916

The change in tax rate in years ended 31 March 2007, 2008 and 2009 is due to changes in the statutory Malaysian government tax rate.

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Unrecognised deferred tax asset	600	200	–	600

The deferred tax assets shown above, relating to tax losses carried forward, have not been recognised as there is insufficient certainty over the availability of future taxable profits against which to utilise them.

21. EQUITY AND RESERVES

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Share capital				
At start of period	2,501	2,500	2,500	12,500
Issue of shares	9,999	1	–	–
At end of period	12,500	2,501	2,500	12,500

The issue of shares in years ended 31 March 2008 and 2009 is in respect of share issued by CSF CX SDN BHD.

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Other reserve				
At start of period	–	–	–	(26,050)
Legal acquisition of Atlas	(26,050)	–	–	–
At end of period	(26,050)	–	–	(26,050)

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Retained earnings				
At start of period	22,113	13,367	13,167	19,999
(Loss)/profit for the financial period	(2,114)	8,746	230	3,461
At end of period	19,999	22,113	13,361	23,460

During 2008, Atlas CSF SDN BHD, an entity under common control, was legally acquired by CSF Advisers SDN BHD. As described in Note 1, Atlas has been included in the Aggregated Group for all periods as it was under common control. In connection with the aggregation, the investment held in Atlas CSF SDN BHD by CSF Advisers SDN BHD was eliminated against other reserves.

22. NOTES TO THE CASH FLOW STATEMENT

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
(Loss)/profit for the financial period	(2,114)	8,746	230	3,461	532
Adjustments for:					
Allowance for doubtful debts	94	–	4,902	84	–
Bad debts written off	18	248	–	–	–
Amortisation of debt issuance cost	506	22	–	371	–
Depreciation of property, plant and equipment	3,136	1,255	1,356	5,238	621
Interest expense	4,971	1,055	946	3,742	1,357
Dividend income	(1)	(1)	(1)	–	–
Interest income	(110)	(75)	(23)	(68)	(42)
Gain on sale of property, plant and equipment	(125)	(42)	–	–	–
(Profit)/loss on disposal of listed investments	–	(2)	31	–	–
Impairment of other investment	693	–	–	–	–
Tax	2,596	2,544	257	1,144	740
Operating cash inflows before movements in working capital	9,664	13,750	7,698	13,972	3,208
(Increase)/decrease in inventories	(6,513)	301	(1,598)	2,160	(5,368)
(Increase)/decrease in receivables	(12,116)	(6,679)	(3,711)	(4,949)	(1,574)
Increase/(decrease) in payables	43,507	1,804	(1,935)	(4,019)	18,964
Cash generated by operations	34,542	9,176	454	7,164	15,230
Interest paid	(4,954)	(1,055)	(946)	(3,742)	(1,357)
Income taxes paid	(1,962)	(906)	(123)	(205)	–
Tax refund	–	–	104	–	–
Net cash inflow/(outflow) from operating activities	27,626	7,215	(511)	3,217	13,873

23. OPERATING LEASE ARRANGEMENTS

The minimum lease payments under operating leases recognised as an expense in the period is disclosed in Note 7.

As at the reporting date the Aggregated Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*	*Six-month period ended 30 September 2008 RM'000 (unaudited)*
Within one year	78	–	–	78	–
In the second to fifth years inclusive	142	–	–	97	–
After five years	–	–	–	–	–
	220	–	–	175	–

Operating lease payments represent rentals payable by the Aggregated Group in respect of the data centres that are under its management and maintenance.

24. RELATED PARTY TRANSACTIONS

Balances and transactions between the entities in the Aggregated Group, which are related parties, have been eliminated on aggregation and are not disclosed in this note.

Transactions between the Aggregated Group and its directors and shareholders are advances and loans. Transactions with entities that its directors and shareholders control, jointly control or significantly influence are part of normal trading.

The sales and purchases of goods and services to/(from) these related parties were made at prices comparable with those paid by the Aggregated Group for similar services from unrelated parties. The amounts owed by/(to) related parties were unsecured, interest-free and are subject to repayment on demand.

Transactions

During the Financial Period, Aggregated Group subsidiaries entered into the following trading transactions with related parties which are not members of the Aggregated Group:

		Year ended 31 March 2007			
	Note	*Sale of goods and services RM'000*	*Purchase of goods and services RM'000*	*Amounts owed by related parties RM'000*	*Amounts owed to related parties RM'000*
Vista One SDN BHD	(i)	–	190	–	227
C2 Consult SDN BHD	(i)	14	–	14	–
Vista Cybersystem SDN BHD	(i)	3,196	84	–	–
Qualtech SDN BHD	(i)	45	–	3	–
Thirdwave Infrasys SDN BHD	(i)	–	28	–	–
Yong Kwet On	(ii)	–	–	–	287
Ow Yong Min Che	(ii)	–	–	–	11,225
		3,255	302	17	11,739

24. RELATED PARTY TRANSACTIONS (CONTINUED)

		Year ended 31 March 2008			
	Note	*Sale of goods and services RM'000*	*Purchase of goods and services RM'000*	*Amounts owed by related parties RM'000*	*Amounts owed to related parties RM'000*
Vista One SDN BHD	(i)	–	149	–	18
C2 Consult SDN BHD	(i)	14	–	14	–
Vista Cybersystem SDN BHD	(i)	–	11	–	–
Qualtech SDN BHD	(i)	44	–	118	–
Thirdwave Infrasys SDN BHD	(i)	–	586	–	275
Ow Yong Min Che	(ii)	–	–	–	12,500
		58	746	132	12,793

		Six-month period ended 30 September 2008			
	Note	*Sale of goods and services RM'000*	*Purchase of goods and services RM'000*	*Amounts owed by related parties RM'000*	*Amounts owed to related parties RM'000*
Vista One SDN BHD	(i)	–	95	–	–
C2 Consult SDN BHD	(i)	–	–	14	–
Vista Cybersystem SDN BHD	(i)	–	20	–	–
Qualtech SDN BHD	(i)	21	–	115	–
Thirdwave Infrasys SDN BHD	(i)	4	–	–	–
Yong Kwet On	(ii)	–	–	–	50
ML Strategic Corporate Advisory SDN BHD	(i)	–	15	–	–
Ow Yong Hoong Peen	(ii)	–	–	–	2,000
Wong Chow Ming	(ii)	–	–	5,000	–
		25	130	5,129	2,050

		Year ended 31 March 2009			
	Note	*Sale of goods and services RM'000*	*Purchase of goods and services RM'000*	*Amounts owed by related parties RM'000*	*Amounts owed to related parties RM'000*
Vista One SDN BHD	(i)	–	149	–	18
C2 Consult SDN BHD	(i)	–	197	–	197
Vista Cybersystem SDN BHD	(i)	–	45	–	–
Qualtech SDN BHD	(i)	41	–	115	–
Thirdwave Infrasys SDN BHD	(i)	29	–	–	–
Yong Kwet On	(ii)	–	–	–	50
ML Strategic Corporate Advisory SDN BHD	(i)	–	36	–	–
Wong Chow Ming	(ii)	–	–	7,000	2,349
Infovery SDN BHD	(i)	–	–	30	–
		70	427	7,145	2,614

24. RELATED PARTY TRANSACTIONS (CONTINUED)

	Note	*Six-month period ended 30 September 2009* Sale of goods and services RM'000	Purchase of goods and services RM'000	Amounts owed by related parties RM'000	Amounts owed to related parties RM'000
Vista One SDN BHD	(i)	–	54	–	–
C2 Consult SDN BHD	(i)	–	11	–	167
Vista Cybersystem SDN BHD	(i)	–	176	–	90
Qualtech SDN BHD	(i)	21	–	119	–
Yong Kwet On	(i)	–	–	–	50
ML Strategic Corporate Advisory SDN BHD	(i)	–	18	–	6
Wong Chow Ming	(ii)	–	–	7,000	5,247
Infovery SDN BHD	(i)	–	–	–	–
Joseph Ting & Co	(i)	–	102	30	–
		21	361	7,149	5,560

(i) These are related parties as the directors and/or shareholders of the Aggregated Group control jointly or have significant influence over these entities.

(ii) These are transactions with shareholders and directors of the Aggregated Group and include director advances and director loans to the Aggregated Group.

Guarantees for Aggregated Group borrowings

The security for Term Loans 1, 2, 3 and 4 includes a joint and several guarantee for RM107,820,000 by Wong Chow Ming and Ow Yong Hoong Peen. The security for Fixed Loan 2 includes a joint and several guarantee for RM50,000,000 by Yong Kwet On and Ow Yong Hoong Peen. Further details regarding the drawdown of these facilities at the financial period ends are in Note 18.

Remuneration of key management personnel

The aggregate remuneration of the directors, who are the key management personnel of the Aggregated Group, is set out below, as required by IAS 24 'Related Party Disclosures'.

	Year ended 31 March 2009 RM'000	Year ended 31 March 2008 RM'000	Year ended 31 March 2007 RM'000	Six-month period ended 30 September 2009 RM'000 (unaudited)	Six-month period ended 30 September 2008 RM'000 (unaudited)
Short term employee benefits	846	243	205	498	345

25. FINANCIAL INSTRUMENTS

Capital risk management

The Aggregated Group manages its capital to ensure that entities in the Aggregated Group will be able to continue as going concerns while maximising the return to stakeholders. The capital structure of the Aggregated Group consists of debt, which includes the borrowings disclosed in note 18 and 19, cash and cash equivalents and equity directly attributable to equity holders of the parent, comprising issued capital, other reserve and retained earnings as disclosed in the Aggregated Statement of Changes in Equity.

Gearing ratio

The gearing ratio at the financial period end is as follows:

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000*
Debt excluding debt issue costs	129,786	14,122	13,136	141,445
Cash and cash equivalents	(5,929)	(3,020)	(1,373)	(2,854)
Net debt	123,857	11,102	11,763	138,591
Equity	6,449	24,614	15,867	9,910
Net debt to equity ratio	19.21	0.45	0.74	13.98

Debt is defined as borrowings and obligations under finance leases, as detailed in notes 18 and 19.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3 to the Aggregated Financial Information.

Categories of financial instruments

	As at 31 March 2009 RM'000	*As at 31 March 2008 RM'000*	*As at 31 March 2007 RM'000*	*As at 30 September 2009 RM'000 (unaudited)*
Financial assets				
Investments	43	43	58	43
Trade and other receivables	29,044	16,928	10,249	33,993
Cash and cash equivalents	5,929	3,020	1,373	2,854
	35,016	19,991	11,680	36,890
Financial liabilities				
Trade and other payables	61,689	28,283	25,491	60,568
Obligations under finance leases	154	544	1,019	116
Borrowings	129,130	13,220	12,177	141,198
	190,973	42,047	38,687	201,882

25. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives

The Aggregated Group's financial instruments comprise bank loans, finance leases and trade receivables and trade payables that arise already from its operations. The purpose of the instruments is to raise finance for Aggregated Group's activities and capital investments.

Market risk

The Aggregated Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

Foreign currency risk management

The Aggregated Group primarily operates in Malaysian Ringgit, however it undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed by periodically entering into foreign exchange contracts.

There are no outstanding forward contracts as at 31 March 2007, 31 March 2008 or 30 September 2009. The following table details the forward foreign currency contracts outstanding as at 31 March 2009.

Buy amount USD'000	*Sell amount USD'000*	*Rate*	*Maturity date*	*Fair value at 31 March 2009 RM'000*
150	–	USD1.00 : RM3.738	29 May 2009	547

Interest rate risk management

The Aggregated Group is exposed to interest rate risk as entities in the Aggregated Group borrow funds at floating interest rates. The Aggregated Group manages interest rate risk by:

- maintaining an appropriate mix of floating rate borrowings to manage cash flows; and
- entering into sale and leaseback transactions, as disclosed in note 27, to reduce the Aggregated Group's borrowings and interest.

The Aggregated Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates of borrowings during the Financial Period. The (charge)/credit to the comprehensive income statement following a 1 per cent. increase or decrease in interest rates would be:

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*
Increase/decrease interest rate by 1%	9,942	2,110	1,892	7,484

25. FINANCIAL INSTRUMENTS (CONTINUED)

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Aggregated Group. The Aggregated Group has adopted a policy of only dealing with creditworthy counterparties. The Aggregated Group only transacts with major high street banks.

Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed on the financial condition of accounts receivable. There was a write-off of RM7,051,000 in the period ended 30 September 2009 relating to companies placed in liquidation. The Aggregated Group does not have any significant credit risk exposure to a single counterparty (the details are disclosed in note 15).

Liquidity risk management

The Aggregated Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity and interest risk tables

The following table details the Aggregated Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Aggregated Group can be required to pay. The table includes both interest and principal cash flows.

		30 September 2009 Maturity				
	Weighted average effective interest rate %	*Less than one year RM'000*	*One to two years RM'000*	*Two to five years RM'000*	*More than five years RM'000*	*Total RM'000*
Non-interest bearing	–	5,247	–	–	–	5,247
Variable rate debt instruments	5.2	16,696	18,896	68,138	37,599	141,329
Finance lease liability	11.2	70	27	19	–	116
		22,013	18,923	68,157	37,599	146,692

		31 March 2009 Maturity				
	Weighted average effective interest rate %	*Less than one year RM'000*	*One to two years RM'000*	*Two to five years RM'000*	*More than five years RM'000*	*Total RM'000*
Non-interest bearing	–	2,399	–	–	–	2,399
Variable rate debt instruments	6.9	9,985	16,696	74,517	28,434	129,632
Finance lease liability	7.7	117	27	10	–	154
		12,501	16,723	74,527	28,434	132,185

25. FINANCIAL INSTRUMENTS (CONTINUED)

	Weighted average effective interest rate %	*31 March 2008 Maturity* Less than one year RM'000	One to two years RM'000	Two to five years RM'000	More than five years RM'000	Total RM'000
Non-interest bearing	–	12,500	–	–	–	12,500
Variable rate debt instruments	7.2	9,242	1,612	2,724	–	13,578
Finance lease liability	14.9	429	103	12	–	544
		22,171	1,715	2,736	–	26,622

	Weighted average effective interest rate %	*31 March 2007 Maturity* Less than one year RM'000	One to two years RM'000	Two to five years RM'000	More than five years RM'000	Total RM'000
Non-interest bearing	–	11,512	–	–	–	11,512
Variable rate debt instruments	5.5	6,621	1,612	3,884	–	12,117
Finance lease liability	17.7	512	417	90	–	1,019
		18,645	2,029	3,974	–	24,648

26. CONTINGENCIES

The Aggregated Group holds a number of guarantees with various banks in respect of banking facilities as follows:

	Year ended 31 March 2009 RM'000	*Year ended 31 March 2008 RM'000*	*Year ended 31 March 2007 RM'000*	*Six-month period ended 30 September 2009 RM'000 (unaudited)*
Banking guarantees	4,555	2,688	1,041	4,336

27. EVENTS AFTER THE BALANCE SHEET DATE

On 15 April 2009 CSF Advisers SDN BHD entered into an investment agreement to purchase 20 per cent. of the share capital of Hanel-CSF Joint-Venture Co Ltd for $200,000 (RM682,500), out of which $100,000 (RM341,250) was disbursed on 29 October 2009.

On 25 November 2009 CSF CX SDN BHD made a dividend payment totalling RM29,000,000 representing RM2.90 per share.

On 13 November 2009 CSF CX SDN BHD completed a sale and leaseback on the CX2 data centre for total proceeds of RM181,200,000. The net profit on the sale of the CX2 data centre amounted to approximately RM38,000,000.

On 11 February 2010, the Aggregated Group repaid RM50,000 owed to Yong Kwet On. Subsequent to 30 September 2009, Wong Chow Ming has repaid the RM7,000,000 owed to the Aggregated Group and the Aggregated Group has repaid the RM5,247,000 owed to Wong Chow Ming.

PART V

ADDITIONAL INFORMATION

1. Responsibility

The Directors (whose names are set out on pages 5, 17 and 18 of Part I and in paragraph 5 of this Part V of this document) and the Company accept responsibility, individually and collectively, for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all such reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of that information.

2. The Company and its subsidiary undertakings

2.1 The Company was incorporated in Jersey as a public par value company limited by shares on 16 October 2009 under the laws of Jersey under the name of CSF Group plc. The Company has the registration number 104212. The Company is governed by its Memorandum and Articles and the principal statute governing the Company is the Law.

2.2 The liability of the members of the Company is limited. The Company has an unlimited life.

2.3 The Company and its activities and operations are principally regulated by the Law and the regulations made thereunder.

2.4 The registered office of the Company is Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW. The Company is domiciled in Jersey. The telephone number of the Company is 01534 825200. The register of members of the Company is kept at its registered office.

2.5 As at the date of this document, no company within the Group has received notification that it is in breach of any law in any country in which it operates.

