

SMART
PARTNER



Since 1971

DATAPREP HOLDINGS BHD

(Company No.: 183059-H) (Incorporated in Malaysia)

ANNUAL
REPORT

2012

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Vision

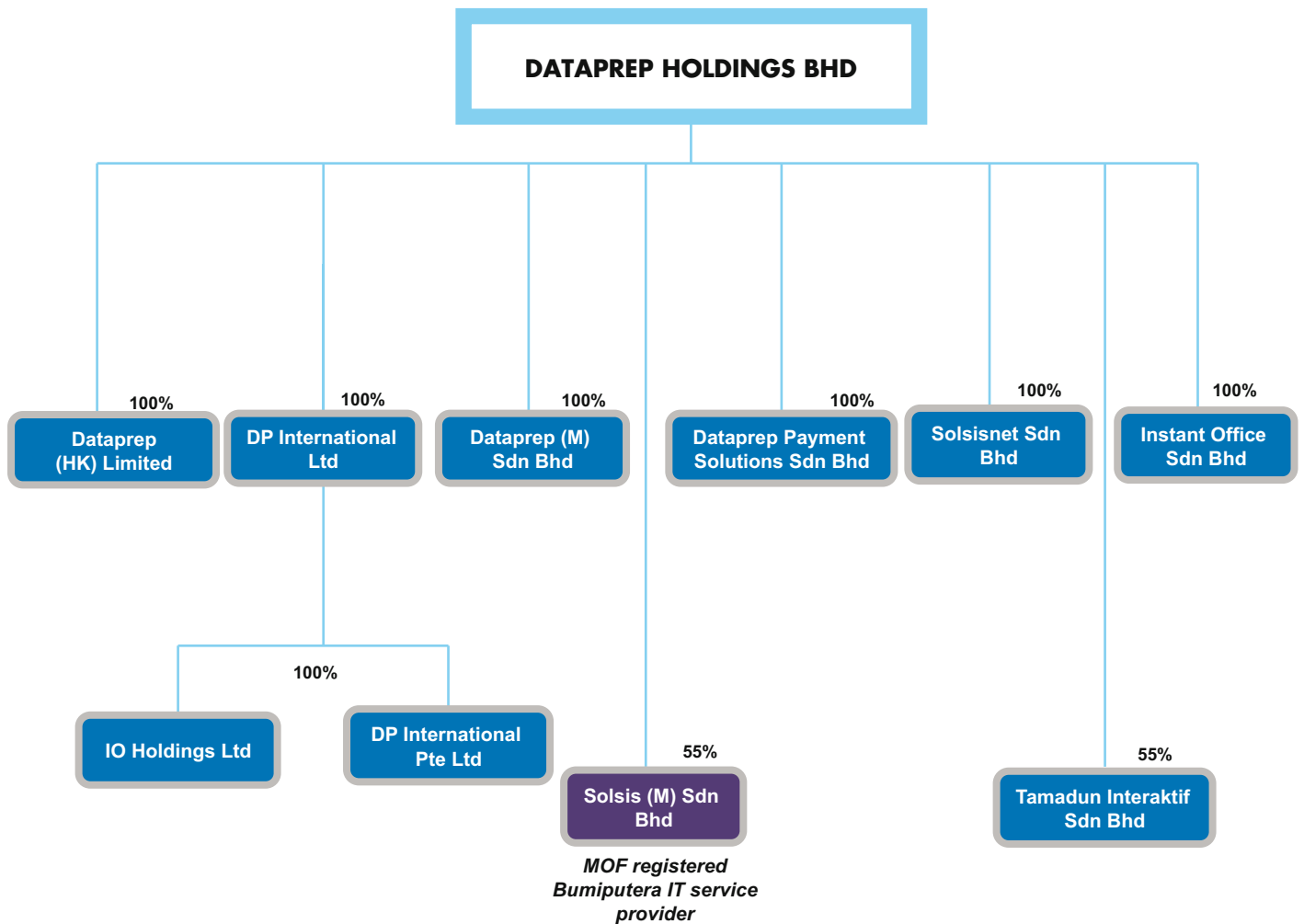
To be a leading regional IT service company providing business and technology solutions and services



Mission

To build relationships and develop innovative solutions and services which help clients create and realize values

Corporate Structure



Notes: 2 companies in the Group are placed under members' voluntary winding up:-

- 1) HRM Business Consulting Sdn Bhd
- 2) HRMBC Franchise Advisory Sdn Bhd

Notice Of Annual General Meeting

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

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company (Ordinary Resolution 1) and of the Group for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Tan Sri Datuk Adzmi bin Abdul Wahab who retires by rotation (Ordinary Resolution 2) pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election.
3. To consider and if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:
 - 3.1 That Mr Michael Yee Kim Shing who retires in Pursuant to Section 129(6) (Ordinary Resolution 3) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the company.
4. To re-appoint Messrs Folks DFK & Co as Auditors of the Company for the (Ordinary Resolution 4) ensuing year and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Ordinary Resolution 5)

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant Government and / or Regulatory Authorities, pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes and to such person or persons as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10 percent (10%) of the issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

Notice Of Annual General Meeting

(cont'd)

6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Ordinary Resolution 6)

"THAT pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the Shareholders' Mandate for the Company and/or its subsidiary ("Dataprep Group") to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Dataprep Group to be entered into by the Dataprep Group provided that such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, particulars of which are set out in Section 2.4 of the Circular to Shareholders of the Company dated 3 August 2012, AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by shareholders in general meeting.

Whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."

7. **PROPOSED NEW MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE.** (Ordinary Resolution 7)

"THAT pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Shareholders' Mandate for the Company and/or its subsidiary ("Dataprep Group") to enter into additional recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Dataprep Group to be entered into by the Dataprep Group provided such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, particulars of which are set out in Section 2.4 of the Circular to Shareholders of the Company dated 3 August 2012, AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or

Notice Of Annual General Meeting

(cont'd)

- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by shareholders in general meeting.

Whichever is the earlier,

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) to give effect to the Proposed New Shareholders' Mandate."

- 8. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

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

Date: 3 August 2012
Petaling Jaya, Selangor Darul Ehsan

Notes:

A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the registered office of the Company at Suite 5.02, 5th Floor, Wisma Academy, No.4A, Jalan 19/1, 46300 Petaling Jaya, Selangor, not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.

Explanatory Notes to Item 5 (Ordinary Resolution 5)

The proposed ordinary resolution 5 if passed, will give a renewal mandate to the Directors of the Company the authority to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This general mandate will provide flexibility to the Directors to undertake any possible fund raising activities, including but not limited to further placing of shares for purpose of funding current and/or future investment project(s), working capital and/or acquisitions. This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares.

This renewed mandate, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Notice Of Annual General Meeting

(cont'd)

As at the date of this notice, no new shares in the company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 15 September 2011 and which will lapse at the conclusion of this Annual General Meeting.

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

The proposed ordinary resolutions 6 and 7, if passed will empower the Directors of the Company and its subsidiary companies to enter into recurrent related party transactions of revenue or trading nature with the Mandated Related Parties. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Statement Accompanying Notice Of Twenty Third Annual General Meeting

Pursuant to paragraph 8.27 (2) of the Listing Requirements of Bursa Malaysia Securities Berhad

- Four (4) Board Meetings were held during the financial year ended 31 March 2012.