2.6 The Company is the holding company of the Group.

2.7 On 9 February 2010, by or pursuant to resolutions passed by the shareholders of the Company at an extraordinary general meeting, the Company approved (i) the subdivision of the authorised share capital of the Company into 1,000,000,000 ordinary shares of par value £0.10 each and (ii) that each existing issued ordinary share of par value £1.00 at such date be subdivided into 10 ordinary shares of par value £0.10 each, and (iii) that the Company's memorandum of association be amended to reflect the same.

2.8 On:

2.8.1 12 March 2010 by resolutions of the Board, the Board approved the issue and allotment of such number of Ordinary Shares as shall be determined by the Board following a marketing presentation to potential investors in connection with Admission, to the holders of the share capital of CSF International at the time (in such proportions as specified in the Shareswap Agreement), in consideration for the transfer of the entire issued share capital of CSF International to the Company pursuant to the Shareswap Agreement; and

2.8.2 12 March 2010 by resolutions of the Board, the Board approved (i) the allotment of up to 50,909,091 Ordinary Shares free of pre-exemption in connection with the Placing; (ii) that a further 1,600,000 Ordinary Shares be at the disposal of the Board pursuant to the deed of warrant grant to be executed in favour of Cenkos; and (iii) that a further 750,000 Ordinary Shares be at the disposal of the Board to allot 250,000 Ordinary Shares to each of Dato Ting Heng Peng, Dennis Kian Jing Ow and Phil Cartmell pursuant to the option agreements to be entered into with them.

2.9 On 12 March 2010, by or pursuant to resolutions passed by the shareholders of the Company at an extraordinary general meeting the Company approved the adoption of new Articles.

2.10 On Admission, the Company will have the following subsidiary undertakings and minority investments in other undertakings:

Subsidiary undertakings

Name, Incorporation Number and Address	*Date and Place of Incorporation*	*Par Value*	*Authorised Share Capital*	*Issued Paid-Up Share Capital*	*Ownership Interest (per cent).*	*Principal Activities*
CSF International Limited (104209) Ordnance House 31 Pier Road St. Helier Jersey JE4 8PW Jersey	16 October 2009	£1.00	£5,000,000	£3,249,039	100 (held by Company)	Investment holdings
CSF Advisers Sdn Bhd (532675-X) Wisma Goshen (2nd Floor), 60, 62, 64 Jalan SS22/21, Damansara Jaya, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia	23 November 2000	RM1.00	RM2,000,000	RM2,000,000	100 (held by CSF International)	Rental of premises with computer site facilities; provision of computer site facilities and infrastructure services
CSF CX Sdn Bhd (790023-V) Wisma Goshen (2nd Floor), 60, 62, 64 Jalan SS22/21, Damansara Jaya, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia	27 September 2007	RM1.00	RM10,000,000	RM10,000,000	100 (held by CSF International)	Rental of premises with computer site facilities; provision of computer site facilities and infrastructure services
Atlas CSF Sdn Bhd (224390-X) Wisma Goshen (2nd Floor), 60, 62, 64 Jalan SS22/21, Damansara Jaya, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia	3 September 1991	RM1.00	RM500,000	RM500,000	100 (held by CSF Advisers)	Consultant and contractor for computer support facilities

Minority investments in other undertakings

Hanel-CSF LLC (011022000244) No. 2, Chua Boc Street, Trung Du Ward, Dong Da District, Hanoi City, Vietnam	9 September 2009, Vietnam	Not applicable	Total charter capital: USD1 million	Not applicable	20 (held by CSF Advisers) (See Note 1)	Rental of computer site facilities premises (excluding lease of premises), computer site facilities services and infrastructure services (excluding construction work)

Name, Incorporation Number and Address	*Date and Place of Incorporation*	*Par Value*	*Authorised Share Capital*	*Issued Paid-Up Share Capital*	*Ownership Interest (per cent).*	*Principal Activities*
Global-Sitem LLC (411022000169) 7th Floor, Waseco Building, 10 Pho Quang Street, Ward 2, Tan Binh District, Ho Chi Minh City, Vietnam	21 December 2007, Vietnam	Not applicable	Total charter capital: USD200,000	Not applicable	20 (held by Atlas CSF) (See Note 2)	Importing, exporting and wholesale distribution (excluding establishment of retail outlets)
Germanic Technologies Co., Ltd. (0135548009779) 88/14-15 Thestsabansongkhro Rd., Ladyao Sub-district, Chatujak District, Bangkok, Thailand	17 October 2005, Thailand	10 Baht	50 million Baht	50 million Baht	14 (held by Atlas CSF)	trading batteries and related products; related design, installation, maintenance and inspection services

Note 1: CSF Advisers paid part of the capital contribution it was required to pay to Hanel-CSF LLC in order to acquire its 20 per.cent. interest in Hanel-CSF LLC referred to above after the date required and no evidence has been provided that the full amount has been paid. Failure to contribute the capital contribution in full (whilst not uncommon in Vietnam), is contrary to Vietnamese law and could result in CSF Advisers ceasing to be a member of Hanel CSF LLC (see risk factors in Part II for further details).

Note 2: Whilst the Executive Directors confirm that Atlas CSF has contributed the full amount of its capital contribution due in respect of Global Sitem LLC, no evidence of this has been provided. Failure to contribute the capital contribution in full (whilst not uncommon in Vietnam), is contrary to Vietnamese law and could result in Atlas CSF ceasing to be a member of Global Sitem LLC (see risk factors in Part II for further details).

2.11 The following Malaysian companies were incorporated by and are controlled by certain of the Executive Directors and shareholders:

2.11.1 Atlas CSF Enterprise Management Services Sdn Bhd incorporated on 4 May 2009 with company number 855614-U;

2.11.2 CSF World Sdn Bhd incorporated on 4 May 2009 with company number 855611-X; and

2.11.3 CSF Global Sdn Bhd incorporated on 26 September 2007 with company number 789868-W

(together, the “New Entities”).

The New Entities were established with the intention to apply for MSC status and the related Malaysian tax incentives for certain activities which are or may in the future be conducted by members of the Group. Each of the New Entities is currently dormant (see Part II for further details).

Since the New Entities are not currently part of the Group, each of the shareholders and directors of the New Entities has given a written undertaking to members of the Group to use its best endeavours to procure (i) the transfer of each of the New Entities to the Group for nominal consideration if granted MSC status and requested to do so by the Group; (ii) that pending such transfer, each of the New Entities will not compete with the Group; and (iii) that each of the New Entities changes its name to omit any reference to “CSF”, “Atlas” or any other name or words that might cause it to be confused with the Group if the Group decides not to acquire the respective New Entity.

3. Share capital

3.1 The authorised share capital of the Company is £100,000,000 comprising 1,000,000,000 Ordinary Shares, with at the date of this document an issued and paid-up share capital of £10,909,091 comprising 109,090,909 Ordinary Shares.

Date of allotment	*Number of Ordinary Shares allotted*	*Par value*	*Consideration*	*Cumulative total (£)*
16/10/2009 (Note 1)	20	£0.10	£2	£2
12/3/2010	109,090,889	£0.10	£10,909,089	£10,909,091
On or before Admission	50,909,091	£0.10	£5,090,909	£16,000,000

Note 1: On 16 October 2009 two ordinary shares of par value £1.00 each in the share capital of the Company were allotted, which shares were sub-divided into an aggregate of twenty ordinary shares of par value £0.10 each in the share capital of the Company on 9 February 2010.

3.2 Jersey law does not include statutory pre-emption rights. The Company has therefore voluntarily adopted pre-emption provisions in the Articles which are designed to mirror those available under English law, details of which are set out at paragraph 7 of Part V below.

3.3 The Placing Shares will rank *pari passu* for all dividends or other distributions hereafter declared, paid or made on existing Ordinary Shares. All Placing Shares shall form one class with the existing Ordinary Shares and shall rank *pari passu* in respect of payment of dividends, voting rights, entitlement to liquidation proceeds and otherwise.

3.4 Following Admission, the Ordinary Shares may be held in either certificated form or in uncertificated form.

3.5 Save as described in this document, the Company does not have in issue any securities not representing share capital and there are no outstanding convertible or redeemable securities issued by the Company.

3.6 Except for the following, the Company has not issued or granted any options, warrants or any convertible securities of the Company:

3.6.1 The Company has granted Cenkos a warrant to subscribe for one per cent. of the Enlarged Share Capital, exercisable at the Placing Price at any time on or before the second anniversary of Admission (see paragraph 8.3 of Part V for further details);

3.6.2 The Company has granted the following options to the non-executive Directors, conditional upon Admission:

3.6.2.1 an option to subscribe for 250,000 Ordinary Shares to Phil Cartmell;

3.6.2.2 an option to subscribe for 250,000 Ordinary Shares to Dennis Ow Kian Jing; and

3.6.2.3 an option to subscribe for 250,000 Ordinary Shares to Dato Ting Heng Peng,

The options granted to the non-executive Directors are exercisable at the Placing Price. One-third of the Ordinary Shares in respect of which the option has been granted to each non-executive Director respectively will vest on the first anniversary of Admission; one-third on the second anniversary of Admission; and the remainder on the third anniversary of Admission (See paragraph 8.14 of Part V for further details).

3.7 The Ordinary Shares and the Placing Shares are or will be created pursuant to the Law and the Memorandum and Articles of the Company.

3.8 The Company has the contractual capacity of a natural person and can borrow, guarantee and give security.

3.9 The Ordinary Shares bear the ISIN number JE00B61NN442, are in registered form and are held in certificated form.

3.10 The Articles give the Directors a general mandate to issue shares up to an amount not exceeding 10 per cent. of the Company's issued share capital for the period from the date on which its shares are admitted to trading on AIM until the second annual general meeting.

4. Significant shareholders

4.1 Except for the interests of the Directors, which are set out in paragraph 5 below, and the interests disclosed in paragraph 4.2 below, the Directors are not aware of any holdings of Ordinary Shares as at the date of this document and immediately following Admission representing three per cent. (3 per cent.) or more of the ordinary share capital of the Company

4.2 In addition to the holdings of certain of the Directors, details of which are set out in paragraph 5.1 below, the Directors are aware of the following holdings of Ordinary Shares which on 14 March 2010 (being the last practicable date prior to the publication of this document) and at Admission represented three per cent. (3 per cent.) or more of the ordinary share capital of the Company:

	As at the date hereof		*On Admission*	
Name	*Number of Ordinary Shares*	*Percentage of total number of issued Ordinary Shares*	*Number of Ordinary Shares*	*Percentage of total number of issued Ordinary Shares*
Leong Kok Cheng	10,416,529	9.55	10,416,529	6.51
Thoo Soon Huat	9,156,240	8.39	9,156,240	5.72
Ng Poh Choo	7,375,652	6.76	7,375,652	4.61
Legal & General	Nil	Nil	9,090,909	5.05
Newton Investment Management	Nil	Nil	5,000,000	3.13
Slater Investments	Nil	Nil	5,700,000	3.56
Standard Life	Nil	Nil	2,997,500	3.41
Employee benefit trust (Note 1)	5,488,895	5.03	5,488,895	3.43
Gan Jhia Jhia	4,011,402	3.68	4,011,402	2.51
Wong Chow Yien	3,895,731	3.57	3,895,731	2.43

Note 1: This interest is the aggregate of:

(i) the 3,450,676 Ordinary Shares held by Yong Kwet On; and

(ii) the 2,038,219 Ordinary Shares held by Wong Chow Ming,

in each case held on trust pursuant to the employee benefit trust arrangements (details of which are provided in paragraphs 5.1 and 8.15 of Part V

There are no differences in the voting rights of the significant shareholders.

5. Directors' interests

5.1 The interests of the Directors and their immediate families and, as far as they are aware having made due and careful enquiries, of persons connected with them (within the meaning of sections 252 to 254 of the Companies Act 2006 of the UK) in the share capital of the Company as at 14 March 2010 (being the latest practicable date prior to the date of this document) and at Admission, all of which are beneficial, unless otherwise stated, are set out below:

	As at the date hereof		*On Admission*	
Name	*Number of Ordinary Shares*	*Percentage of total number of issued Ordinary Shares*	*Number of Ordinary Shares*	*Percentage of total number of issued Ordinary Shares*
Yong Kwet On[1]	43,220,500	39.62	43,220,500	27.02
Wong Chow Ming[2]	25,526,899	23.4	25,526,899	15.95
Lee King Loon[3]	2,447,045	2.24	Nil	Nil
Dato' Ting Heng Peng[4]	Nil	Nil	250,000	0.16
Ow Dennis Kian Jing[4]	Nil	Nil	250,000	0.16
Phil Cartmell[4]	Nil	Nil	250,000	0.16

Note 1: Of the 43,220,500 Ordinary Shares in respect of which Yong Kwet On holds legal title, (i) 39,769,824 Ordinary Shares are held legally and beneficially by him and (ii) 3,450,676 Ordinary Shares are held by him on trust pursuant to the employee benefit trust arrangements (details of which are provided in Note 1 to paragraph 4.2 of Part V and paragraph 8.15 of Part V).

Note 2: Of the 25,526,899 Ordinary Shares in respect of which Wong Chow Ming holds legal title, (i) 23,488,680 Ordinary Shares are held legally and beneficially by him and (ii) 2,038,219 Ordinary Shares are held by him on trust pursuant to the staff trust arrangements (details of which are provided in Note 1 to paragraph 4.2 of Part V and paragraph 8.15 of Part V).

Note 3. Lee King Loon is indirectly interested in the 2,447,045 Ordinary Shares referred to above by virtue of his being a partner of Crowe Horwath up until 15 March 2010 as 2,447,045 Ordinary Shares are held by Lye Siow Meng as nominee for Crowe Horwath.

Note 4. Each of Dato' Ting Heng Peng, Ow Dennis Kian Jing and Phil Cartmell's interests in Ordinary Shares referred to above refer to their respective interests in the options granted by the Company to the non-executive Directors conditional upon Admission (see paragraph 8.14 of Part V for further details).

5.2 Except for the following options granted to the non-executive Directors set out in paragraph 3.6 of this Part V, none of the Directors holds any options to subscribe for Ordinary Shares in the Company nor warrants exercisable into Ordinary Shares in the Company.

5.3 None of the Directors holds any securities convertible into Ordinary Shares in the Company.

5.4 None of the Directors has voting rights which are different to any other holders of Ordinary Shares.

5.5 Except as disclosed in paragraph 5.1 above, none of the Directors, nor any member of their respective immediate families, nor any person connected with them within the meaning of sections 252 to 254 of the Companies Act 2006 of the UK, is interested in any share capital of the Company.

5.6 None of the Directors or persons connected with them within the meaning of Sections 252 to 254 of the Companies Act 2006 of the UK has a related financial product (as defined in the AIM Rules for Companies) referenced to the Ordinary Shares.

5.7 The Company is not aware of any person (or corporation) who, directly or indirectly, jointly or severally, exercises control over the Company.

5.8 The Company and the Directors are not aware of any arrangements, the operation of which may, at a subsequent date, result in a change of control of the Company.

6. Directors' agreements and letters of appointment

The following are particulars of the Directors' service agreements and letters of appointment with the Company:

6.1 *Executive Directors*

6.1.1 *Yong Kwet On*

Yong Kwet On entered into a service agreement with the Company dated 10 March 2010 to act as Chief Executive Officer of the Company from Admission. Under the service agreement, Mr Yong's remuneration is RM300,000 per annum. The service agreement can be terminated at any time by either party giving to the other 6 months' written notice, provided that such notice shall not be given any earlier than the expiry of 6 months from the date of Admission. Mr Yong shall exercise the powers and functions and perform the duties assigned to him from time to time by or under the authority of the Board in such manner as shall be specified by or under the authority of the Board and as are appropriate to his position. Mr Yong shall devote the whole of his time, attention and abilities during working hours to the affairs of the Company. Mr Yong may be paid such discretionary bonus as determined by the Board from time to time. He shall also be entitled to such other benefits as accorded by the Board from time to time.

6.1.2 *Wong Chow Ming*

Wong Chow Ming entered into a service agreement with the Company dated 10 March 2010 to act as Chief Operations Officer of the Company from Admission. Under the service agreement, Mr Wong's remuneration is RM240,000 per annum. The service agreement can be terminated at any time by either party giving to the other 6 months' written notice, provided that such notice shall not be given any earlier than the expiry of 6 months from the date of Admission. Mr Wong shall exercise the powers and functions and perform the duties assigned to him from time to time by or under the authority of the Board in such manner as shall be specified by or under the authority of the Board and as are appropriate to his position. Mr Wong shall devote the whole of his time, attention and abilities during working hours to the affairs of the Company. Mr Wong may be paid such discretionary bonus as determined by the Board from time to time. He shall also be entitled to such other benefits as accorded by the Board from time to time.

6.1.3 *Lee King Loon*

Lee King Loon entered into a service agreement with the Company dated 10 March 2010 to act as Chief Financial Officer of the Company from 15 March 2010. Under the service agreement, Mr Lee's remuneration is RM240,000 per annum. The service agreement can be terminated at any time by either party giving to the other 6 months' written notice, provided that such notice shall not be given any earlier than 15 September 2010. Mr Lee shall exercise the powers and functions and perform the duties assigned to him from time to time by or under the authority of the Board in such manner as shall be specified by or under the authority of the Board and as are appropriate to his position. Mr Lee shall devote the whole of his time, attention and abilities to the affairs of the Company. Mr Lee may be paid such discretionary bonus as determined by the Board from time to time. He shall also be entitled to such other benefits as accorded by the Board from time to time.

6.2 ***Non-Executive Directors***

6.2.1 Pursuant to a letter of appointment dated 12 March 2010, the Company has appointed Dato' Ting Heng Peng to act as a non-executive Director of the Company from Admission. Dato' Ting shall receive a director's fee of RM42,000 per annum payable monthly in arrears. The agreement is to continue until terminated by either party giving 6 months' written notice or by resolution of the shareholders.

6.2.2 Pursuant to a letter of appointment dated 12 March 2010, the Company has appointed Phil Cartmell to act as a non-executive Director of the Company from Admission. Mr Cartmell shall receive a director's fee of £30,000 per annum payable monthly in arrears. The agreement is to continue until terminated by either party giving 6 months' written notice or by resolution of the shareholders.

6.2.3 Pursuant to a letter of appointment dated 12 March 2010, the Company has appointed Dennis Ow Kian Jing to act as a non-executive Director of the Company from Admission. Mr Ow shall receive a director's fee of £30,000 per annum payable monthly in arrears. The agreement is to continue until terminated by either party giving 6 months' written notice or by resolution of the shareholders.

6.3 In the year ended 31 March 2009, the total aggregate remuneration paid, and benefits-in-kind granted, to those of the Directors who, at the time, were employed by the Group was approximately £151,000. The only Directors employed by the Group during this period were Yong Kwet On and Wong Chow Ming. In addition:

Dato' Ting Heng Peng was appointed as a non-executive director of CSF Advisers and as a non-executive director of CSF CX pursuant to letters of appointment which provide for the payment of a director's fee of RM500 per month upon shareholders' approval and a meeting attendance allowance of RM500 per meeting attended.

In addition Dennis Kian Jing Ow will receive £183,000 by virtue of his financial advisory agreement with the Company as set out in paragraph 8.9 of Part V.

6.4 Save as set out above, there are no existing or proposed service contracts between any of the Directors and the Company or any other member of the Group and there are no existing or proposed service contracts between any of the Directors and the Company or any other member of the Group which provide for benefits upon termination of employment.

6.5 The Directors hold or have held the following directorships and/or partnerships (in addition, where relevant, to being a Director of the Company) within the five years prior to the publication of this document:

Director	*Current Directorships*	*Past Directorships*
Yong Kwet On	CSF International Limited CSF Advisers Atlas CSF Atlas CSF Enterprise Management Services Sdn Bhd CSF World Sdn Bhd CSF Global Sdn Bhd Vista One (M) Sdn Bhd Broadband Connections Sdn Bhd Vista Cybersystem Sdn Bhd Technomall Sdn Bhd	C2 Consult Sdn Bhd Right Ascent Sdn Bhd
Wong Chow Ming	CSF International Limited CSF Advisers CSF CX Atlas CSF Enterprise Management Services Sdn Bhd CSF World Sdn Bhd CSF Global Sdn Bhd Third Wave Infrasys Sdn Bhd RC Connections Sdn Bhd Netwell Systems Sdn Bhd	
Lee King Loon	Crowe Howath	
Dato' Ting Heng Peng	CSF Advisers CSF CX Joseph Ting & Co Supermax Corporation Berhad DBE Gurney Resources Berhad Kinmaster Sdn Bhd	APL Industries Berhad Seal Polymer Industries Berhad

Director	*Current Directorships*	*Past Directorships*
Dennis Kian Jing Ow	LED International Holdings PAQ International Holdings ChiMed Charitable Foundation Limited Ooospace Media Group Old Park Lane Capital Asia CJO International Holdings Limited	Hichens Harrison & Co Asia
Phil Cartmell	Trafficmaster Plc Corac Group Plc	Vega Group Plc Medical Marketing International Group plc

6.6 Except as disclosed in paragraph 6.7 of Part V, none of the Directors has:

6.6.1 any unspent convictions relating to indictable offences;

6.6.2 had a bankruptcy order made against him or entered into any individual voluntary arrangements;

6.6.3 been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or entered into a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company at the time of, or within the twelve months preceding, such events;

6.6.4 been a partner of a firm which has been placed in compulsory liquidation or administration or which has entered into a partnership voluntary arrangement whilst he was a partner of that firm at the time of, or within twelve months preceding, such events;

6.6.5 had any asset belonging to him placed in receivership or been a partner of a partnership whose assets have been placed in receivership whilst he was a partner at the time of, or within twelve months preceding, such receivership; or

6.6.6 been publicly criticised by any statutory or regulatory authority (including any recognised professional body) or ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

6.7 Phil Cartmell was non-executive chairman of Medical Marketing International Group plc, a company which went into voluntary administration as announced in September 2009.

6.8 No Director has been interested in any transaction with the Company, which was unusual in its nature or conditions or significant to the business of the Company during the current or previous financial year or during any previous financial year that remains outstanding or unperformed.

6.9 Certain of the Directors and shareholders are interested in entities with certain similar or related interests, as follows:

6.9.1 Vista One Sdn Bhd (in which Yong Kwet On (a Director and shareholder) holds 50 per cent. of the issued share capital and of which he is a non-executive director) provides management advisory services;

6.9.2 C2 Consult Sdn Bhd (in which Yong Kwet On (a Director and shareholder) held shares and of which he was a director until recently) provides consultancy services in relation to data centre fit-out and infrastructure;

6.9.3 Vista Cybersystem Sdn Bhd (in which Yong Kwet On (a Director and shareholder) holds 20 per cent. of the issued share capital and of which he is a non-executive director engages in contracting, supply, fit-out and maintenance of data centre infrastructures. The Executive

Directors intend to seek to procure that Atlas CSF enters into a written strategic alliance agreement with Vista Cybersystem Sdn Bhd, to document the current unwritten arrangement between the companies whereby they cooperate in tendering for Malaysian government-linked and privatised projects;

6.9.4 Thirdwave Infrasys Sdn Bhd (in which Wong Chow Ming (a Director and Substantial Shareholder) holds 70 per cent. of the issued share capital and of which he is a director) is a network service provider; and

6.9.5 Qualtech Asia Sdn Bhd (of which Thoo Soon Huat (a director of Atlas CSF and a Substantial Shareholder) is a director) is a software solutions provider.

7. Extracts of the Memorandum and Articles of Association

Set out below is a summary of certain provisions of the Memorandum and Articles of the Company. Persons seeking a detailed explanation of the Memorandum and Articles or any provisions of Jersey law or the difference between it and the laws of England and Wales or any other jurisdiction, should seek specific legal advice.

7.1 *Memorandum of Association*

The Memorandum of the Company does not restrict the activities of the Company and thus the Company will have unlimited legal capacity. The Memorandum is one of the documents available for inspection at the address specified in paragraph 20 below.

7.2 *Articles of Association*

The Articles are one of the documents available for inspection at the address specified in paragraph 20 below. The Company's Articles contain provisions, *inter alia*, to the following effect:

7.2.1 *Annual general meetings*

Subject to the provisions of the Law, annual general meetings shall be held at such time and place as the Board may determine at least once in every calendar year but so long as the Company holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. An annual general meeting shall be convened by not less than 14 clear days' notice in writing or on shorter notice if so agreed by all of the Members entitled to attend and vote at the meeting.

7.2.2 *Extraordinary general meetings*

The Board may convene an extraordinary general meeting whenever it thinks fit by not less than 14 clear days' notice in writing or on shorter notice if so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. of the number of shares giving that right. An extraordinary general meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Article 89 of the Law. In summary, Article 89 of the Law provides that on a requisition of members of a company who together hold not less than one-tenth of the total voting rights of the members of that company who have the right to vote at the meeting requisitioned, the directors of that company are required forthwith to call a general meeting and, if the directors fail to do so, the requisitionists themselves can call such general meeting. At any meeting convened on such requisition or by such requisitionists no business shall be transacted except that stated by the requisition or proposed by the board.

7.2.3 *Meetings generally*

(a) In the case of both an annual general meeting and an extraordinary general meeting, the notice must specify whether the meeting is an annual general meeting or an extraordinary general meeting, the place, day and time of the meeting, the general nature of the business (if special business is to be transacted) and the intention to propose a special resolution if that be the case, and with reasonable prominence that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not also be a Member.

(b) The notice must be given to the Members (other than any who, under the provisions of the Articles or of any restrictions imposed on any shares, are not entitled to receive notice from the Company), the Board and its Auditors.

(c) The Board may direct that any person wishing to attend any general meeting should provide and submit to such searches or such other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to refuse admission to any person who fails to comply with such security arrangements or restrictions.

7.2.4 *Voting rights*

Subject to any special rights or restrictions as to voting attached to any shares, on a show of hands every Member who is present in person shall have one vote and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder. If a Member has been duly served by the Company with a notice requiring disclosure of the identity of any other persons interested in his shares under article 13 of the Articles (as to which, see paragraph 7.2.15 below) and fails to supply the Company with the information thereby required within a period of 14 days from the date of service of such notice, in certain circumstances he may not be entitled to attend or vote at a general meeting either personally or by proxy or to receive any dividend or to transfer or agree to transfer any shares or any rights therein.

7.2.5 *Variation of rights and changes of capital*

(a) If at any time the capital of the Company is divided into different classes of shares, the special rights attached to any class of shares may, subject to the provisions of the Law, be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of such provision, either with the consent in writing of the holders of two-thirds in nominal amount of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class, but not otherwise. To every such separate meeting, the provisions of the Articles relating to general meetings of the Company shall apply with the necessary modifications except that the necessary quorum shall be not less than two persons holding or representing by proxy at least one-third in nominal amount of the issued shares of that class.

(b) The Company may from time to time by special resolution amend its Memorandum to increase its share capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

(c) The Company may by special resolution amend its Memorandum to increase or reduce the number of shares that it is authorised to issue, to consolidate all or any of its shares (whether issued or not) into fewer shares or to divide all or any of its shares (whether issued or not) into more shares.

(d) The Company may by special resolution reduce any of its share capital and its share premium account. The Company may, subject to the provisions of the Law and to any rights for the time being attached to any shares, purchase any of its own shares (including redeemable shares).

(e) In general, the Board has the power to allot, grant options over, offer or otherwise deal with or dispose of shares (or rights to subscribe for or convert any securities into shares) in the authorised but unissued share capital of the Company.

(f) The Board may not exercise the power referred to in (e) above in relation to relevant securities unless the Board is authorised to do so by the Company in general meeting by ordinary resolution. Such authority may be given for a particular exercise of the power or for its exercise generally, and may be unconditional or subject to conditions. The authority must state the maximum amount of relevant securities that may be allotted under it and the date on which the authority will expire, which must be not more than 5 years from the date on which the resolution is passed by virtue of which the authority is given, but such authority may be previously revoked or varied by the Company in general meeting by ordinary resolution. The Law does not include an equivalent to section 20 of the Companies (Amendment) Act 1990, and the purpose of these provisions of the Articles is to provide similar provisions in favour of Members.

(g) Subject to the provisions of the Articles, if the Company proposes to allot equity securities then the Company (i) shall not allot any of them on any terms to a person unless it has made an offer to each Member who holds relevant shares or relevant employee shares to allot to him on the same or more favourable terms a proportion of those securities which is as nearly as practicable equal to the proportion in nominal amount held by him of the aggregate of relevant shares and relevant employee shares; and (ii) shall not allot any of those securities to a person unless the period during which any such offer may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer so made. These rights in favour of Members are called "pre-emption" rights. The Company in general meeting may by special resolution disapply such pre-emption rights, in which case such equity securities may be allotted as if members did not have such pre-emption rights. The Law does not include an equivalent to sections 89 to 95 of the Companies Act 1985 and the purpose of these provisions of the Articles is to provide similar provisions in favour of members (although, under the UK Companies Act, a special resolution would require a three-fourths majority vote, whereas under Jersey law a special resolution requires a two-thirds majority vote). The Articles give the Directors a general mandate to issue shares up to an amount not exceeding 10 per cent. of the Company's issued share capital for the period from the date on which its shares are admitted to trading on AIM until the second annual general meeting.

7.2.6 *Transfer of shares*

All transfers of shares shall be effected in writing in any usual or common form or in any other form acceptable to the Directors. The instrument of transfer shall be executed by or on behalf of the transferor. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members. The Board may decline to recognise any instrument of transfer unless: (a) it is duly stamped (if required) and deposited at the registered office of the Company accompanied by the certificate for the shares and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer, provided that, in the case of a transfer by a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange, the lodgement of a share certificate will only be necessary if a certificate has been issued in respect of the share in question; and (b) the instrument of transfer is in respect of only one class of shares, which are fully paid up and over which the Company has no lien and is in favour of not more than four transferees. If the Board refuses to register any transfer of shares, they shall send to the transferee notice of such refusal within two months after the date on which the transfer was lodged with the Company. There are no rights of pre-emption on the transfer of ordinary shares contained in the Articles. The Directors may not refuse to register any transfer of partly paid shares which are traded on any market operated by the London Stock Exchange plc on the grounds that they are partly paid shares in circumstances where such refusal would prevent dealings in such shares from taking place on an open and proper basis.

7.2.7 *Dividends and distributions of assets on a winding up*

The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and interests in the profits of the Company. The Company in general meeting may declare dividends accordingly, but no dividend shall exceed the amount recommended by the Board. No dividends shall be payable otherwise than in accordance with the Law out of the profits of the Company available for that purpose. If the Company should be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator (or, if no liquidator is appointed, the Board) may with the authority of a special resolution and any other sanction required by the Law, divide amongst the Members *in specie* the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division should be carried out as between the Members or different classes of Members. There are no fixed dates on which entitlement to dividends arises.

7.2.8 *Unclaimed dividends*

No dividend or other monies payable in respect of a share shall bear interest as against the Company unless otherwise provided by the rights attached to the share. Any dividend which has remained unclaimed for a period of ten years from its due date of payment shall, if the Board so resolves, be forfeited and shall cease to remain owing by the Company and belong to the Company absolutely.

7.2.9 *Redeemable shares and share warrants*

The Company may issue redeemable shares and, with respect to fully paid shares, may-issue a warrant stating that the bearer of the warrant is entitled to the shares specified in it and may provide for the payment of future dividends on the shares.

7.2.10 *Borrowing powers*

Subject to the further provisions of the Articles, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property, assets (present and future) and uncalled capital and, subject to the provisions of the Law, to create and issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligations of the Company or of any third party.

7.2.11 *Directors*

(a) Unless and until otherwise determined by the Company by ordinary resolution, the Board (other than any alternate directors) shall be not less than two but there shall be no maximum. Save as mentioned below, any person on the Board shall not vote on or in respect of any contract or arrangement or any other proposal in which he has any interest which is to his knowledge a material interest otherwise than by virtue of his or her interest in shares, debentures or other securities or rights of, or otherwise in or through, the Company. No person on the Board shall be counted in the quorum at a meeting in relation to any resolution on which he or she is debarred from voting but this shall not apply to a proposal in which he or she has any interest which is not material.

(b) Any person on the Board shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters:

    (i) the giving of any security, guarantee or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;

(ii) the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

(iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings in which he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting in which he is to participate;

(iv) any proposal relating to any other company in which he (together with persons connected with him within the meaning of sections 252 to 255 of the Companies Act 2006) does not to his knowledge hold an interest in shares (as that expression is defined for the purposes of Part 22 of the Companies Act 2006) in one per cent. or more of any class of the equity share capital of such company or the voting rights in such company;

(v) any proposal relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award to him any privilege or benefit not generally awarded to the employees to whom the arrangement relates; or

(vi) any proposal concerning insurance which the Company proposes to maintain or purchase for the benefit of the Board or for the benefit of persons including the Board.

(c) Where proposals are under consideration concerning the appointment (including determining or varying the terms of appointment) of two or more of the Directors to offices or employment with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately. In such case, each of the Directors concerned shall (if not debarred from voting under the Articles) be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

(d) If any question shall arise at a meeting as to the right of any person on the Board to vote or to the materiality of a Director's interest, and such question is not resolved by his voluntary agreement to abstain from voting, the question may (subject to the Law) be referred to the chairman of the meeting (or, if the Director concerned is the chairman of the meeting, to such other Directors present at the meeting) and his ruling in relation to any other Director shall be final and conclusive.