Date of Meeting	Total Board Members Attended	% of Attendance
30/05/2011	5 / 5	100
26/08/2011	3 / 5	60
29/11/2011	5 / 5	100
27/02/2012	5 / 5	100

- The details of the directors' attendance at Board Meetings, director who are standing for re-election and re-appointment at this Annual General Meeting, can be found on page 12 to 16 of this Annual Report.

Corporate Information

BOARD OF DIRECTORS

Chairman : Tan Sri Datuk Adzmi Bin Abdul Wahab	<i>(Independent Non-Executive Director)</i>
Directors : Datuk Lim Chee Wah Muhammad Fauzi Bin Abd Ghani Michael Yee Kim Shing Ahmad Rizan bin Ibrahim	<i>(Non-Independent Non-Executive Director)</i> <i>(Independent Non-Executive Director)</i> <i>(Independent Non-Executive Director)</i> <i>(Executive Director / Chief Executive Officer)</i>

COMPANY SECRETARIES

K Jayavathani Kanagaratnam
(MAICSA : 7010433)
Wong Choong Ming
(MIA 8855)

AUDIT COMMITTEE

Chairman

Michael Yee Kim Shing
(Independent Non-Executive Director)

Members

Tan Sri Datuk Adzmi Bin Abdul Wahab
(Independent Non-Executive Director)
Muhammad Fauzi Bin Abd Ghani
(Independent Non-Executive Director)

REMUNERATION, QUALITY AND NOMINATING COMMITTEE

Chairman

Muhammad Fauzi Bin Abd Ghani
(Independent Non-Executive Director)

Members

Tan Sri Datuk Adzmi Bin Abdul Wahab
(Independent Non-Executive Director)
Michael Yee Kim Shing
(Independent Non-Executive Director)

SENIOR LEADERSHIP TEAM

Chief Executive Officer

Ahmad Rizan bin Ibrahim

Chief Operating Officer / Chief Financial Officer

Tan Hock Chye

Head, Technology Integration & Infrastructure Solutions

Poh Eng Soon

Head, Multi Vendor Services & Manpower Outsourcing

Ng Keok Ang

Head, Client & Market Engagement

Nik Hisham Bin Nik Ibrahim

SHARE REGISTRAR

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House,
Pusat Dagangan Dana 1,
Jalan PJU 1A/46,
47301 Petaling Jaya
Telephone : (603) 7841 8000
Facsimile : (603) 7841 8151

PRINCIPAL BANKERS

Malayan Banking Berhad
Public Bank Berhad
CIMB Bank Berhad
Hong Leong Bank Berhad

REGISTERED OFFICE

Suite 5.02, 5th Floor,
Wisma Academy,
No.4A, Jalan 19/1,
46300 Petaling Jaya, Selangor.
Telephone : (603) 7843 1600
Facsimile : (603) 7956 2324

AUDITORS

Messrs Folks DFK & Co

WEBSITE

www.dp.com.my

Our Solutions & Services

Dataprep's core solutions and services include :

- Enterprise Content Management System
- Enterprise Servers & Storage Consolidation and Virtualization
- Cloud Computing Enablement
- Data Centre
- Network Integration
- IT Security Solutions
- Product Lifecycle Management (PLCM)
- Customer Premise Equipment (CPE)
- Service Management
- IT Help Desk
- Multi-vendor Support
- IT Outsourcing Services
- IP Virtual Private Network (IPVPN)
- Payment Solutions & Services (PSS)
- Nationwide Service Network

Enterprise Content Management System

Providing solutions in the area of Enterprise Content Management (ECM) encompassing document management, web content management, records management, document imaging and workflow. Content management systems are deployed primarily for interactive use by a potentially large number of contributors

Enterprise Servers & Storage Consolidation and Virtualization

Providing solutions to optimize the total number of physical or logical components of servers and storage in an IT environment, thereby simplifying IT infrastructure and improving manageability – ultimately reducing the total cost of ownership

Cloud Computing Enablement

Providing consultation and deployment of Cloud Computing infrastructure and services. Cloud Computing can offer greater levels of automation, reduced operating costs, improved application performance and better utilisation of computing resources. Cloud Services includes consumer and business products, services and solutions that are delivered and consumed in real-time over the Internet. It enhances business performance for a sound return of investments.

Data Centre

Providing solutions for customers seeking to design and build secure, resilient and redundant facilities to house mission-critical equipment. The solution covers connectivity services, data and network security, raised flooring, precision cooling, uninterruptible power supply, structured cabling, and protections against fire and water leakage, with electrical and mechanical systems engineered with multiple levels of redundancy, and 24x7 centralized environmental monitoring.

Network Integration

Providing solutions to design upgrade and expand the communication & Ethernet networks. The solution helps to consolidate and optimize IT resources, improving clients' business productivity by providing high availability, resilient and optimally performing network infrastructure.

IT Security Solutions

Providing solutions for customers seeking simple, cost effective, practical multi-layer or defence-in-depth approach to security. The solution provide an end-to-end security capability that meets clients' business and regulatory requirements while securing their IT and data assets, and minimizing their security risks.

Our Solutions & Services

(cont'd)

Product Lifecycle Management (PLCM)

Providing solutions for customers seeking turnkey solution to finance, provide, deploy, manage and maintain common IT equipments and infrastructure its lifecycle or agreed contract tenure. Maintenance coverage includes corrective, preventive and predictive maintenance.

Customer Premise Equipment (CPE)

Providing solutions for customers seeking cost effective, reliable and high performance routers for TM Internet and WAN links.

Service Management

Providing solutions to address a complete service lifecycle which will enable companies to manage staff and inventory more efficiently while providing higher level of services to customers. It provides a single, unified view of all service transactions and provides companies a wealth of decision support tools to continuously refine the quality of service process.

IT Help Desk

Providing a completely web-based, ITIL-compliant IT Help Desk solution which offers an integrated package with request management (trouble ticketing), asset tracking, purchasing, contract management, self-service portal, and knowledge base. The solution enables clients to have a full-fledged IT help desk and a productive help desk staff.

Multi-vendor Support

Organisations typically select and procure a combination of hardware and software platforms and applications. Our multi-vendor support address the needs of such organisations for a single service provider to support such a complex environment by providing a flexible, end-to-end service which is measured by service levels and available all over Malaysia.

IT Outsourcing Services

With our in-depth experience in managing IT infrastructure, we help our clients to focus on businesses by working behind the scenes to manage their IT infrastructure efficiently and seamlessly. By applying ITIL best practices and quality management system in our processes, service performance and quality are consistently maintained.

IP Virtual Private Network (IPVPN)

Organisations needing to connect their offices nationwide do not have to invest in their own expensive network infrastructure. Our IPVPN services allow our customers to have a virtual private network spanning the whole country that is both secure and resilient.

Payment Solutions & Services (PSS)

PSS focus is in the payment devices which includes the supply and maintenance of POS (point of sale) and EDC (electronic draft capture) terminals that supports credit/debit cards, as well as other multi-purpose cards.