(e) Any person on the Board shall be entitled to receive by way of fees for their services such sum as the Board may from time to time determine. The Directors shall also be entitled to be paid all reasonable travelling, hotel and other expenses properly incurred by them in or about the performance by them of their duties as directors including any expenses in attending meetings of the Board or any committee of the Board or general meetings or separate meetings of the holders of any class of shares or debentures of the Company. Extra remuneration may be paid out of the funds of the Company by way of salary, commission, participation in profits or otherwise as the Board may determine to any Director who, by arrangement with the Board, shall perform or render any special duties or services outside the scope of the ordinary duties of a director and not in his capacity as a holder of employment or executive office.

(f) The Board may exercise all the powers of the Company to provide pensions or other retirement or superannuation benefits and to provide death or disability benefits or other allowances or gratuities (whether by insurance or otherwise) for, or to institute and maintain any institution, association, society, club, trust, other establishment or profit-sharing, share incentive, share purchase or employees' share scheme calculated to advance the interests of the Company or to benefit any person who is or has at any time been a Director or employee of the Company or any body corporate which is a holding body or a subsidiary undertaking of or allied to or associated with the Company or any such holding body or subsidiary undertaking or any predecessor in business of the Company or of any such holding body or subsidiary undertaking, and for any member of his family (including a spouse or former spouse) and any person who is or was dependent on him. For such purpose the Board may establish, maintain, subscribe and contribute to any scheme, institution, association, club, trust or fund and pay premiums and, subject to the provisions of the Law, lend money or make payments to, guarantee or give an indemnity in respect of, or give any financial or other assistance in connection with any of the aforesaid matters. The Board may procure any of such matters to be done by the Company either alone or in conjunction with any other person. Any Director or former Director shall be entitled to receive and retain for his own benefit any pension or other benefit provided under the Articles and shall not be obliged to account for it to the Company.

(g) No person shall be incapable of being appointed a Director by reason of his having attained the age of 70 or any other age.

(h) At each annual general meeting one-third of the Directors who are subject to retirement by rotation shall retire from office. Such directors may stand for reelection subject to any rules or law to the contrary.

7.2.12 *Non-United Kingdom shareholders*

There are no limitations in the Articles on the rights of non-United Kingdom shareholders to hold, or to exercise voting rights attached to, the Ordinary Shares.

7.2.13 *CREST*

CREST is a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles are consistent with CREST membership and, amongst other things, allow for the holding and transfer of shares in uncertificated form.

7.2.14 *Restrictions on changes in control, mergers, acquisitions or corporate restructuring of the Company*

There are no provisions in the Articles that would have the effect of delaying, deferring or preventing a change of control in the Company that would operate only with respect to a merger, acquisition or corporate restructuring involving the Company.

7.2.15 *Disclosure of interests*

(a) The Law does not contain any provisions equivalent to those contained in Part 22 of the Companies Act 2006 (Disclosure of Interests in Shares). Accordingly, in order to make provision for the disclosure of interests, the Articles contain provisions which require Members in certain circumstances to disclose interests in shares.

(b) Any Member will be required to notify the Company whenever (i) he becomes interested in relevant shares which together represent 3 per cent. or more of the aggregate nominal amount of all relevant shares, (ii) having been so interested, he is no longer interested in relevant shares representing 3 per cent, or more of the aggregate nominal amount of all relevant shares, or (iii) at a time when he is interested in 3 per cent. or more of the aggregate nominal amount of all relevant shares, the percentage of all such relevant shares in which he is interested changes such that the percentage of all such relevant shares in which he is interested changes (expressed as a whole number, and rounding down in the case of fractions) changes by a whole percentage. Where a notification is required, it must generally be made within 2 days of the Member becoming aware of the relevant facts giving rise to the obligation to make notification. For these purposes, relevant shares are shares which generally carry the right to vote at all general meetings; and where there is more than one class of such shares, means the shares in each class taken separately. A Member, in addition to the shares which he holds, is taken to be interested in shares held by any concert party, associated entity or related person of such Member. For these purposes (i) a "concert party" in relation to a Member means any other person or persons with whom that Member, pursuant to an agreement or understanding (whether formal or informal), actively co-operates, through the acquisition by any of them of shares or otherwise, to obtain or consolidate control of or influence over the Company; (ii) an "associated entity" in relation to a Member which is a body corporate, partnership or other entity (whether of independent legal status or otherwise) means any body corporate, partnership or entity (whether of independent legal status or otherwise) which is controlled by or which controls or which is under common control with such Member and includes all directors and officers of any such Member or any such body corporate, partnership or entity and any other person who is able to direct, control or influence such Member or any such body corporate, partnership or entity; and (iii) a "related person" means, in relation to a Member who is an individual, his or her spouse, children, stepchildren, parents, grandparents, brothers, sisters and trusts of which that individual or any other such related person is a beneficiary.

(c) The Company also has the right by service of notice to require any Member to disclose to the Company the identity of any person other than the Member who has any interest in the shares held by the Member and the nature of such interest. A Member will be required to respond within 5 days of the date of the notice, or such longer period as the Directors may determine. The Directors may be required to exercise their powers on the requisition of Members of the Company holding at the date of deposit of the requisition not less than one-tenth in number of such of shares as carry at that date the right of voting at general meetings of the Company. The sanctions applicable if a Member is in default of his obligation to respond to a notice requiring disclosure of interests include that the Member may not be entitled to exercise voting rights attaching to the shares held by that Member, that (depending on the size of his holding) dividends payable on his shares may be withheld and certain transfers of shares may be prohibited, in each case until such time as the Member complies with the obligation to respond to such notice.

7.2.16 *The provisions of Chapter 5 of the Disclosure and Transparency Rules (the "DTR 5 Provisions") are incorporated by reference into the Articles*

The DTR 5 Provisions detail the circumstances in which a person may be obliged to notify the Company within two business days that he has an interest in voting rights in respect of the shares of the Company. An obligation to notify the Company arises when the percentage of voting rights which a person holds reaches, exceeds or falls below 3 per cent. of the voting rights attaching to the shares or moves through any whole percentage point about 3 per cent.

Where a shareholder fails to comply with the DTR 5 Provisions that shareholder will be in default (such shareholder being a "Defaulting Holder"). Under the Articles, the Company has the right to deliver a direction notice to the Defaulting Holder in accordance with the provisions summarised in paragraph 7.2.15 above, save that any such direction notice shall cease to have effect on the date that is not more than seven (7) days after the Company has determined that the Defaulting Holder has cured the non-compliance with the DTR 5 Provisions; provided, however, that the Company may at any time by subsequent written notice cancel or suspend the operation of a direction notice.

The full text of the DTR 5 Provisions will be made available to any shareholder free of charge on application to the company secretary.

7.2.17 *Takeover Provisions*

When any person or persons acting in concert acquire shares in the Company which, when taken together with any other share held by that person or persons acting in concert, carry 30 per cent. or more of the voting rights of the Company, or when a person or persons acting in concert holding between 30 per cent. and 50 per cent. of the voting rights of the Company acquire additional shares which increases his percentage of the voting rights, except with the approval of an ordinary resolution passed by the shareholders who are not acting in concert, that person (and, depending on the circumstances, its concert parties) shall be required to make an offer to acquire all the issued shares of the Company for cash or a cash alternative at not less than the highest price paid by the offerer or any concert party during the previous 12 months. Except with the consent of the Board, such offer must be conditional upon the offerer receiving acceptances in respect of shares which will result in the offerer holding more than 50 per cent. of the voting rights of the Company. The Board has been vested with equivalent powers as those afforded to the Panel on Takeovers and Mergers under the City Code, including powers to disenfranchise shareholders in certain circumstances.

7.3 Under the Law, the Company in general meeting may by special resolution amend its Memorandum or Articles. For the purposes of the Law, a resolution is a special resolution when it has been passed by a two-thirds majority vote.

8. Material contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Group within two years immediately prior to the date of this document, and are, or may be, material.

8.1 ***Company Secretarial Services Agreement***

By an agreement dated 22 January 2010 between (i) the Company and (ii) Woodbourne Secretaries (Jersey) Limited ("Woodbourne"), the Company appointed Woodbourne as its company secretary to provide company secretarial services and a registered office in Jersey.

8.2 ***Registrar's Agreement***

By an agreement dated 12 March 2010 between (i) the Company and (ii) Computershare Investor Services (Jersey) Limited, the Company appointed Computershare Investor Services (Jersey) Limited as its registrar.

8.3 ***Nominated Adviser and Broker Agreement***

By an agreement dated 11 March 2010 between (i) Cenkos; (ii) the Company; and (iii) the Directors (the "Nominated Adviser and Broker Agreement") conditional on Admission, Cenkos agreed to act as the Company's nominated adviser and broker for the purpose of the AIM Rules.

Under the Nominated Adviser and Broker Agreement, the Company agrees (i) to pay Cenkos an annual fee of GBP60,000 plus VAT and reasonable expenses and (ii) to grant Cenkos a warrant to subscribe for one per cent. of the Enlarged Share Capital, exercisable at the Placing Price at any time up to two years from the date of Admission (see paragraph 8.16 of Part V). Under this agreement, Cenkos will provide relevant services and fulfil relevant duties in its capacity as nominated adviser and broker to the Company. The Company has undertaken to comply with applicable legal and regulatory requirements and to indemnify Cenkos for liabilities incurred in the delivery of the services. The Directors have also severally undertaken to inform Cenkos of any breach of the AIM Rules, to comply with the AIM Rules and to do everything reasonable within their respective power to procure that the Company complies with the obligations upon AIM companies specified by the London Stock Exchange from time to time. The agreement is terminable on three months' notice from either party or by either party immediately in certain circumstances relating, inter alia, to breach of the agreement.

Pursuant to an engagement letter from Cenkos dated 2 October 2009 (which was countersigned in acceptance by CSF Advisers on 6 October 2009), Cenkos was appointed as broker on an exclusive basis in connection with the proposed Placing and Admission, Cenkos agreed to provide certain corporate advisory services and it was agreed that Cenkos would be appointed as nominated adviser and broker to the Company pursuant to a separate engagement letter. The fee payable to Cenkos for such services was GBP10,000 per month, to be set off against a corporate finance success fee of 5 per cent. of the total monies raised in connection with the Placing and Admission, plus a transaction fee payable upon Admission of GBP250,000, plus VAT and reasonable expenses. This engagement letter is supeceded by the Placing Agreement.

8.4 ***Relationship Agreement***

By an agreement dated 15 March 2010 between (i) the Company, (ii) Yong Kwet On; (iii) Wong Chow Ming; and (iv) Cenkos, Yong Kwet On and Wong Chow Ming have agreed that they shall at all times exercise their voting rights as Directors and as shareholders in the Company and procure (as far as they are able) that their associates exercise their voting rights, to procure, in so far as they are able to do so by the exercise of those rights, that the Company is capable at all times of carrying on its business independently of them (in their capacity as shareholders of the Company); that all transactions and agreements between any member of the Group and them will be made at arm's length and on a normal commercial basis; that no variations are made to the Articles which would be contrary to the maintenance of the Company’s ability to carry on its business independently of them; that at least two of the Directors are independent at all times; and that any material dealings or disputes between them and any member of the Group are dealt with on behalf of the Group by a committee comprised only of independent Directors.

Whilst the relationship agreement remains in effect, Yong Kwet On and Wong Chow Ming shall not (and each shall procure so far as he is able that his associates shall not) (i) undertake any activity in conflict with the Group which may render any member of the Group incapable of carrying on its business independently or lead to transactions between the Group and them which are not at arm’s length or on a normal commercial basis; or (ii) unless such resolution is supported by a majority of the independent Directors, vote in favour of a resolution to waive any pre-emption rights on the issues of shares, for the cancellation of the admission of any of the Company's shares to trading on AIM or to authorise the Company to buy-back any of its shares.

The relationship agreement shall terminate on Yong Kwet On and Wong Chow Ming collectively ceasing to have the right to exercise 30 per cent. or more of the voting rights at general meetings of the Company or to appoint or remove Directors holding a majority of voting rights at board meetings. The Agreement shall cease to apply to Yong Kwet On or Wong Chow Ming upon the respective person and his respective associates becoming beneficially interested in the issued share capital of the Company.

8.5 ***Placing Agreement***

On 15 March 2010 the Company, the Directors and the Nominated Adviser entered into the Placing Agreement pursuant to which the Nominated Adviser has agreed conditional upon, *inter alia*, Admission taking place on or before 22 March 2010 (or such later time as the Company and the Nominated Adviser may determine not being later than 6 April 2010) as agent for the Company, to use its reasonable endeavours to procure subscribers for the 50,909,091 Ordinary Shares at the Placing Price. The Placing is not being underwritten.

Under the Placing Agreement, the Company has agreed to pay:

8.5.1 a corporate finance fee of GBP250,000, less such sum as has been paid to Cenkos prior to Admission pursuant to the engagement letter dated 2 October 2009 (see paragraph two of paragraph 8.3 of Part V for further details);

8.5.2 a commission of 5 per cent. on the aggregate value at the Placing Price of the Placing Shares; and

8.5.3 all costs, charges and expenses of and incidental to the Admission and the Placing, including all printing, advertising and distribution costs, professional fees, stamp duty and stamp duty reserve tax,

in each case together with applicable VAT.

The Placing Agreement contains representations and warranties given by the Company and the Directors to Cenkos as to the accuracy of the information contained in this document and other matters relating to the Group and its business, subject to certain limitations. The Executive Directors and the Company have agreed to indemnify Cenkos and its directors, officers, employees and agents in respect of, and they shall have no liability to the Directors or the Company for, any losses incurred by them or the Company in connection with the performance by Cenkos of its duties under the Placing Agreement (except to the extent such losses arise as a result of negligence, wilful default, fraud or a material breach of the Placing Agreement by Cenkos or their directors, officers or employees). Cenkos is entitled to terminate the Placing Agreement in certain specified circumstances, including if there has been a material breach of any of the warranties or other material terms of the Placing Agreement on the part of the Company or the Directors or by reason of *force majeure*.

Under the Placing Agreement, the Directors have also undertaken, subject to certain limited exceptions, that they will not (and will use their reasonable endeavours to procure that any connected person will not) dispose of any of their respective interests in Ordinary Shares held by them at Admission or any options over or securities convertible into or exchangeable for Ordinary Shares held by them at Admission or enter into any derivative transaction in respect thereof ("**Lock-In Shares**"), without the prior written consent (in its absolute discretion) of Cenkos for a period of 12 months from Admission.

Notwithstanding the above, Yong Kwet On may dispose of up to 1,988,491 Ordinary Shares being 5 per cent. of his total beneficial interest in the Company in the 12 month period from Admission provided that any such disposal shall be effected through Cenkos.

For the period of 12 months commencing on the first anniversary of Admission and subject to certain limited exceptions, the Directors have undertaken that, in order to preserve an orderly market in the Ordinary Shares and subject to having first obtained Cenkos' written consent, they will (and they will use their reasonable endeavours to procure that any connected person will) effect any disposals of Ordinary Shares through Cenkos or the Company's nominated adviser from time to time.

The circumstances in which the restrictions referred to above will not apply to any disposal include:

(i) pursuant to an intervening court order;

(ii) in acceptance of a general offer made to the Company's shareholders to acquire all the Ordinary Shares (other than any such shares which are already owned by the person making such offer or any person(s) acting in concert with it) or an irrevocable commitment to accept such a general offer;

(iii) by the personal representatives of a Director who dies during the period provided that the sale of any Lock-In Shares by such personal representatives shall be effected by Cenkos;

(iv) pursuant to any comprise or arrangement under applicable law providing for the acquisition by any person (or group of persons acting in concert) of the entire equity share capital of the Company which has been recommended by the Directors;

(v) pursuant to any scheme of reconstruction under applicable law in relation to the Company;

(vi) subject to the provisions of the AIM Rules for Companies and any other applicable legal or regulatory requirement, by a Director to a connected person of such Director; and

(vii) subject to the provisions of the AIM Rules for Companies and any other applicable legal or regulatory requirement, made by way of gift to the spouse, parent, widow, widower, adult sibling, adult child or adult grandchild (including a step child or a child or grandchild by adoption) of a Director.

8.6 ***Lock-in Agreements***

By agreements dated 15 March 2010 between the (i) Company; (ii) the Nominated Adviser; (iii) Lye Siow Meng; (iv) Leong Kok Cheng; and (v) Thoo Soon Huat (the "Lock-In Agreements"), Lye Siow Meng, Leong Kok Cheng and Thoo Soon Huat agreed to similar restrictions on the disposal of any Ordinary Shares held by them at Admission to those agreed to by the Directors under the Placing Agreement (see paragraph 8.5 of Part V).