Payment Solutions

- Hardware Solutions
- Software Solutions
- Merchant Acquisition Services
- Terminal Maintenance Services

Our Solutions & Services

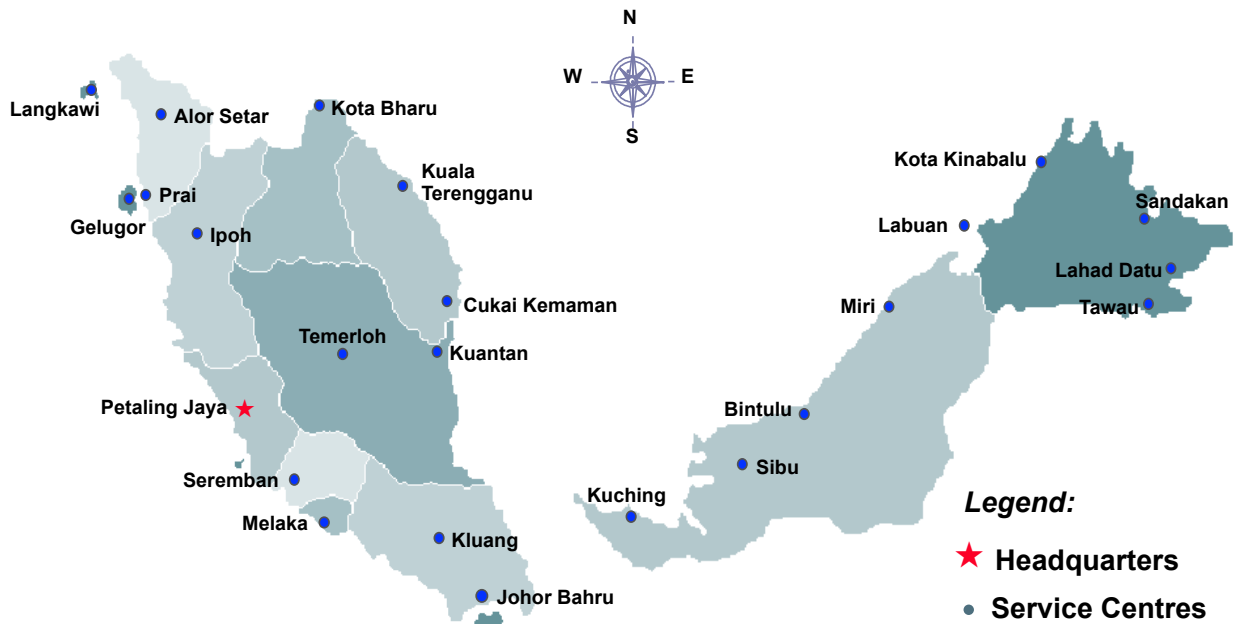
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Nationwide Service Network

With twenty four (24) service centres covering all states in Malaysia, each manned by experienced and skilled engineers, we are able to meet the most demanding service levels required by our customers.

SUPPORT INFRASTRUCTURE

Apart from Dataprep Group's 40 years of proven group-wide accumulated IT experience and professional staff with proven capabilities in implementing large scaled ICT projects, Dataprep Group is fully equipped to provide the necessary support and back-up tools for its clients. With 24 locations nationwide to provide a support network, Dataprep Group's call centre offers 24-hour service, 7 days a week. The 24 locations nationwide offer operational and maintenance services.



Headquarters

- Petaling Jaya

Northern Region

- Langkawi
- Alor Setar
- Gelugor
- Prai
- Ipoh

Southern Region

- Seremban
- Melaka
- Kluang
- Johor Bahru

Eastern Region

- Kota Bharu
- Kuala Terengganu
- Cukai Kemaman
- Kuantan
- Temerloh

Sabah

- Kota Kinabalu
- Sandakan
- Tawau
- Lahad Datu

Sarawak

- Miri
- Bintulu
- Sibul
- Kuching

Wilayah Persekutuan

- Labuan

Board of Directors' Profile



Tan Sri Datuk Adzmi Bin Abdul Wahab

Independent Non-Executive Chairman

Tan Sri Datuk Adzmi bin Abdul Wahab, a Malaysian, aged 69, was appointed to the Board on 29 August 2006. He is also chairman and director of a number of companies involved in property and construction, automotive, broadband and franchise businesses. He is the Advisor to the Malaysian Franchise Association.

Tan Sri Adzmi was appointed as the longest serving Managing Director of Edaran Otomobil Nasional Berhad (EON) in November 1992 until May 2005. In 2003, he was conferred Malaysia CEO of the Year by AMEX and Business Times.

Tan Sri Adzmi holds a Bachelor of Arts (Honours) degree in Economics and a Post Graduate Diploma in Public Administration from the University of Malaya, Malaysia and Master of Business Administration from University of Southern California.

Tan Sri Adzmi served the Malaysian Administrative and Diplomatic Service in various capacities from 1967 to 1982 in the following areas : Central Procurement and Contract Management in Ministry of Finance; Investment Promotion in Pahang Tenggara Development Authority, Public Enterprise Management in Implementation Coordination Unit (Prime Minister's Department), Regional Planning in Klang Valley Planning Secretariat (Prime Minister's Department).

He was Manager, Corporate Planning Division of HICOM Berhad involved in development of heavy industries projects from 1982 to 1985.

He served PROTON in 1985 to 1992 and his last position in PROTON was Director/Corporate General Manager, Administration and Finance Division.

He has wide experience of over 20 years serving as chairman and director of HICOM, PROTON and EON Group of Companies involved in automotive (car manufacturing, distribution and component), property development, telecommunication, general trading, life insurance and franchise businesses.

Tan Sri Adzmi also served as Chairman of the Malaysian Franchise Association (MFA) from 1994 to July 2005.

He is presently a member of the Audit Committee and the Remuneration, Quality & Nominating Committee.

He has attended all four Board Meetings held during the financial year ended 31 March 2012.

He has direct shareholdings of 203,125 ordinary shares in the company.

He also sits on the Board of Magna Prima Berhad, Lebar Daun Berhad and Grand-Flo Solution Berhad.

He has no family relationship with any director and/or major shareholders, or any conflict of interest in the business arrangement involving the company.

He has not been convicted of any offence within the past 10 years.

Board of Directors' Profile

(cont'd)



Datuk Lim Chee Wah

Non-Independent Non Executive Director

Datuk Lim Chee Wah, a Malaysian, aged 58, was appointed to the Board on 5 March 2002. He is the founder and President of the VXL Group of Companies. He was formerly the Deputy Managing Director of Genting Berhad and Joint Managing Director of Asiatic Development Berhad.

Datuk Lim graduated from the London School of Economics with a degree in Economics.

The formation of the VXL Group is part of Datuk Lim's vision to bring into realisation information and communication services and technology transfer as advocated by the Government of Malaysia. Datuk Lim has been involved in the information, communication and technology ("ICT") sector since the early 1990's. He has invested in various business ventures in the ICT sector such as video streaming technology and e-commerce business applications.

He also sits on the Board of Kien Huat Berhad and VXL Capital Limited, a Hong Kong public listed company.

He has attended three meetings out of the total of four Board Meetings held during the financial year ended 31 March 2012.

He has direct and indirect shareholdings of 1,062,500 and 203,385,046 ordinary shares in the Company.

Except for certain recurrent related party transactions of a revenue nature which are necessary for day-to-day operations of the Company, for which he is deemed interested, there are no other business arrangements with the Company in which he has a personal interest.

He has not been convicted of any offence within the past 10 years.

Board of Directors' Profile

(cont'd)



Mr Michael Yee Kim Shing

Independent Non-Executive Director

Mr Michael Yee Kim Shing, a Malaysian aged 73, was appointed to the Board on 31 May 2002, as an Independent Non-Executive Director. He graduated with a Bachelor of Commerce from the University of Melbourne. He is a member of the Malaysian Institute of Accountants, the Institute of Chartered Accountants of Australia and the Institute of Certified Public Accountants of Singapore.

He was formerly with Ernst & Whinney (now known as Ernst & Young), an international firm of accountants, before retiring in 1990 as a Senior Partner in Kuala Lumpur after 26 years in professional practice, handling all facets of professional services as a practising accountant. He has successfully implemented several schemes of reconstruction, restructuring and re-listing of public listed companies.

He is presently Chairman of the Audit Committee and he also sits on the Remuneration, Quality and Nominating Committee.

His directorships in other public companies are Pacific & Orient Berhad, Pacific & Orient Insurance Berhad and Datasonic Group Bhd.

He has attended three meetings out of the total of four Board Meetings held during the financial year ended 31 March 2012.

He has no shareholdings in the Company.

He does not have any family relationship with any director and/or major shareholders, or any conflict of interest in business arrangements involving the Company.

He has not been convicted of any offence within the past 10 years.

Board of Directors' Profile

(cont'd)



Encik Muhammad Fauzi Bin Abd Ghani

Independent Non-Executive Director

Encik Muhammad Fauzi Bin Abd. Ghani, a Malaysian, aged 50, was appointed to the Board in September 1998. He holds a Master of Business Administration from Ohio University, a Bachelor of Commerce from University of Western Australia as well as a Post-graduate Diploma in Systems Analysis from University Teknologi Mara (UiTM). He is a member of the Malaysian Institute of Certified Public Accountants, Malaysian Institute of Accountants and CPA, Australia. He joined Arthur Andersen & Co as a Tax Accountant in 1985. He then forge ahead his career by joining Arab-Malaysian as an Assistant Manager in the Corporate Finance department, Sapura Telecommunications Bhd as Group Financial Controller and Head of Strategic & Business Development of Golden Hope Plantations Berhad. He has accumulated professional experience of more than 22 years. He was the Chief Financial Officer of Titan Chemical Corp Berhad for the period 2004 to 2008. He is currently the Chief Information Officer of Felda Global Ventures Holdings Sdn. Bhd.

He is presently the Chairman of the Remuneration, Quality & Nominating Committee and also sits on the Audit Committee.

He has attended all four Board Meetings held during the financial year ended 31 March 2012.

He has no shareholdings in the company.

He does not have any family relationship with any director and/or major shareholders, nor any conflict of interest in business arrangements involving the Company.

He has not been convicted of any offence within the past 10 years.

Board of Directors' Profile

(cont'd)



Ahmad Rizan bin Ibrahim

Executive Director / Chief Executive Officer

Ahmad Rizan Ibrahim, a Malaysian, aged 49 was appointed to the Board on 16 June 2011 as Executive Director / Chief Executive Officer. He holds two Bachelor of Science degrees in Computer Science and Management Science, and a Master of Computer Science and MBA from Oregon State University, Corvalli, Oregon.

Ahmad Rizan was a partner with Business Consulting in Arthur Andersen and also the Head of Andersen's ASEAN Enterprise Application Line-of- Business. He also served as the Andersen's Asia Pacific Head of Enterprise Application for two years. Prior to joining Arthur Andersen, he served as the Consulting Director for Oracle Systems Malaysia Sdn. Bhd.

He has over 25 years of management and consulting experience in ICT Strategic Master Plan, technology design and implementation, package implementation, custom implementation, operations management, eBusiness, project management, and general management for government and manufacturing sectors.

He is also the Managing Director of Solsisnet Sdn Bhd and Solsis (M) Sdn Bhd.

He has attended three Board Meetings during the financial year ended 31 March 2012.

He has direct shareholdings of 17,831 ordinary shares in the Company. In addition, he holds 2,538,000 ordinary shares (15%) in Solsis (M) Sdn Bhd, a 55% owned subsidiary of the Company.

He does not have any family relationship with any director and/or major shareholders, nor any conflict of interest in business arrangements involving the Company.

He has not been convicted of any offence within the past 10 years.

Management Profiles



Tan Hock Chye
Chief Operating Officer / Chief Financial Officer

Tan Hock Chye, a Malaysian, aged 52, is a Chartered Accountant of the Malaysian Institute of Accountants. He is also a Fellow Member of the Chartered Institute of Management Accountants, United Kingdom and has a Master of Business Administration (Honors) from Oklahoma City University, Oklahoma, USA.

He is also the Managing Director of Datarep Payment Solutions Sdn. Bhd.

He has a high level of financial and organization skills with over 29 years' experience in the private sector involving in nurturing newly start-ups, corporate restructuring and debt reorganization, financial systems implementation, operations and general management for retailing, manufacturing, publishing, trading, transportation, leisure and oil and gas industries. Prior to his current position, he had previously held other senior management positions in multinational and public companies.



Poh Eng Soon
Head, Technology Integration & Infrastructure Solutions

Poh Eng Soon, a Malaysian, aged 49. He holds a Bachelor of Science Degree in Computer Science and Management from University Sains Malaysia.

He has more than 22 years of experience in IT and he specializes in services delivery, systems integration, selling outsourced solutions and managed services to SMEs and large corporations across multi industries including FSI, Healthcare, Education, Transport and Logistics, Telco, Manufacturing and Government sectors.

He has been managing P&L and heading in-country operations for the last 10 years. His career experience includes MNCs as well as locally incorporated companies. He has an excellent performance track record and has received numerous awards and recognition for those achievements.

He is currently responsible for a team of solution architects that designs and builds solutions to meet customer requirements.

Management Profiles

(cont'd)



Ng Keok Ang
Head, Multi Vendor Services & Manpower Outsourcing

Ng Keok Ang, a Malaysian, aged 56. He holds a Diploma in Electronics and Telecommunication from Singapore Polytechnic and a Diploma in Management from Malaysian Institute of Management.

He has over 30 years of management and operational experience in ICT covering service management, business process reengineering and quality system.

He is a member of the Malaysian Institute of Management, a member of the Association for Service Management International and also a member of the Helpdesk Institute.



Nik Hisham Bin Nik Ibrahim
Head, Client & Market Engagement

Nik Hisham, a Malaysian, aged 41. He holds a Bachelor of Science Degree in Computer Science from the University of Kentucky at Lexington, Kentucky in the U.S.A.

He has over 17 years of experience in the Information Technology industry. He started his career in the workforce in 1994 briefly with Maybank and subsequently moved to Mesiniaga that same year, where he gained exposure in services delivery, customer support and systems integration. He headed the Enterprise Server and Storage Solutions business from year 2000 to 2006, a business unit that contributed to more than a third of Mesiniaga's annual revenue. Towards the end of his tenure in Mesiniaga, Nik also headed the Technology Research & Innovation unit and later the Software Infrastructure Services business before he left for Accenture in early 2011 where he engaged in management consulting for the Malaysian Land Public Transportation space.