Under the Lock-In Agreements, Lye Siow Meng, Leong Kok Cheng and Thoo Soon Huat have agreed not to dispose of any Ordinary Shares held by them respectively for a period of 12 months from Admission, provided that (i) Leong Kok Cheng may dispose of up to 2,604,132 Ordinary Shares being 25 per cent. of his beneficial interest in the Company in the six month period commencing on the date six months after Admission and (ii) Thoo Soon Huat may dispose of up to 2,289,060 Ordinary Shares being 25 per cent. of his beneficial interest in the Company in the six month period commencing on the date six months after Admission, in each case provided that any such disposal is effected through Cenkos or the Company's nominated adviser from time to time.

For the 12 month period commencing on the first anniversary of Admission, the same restrictions shall apply as apply to the Directors in the interests of preserving an orderly market under the Placing Agreement. The circumstances in which the restrictions will not apply are the same as those applicable to the Directors under the Placing Agreement.

For a period of 18 months from Admission, certain employees of the Group who hold Ordinary Shares at Admission have agreed to similar restrictions in respect of the disposal of such shares as apply to the Directors in the interests of preserving an orderly market under the Placing Agreement

8.7 ***Sale and Leaseback Arrangements***

8.7.1 *CX2*

On 13 November 2009 CSF CX completed the sale of the land and building (including certain fixtures and fittings) known as CX2 to PNB for RM181.2 million pursuant to a sale and purchase agreement entered into between the two parties on 23 June 2009.

On 23 June 2009 PNB and CSF CX also entered into an agreement to lease, pursuant to which PNB agreed to lease CX2 to CSF CX under an operating lease for an initial term of 15 years (commencing on the completion of the sale of CX2 to PNB, being 13 November 2009), with an option to extend for an additional term of 10 years, at a staggered rental ranging from RM1.47 million per month for the first three years to RM1.8 million per month for the last six years of the initial 15 year term.

Simultaneously with the above, PNB and CSF CX executed a lease in respect of CX2, which is undated and being held in escrow pending receipt of the responsible Malaysian state authority's consent for the lease.

Whilst the agreement to lease is conditional upon completion of the sale of CX2 to PNB and registration of PNB as proprietor of the property (each of which has been satisfied) and receipt of the responsible Malaysian state authority's consent for the lease (for which the parties are applying and which may take several months to obtain), the agreement expressly provides that as of completion of the sale, CSF CX shall be considered a tenant of PNB and the parties relationship shall be governed by the agreement to lease and lease agreement pending the state authority's consent for the lease. The parties have furthermore agreed that if the state authority's consent for the lease is not granted or the lease in favour of CSF CX fails to be registered, the lease shall be governed by the agreement to lease and the lease agreement.

The sale to PNB was expressly subject to the existing leases and tenancies in respect of CX2. CSF CX has a right of first refusal if PNB wishes to sell CX2 to an unrelated third party, at a price to be determined by a valuer. Any sale of CX2 by PNB must be subject to the existing tenancies and any future tenancies, and PNB shall ensure that the new purchaser is bound by such.

CSF CX and CSF Advisers may sublet or enter new tenancy agreements in respect of CX2 provided (i) written notice is given to PNB, (ii) PNB's prior written consent is obtained where any such arrangements extend beyond the term of the lease and (iii) written notification is given to PNB before any grant of a lease or sub-lease under the Malaysian National Land Code.

If CSF CX defaults on any of the terms of the agreement to lease/lease resulting in the termination thereof, PNB can claim damages amounting to the unexpired rental due and CSF CX is required to purchase CX2 at a price determined by a valuer.

CSF CX has effective operational control and responsibility for the running of the premises. CSF CX is responsible for all outgoings, maintenance and utilities charges, as well as for security and is required to maintain the premises (including any necessary repairs and replacements). CSF CX is permitted to undertake certain agreed fit-outs, improvements, alterations and upgrading in respect of CX2, and requires PNB's prior written consent for anything beyond the agreed scope.

CSF CX agrees to indemnify PNB for any loss, damage or injury to persons or property occurring on or near CX2, as well as in respect of any claims by, or matters in connection with, the existing tenants. CSF CX is responsible for any act, default or negligence by itself, CSF Advisers, any tenants, guests or agents and shall indemnify PNB against any claims in respect thereof and in respect of any breach of the agreement to lease or lease agreement.

8.7.2 *CX1*

(a) On 23 June 2009 CSF Advisers and PNB entered into a sale and purchase agreement, agreement to lease and lease (which is held in escrow), pursuant to which CSF Advisers agrees to sell the land and building (including certain agreed fixtures and fittings) known as CX1 to PNB for RM49.3 million. The agreement to lease and lease agreement (which is held in escrow) provide that PNB agrees to lease CX1 to CSF Advisers for an initial term of 15 years (commencing on the completion of the sale of CX1 to PNB), with an option to extend for an additional term of 10 years, at a staggered rental ranging from RM0.4 million per month for the first three years to RM0.49 million per month for the last 6 years of the initial term.

The sale and leaseback arrangements for CX1 are on similar terms to those for CX2 (as described in paragraph 8.7.1 above).

The sale of CX1 is subject to the satisfaction, on or before 22 April 2010, of certain conditions precedent, which have all been satisfied. The Directors intend to complete the sale of CX1 in April 2010.

(b) TM Net option to purchase space in CX1

The tenancy agreement for CX1 with TM Net, one of the Group's major customers and a Government linked company, includes an option for TM Net to purchase the space occupied by them when the tenancy terminates in June 2010.

Given the nature of the property and the different legal interests in it, in practice, it may be difficult to give legal effect to the option if it is exercised.

In light of this, the Group has obtained comfort from TM Net to the effect that it does not currently intend to exercise the option and furthermore, that it is prepared to renew the CX1 tenancy agreement without such an option when it expires in June 2010.

By way of further comfort the Group has also obtained confirmation from PNB that they agree to complete the sale and leaseback of CX1 subject to the option.

Since the written comfort that has been provided by TM Net does not amount to an unequivocal waiver of the option, there remains a risk that TM Net might seek to exercise the option in June 2010 notwithstanding that its current intention is not to do so. Based on its discussions with TM Net and the good relationship that the Group enjoys with TM Net, the Board believes that this is unlikely.

However, if TM Net's position were to change and the Group could not fulfill the option, this could impact on the Group's relationship with TM Net which could in turn have an effect on the business and prospects of the Group.

8.7.3 *CX5*

(a) On 11 February 2010 CSF Advisers entered into a non-binding memorandum of understanding ("MOU") with PNB and IDCB for the development of a new data centre in Cyberjaya to be known as CX5, which will consist of 3 blocks of 4 storey buildings with an aggregate of approximately 201,000 sq. ft. net of data centre space. Under the MOU the parties agree to negotiate in good faith to reach agreement on a partnership agreement, sale and purchase agreements and agreements to lease, which agreements shall be entered into simultaneously. Under the MOU arrangements it is intended that IDCB will be appointed as the developer and that CSF Advisers will be appointed as the project manager to assist in the design, construction and management of CX5, in consideration for which IDCB will pay CSF Advisers a project management fee of an amount that is not specified in the MOU. CSF Advisers will (in consultation with IDCB) be solely responsible for the design and development of CX5 and all operational aspects, including managing the overall development and construction. CSF Advisers will also be responsible for obtaining or ensuring that IDCB obtains all necessary licences and complies with all relevant laws. IDCB will execute the design, construction, completion and management of CX5, including the building and infrastructure works, by the completion dates mentioned below, and shall be responsible for procuring the necessary funding. PNB will provide approximately 10 acres of land (which it owns) for the construction of CX5 at zero cost.

IDCB will commence the design process for CX5 on or before 1 March 2010. In the event that IDCB or CSF Advisers commence work in relation to CX5 on the land before the execution of the abovementioned partnership agreement of before delivery of the contractors' bank guarantees/performance bonds to be procured by IDCB in favour of PNB, IDCB and CSF Advisers shall indemnify PNB in respect of all resulting damages and losses.

Under the abovementioned proposed sale and purchase agreements, PNB shall purchase the three blocks of CX5 together with the critical power infrastructure and associated cooling therein from IDCB upon the completion of the respective block at prices based on the agreed project cost (to be determined) plus a profit margin (to be agreed) less a discount (to be agreed). Under the MOU, subject to any extensions agreed between the parties, Block A shall be completed in September 2012, Block B in June 2013 and Block C in June 2014. In the event that the Blocks are not completed by such dates, the completion dates may be extended subject to IDCB and CSF Advisers paying PNB liquidated damages for the period of delay at the rate of 10 per cent. per annum of the land made available for CX5. Under the proposed agreement to lease, upon completion of the sale of each of the Blocks, PNB shall grant a lease of the respective Block together with the critical power infrastructure and associated cooling therein and the relevant portion of the land, to CSF Advisers or an associated company for an initial term of 10 years with an option to renew for a further 15 years at lease rentals to be agreed between PNB and CSF Advisers.

Under the MOU, subject to CSF Advisers formally applying, PNB may (in its sole discretion) grant an option to CSF Advisers to develop the remaining 21 acres of land owned by PNB surrounding the land on which CX5 will be located.

The MOU shall terminate automatically in the event that the partnership agreement mentioned above is not executed by the parties within 6 months of the date of the MOU.

(b) CSF Advisers and IDCB entered into an agreement on 11 January 2010 (as amended on 11 February 2010) pursuant to which IDCB appointed CSF Advisers as project manager to assist in designing, building and commissioning CX5 and to manage CX5, on the following terms. IDCB agreed to pay CSF Advisers a contract fee of RM3 million upon completion of Block A and within 12 months of receipt of the final tranche of the Advance (as defined below), to issue to CSF Advisers up to 100,000 new 6.5 per cent. cumulative redeemable preference shares (each an "RPS") of RM1.00 each in the capital of IDCB at an issue price of RM300 per share, provided that one RPS shall be issued to CSF Advisers for every RM300 advanced by CSF Advisers to IDCB as part of the Advance. IDCB furthermore agreed to pay a special fixed dividend to CSF Advisers of RM22 million upon completion of Block A. IDCB shall procure tenants for block A and ensure it is fully tenanted by March 2012. Upon block A being fully tenanted, IDCB shall grant CSF Advisers an irrevocable option to purchase the net rental returns (defined as the rental revenue less operating expenses (including any lease rental payments) less tax) for RM25 million or based on the price-earnings ratio of four times the annual net rental returns, whichever is lower. CSF Advisers shall have the exclusive right for a period of 12 months from completion of CX5 to secure tenants for blocks B and C, and upon CSF Advisers successfully securing such tenants, IDCB shall rent the whole rental space to CSF Advisers for a nominal sum of RM2 per block per annum for a period of 15 years with an option to extend for a further 10 years. Upon completion of CX5, IDCB shall appoint CSF Advisers as building manager to maintain the buildings together with the critical power infrastructure and associated cooling for 15 years with an option to extend for a further 10 years.

Under the agreement, the project shall commence on 1 March 2010, and CSF Advisers agrees to complete construction of the buildings and warrants and undertakes that the certificates of fitness will be obtained by 11 January 2012. CSF Advisers shall then coordinate the installation of critical power infrastructure and associated cooling in respect of blocks A, B and C by March 2012, December 2012 and December 2013 respectively.

IDCB agrees to bare the project costs of approximately RM399 million and to procure the necessary funding. However following execution of the agreement, CSF is required to advance up to RM30 million ("Advance") to IDCB as mobilisation costs and for advance down payment to suppliers for the supply of critical power infrastructure and associated cooling.

CSF Advisers shall be solely responsible for the design and development of CX5, in consultation with IDCB and in compliance with agreed specifications. CSF Advisers shall assume all liability and responsibility for the design (including in particular the functional adequacy, structural integrity and safety) and hold IDCB harmless from any defect or inadequacy in respect thereof. CSF Advisers shall also be responsible for any breach of its liabilities or obligations under the agreement, including those arising out of any acts or omissions from any consultants appointed.

In the event that CSF Advisers fails to complete the construction of the buildings with certificate of fitness by 11 January 2012 and does not remedy the breach within 60 days of notice, IDCB may terminate the agreement and CSF Advisers shall pay liquidated damages amounting to 10 per cent. of the cost of the land used for CX5 and CSF Advisers shall not be entitled to the RM3 million contract fee or the RM22 million special fixed dividend, but IDCB shall redeem all the RPS at the subscription price or return the Advance.

In the event that CSF Advisers fails to install the critical power infrastructure and associated cooling in respect of blocks A, B and C by March 2012, December 2012 and December 2012 respectively, fails to show satisfactory progress in the construction works, is in breach of any material obligation under the agreement or is wound up or goes into liquidation and does not remedy the breach within 60 days of notice, IDCB may terminate the agreement and appoint another project manager.

If IDCB is in breach of any material obligation under the agreement or is wound up or goes into liquidation and does not remedy the breach within 30 days of notice, CSF Advisers may terminate the agreement and take over IDCB's role as project owner and IDCB shall return the RM30 million advance.

CSF Advisers and IDCB intend to enter into a new agreement that will supercede the terms of their existing agreement outlined above, to ensure that their partnership arrangements are consistent with the terms of the arrangements agreed between PNB, IDCB and CSF Advisers pursuant to the MOU.

8.8 ***Engagement Letter with Crowe Horwath***

CSF Advisers and CSF CX entered into an engagement letter with Crowe Horwath dated 29 October 2007 (and signed in acceptance on 18 February 2008) as supplemented by a letter from Crowe Horwath to CSF Advisers and CSF CX dated 17 November 2009, pursuant to which Crowe Horwath agreed to provide certain corporate advisory services in consideration for a fee of RM7 million (the "Fee") payable on Admission (see paragraphs 8.11 and 9.1.16 of Part V for further details).

By letter dated 19 January 2010 to CSF International, Crowe Horwath confirmed that the Fee would be wholly satisfied by the issue of (i) 76,988 ordinary shares in CSF International to Lye Siow Meng and (ii) 15,768 ordinary shares in CSF International to Novagold Limited. Crowe Horwath furthermore confirmed that each of CSF International, CSF Advisers, CSF CX and the Company (the "CSF Entities") was released and discharged from any obligation to pay the Fee upon the issue of the aforementioned shares and that the Fee shall be deemed to cover all services provided by Crowe Horwath to the CSF Entities in connection with the restructuring of the CSF group of companies and Admission.

By an agreement dated 23 February 2010 between the Company, Crowe Horwath, Lye Siow Meng and Novagold Limited, the Company agreed, conditional upon Admission, to pay in cash:

(i) the sum of RM310,022 to Lye Siow Meng; and

(ii) the sum of RM1,189,978 to Novagold Limited,

in consideration of the transfer by Lye Siow Meng of 4,108 ordinary shares in CSF International and the transfer by Novagold Limited of 15,768 ordinary shares in CSF International to the other shareholders of CSF International at such time, which share transfers were completed on 23 February 2010. Upon completion of such transfers, Novagold Limited ceased to hold any shares in CSF International.

8.9 ***Engagement Letter with Dennis Kian Jing Ow***

Pursuant to an engagement letter dated 3 August 2009, CSF Advisers engaged Dennis Kian Jing Ow as financial adviser to CSF Advisers, CSF CX and Atlas CSF in connection with various corporate advisory matters, including in connection with a proposed admission to AIM. CSF Advisers agreed to pay Mr Ow (in addition to reimbursement of reasonable expenses):

8.9.1 HK$30,000 per month as a monthly retainer as of 3 August 2009;

8.9.2 subject to the raising of not less than GBP20 million by Mr Ow and upon Admission no later than 31 March 2010 with a fair value of the Company of at least eight times the group's profit after tax (which the parties interpret as meaning as at the year ending 31 March 2011):

8.9.2.1 a fee of 0.5 per cent. of the funds raised by Mr Ow on behalf of the Company (which the parties interpret as meaning 0.5 per cent. of the aggregate of the Placing Price for all Placing Shares issued pursuant to the Placing Agreement); and

8.9.2.2 HK$500,000 in cash or shares of the Company. The Company and Mr Ow intend that this sum be paid in cash.

CSF Advisers and Dennis Kian Jing Ow have agreed that Mr Ow's appointment as a financial adviser to CSF Advisers, CSF CX and Atlas CSF pursuant to the letter dated 3 August 2009 will terminate automatically on the earlier of (i) Dennis Ow's appointment as a non-executive Director of the Company or (ii) on Admission.