He is currently the Head of Client & Market Engagement and has been holding this position since March 1, 2012.

Chairman's Statement

"On behalf of the Board of Directors, I am pleased to present the Dataprep Group's 23rd Annual Report together with the Audited Financial Statements for the year ended 31st March 2012"



Overview

In the 2012 Budget, projects to drive demand were announced by the Malaysian Government including RM51.2 billion of development expenditure. This will trigger greater demand for information and data related products and services, for example data management solutions, market intelligence, cloud computing, systems integration, security, etc. Information and Communications Technology (ICT) growth will be mainly driven by both the government and private sectors, where PEMANDU and the Economic Transformation Programme (ETP) will play a major role in facilitating growth.

For the ICT solutions and services sector, it is expected that this sector will continue to play a crucial role in contributing to Malaysia's aim of achieving high income status by 2020.

In light of the above, the Group believes that there will be opportunities to participate in some of the various ICT initiatives in the next financial year.

Financial Review

For the financial year ended 31st March 2012, the Group recorded a total consolidated revenue of RM60 million as compared to RM89 million in the previous financial year. The higher revenue recorded in the previous year was due to a major project where substantial billings were made in the last quarter of the financial year.

Although the total consolidated revenue has decreased by RM29 million or 33%, the gross profit margins have improved by 3% as compared to the previous financial year. Despite the improvement in the gross profit margins, the Group suffered a loss before tax of RM4.9 million as compared to a loss before tax of RM1.8 million in the previous financial year, which was mainly due to the lower revenue recorded by the Group.

The revenue contribution of the Group's three business segments for the current financial year as compared to the previous year is summarised as follows:

Technology & Solution Integration

Revenue decreased by 33% which is mainly due to a major project which is nearing its completion during the current financial year.

Managed Services

Revenue decreased by 16% which is mainly due to some maintenance contracts that had expired and were not renewed during the current financial year.

Chairman's Statement

(cont'd)

Payment Solutions & Services

Revenue remained at the same level as compared to the previous year.

Operations Review

The Group is taking measures to strengthen its position by moving away from its traditional ICT low margin businesses to new ICT areas in industries such as transportation, tourism and real estate which attract higher margins. Such solutions and services include bus ticketing and fare collection solutions, integrated building and database management systems, resort and augmented reality solutions, etc.

To increase its revenue base, the Group is seeking business opportunities overseas and is currently targeting countries such as China, Indonesia, Cambodia, Vietnam, Laos and Myanmar whilst at the local front, the Group is sourcing for more projects from the private sector in order to achieve a more balanced revenue mix from the government and private sectors.

Moving forward, the Group will also strive to improve its profit margins through strategic alliances and partnerships with business associates and principals.

Corporate Social Responsibility (CSR)

The Group initiated several CSR activities during the year, including visits to children at Rumah Juara and Pertubuhan Rumah Amal Cahaya Tengku Ampuan Rahimah. The children, aged 2 to 18 years old, from both orphanages were presented gifts of clothing, food, drinks and cash contributed by Dataprep staff.

Prospects

The Group continues to operate in a very competitive environment in the ICT industry. For the Technology & Solution Integration and Managed Services Divisions, stiff competition is expected to continue in these business segments whereas the Payment Solutions & Services division should stabilise as one of the acquiring banks that the Group serves has completed its integration process.

Given the intense competition among existing ICT companies, proliferation of new industry players and changing business landscapes, the Group envisions a challenging year ahead. Nevertheless, the Group will endeavour to improve its performance in the next financial year ending 31st March 2013.

Acknowledgements

I take this opportunity to thank my fellow Board members for their valuable service and on behalf of the Board, I would also like to thank the management and staff for their various contributions during the year. Our appreciation also goes to our shareholders and business partners for their continued support.

Tan Sri Datuk Adzmi Bin Abdul Wahab

Chairman

3 August 2012

Statement On Internal Control

INTRODUCTION

The Malaysian Code of Corporate Governance stipulates that the Board of Directors of public listed companies should maintain a sound system of internal control in order to enhance the value of shareholders' investment and to safeguard the company's assets. The Board of Directors is pleased to provide the following Statement On Internal Control made in compliance with paragraph 15.26 of the BMSB's ("Bursa Malaysia Securities Berhad") Listing Requirements and the Statement On Internal Control - Guidance for Directors of Public Listed Companies.

RESPONSIBILITY

The Board places importance on, and is committed to maintaining a sound system of internal control and effective risk management practices in the Group to ensure good corporate governance. The Board affirms its responsibility for reviewing the adequacy and integrity of the Group's internal control and management information systems, and compliance with applicable laws, regulations, rules, directives and guidelines. The Group's system of internal control covers, inter alia, risk management as well as financial, organisational, operational and compliance controls.

Due to limitations that are inherent in any system of internal control, the system adopted by the Group is designed to manage rather than to eliminate the risk of failure to achieve business objectives. The system of internal control can only provide reasonable but not absolute assurance against any material misstatement or loss.

RISK MANAGEMENT

In dealing with its stewardship responsibilities, the Board recognises that effective risk management is part of good business management practice. The Group has in place a risk management framework for identifying, evaluating and managing the risks faced by the Group and this framework has operated during the financial year under review and up to the date of approval of the annual report. The risk management efforts of the Group are regularly reviewed by the Board.

MANAGEMENT PROCESSES

The Board is committed to maintaining a strong control structure and environment for the proper conduct of the Group's business operations. The Board has the following control processes in place:

- A formal organisational structure with delineated lines of authority, responsibility and accountability within the Group. A process of hierarchical reporting has been established which provides for a documented and auditable trail of accountability.
- There are policies and procedures for recruitment, performance appraisal and promotion to ensure that suitably qualified and competent personnel are hired and retained. The Group Human Resource Unit assumes the responsibility for developing the employees with the relevant and appropriate skills.
- A clear Group vision, mission and strategic direction is communicated to employees at all levels. The intranet is used as an effective means of communication and knowledge sharing at all levels.
- In most of the Group's business operations, periodic meetings are held to ensure that progress, exceptions and variations are fully discussed and appropriate actions are taken. This ensures that business objectives are met. Adequate reports / meeting minutes are generated for reviews on various business / operating units of the Group.
- The Board oversees the conduct of the Group's operations through various management reporting mechanisms. Through these mechanisms, the Board is informed of all major issues pertaining to internal control, regulatory compliance and risk-taking to ensure that it maintains full and effective supervision.

Statement On Internal Control

(cont'd)

- The Group performs a comprehensive annual budgeting and forecasting exercise at the beginning of the financial year. Comprehensive management accounts and reports are prepared on a monthly basis for review by the senior management for effective monitoring and decision-making. The Group also operates a comprehensive automated information system that provides for transactions to be captured, compiled and reported. Management also uses the data and analysis provided by this automated information system to monitor their performance.

MONITORING AND REVIEW

The Board has delegated the day-to-day functions to the CEO, who is aided by a team of corporate officers to assist in the carrying out of his duties. Part of his role is to drive each of the business operations in a manner that ensures the integrity of the internal control system and effective risk management practices are in place throughout the year.