8.10 ***Share Swap Agreements***

8.10.1 *Share Swap Agreements relating to the transfer of CSF Advisers and CSF CX to CSF International*

(a) By share purchase agreements dated 31 December 2009 between:

CSF International, the then shareholders of CSF Advisers and certain other persons (being Yong Kwet On (both in his capacity as beneficial and legal owner of certain shares in CSF Advisers and in his capacity as trustee in respect of certain shares in CSF Advisers which he held on trust for the staff trust), Wong Chow Ming, Thoo Soon Huat, Gan Jhia Jhia, Leong Kok Cheng, Ng Kok Hoong and No Poh Choo); and

(b) CSF International, the then shareholders of CSF CX and certain other persons (being Yong Kwet On, Wong Chow Ming (both in his capacity as beneficial and legal owner of certain shares in CSF CX and in his capacity as trustee in respect of certain shares in CSF CX which he held on trust for the staff trust), Wong Chow Yien, Thoo Soon Huat, Gan Jhia Jhia, Leong Kok Cheng and Chin Sui Yin),

CSF International agreed to acquire the entire issued share capital of CSF Advisers and CSF CX in consideration for the issue and allotment of 3,156,283 ordinary shares in aggregate in CSF International. The abovementioned agreements completed on 29 January 2010, and the 3,156,283 ordinary shares in CSF International were issued and allotted on such date.

8.10.2 *Share Swap Agreement relating to the transfer of CSF International to the Company*

By a share purchase agreement dated 12 March 2010 between the Company and the then shareholders of CSF International (being Yong Kwet On (both in his capacity as beneficial and legal owner of certain shares in CSF International and in his capacity as trustee in respect of certain shares in CSF International which he held on trust for the staff trust), Wong Chow Ming (both in his capacity as beneficial and legal owner of certain shares in CSF International and in his capacity as trustee in respect of certain shares in CSF International which he held on trust for the staff trust), Thoo Soon Huat, Gan Jhia Jhia, Leong Kok Cheng, Ng Kok Hoong, Wong Chow Yien, Chin Sui Yin, No Poh Choo, Lye Siow Meng and Novagold Limited), (the "CSF International Shareswap Agreement") the Company agreed to acquire the entire issued share capital of CSF International in consideration for the issue and allotment of such number of Ordinary Shares as shall be determined by the Board following a marketing presentation to potential investors in connection with Admission, to be allotted in accordance with agreed percentage proportions. The agreement completed on 12 March 2010, and 109,090,889 Ordinary Shares were issued and allotted on such date (as described in paragraph 2.8 of Part V).

8.11 ***Subscription Agreement***

On 20 January 2010 CSF International, Lye Siow Meng, Novagold Limited and certain others (the "CSF Shareholders") entered into a subscription agreement (the "CSF International Subscription Agreement") pursuant to which (i) Lye Siow Meng subscribed for 76,988 ordinary shares in CSF International and (ii) Novagold Limited subscribed for 15,768 ordinary shares in CSF International.

Under the CSF International Subscription Agreement, CSF International, Lye Siow Meng and Novagold Limited agreed that the aggregate subscription price payable for the subscription of aforementioned shares would be wholly satisfied by the release and discharge of each of CSF International, CSF Advisers, CSF CX and Atlas CSF by Crowe Horwath for any obligation to pay the RM7 million fee payable to Crowe Horwath in respect of corporate advisory services provided pursuant to the engagement letter dated 29 October 2007 (the "Fee") (see paragraphs 8.8 and 9.1.19 of Part V for further details).

Under the CSF International Subscription Agreement, each of Lye Siow Meng and Novagold Limited undertook that in the event that Admission does not occur by 30 September 2010, she/it will transfer its entire shareholding in CSF International or (in the event that the Shareswap Agreement has completed) the Company to the CSF Shareholders for nominal consideration *pro rata* in accordance with their respective shareholding in CSF International or the Company (as the case may be) at such time.

Pursuant to an agreement dated 23 February 2010 between the Company, Crowe Horwath, Lye Siow Meng and Novagold Limited, on 23 February 2010, Lye Siow Meng transferred an aggregate of 4,108 ordinary shares in CSF International and Novagold Limited transferred an aggregate of 15,768 ordinary shares in CSF International to the other shareholders of CSF International at such time. As a result, Novagold Limited ceased to hold any shares in CSF International. In consideration, conditional upon Admission, the Company agreed to pay RM310,022 to Lye Siow Meng and RM1,189,978 to Novagold Limited.

8.12 ***Indemnity to non-executive Directors***

By a letter of indemnity given to Phil Cartmell, the Company has agreed to indemnify Mr Cartmell against all costs, losses and liabilities incurred or sustained in connection with the publication of this document or the marketing presentation relating to the Placing and Admission.

8.13 ***Employee Share Option Plan***

The Company has established a company Share Option Plan, details of which are set out in this paragraph.

8.13.1 *Administration*

The Share Option Plan will be administered by the Remuneration Committee in accordance with its rules.

8.13.2 *Eligible employees*

Options may be granted to such employees (including employed directors) of the Company or any of its participating subsidiaries as the Remuneration Committee shall select in accordance with specified criteria relating to the respective employee's performance and length of service.

8.13.3 *Grant of options*

Options may be granted within 42 days following the adoption of the Share Option Plan and thereafter within 42 days following the preliminary announcement of the annual or half yearly results of the Company for any financial period or at any other time if the Board resolves that exceptional circumstances exist which justify the grant of options. Options are over Ordinary Shares. No option may be granted later than ten years from the date of adoption of the Share

Option Plan. Options granted under the Share Option Plan are personal to the option holder and may not be transferred. Benefits under the Share Option Plan will not be pensionable.

8.13.4 *Exercise price*

The exercise price at which options may be exercised is the Placing Price.

No consideration is payable for the grant of an option.

8.13.5 *Limit*

No option may be granted under the Share Option Plan if, as a result, the aggregate number of Ordinary Shares issued and issuable pursuant to options granted under the Share Option Plan, or under any other employees' share plan adopted by the Company in general meeting would in any period of 10 years (commencing at least three months following Admission) exceed 5 per cent. of the issued ordinary share capital of the Company from time to time.

8.13.6 *Exercise of options*

8.13.6.1 An option will be exercisable: (a) no earlier than the first anniversary of the date of grant in respect of one third of the number of the shares over which the option is granted (b) no earlier than the second anniversary of the date of grant in respect of one third of the number of the shares over which the option is granted; and (c) no earlier than the third anniversary of the date of grant in respect of the remainder of the number of shares over which the option is granted. An option may be exercisable earlier if the option holder dies, if the option holder's employment terminates by reason of injury, disability, ill-health, redundancy, retirement at normal retirement age or his employer ceasing to be a member of the Group, early retirement, or because the business in which he is employed is transferred out of the Group. If an option holder ceases to be employed for any other reason his options will lapse unless the Remuneration Committee determines otherwise. Options will lapse at the expiry of 10 years from the date of grant. Special provisions apply in the event of a takeover or liquidation of the Company.

8.13.6.2 The exercise of options will be subject to objective performance target(s) which will be specified on the grant of any option.

8.13.7 *Ordinary Shares*

Ordinary Shares issued on the exercise of an option will rank *pari passu* with existing Ordinary Shares except for any rights attached to such Ordinary Shares by reference to a record date prior to the date of allotment. The Company will use its reasonable endeavours to obtain admission to trading on AIM for any Ordinary Shares so allotted.

8.13.8 *Variation of share capital*

On any variation or reorganisation of the share capital of the Company by way of rights or capitalisation issue or by consolidation, sub-division or reduction of capital or otherwise, the Remuneration Committee may make such adjustments as it considers appropriate to the exercise price and/or the number and/or the denomination of Ordinary Shares comprised in an option, provided that there is no increase in the exercise price or reduction below nominal value. No such adjustment may be made without the prior written confirmation from the Company's auditors that it is in their opinion fair and reasonable.

8.13.9 *Amendments to the Share Option Plan*

The Board may amend the Share Option Plan, but may not make an amendment which is to the advantage of present or future option holders unless certain strict criteria are met.

No amendment may be made to alter to the material disadvantage of any option holder any rights already acquired by him without the consent of option holders holding options over at least 75 per cent. of the Ordinary Shares under option under the Share Option Plan.

8.14 ***Options granted to non-executive Directors***

The Company has granted to each of the non-executive Directors, conditional upon Admission, an option to subscribe for 250,000 Ordinary Shares.

The options granted to the non-executive Directors are exercisable at the Placing Price. One-third of the Ordinary Shares in respect of which the option has been granted to each non-executive Director respectively will vest on the first anniversary of Admission; one-third on the second anniversary of Admission; and the remainder on the third anniversary of Admission.

8.15 ***Employee Benefit Trust***

Pursuant to declarations of trust dated 12 March 2010, Yong Kwet On holds 3,450,276 Ordinary Shares and Wong Chow Ming holds 2,038,219 Ordinary Shares on trust for the beneficiaries of the employee benefit trust established by the Company.

Pursuant to a trust deed made on 12 March 2010 between the Company, Yong Kwet On and Wong Chow Ming, Yong Kwet On and Wong Chow Ming are the trustees of the employee benefit trust established by the Company. The trust deed provides that the trust constitutes and remains a scheme for encouraging or facilitating the holding of shares in the Company by or for the benefit of bona fide employees or former employees of the Group or the spouses, civil partners, surviving spouses, surviving civil partners or minor children or step-children of such employees or former employees.

8.16 ***Deed of Warrant Grant***

Pursuant to a deed of warrant grant dated 15 March 2010, conditional upon Admission the Company agreed to grant Cenkos a warrant to subscribe for up to one per cent. of the Enlarged Share Capital at the Placing Price per share. Such warrants is exercisable at any time following Admission until the second anniversary of Admission.

9. Related party transactions

9.1 Save as otherwise disclosed in this document and in particular Note 24 of Part IV of this document (which sets out all related party transactions entered in such period), or as disclosed below (which sets out the material related party transactions entered in such period), the Group has not entered into any related party transaction in the three year period to 31 March 2009 or for the period from 1 April 2009 to the date of this document:

9.1.1 CSF Advisers engaged Vista One Sdn Bhd to provide project management services (for payment of services provided by Yong Kwet On to CSF Advisers) in relation to CX1 from January 2004 until September 2009, for which CSF Advisers were invoiced intermittently in the three year and six month period to 30 September 2009 RM542,000. This transaction amounts to a related party transaction for the Group as Yong Kwet On holds 50 per cent. of the issued share capital and is a director of Vista One Sdn Bhd.

9.1.2 In 2009 CSF Advisers and CSF CX obtained legal services from Joseph Ting & Co relating to the CX1 and CX2 sale and leaseback arrangements respectively (as described in paragraph 8.7 of Part V). The Group intends to continue to engage Joseph Ting & Co to provide Malaysian legal services. This transaction amounts to a related party transaction for the Group as Ting Heng Peng is a partner of the law firm Joseph Ting & Co.

9.1.3 The following transactions between CSF CX and CSF Advisers amount to related party transactions for the Group:

9.1.3.1 the agreement to lease part of CX2 between CSF CX (as lessor) and CSF Advisers (as lessee) dated 25 November 2008. As the rental for this arrangement is much lower than market rate, this arrangement is not on arm's length terms;

9.1.3.2 the tenancy agreement between CSF Advisers and Free Net Business Solutions Sdn Bhd ("Free Net") dated 18 August 2009 relating to part of the CX2 premises, which provides that the rental payable to CSF Advisers is to be paid to CSF CX.

9.1.4 Yong Kwet On provided various loans to CSF Advisers for working capital purposes since the financial year ended 31 March 2007, which amount have been repaid in full.

9.1.5 Ow Yong Min Che provided various loans to CSF Advisers for working capital purposes since the financial year ended 31 March 2007, which amounts have been repaid in full. These transactions amount to related party transactions for the Group as at the time Ow Yong Min Che was a shareholder and a director of CSF Advisers.

9.1.6 On 31 July 2008, CSF Advisers provided a loan of RM5,000,000 to Wong Chow Ming, which amount has been repaid in full.

9.1.7 Vista Cybersystem Sdn Bhd ("Vista Cybersystem") has provided mechanical engineering consultancy services (otherwise known as engineering charges) to Atlas CSF amounting to RM316,000 for the 3 years and six months ended 30 September 2009, which amount has been paid in full. The Group intend to engage Vista Cybersystems to continue to provide services to Atlas CSF in the future. The Board is of the view that these transactions are on arm's length terms comparable to those offered unrelated third parties.

Atlas CSF provided data centre equipment to Vista Cybersystem for the sum of RM3,831,379 in the sixteen months ended 31 July 2007, which sum has been paid in full. According to the executive Directors, the transactions were on arm's length terms.

These are related party transactions for the Group as Yong Kwet On holds 20 per cent. of the issued share capital and is a director of Vista Cybersystem.

9.1.8 Atlas CSF has provided administrative services to Qualtech Asia Sdn Bhd ("Qualtech") since 1 July 2005 of approximately RM3,500 per month pursuant to invoices issued monthly. The Group intends that Atlas CSF should continue to provide such services following Admission.

This is a related party transaction for the Group as Thoo Soon Huat (who is a director of Atlas CSF and a shareholder) is a director of Qualtech.

9.1.9 Atlas CSF purchased equipment from Thirdwave Infrasys Sdn Bhd ("Thirdwave Infrasys") for RM614,000 for the 24 months ended 31 March 2008, which amounts have been paid in full. According to the executive Directors, these transactions are on arm's length terms comparable to those offered to independent third parties. The Group intends that Atlas CSF should continue to enter into arrangements with Thirdwave Infrasys.

These are related party transactions for the Group because Wong Chow Ming holds 70 per cent. of the issued share capital and is a non-executive director of Thirdwave Infrasys.

9.1.10 The following transactions between CSF CX and Atlas CSF amount to related party transactions for the Group:

9.1.10.1 Atlas CSF made advances to CSF CX on various dates for working capital purposes, such that the aggregate adjusted non-trade amount owing by CSF CX to Atlas CSF was RM2,496,000 as at 30 September 2009. There are no written agreements relating to such loans; each of the loans is unsecured and interest-free; and there are no fixed terms of repayment; and

9.1.10.2 Atlas CSF supplied and installed certain equipment at the CX2 site for CSF CX, for which Atlas CSF invoiced CSF CX an aggregate of RM 39.95 million for the 18 months ending 30 September 2009. The Group intends that Atlas CSF will continue to provide equipment for CSF CX at the CX2 site. According to the executive Directors, these arrangements are not on arm's length terms, as Atlas CSF earned a profit margin of approximately 10 per cent. in respect of this equipment, which is below the normal profit margin charged to third parties of between 18 per cent. and 23 per cent.

9.1.11 On 16 July 2008 Atlas CSF provided a loan of RM2,000,000 to Wong Chow Ming, which amount was settled in full in December 2009.

9.1.12 At the beginning of the CX2 project before CSF CX was operational, C2 Consult Sdn Bhd employed two employees of CSF CX and invoiced CSF CX RM167,000 for reimbursement of salary and benefits, to pass the cost of these employees back to CSF CX. This amount remains outstanding. This is a related party transaction for the Group as Yong Kwet On was a non-executive director of C2 Consult at the time of the transaction until 25 June 2009.

9.1.13 Since 1 May 2008 CSF CX rents office space at Business Suite 19A-26-2, Level 26, UOA Centre, No. 19 Jalan Pinang, 50450 Kuala Lumpur, Malaysia from ML Strategic Corporate Advisory Sdn Bhd ("ML Strategic") for the monthly rental of RM3,000. There is no formal agreement and ML Strategic renders monthly invoices to CSF CX. CSF CX has paid all rental up until the period ending 31 October 2009. CSF CX intends to continue to rent this office space for the near future. According to the executive Directors, this transaction is on arm's length terms. This is a related party transaction for the Group because Leong Kok Cheng (who is a shareholder) is a director of and, together with his spouse, owns ML Strategic.

9.1.14 Wong Chow Ming has provided various loans to CSF CX for general working capital purposes. Wong Chow Ming loaned CSF CX RM349,000 in January 2009. The loan of RM2,000,000, which was given to CSF CX by Ow Yong Hoong Peen (a former director and shareholder of CSF CX) in July 2008, was assigned to Wong Chow Ming in July 2009 under a private arrangement between Ow Yong Hoong Peen and Wong Chow Ming. Wong Chow Ming loaned RM1,898,000 to CSF CX in April 2009 and an additional RM1,000,000 in July 2009. RM3,000,000 of the aggregate amount loaned was repaid to Wong Chow Ming in November 2009 and the balance of RM2,247,000 was repaid in full in February 2010.

9.1.15 Ow Yong Hoong Peen provided a loan of RM2,000,000 to CSF CX for working capital in July 2008, the benefit of which was fully assigned by Ow Yong Hoong Peen to Wong Chow Ming in July 2009 (see paragraph 9.1.14 above). This is a related party transaction for the Group as Ow Yong Hoong Peen was a shareholder and director of CSF CX at the time the loan was made.