From a process viewpoint, the CEO presides over regular management meetings in each of the business operations. These meetings review financial performance, business issues and other related matters including internal control matters and risk management.

The Group has an in-house internal audit function whose primary responsibility is to assure the Board, through the Audit Committee, that the internal control system is functioning as intended. In providing this assurance, the Internal Audit Department carries out regular audits to review the adequacy and integrity of the internal control system and reports of deficiencies together with recommendations as appropriate are tabled at Audit Committee meetings which are held at least once in every quarter. These, together with the external auditors' findings arising from the audit of the statutory financial statements, provide further assurance of the soundness and effectiveness of the internal control system. In addition, as part of the requirements of the ISO 9001/2008 certification accredited to one subsidiary, scheduled audits are conducted internally as well as by the SIRIM auditors on the subsidiary.

Results of audits are reported to the Audit Committee. Control deficiencies and issues highlighted are addressed or rectified by management. There were no control deficiencies noted during the financial year under review with material impact on the Group's financial performance or operations.

CONCLUSION

The systems of internal control described in this statement are considered appropriate to the business operations. Also, the risks taken are at an acceptable level within the context of the business environment throughout the Group. It should be noted that such arrangements do not eliminate the possibility of collusion or deliberate circumvention of procedures by employees. Human error and / or other unforeseen circumstances can result in poor judgment. However, the system of internal control that existed throughout the year provides a level of confidence on which the Board relies for assurance.

This statement is made in accordance with the minutes of the Board of Directors dated 29 May 2012 and has been duly reviewed by the external auditors, pursuant to paragraph 15.23 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Statement Of Corporate Governance

INTRODUCTION

The Company is fully committed to good corporate governance and the following statement describes the practices adopted by it in compliance with the Principles and Best Practices of Corporate Governance pursuant to Parts 1 and 2 of the Malaysian Code on Corporate Governance to protect and enhance all aspects of the shareholders' value. This statement explains how the Company has applied the Principles of the Code and the extent to which it has complied with the Best Practices of the Code.

BOARD OF DIRECTORS

The responsibility of the Board includes setting the strategies, performance standards, and resources with set budgets, targets, and succession plans for the Group, overseeing the conduct of the Group's business to ensure that the business is properly managed, and reviewing the adequacy and integrity of the internal control system of the Group.

The current Board has five (5) members comprising of one (1) Non-Independent Non-Executive Director, three (3) Independent Non-Executive Directors and one (1) Executive Director / Chief Executive Officer ("CEO").

The Company has thus complied with Paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities" or "BMSB") which requires that at least 2 directors or 1/3 of the Board of Directors, whichever is the higher, to be independent.

The Directors contribute greatly to the Company through their business acumen, wide range of knowledge and skills from their vast experience. They are made up of qualified and experienced professionals in the fields of accountancy, finance, computer science, economics, engineering, management and hospitality. A brief description of the background of each director is contained in the Directors' Profile section. This composition and combination of different skills ensures an effective Board decision-making process and enables the Board to efficiently lead and control the Company.

The Directors participate actively in the overall management and stewardship of the Company. There were 4 Board meetings held in Financial Year 2012 where all Directors were provided with Board papers prior to the said meetings. The Board papers include a comprehensive write-up on the latest status of the Company's finance, operations and administrative matters, and any significant changes in the key business strategies of operating units. Annual budgets, business plans and strategies were presented to and approved by the Board at these meetings. The Directors debate issues openly and constructively and were committed to the collective decision-making processes.

The Directors have direct access to the advice and services of the Company Secretaries. In furtherance of its duties, the Board may seek external professional advice if required by them.

All Directors will retire at regular intervals by rotation at least once every three years and they shall be eligible for re-election. Pursuant to Section 129 of the Companies Act, 1965, a director who is over 70 years of age is required to retire annually at the general meeting of the Company, and be eligible for re-appointment by shareholders of the Company with not less than a three-fourths majority. Disclosure on a director seeking re-appointment under this Section 129 at the forthcoming annual general meeting is shown in the Notice of Meeting in this annual report.

To-date, the Board is of the view that it is unnecessary for the appointment of a senior independent non-executive Director to whom concerns may be conveyed as the Board operates in an open environment where opinions and information are freely exchanged. In these circumstances, any concerns need not be focused on a single director as all members of the Board fulfil this role collectively.

The Directors consider that, in preparing the financial statements of the Company and of the Group for the financial year ended 31 March 2012, the Company and the Group have used appropriate accounting policies and applied them consistently, reasonably and prudently. The financial statements comply with the provisions of the Companies Act, 1965 and the applicable Financial Reporting Standards in Malaysia.

The Directors are responsible to ensure that the Company and its subsidiaries maintain accounting records which disclose with reasonable accuracy the financial position of the Company and of the Group and

Statement Of Corporate Governance

(cont'd)

which enable them to ensure that the financial statements comply with the provisions of the Companies Act, 1965. In addition, the Directors are responsible to take such measures as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

BOARD ATTENDANCE

In Financial Year 2012, the composition of the Board, together with the attendance of the respective Directors at Board meetings are as follows:

Name of Directors	Attendance	Percentage
Tan Sri Datuk Adzmi bin Abdul Wahab	4 / 4	100
Datuk Lim Chee Wah	3 / 4	75
Encik Muhammad Fauzi bin Abd Ghani	4 / 4	100
Mr Michael Yee Kim Shing	3 / 4	75
Encik Ahmad Rizan bin Ibrahim	3 / 3	100

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

All directors have attended and successfully completed the Mandatory Accreditation Programme accredited by Bursa Securities. In addition, seminars and conferences organised by Bursa Securities, relevant regulatory bodies and professional bodies on areas pertinent to the Directors are communicated to the Board for their participation. The Board will also identify training needs amongst the Directors and enrol the Directors for the training programmes, as and when required. Directors may also request to attend additional training to keep abreast on their individual requirements.

The Directors are also updated by the Company Secretaries on any changes to legal and governance practices of the Group and which affect themselves as Directors at every Audit Committee and Board meeting.

The training programmes attended by some of the Directors during the year, include the following:

1. Government Financial Assistance for Malaysian Companies and Its Application Procedures
2. Government Financial Assistance Programmes for Malaysian Companies
3. 5th Asian Transport Revenue Collection Forum
4. Doing ICT Business in Vietnam
5. Updates on Government Grants and Financial Assistance
6. National ICT Conference 2011
7. Communication Asia 2011 Conference

SHAREHOLDERS

The Board recognises the importance of effective communication with shareholders and the investing community. Shareholders and the investing community are kept well informed of developments and performances of the Company through disclosures to BMSB and the press (where appropriate) as well as through the Annual Report.

Adequate time is given during Annual and Extraordinary General Meetings to allow the shareholders to seek clarifications or enquire on pertinent and relevant matters. Besides the Directors, the Senior Management and the external auditors of the Company are also present at this general meeting to assist in any related queries from the shareholders.

The Company's website www.dp.com.my also provides an avenue for keeping the general public updated on the activities of the Company. The website publishes information on the Group's financial results, services and products, annual reports, press releases, events, media highlights and other relevant information. In addition to the above, the Company is always willing to meet up with institutional investors when the need arises, to elaborate or further clarify information already disclosed to the other shareholders. Price sensitive

Statement Of Corporate Governance

(cont'd)

and any information that may be regarded as undisclosed material information about the Group will not be disclosed until the prescribed announcement to the BMSB has been made.

ACCOUNTABILITY AND AUDIT

The Directors are responsible for the preparation of the annual audited accounts. The Board took due care and reasonable steps, which include taking cognizance of the Audit Committee's recommendations, to ensure that the accounts and the other financial reports of the Company and of the Group are prepared in accordance with applicable Financial Reporting Standards in Malaysia and the provisions of the Companies Act, 1965.

Quarterly results are only released to BMSB after being scrutinised by the Audit Committee and approved by the Board of Directors. At the end of each financial year, a comprehensive Annual Report is published and sent to all the shareholders at least 21 days before the date of the Annual General Meeting. This report is prepared in accordance with the latest BMSB guidelines, made available to the public and is also published on the Company's website.

The Audit Committee plays an active role in assisting the Board to discharge its governance responsibilities. The Committee works within the purview of its terms of reference, which have been drafted in accordance with the Main Market Listing Requirements. The role of the Committee in relation to the external auditors is also embodied under its terms of reference. A separate report on the Audit Committee is contained on pages 29 to 34 of this Annual Report.

The Internal Audit function reports directly to the Audit Committee. Their role is to carry out regular visits to the operating units to ensure compliance with the Group's policies, procedures and internal control system. They have also adopted a risk-based approach when carrying out their audits. The findings are all properly documented and presented to the Audit Committee, with copies to the parties concerned, so that timely corrective measures can be taken.

During the financial year, the Internal Audit Unit had also assumed a full participating role as advocated by the Professional Practice Framework in assisting management in the facilitation and assessment of the adequacy and effectiveness of the risk management process, corporate governance practices and internal controls of the Group.

The Board acknowledges its overall responsibility for maintaining the system of internal controls to safeguard the shareholders' investment and the Company's assets. The Statement on Internal Control, made pursuant to paragraph 15.26 of the Main Market Listing Requirements, is separately set out on pages 21 to 22 of this Annual Report.

COMPLIANCE WITH BEST PRACTICES OF CORPORATE GOVERNANCE

The Group was substantially in compliance with the Best Practices of Corporate Governance throughout Financial Year 2012, with the exception of the following:

- We have not appointed a senior independent non-executive director, to whom concerns can be conveyed. We do not believe there is such a necessity because all our Board members actively and freely participate during Board meetings.
- Currently, only an informal briefing is provided to new directors on the group's operations. The briefing will consist of the nature of the business, corporate strategy, current issues affecting the group, the group's expectations of the directors and the general responsibilities of a director and of the Board as a whole. The management will also organise for a new director to visit the office premises and operations centre.

Statement Of Corporate Governance

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REMUNERATION, QUALITY & NOMINATING COMMITTEE ("RQN")

The RQN comprises of Encik Muhammad Fauzi Bin Abd Ghani, Tan Sri Datuk Adzmi bin Abdul Wahab and Mr Michael Yee Kim Shing.

The principal roles of the Remuneration, Quality & Nominating Committee ("RQN") are, inter-alia, as follows:

- (i) To review and recommend to the Board for approval, the remuneration packages for the Executive Director / Chief Executive Officer and Chief Operating Officer.
- (ii) To review the remuneration packages for the Senior Leadership Team.
- (iii) To review and recommend to the Board for approval, the policy and framework for the Performance - Linked Compensation (PLC) Scheme.
- (iv) To review and recommend to the Board, the appointment of new directors and to assess the performance of Directors on an on-going basis.
- (v) To review and recommend to the Board, the appointment of new Executive Director / Chief Executive Officer and Chief Operating Officer.

The RQN meets as and when necessary and can also make decisions by way of circular resolution. The RQN held one meeting during the financial year ended 31 March 2012. The meeting was attended by Encik Muhammad Fauzi Bin Abd Ghani, Tan Sri Datuk Adzmi bin Abdul Wahab and Mr Michael Yee Kim Shing.

All the Directors will continue to attend and undergo relevant training programmes to further enhance their skills and knowledge, as and when required. The Board of Directors will, on a continuous basis, evaluate and determine the training needs of the Directors in the discharge of their duties as Director.

DIRECTORS' REMUNERATION

The RQN, as stated above, is entrusted with the role of reviewing and recommending a suitable policy and framework in respect of the remuneration packages for Executive Directors of the Company.

The fees and / or any increase, payable to Non-Executive Directors are approved by the shareholders at the Annual General Meeting based on the recommendation of the Board. The fees payable to each of the Non-Executive Directors is determined by the Board as a whole. The Board maintains that the current remuneration for each category of Director commensurate with that adopted by companies of similar standing, and is sufficient to attract and retain directors of high calibre. The fees payable to Non-Executive Directors shall not exceed the maximum annual fees of RM400,000 as conferred by the shareholders at the Annual General Meeting held on 28 August 2008, unless a new mandate from shareholders is obtained. During the year, no revision on the directors' fees and allowances for non-executive directors were recommended due to the difficult year of economic condition.

The remuneration of the Executive Director is based on his performance and contribution to the Group. On the other hand, the remuneration of the Non-Executive Directors is based on their respective experience, qualification and level of responsibilities undertaken by them.

The aggregate remuneration of the Directors during the financial year 2012 are categorised into appropriate components as follows:

	Emoluments	Allowance	Fee	Bonuses	Benefits-in-Kind	Total (RM)
Executive Directors	480,000	57,600			27,732	565,332
Non-Executive Directors	-	25,500	144,000	-	-	169,500

Statement Of Corporate Governance

(cont'd)

Range of remuneration	Number of Directors	
	Executive Director	Non-Executive Director
Nil	-	-
Below RM50,000	-	3
RM50,001 – RM100,000	-	1
RM100,001 – RM150,000	1	-
RM400,001 – RM450,000	1	-

The above disclosure is in full compliance with the Main Market Listing Requirements. Although the said disclosure does not fully comply with the requirements of the Securities Commission, the Board of Directors is of the view that sufficient information is contained therein.

RISK MANAGEMENT COMMITTEE (“RMC”)

The RMC was established during the financial year 2011 and the Enterprise Risk Management Framework (“ERM”) has been formalised by the Board with the aim of providing a consistent approach to risks and facilitating a reasonably accurate perception of acceptable risks by all employees. This risk management framework is the starting point in the enterprise risk management framework and has been prepared to ensure that risk management becomes a concern for everyone in the Group and that risk management practices are consistent across the corporation, involving employees at all levels within the different business units (i.e. departments, sections, branches and business centres) of the Group. The RMC mainly comprises of the Senior Leadership Team members.

The Board entrusts the RMC with the overall responsibility for overseeing the risk management activities of the Group and approving appropriate risk management procedures and measurement methodologies across the organisation. The primary roles of the RMC include the following:

- To promote the Enterprise Risk Management Framework and to ensure that the risk management process and culture are embedded throughout the Group.
- To provide half-yearly reporting and update the Board on key risk management issues as well as any ad hoc reporting and evaluation of project risks.
- To work with the Finance & Accounts and Internal Audit Departments in the preparation of the Statement on Internal Control for inclusion in the company's Annual Report and to recommend the same for approval by the Audit Committee and the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors is required to ensure that financial statements for each financial year are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable Financial Reporting Standards in Malaysia so as to give a true and fair view of the state of affairs of the Company and the Group as at 31 March 2012 and of the results and cash flows of the Company and the Group for the financial year then ended.