9.1.16 Pursuant to (a) an engagement letter dated 29 October 2007 (and countersigned in acceptance on 18 February 2008) and (b) a letter from Crowe Horwath dated 17 November 2009, Crowe Horwath provided corporate advisory services to CSF Advisers and CSF CX relating to corporate restructuring and listing for an aggregate fee of RM7 million. This fee was wholly satisfied by the allotment and issue of (i) 76,988 ordinary shares in CSF International to Lye Siow Meng; and (ii) 15,768 ordinary shares in CSF International to Novagold Limited pursuant to the CSF International Subscription Agreement referred to in paragraph 8.11 of Part V above.

By an agreement dated 23 February 2010 between the Company, Crowe Horwath, Lye Siow Meng and Novagold Limited, the Company agreed conditional upon Admission to pay in cash:

(i) the sum of RM310,022 to Lye Siow Meng; and

(ii) the sum of RM1,189,978 to Novagold Limited, in consideration of the transfer by Lye Siow Meng of 4,108 ordinary shares in CSF International and the transfer by and Novagold Limited of 15,768 ordinary shares in CSF International to the other shareholders of CSF International at such time, which share transfers were completed on 23 February 2010.

This is a related party transaction for the Group as Lee King Loon who is a Director, was a director of Crowe Horwath until 15 March 2010.

9.1.17 On 31 July 2009 the board of directors of CSF CX resolved that a first interim dividend of RM2.90 per share in respect of the financial year ending 31 March 2010 be declared out of profits and approved for payment no later than 30 November 2009 to all shareholders on the register on 31 October 2009. The dividend payment declared by CSF CX on 25 November 2009 as being payable to all shareholders at the respective time amounted to RM29 million in aggregate. The RM29 million was paid in its entirety to Wong Chow Ming (holder of 72.89 per cent. of the issued share capital of CSF CX at the time) pursuant to written assignments signed by each of the other shareholders of CSF CX at the time (being Thoo Soon Huat, Yong Kwet On, Wong Chow Yien and Gan Jhia Jhia), assigning their respective full rights and entitlements to all dividends declared and/or paid by CSF CX during the financial year ending 31 March 2010 to Wong Chow Ming. These shareholders assigned such rights in accordance with verbal arrangements between them and Wong Chow Ming to do so as a condition to the transfer of shares in CSF CX to them in July 2009, in recognition of Wong Chow Ming having been one of the early shareholders of CSF CX and having provided considerable funds to the initial operations of CSF CX.

10. Working capital

The Directors are of the opinion that, having made due and careful enquiry and having regard to the net proceeds receivable from the Placing, the working capital available to the Company will be sufficient for its present requirements, that is for at least the next twelve months from the date of Admission.

11. Litigation

No member of the Group is or has been involved in any governmental, legal or arbitration proceedings which may have or have had during the last twelve months preceding the date of this document, a significant effect on the financial position or profitability of the Company and/or the Group nor, so far as the Company is aware, are any such proceedings pending or threatened.

12. Intellectual property

12.1 In addition to the registration of the domain names set out in paragraph 12.2 below, the Group currently has:

12.1.1 filed a trademark application in Malaysia under class 42 for its “Atlas CSF” logo on 31 December 2009 to be registered in Atlas CSF’s name. The application is currently pending approval.

12.1.2 filed a trademark application in Malaysia under class 42 (application number 09022462) for its “CSF” logo on 22 December 2009 to be registered in CSF Advisers’ name. The application is currently pending approval.

Trade Mark	*Class*	*Description of class headings of Trade Mark*
Atlas CSF	42	Consulting in the field of information technology project management; consulting for others in the field of design, planning and implementation project management of data centre infrastructures; design and maintenance of computer sites for third parties; engineering project management services; project management design
CSF	42	Consulting in the field of information technology project management; consulting for others in the field of design, planning and implementation project management of data centre infrastructures; design and maintenance of computer sites for third parties; engineering project management services; project management design

12.2 Domain Names:

The Group is the registered owner of the following domain names:

www.csf-advisers.com
registered in the name of CSF Advisers; and

www.atlas-csf.com
registered in the name of Atlas CSF.

12.3 None of the Group companies:

12.3.1 has entered into any trade mark licensing arrangements with a third party or each other; or

12.3.2 is using other intellectual property rights without the appropriate authorization or licence.

12.4 Other than the trade marks mentioned in paragraph 12.1 above and the domain names set out in paragraph 12.2 above, the Group has confirmed that it does not own any other registerable or non-registerable intellectual property rights.

12.5 For the purpose of compliance with AIM Rule 26, the Company's website is www.csf-group.com.

13. Summary of premises and principal establishment

13.1 The Group's principal establishments are located at:

13.1.1 No. 3552 Jalan Teknokrat 6, 63000 Cyberjaya, Selangor Daruh Ehsan, Malaysia (being the premises known as CX1). These premises are currently owned by CSF Advisers and are charged to United Overseas Bank (Malaysia) Bhd. CSF Advisers has entered into sale and leaseback arrangements with PNB in respect of these premises, details of which are set out in paragraph 8 above.

13.1.2 7118 Jalan Impact, 63000 Cyberjaya, Selangor Daruh Ehsan, Malaysia (being the premises known as CX2). These premises are owned by PNB and leased to CSF CX for a term of 15 years (with an option to renew for a further 10 years) pursuant to the sale and leaseback arrangements, details of which are set out in paragraph 8.

CSF CX in turn leases the premises to CSF Advisers pursuant to an agreement to lease dated 25 November 2008. The lease is for a term of 15 years at a staggered annual rental ranging from RM 80,000 to RM 200,000, with an option to renew for a further 10 years.

13.1.3 Unit 16-01, Menara MSC Cyberport No. 5, Jalan Bukit Meldrum 80300, Johor Bahru, Johor, Malaysia (being the premises known as CX3). These premises are owned by Dunlop Estate Holdings Bhd and leased to CSF Advisers pursuant to a tenancy agreement dated 25 May 2009 for a three year term expiring on 31 December 2011 at a rental of RM 6,842 per month, with an option to renew for a further three years.

13.2 In addition, the Group operates out of the following premises:

13.2.1 No. 21 & 22, Jalan Damar SD 15/1, Bandar Sri Damansara, 52200 Kuala Lumpur, Malaysia. These premises are owned by Atlas CSF and used as an office for Atlas CSF. The premises are currently charged to Affin Bank Berhad.

13.2.2 Strata Title-Pajakan Negeri, 2316/M2/6179 Daerah Barat Daya Mukim 12, Lot No. 12034, Pulau Pinang, Malaysia. These premises are owned by Atlas CSF and used as an office and an employee hostel for Atlas CSF.

13.2.3 Parcel No. C-4-G, Block C, Level No. 4, Sri Mutiara held under Master Title GM 930, Lot No. 1796, Kuala Lumpur, Malaysia. These premises are owned by Atlas CSF and used as an employee hostel for Atlas CSF. The premises are currently charged to Hong Leong Bank Berhad.

13.2.4 First Floor, No. 6-01, Jalan Ros Merah 2/2, Taman Johor Jaya, 81100, Johor Bahru, Johor, Malaysia. Atlas CSF rents this office space at a monthly rental of RM550, although the tenancy agreement has expired.

13.2.5 Suite 19A-26-2, Level 26, UOA Centre, No. 19 Jalan Pinang, 50450 Kuala Lumpur, Malaysia. CSF CX rents this office space from ML Strategic Corporate Advisory Sdn Bhd at a monthly rental of RM3,000 pursuant to intermittent invoices. CSF CX uses these premises as an office.

14. Comparison of Jersey law and UK law

There are a number of differences between company law in England and company law in Jersey, which may impact upon the holders of Ordinary Shares. However, where permitted by the Law and considered to be appropriate, rights and protections similar to those provided to shareholders under English law have been conferred on holders of Ordinary Shares by the Articles, including as described in the summary of certain provisions of the Articles set out in paragraph 7 of this Part V.

Key differences between company law in England and company law in Jersey include (without limitation) the following:

(a) the Law does not confer statutory pre-emption rights on shareholders relating to new share issues; however, pre-emption rights broadly based on the provisions of the Companies Act 1985 have been enshrined in the Articles;

(b) under the Law, the directors of a company do not need the sanction of the shareholders to issue and allot shares; however, the requirement to obtain such sanction has been enshrined in the Articles;

(c) Jersey law allows for partly paid shares to be allotted even if they are not paid up to at least one quarter of its nominal value;

(d) any increase in the authorised share capital of the Company requires a special resolution (two-thirds majority) rather than an ordinary resolution (a simple majority);

(e) under the Law a special resolution is required to be passed by two-thirds of shareholders present (in person or by proxy) at the relevant meeting, compared with a three-quarters majority required under English law. Thus, for example, a buy-back of shares requiring the sanction of a special resolution will only require a two-thirds majority instead of a three-quarters majority;

(f) the circumstances in which the Law permits a Jersey company to indemnify its directors in respect of liabilities incurred by its directors in carrying out their duties are limited, and differ slightly to the analogous rules under English law. There is, however, no general prohibition on the granting of loans by a company to its directors (but directors remain subject to fiduciary duties when considering the grant of any such loans) and any costs incurred in defending any proceedings which relate to anything done or omitted to be done by that director in carrying out his duties may be funded by way of loans;

(g) Jersey law/ does not require that shareholders approve compensation payments made to directors for loss of office, whereas under English law a payment by a company for loss of office to a director of a company or its holding company must be approved by a resolution of shareholders;

(h) unless the articles of association of a public company provide otherwise, proxies are not entitled to speak or vote on a show of hands under Jersey law. Jersey law does not permit the appointment of more than one corporate representative by a member in respect of the same shareholding;

(i) any general meeting of a Jersey company may be convened on 14 days' notice (rather than 21 days' notice required under English law in certain circumstances, including for the passing of a special resolution);

(j) the Law does not require the directors of a Jersey company to disclose to the company their beneficial ownership of any shares in the company (although they must disclose to the company the nature and extent of any direct or indirect interest which conflicts, or may conflict to a material extent with, a transaction into which the company or any of its subsidiaries is proposing to enter). However, as a London-listed company, the Company and all shareholders in the Company will be required to comply with the Disclosure and Transparency Rules issued by the Financial Services Authority which contain such requirements (Chapter 3 of the Disclosure and Transparency Rules require the disclosure of such interests by the directors);

(k) the Law does not grant the directors of a Jersey company a statutory power to request information concerning the beneficial ownership of shares, but powers based on section 793 of the Companies Act 2006 have been incorporated into the Articles entitling the Directors to request information to establish details of interests in shares in the Company;

(l) under the Law, shareholders holding not less than one-tenth of the total voting rights of the shareholders of the Company may requisition a meeting of shareholders (whereas under the Companies Act 2006, this right may be exercised by shareholders representing at least 10 per cent. of the paid up voting capital of a company);

(m) the Law does not confer on members the right to an independent scrutiny of a poll taken, or to be taken, at a general meeting, nor does it confer rights on members to require a company to circulate resolutions proposed to be moved by members at the next annual general meeting, or to circulate explanatory statements relating to any matter relating to a proposed resolution at a general meeting, or rights for a nominee holder of shares to have information rights granted to the underlying beneficial owner of the share;

(n) there is no restriction on donations by a company to political organisations under Jersey law;

(o) under the Law, at a meeting of shareholders a poll may be demanded in respect of any question by: (i) no fewer than five shareholders having the right to vote on the question; or (ii) a shareholder or shareholders representing not less than one tenth of the total voting rights of all shareholders having the right to vote on the question (whereas, under the Companies Act 2006, a shareholder or shareholders representing 10 per cent. of the total sum paid up on all shares giving the right to vote may also demand a poll);

(p) Jersey companies are permitted to make distributions to shareholders without reference to distributable reserves. Instead, distributions may be made out of a company's assets (other than its nominal capital account or any capital redemption reserve), provided the directors approving the distribution give the appropriate solvency statement required by the Law (to the effect that the company will be able to continue its business and meet its liabilities as they fall due for the next 12 months);

(q) a Jersey company's redeemable shares may be redeemed out of any capital source which, in particular, allows shares to be redeemed in whole or in part out of share capital accounts without the need for capital redemption reserves, provided such shares are fully paid;

(r) a Jersey company may, by special resolution, apply a capital redemption reserve in issuing shares to be allotted as fully paid bonus shares;

(s) under Jersey law, it is harder for shareholders to bring a derivative claim against a company than is the case under the Companies Act 2006. However, Jersey law includes an equivalent provision relating to protection of shareholders against unfair prejudice (which, in English law, has not changed substantially between the Companies Act 1985 and the Companies Act 2006) and Jersey has (subject to certain exceptions) a broadly similar position under customary law to the common law position under English law; and

(t) under Jersey law, the two procedures for dissolving a Jersey company are winding up and desastre. Concepts such as receivership, administration and voluntary arrangements do not exist under Jersey law. The concept of a winding up is broadly similar to that under English law, except that under Jersey law, a winding up may only be commenced by the Jersey company and not by one of its creditors. If the company is solvent the winding up will be a summary winding up. If the company is insolvent, the winding up will be a creditors' winding up. A creditor wishing to dissolve a Jersey company would seek to have the company's property declared en desastre (literally meaning "in disaster"). If the company's property is declared en desastre, all of the powers and property of the company (whether present or future or situated in Jersey or elsewhere) are vested in the Viscount (an officer of the court). The role of the Viscount is similar to that of a liquidator. The Viscount's principal duty is to act for the benefit of the company's creditors. He is not under an obligation to call any creditors' meetings, although he may do so.

This list is intended to be illustrative only and does not purport to be exhaustive or to constitute legal advice. Any shareholder wishing to obtain further information regarding his rights as a holder of Ordinary Shares under Jersey law should consult his Jersey legal advisers.

Following and subject to Admission, the Company will be required to comply with the AIM Rules for Companies (including rules relating to related party transactions, and significant transactions) and the Disclosure and Transparency Rules. In certain of the instances where the AIM Rules for Companies and the Disclosure and Transparency Rules apply differently to an overseas company, provision has been made in the Articles to apply the rules as if the Company was a company incorporated in the UK.

The Company has adopted those elements of the Model Code which the Directors consider appropriate to a Company of its size whose shares are traded on AIM.

It should be noted that insider dealing legislation set out in the UK Criminal Justice Act 1993, as well as provisions relating to market abuse, will apply to the Company and dealings with Ordinary Shares, alongside the relevant provisions of Jersey law.

15. Taxation

UK taxation

(a) *Tax treatment of the Company*

The following information is based on the law and practice currently in force in the UK.

Provided that the Company is not resident in the UK for taxation purposes and does not carry out any trade in the UK (whether or not through a permanent establishment situated there), the Company should not be liable for UK taxation on its income and gains, other than in respect of interest and other income received by the Company from a UK source (to the extent that it is subject to withholding taxes in the UK).

It is the intention of the Directors to conduct the affairs of the Company so that the central management and control of the Company is not exercised in the UK in order that the Company does not become resident in the UK for taxation purposes. The Directors intend, insofar as this is within their control, that the affairs of the Company are conducted so the Company is not treated as carrying on a trade in the UK through a permanent establishment.

(b) *Tax treatment of UK investors*

The following information, which relates only to UK taxation, is applicable to the Company and to persons who are resident or ordinarily resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and potential investors:

- who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10 per cent. of any of the classes of shares in the Company; or
- who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- who are in any doubt as to their taxation position,

should consult their professional advisers without delay. Investors should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

Shareholders who are neither resident nor ordinarily resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

Dividends

Where the Company pays dividends, Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

Shareholders who are individuals, depending on their circumstances, should be entitled to a UK tax credit in respect of any dividend paid. The tax credit will equal one ninth of the amount of dividend paid (including any withholding tax imposed). The income tax payable in respect of the dividend will be based on the amount of dividend paid (including any withholding tax imposed) plus the UK tax credit multiplied by the relevant income tax rate. The individual should be entitled to deduct the UK tax credit and any withholding tax imposed from the income tax payable. However, if the income tax payable is less than the UK tax credit plus any withholding tax, the excess can not be used against any other income tax liability.

Shareholders who are subject to corporation tax should be able to claim exemption from UK corporation tax in respect of any dividend received but should not be entitled to claim relief in respect of any underlying tax or withholding tax imposed.

Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

For Shareholders within the charge to UK corporation tax, indexation allowance may reduce any chargeable gain arising on disposal of Ordinary Shares but will not create or increase an allowable loss.

Further information for Shareholders subject to UK income tax and capital gains tax

The attention of individuals ordinarily resident in the UK is drawn to the provisions of Chapter 2 (Transfer of Assets Abroad) of Part 13 of the Income Tax Act 2007, which may render such individuals liable to tax in respect of undistributed profits of the Company in certain circumstances.

Controlled foreign companies

The attention of corporate shareholders resident in the UK is drawn to the provisions of Chapter IV (Controlled Foreign Companies) of Part XVII of the Income and Corporation Taxes Act 1988, which may render companies with a 25 per cent. assessable interest in the Company liable to tax in respect of undistributed profits of the Company in certain circumstances.

Stamp Duty and Stamp Duty Reserve Tax

The following comments are intended as a guide to the general UK Stamp Duty and Stamp Duty Reserve Tax ("**SDRT**") position and do not relate to persons such as market makers, brokers, dealers, intermediaries and persons connected with depository arrangements or clearance services, to whom special rules apply.

No UK Stamp Duty or SDRT will be payable on the issue of the Ordinary Shares. UK Stamp Duty (at the rate of 0.5 per cent., rounded up where necessary to the next £5 of the amount of the value of the consideration for the transfer, provided that no UK Stamp Duty is payable if the value of the consideration is £1,000 or less) is payable on any instrument of transfer of Ordinary Shares executed within, or in certain cases brought into, the UK. On the basis that the Company is incorporated in Jersey, SDRT should not be chargeable on transfers of Ordinary Shares carried out through CREST, provided that they are not registered in any register of the Company kept in the UK.

Jersey taxation

Taxation of the Company

All Jersey companies are subject to the zero/ten taxation regime, under which the general rate of income tax charged on a company's taxable profits will be 0 per cent. unless the company is a financial services company, to which the corporate rate of tax of 10 per cent. will apply.

The Company is not a financial services company, hence it will be subject to a corporate tax rate of 0 per cent.

Taxation of Jersey shareholders

Currently in Jersey there is the statutory requirement for the Company to deduct income tax from dividends paid to Jersey resident shareholders and to account for such income tax deducted to the Comptroller of Income Tax. Furthermore, the Company is required to make a return to the Comptroller, on request, of the names and addresses of all Jersey resident shareholders.

A Jersey resident shareholder may be able to reclaim the Jersey tax suffered by the Company to the extent that their personal tax liability in respect of the dividend is exceeded by the Jersey tax credit associated with the dividend.

Jersey resident shareholders are subject to a tax regime called zero/ten. Under the provisions of the zero/ten regime a Jersey resident individual who owns, directly or indirectly, more than 2 per cent. of the ordinary share capital in a Jersey trading company is liable to pay tax on deemed interim dividends. A Jersey trading company is a company which is taxed at 0 per cent. and which is not a company subject to full attribution (pursuant to Article 85F of the Income Tax (Jersey) Law 1961) or a collective investment fund (within the meaning of the Collective Investment Funds (Jersey) Law 1988). The liability to pay tax on deemed interim dividends arises where the amount of cash dividends paid and stock dividends issued by the company out of its relevant profits chargeable under Schedule D at 0 per cent. is less than 60 per cent. of the amount of the relevant profits.

Under Article 88(4) of the Income Tax (Jersey) Law 1961, when a dividend is declared out of profits or gains charged to tax on the Company at the rate of 0 per cent., the Company shall not be entitled, when paying the dividend, to make any deduction from it in respect of tax.

Under current Jersey law there are no death duties, gift, wealth, inheritance or capital transfer taxes.

No stamp duty is levied in Jersey on the issue, transfer, conversion or redemption of shares. In the event of the death of a sole holder of Ordinary Shares probate duty at a rate of up to 0.75 per cent. of the value of the shares at the time of death is levied in Jersey on grants of probate and letters of administration, save where the condition for small estates exemption (not exceeding £10,000) is satisfied.

The attention of shareholders who are resident in Jersey is drawn to the provisions of Article 134A of the Income Tax (Jersey) Law 1961, under which the Comptroller may, in certain circumstances, make an assessment or additional assessment on that person as the Comptroller considers appropriate to counteract avoidance or reduction of tax liability.

The foregoing summary does not address tax considerations which may be applicable to certain Shareholders under the laws of jurisdictions other than the UK and Jersey. However, non-Jersey Shareholders should note that under Article 118B of the Income Tax (Jersey) Law 1961 distributions made by the Company to Shareholders not resident in Jersey are exempt from income tax under Schedule D.

The Company has no present plans to apply for any certifications or registrations, or to take any other actions under the laws of any jurisdictions which would afford relief to local investors therein from the normal tax regime otherwise applicable to an investment in Ordinary Shares. It is the responsibility of all persons interested in purchasing the Ordinary Shares to inform themselves as to any income or other tax consequences arising in the jurisdictions in which they are resident or domiciled for tax purposes, as well as any foreign exchange or other fiscal or legal restrictions, which are relevant to their particular circumstances in connection with the acquisition, holding or disposition of the Ordinary Shares.

Any person who is in any doubt as to their tax position, and in particular any person who is subject to taxation in a jurisdiction other than the United Kingdom, is strongly advised to consult an appropriate professional adviser.

16. Share dealing code

16.1 The Directors intend to comply with Rule 21 of the AIM Rules for Companies relating to Directors' and applicable employees' dealings in Ordinary Shares and to this end, the Company has adopted an appropriate share dealing code, the details of which are set out below.

16.2 The Share Dealing Code provides that, in accordance with the AIM Rules for Companies, a Director cannot deal in the Company's Ordinary Shares in the following circumstances:

(a) during the two month period prior to notification of the Company's annual results and half-yearly results; during the one month period prior to the notification of its quarterly results or, if shorter, the period from the relevant financial period end up to and including the time of notification;

(b) whilst the Company is in possession of unpublished price-sensitive information; or

(c) at any other time when it has become reasonably probable that such information will be required to be notified to a regulatory information service under the AIM Rules for Companies.

16.3 The Company will also be subject to UK legislation prohibiting market abuse and insider dealing under the FSMA. Guidance notes on the market abuse regime are set out in full in the Share Dealing Code.

17. Consents

17.1 Cenkos Securities plc of 6.7.8 Tokenhouse Yard, London EC2R 7AS, United Kingdom is a member of the London Stock Exchange and is regulated by the FSA. Cenkos has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and contexts in which it appears.

17.2 Deloitte LLP (a member of the Institute of Chartered Accountants in England and Wales) has given and has not withdrawn its written consent to the inclusion in this document of its Accountants' Report set out in Part IV in the form and context in which it is included and has authorised the contents of that part of this document.

17.3 Mazars LLP of Tower Bridge House, St Katharine's Way, London E1W 1DD, United Kingdom is a chartered accountant regulated by the Institute of Chartered Accountants in England and Wales. Mazars LLP has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and contexts in which it appears.

18. Significant Change

Save for the Placing and as disclosed in Section 9 of Part I of this document, there has been no significant change in the financial or trading position of the Group since 30 September 2009, being the date to which the unaudited aggregated interim financial information of the Group for the six months ended 30 September 2009 was prepared.

19. General

19.1 The total costs and expenses payable by the Company in cash in connection with or incidental to the Admission, including London Stock Exchange fees, printing and advertising and distribution costs, legal and accounting fees and expenses are estimated to amount to approximately £2.6 million.

19.2 Save as disclosed in this Part V of this document, no person (excluding professional advisers otherwise disclosed in this document and trade suppliers and counterparties of contracts being in the ordinary course of business) has received directly or indirectly from the Company, within the twelve months preceding the date of this document; or entered into contractual arrangements (not otherwise disclosed in this document) to receive, directly or indirectly, from the Company on or after Admission any of the following:

19.2.1 fees totalling £10,000 or more;

19.2.2 securities where these have a value of £10,000 or more calculated by reference to the Placing Price; or

19.2.3 any other benefit with a value of £10,000 or more at the date of Admission.

19.3 Information in this document which has been sourced from third parties has been accurately reproduced and, so far as the Company is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

19.4 Save as disclosed in this document, the Directors are unaware of any exceptional factors which have influenced the Company's activities.

19.5 Save as disclosed in this document, the Directors are unaware of any environmental issues that may affect the Group's utilisation of its tangible fixed assets.

19.6 Save as disclosed in this document, the Directors are unaware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Group's prospects for the current financial year.

19.7 Save as disclosed in this document, there are no investments in progress and there are no future investments in respect of which the Directors have already made firm commitments which are significant to the Group.

19.8 Save as disclosed in this document, there are no other intellectual property rights, know-how, licences or other intellectual property and/or know-how related contracts that are of fundamental importance to the Company's business.

19.9 The current accounting reference period of the Company will end on 31 March 2010.

19.10 No financial information contained in this document is intended by the Company to represent or constitute a forecast of profits by the Company nor to constitute publication of accounts by it.

19.11 The Directors are not aware of any other information that they should reasonably consider as necessary for the investors to form a full understanding of (i) the assets and liabilities, financial position, profits and losses, and prospects of the Company and the securities for which Admission is being sought; (ii) the rights attached to those securities; and (iii) any other matter contained herein.

19.12 There are no mandatory takeover bids and/or squeeze-out and sell-out rules in relation to the Ordinary Shares.

19.13 No public takeover bids have been made by third parties in respect of the Company's issued share capital in the current financial year nor in the last financial year.

19.14 No underwriter is involved with the Placing. No paying agents are involved with the Placing.

19.15 There are no shares in the Company that are held by or on behalf of the Company itself or by any subsidiary of the Company.

19.16 Save for the employee share option scheme disclosed in paragraph 8.14 of Part V of this document, the options granted to non-executive directors detailed in paragraph 8.15 of Part V of this document and the warrant granted to Cenkos detailed in paragraph 8.16 of Part V of this document, no undertakings have been given to increase the authorised but unissued share capital of the Company.

19.17 Save for the information set out in Part IV of this document no other audited information is included in this document.

20. Documents available for inspection

20.1 Copies of this document will be available for inspection during normal business hours on any weekday (except public holidays) at the offices of:

20.1.1 Stephenson Harwood, One St Paul's Churchyard, London EC4M 8SH, England;

20.1.2 the Company, Ordnance House, 31 Pier Road, St. Helier, Jersey JE4 8PW; and

20.1.3 Raja, Darryl & Loh, 18th Floor, Wisma Sime Darby, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia;

and also on the Company's website.

20.2 Copies of the following documents will be available for inspection during normal business hours on any weekday (except public holidays) at the offices of Stephenson Harwood, One St Paul's Churchyard, London EC4M 8SH, England for a period of fourteen days from the date of this document:

20.2.1 the Memorandum and Articles of the Company;

20.2.2 audited financial statements for each of CSF Advisers, CSF CX and Atlas CSF for the three years ended 31 March 2009;

20.2.3 the Accountants' Reports set out in Part IV, and the letter from the Accountants set out in Part IV of this document;

20.2.4 the letters of consent referred to in paragraph 17 above;

20.2.5 the material contracts referred to in paragraph 8 above;

20.2.6 the Directors' contracts and letters of appointment referred to in paragraph 6 above; and

20.2.7 the rules of the Share Option Plan.

15 March 2010

PART VI

DEFINITIONS AND GLOSSARY

In this admission document, where the context permits, the expressions set out below shall bear the following meaning:

"Admission"	the admission of the entire issued and to be issued Ordinary Share capital of the Company to trading on AIM in accordance with the AIM Rules for Companies;
"AIM"	the market of that name operated by the London Stock Exchange;
"AIM Rules"	collectively the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
"AIM Rules for Companies"	the AIM Rules for Companies issued by the London Stock Exchange governing the admission of securities to trading on and the regulations of AIM;
"AIM Rules for Nominated Advisers"	the AIM Rules for Nominated Advisers issued by the London Stock Exchange;
"Articles"	the articles of association of the Company;
"Atlas CSF"	Atlas CSF Sdn Bhd, a wholly owned subsidiary company of CSF Advisers incorporated and registered in Malaysia with registered number 224390-X;
"Board" or "the Directors"	the board of directors of the Company, whose names are set out on page 5 of this document, or any duly authorised committee thereof;
"BPO"	business process outsourcing;
"Broker"	Cenkos;
"Cenkos"	Cenkos Securities plc, the Company's nominated adviser and broker;
"City Code"	the City Code on Takeovers and Mergers as issued on behalf of the Panel on Takeovers and Mergers pursuant to Part 28 of the UK Companies Act 2006;
"Combined Code"	the Principles of Good Governance and Code of Best Practice prepared by the Committee on Corporate Governance, published in June 1998;
"CSF" or the "Company"	CSF Group plc;
"CSF Advisers"	CSF Advisers Sdn Bhd, a wholly owned subsidiary company of the Company incorporated and registered in Malaysia with registered number 532675-X;
"CSF CX"	CSF CX Sdn Bhd, a wholly owned subsidiary company of the Company incorporated and registered in Malaysia with registered number 790023-V;
"CSF International"	CSF International Limited, a wholly owned subsidiary company of the Company incorporated and registered in Jersey with registered number 104209;

"CX1"	the commercial data centre built by the Group located at No. 3552, Jalan Teknokrat 6, 63000 Cyberjaya, Selangor Darul Ehsan, Malaysia;
"CX2"	the commercial data centre built by the Group located at 7118 Jalan Impact, 63000 Cyberjaya, Selangor Darul Ehsan, Malaysia;
"CX3"	the commercial data centre fitted out by the Group located at Menara MSC Cyperport, Johar Bahru, Malaysia;
"CX5"	the commercial data centre which it is proposed be built in Cyberjaya by the Group, IDCB and a third party, as described further in paragraph 8.7.3 of Part V;
"DTR"	the Disclosure Rules and Transparency Rules published by the FSA;
"Enlarged Share Capital"	the issued ordinary share capital of the Company on Admission comprising the Ordinary Shares and the Placing Shares;
"FIC"	the Foreign Investment Committee of Malaysia;
"FIC Guidelines"	the Guidelines on the Acquisition of Interests, Mergers and Take-overs by Local and Foreign Interests in Malaysia issued by the FIC;
"FSMA"	Financial Services and Markets Act 2000, as amended;
"FSA"	the Financial Services Authority;
"Group"	before Admission CSF Advisers, CSF CX and Atlas CSF, and, following Admission, the Company and its subsidiary and associated companies collectively;
"IDCB"	Integrated DC Buildings Sdn Bhd;
"ICT"	information and communication technologies;
"ISP"	Internet service provider (also known as Internet access provider or "IAP");
"IT"	information technology;
"Law"	the Companies (Jersey) Law 1991, as amended;
"London Stock Exchange" or "LSE"	London Stock Exchange plc;
"Major Shareholders"	Adrian Yong and Wong Chow Ming;
"Member"	a duly registered holder from time to time of shares in the capital of the Company;
"Memorandum"	the memorandum of association of the Company;
"MiFID"	Markets in Financial Instruments Directive, European Union Directive 2004/39/EC;
"MNC"	Multinational Company;
"Nominated Adviser"	Cenkos;
"Official List"	the official list maintained by the FSA for the purpose of Part VI of the FSMA;
"Ordinary Shares"	ordinary shares of £0.10 each in the capital of the Company;

"Placing"	the arrangements for the placing by Cenkos on behalf of the Company of the Ordinary Shares pursuant to the Placing Agreement, and for the procurement of subscribers for Ordinary Shares pursuant to the Subscription Agreement;
"Placing Agreement"	the conditional agreement dated 15 March 2010 and made between Cenkos, the Company and the Directors, further details of which are set out in paragraph 8.5 of Part V of this document;
"Placing Letters"	the letters to be signed by placees in respect of the Placing Shares;
"Placing Price"	55p per Placing Share;
"Placing Shares"	the 50,909,091 Ordinary Shares to be issued at the Placing Price by the Company pursuant to the Placing;
"PNB"	Permodalan Nasional Berhad;
"Prospectus Rules"	the Prospectus Rules published by the UK Financial Services Authority from time to time;
"QCA Guidelines"	the corporate governance guidelines for AIM companies issued by the Quoted Companies Alliance;
"Share Option Plan"	the employee share option plan adopted by the Company on 15 March 2010, details of which are set out in paragraph 8.13 of Part V of this document;
"Shareswap Agreement"	the agreement dated 12 March 2010 between the Company and the shareholders of CSF International whereby the Company agreed to acquire the entire issued share capital of CSF International in consideration for shares in the Company, details of which are set out in paragraphs 2.8 and 8.10.2 of Part V of this document;
"Subscription"	the arrangements for the subscription of Ordinary Shares pursuant to the Subscription Agreements;
"UK"	the United Kingdom of Great Britain and Northern Ireland;
"UKLA"	the United Kingdom Listing Authority; and
"VAT"	value added tax.

CURRENCIES

"£"	Pound Sterling, the legal currency of the UK;
"RM"	Malaysian Ringgit, the legal currency of Malaysia;
"HK$"	Hong Kong Dollar, the legal currency of Hong Kong.

In this document Malaysian Ringit amounts have been converted into Sterling at RM5.0 = £1.