ADDITIONAL COMPLIANCE INFORMATION

• Material Contracts with Related Parties

Except for the transactions mentioned under “Recurrent Related Party Transaction of a Revenue of Trading Nature” below, there were no material contracts during the financial year under review which involve interests of directors and major shareholders.

Statement Of Corporate Governance

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- **Sanctions and / or Penalties imposed**

There were no sanctions or material penalties imposed on the Company and its subsidiaries, directors or management by the relevant regulatory bodies during the financial year.

- **Share buy-backs**

There was no share buy-back by the Company during the financial year.

- **Options, Warrants or Convertible Securities**

The Company did not issue any options, warrants or convertible securities during the financial year.

- **American Depository Receipt (ADR) or Global Depository Receipt (GDR) programme**

The Company did not sponsor any ADR or GDR programme during the financial year.

- **Non-audit fees**

Apart from the audit fees, a non-audit fee of RM20,000 will be payable to Folks Taxation Sdn Bhd as tax agent services rendered during the financial year.

- **Profit Estimate, Forecast, Projection Or Unaudited Results**

Not applicable.

- **Profit guarantee**

The Company did not provide any profit guarantee during the financial year.

- **Inter-company loans**

During the financial year, there were no loans between the Company and its subsidiaries that involve directors' or major shareholders' interests.

- **Revaluation of landed properties**

Not applicable.

- **Utilisation of Proceeds Raised From Corporate Proposals**

There were no corporate proposals during the financial year.

- **Recurrent Related Party Transactions of a Revenue of Trading Nature**

During the financial year ended 31 March 2012, there were some related party transactions which are summarised as follows:

	2012 RM'000	Group 2011 RM'000
Consultancy fee charged to 3rd Valley (Zhangjiakou) Resort Corporation *	419	-
Consultancy fee paid to Servion Enterprise **	384	-

* 3rd Valley (Zhangjiakou) Resort Corporation (Incorporated in the People's Republic of China) is a company in which Datuk Lim Chee Wah, a director and substantial shareholder of the Company, has substantial interest.

** Servion Enterprise is a sole proprietorship owned by Ng Keok Ang, a key management personnel of the Group.

Audit Committee Report

1. COMPOSITION

There are three (3) Audit Committee members, all of whom are independent, non-executive directors.

The Members of the Audit Committee are as follows:

- Chairman : Mr Michael Yee Kim Shing* (Independent Non-Executive Director)
- Members : Tan Sri Datuk Adzmi bin Abdul Wahab (Independent Non-Executive Director)
En Muhammad Fauzi bin Abd Ghani* (Independent Non-Executive Director)

(*member of MIA)

The Secretaries to the Audit Committee are Ms K. Jayavathani and Mr Wong Choong Ming.

2. TERMS OF REFERENCE

The Audit Committee's Terms of Reference are as follows:

2.1 Membership

The Audit Committee shall be appointed by the Board of Directors from amongst its members, which fulfils the following requirements after taking into consideration the recommendation of the Remuneration, Quality and Nominating ("RQN") Committee:

- a. The Committee must be composed of no fewer than three (3) members;
- b. The majority of the members of the Committee must be Independent Non-Executive Directors as prescribed in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("BMSB");
- c. All members of the Committee should be Non-Executive Directors;
- d. All members of the Committee should be financially literate and at least one person of the Committee:
 - (i) must be a member of the Malaysian Institute of Accountants; or
 - (ii) must have at least 3 years' working experience and:
 - (aa) have passed the examinations specified in Part I of the First Schedule of the Accountants Act, 1967; or
 - (bb) is a member of one of the Associations specified in Part II of the First Schedule of the Accountants Act, 1967; or
 - (cc) a degree / masters / doctorate in accounting or finance; or
 - (dd) a member of any professional accountancy organisation which has been admitted as a full member of the International Federation of Accountants; or
 - (ee) at least 7 years' experience being a chief financial officer of a corporation or having the function of being primarily responsible for the management of the financial affairs of a corporation.
 - (iii) fulfils such other requirements as prescribed or approved by the Exchange.
- e. No alternate Director shall be appointed as a member of the Committee;
- f. The members of the Committee must elect a Chairman among themselves who is an Independent Director;
- g. If a member of the Committee resigns or for any reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three months appoint such number of new members as may be required to make up the minimum of three (3) members; and
- h. All members of the Committee, including the Chairman, will hold office only so long as they serve as Directors of Dataprep Holdings Berhad (the Company). The Board of Directors shall review the terms of office and performance of the Committee and each of its members at least once every three (3) years.

2.2 Functions and Duties

2.2.1 To review and recommend for the Board's approval, the Internal Audit Charter which defines the independence, purpose, authority, scope and responsibility of the internal audit unit in the Company and the Group.

2.2.2 To review the following and report to the Board:

- a. With the External Auditors
 - (i) the audit plan and audit report and the extent of assistance rendered by employees of the auditee;
 - (ii) their evaluation of the system of internal controls;
 - (iii) the audit fee and matters concerning their suitability for nomination, appointment and reappointment and the underlying reasons for resignation or dismissal as Auditors;
 - (iv) the management letter and management's responses; and
 - (v) issues and reservations arising from audits.
- b. With the Internal Audit Unit
 - (i) the adequacy and relevance of the scope, functions, competency and resources of internal audit and the necessary authority to carry out its work;
 - (ii) the audit plan of work programme and results of internal audit processes including actions taken on recommendations;
 - (iii) the extent of co-operation and assistance rendered by employees of auditee;
 - (iv) the appraisal of the performance of the internal audit unit including that of the senior staff and any matters concerning their appointment and termination;
 - (v) the cognizance of resignation of internal audit staff and provide the resigning staff an opportunity to submit his / her reasons for resigning.
 - (vi) compliance with internal auditing standards and the Group's policies relating to conformity with laws and regulatory requirements.
 - (vii) adequacy of training of the IAU's staff.
 - (viii) coordination and cooperation between the internal and external auditors.
- c. The quarterly results and year-end financial statement of accounts before the approval by the Board, focusing particularly on:
 - (i) changes and implementation of major accounting policies and practices;
 - (ii) significant and unusual accounting issues;
 - (iii) going concern assumptions;
 - (iv) compliance with the accounting standards, regulatory and other legal requirements; and
 - (v) whether auditor's report contains qualification which must be properly discussed and acted upon to remove cause of auditor's concerns.
- d. The major findings of investigations and management's responses.
- e. The propriety of any related party transactions and conflict of interest situations that may arise within the Company or the Group including any transactions, procedures or courses of conduct that raise questions of management integrity.

2.2.3 To report any breaches of the MMLR which have not been satisfactorily resolved, to BMSB.

2.2.4 To prepare the Audit Committee Report for inclusion in the Company's Annual Report covering:

- a. The composition of the Committee including the name, designation and directorship of the members;
- b. The terms of reference of the Committee;
- c. The number of meetings held and details of attendance of each member;
- d. The details of relevant training courses attended by each member;

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- e. A summary of the activities of the Committee in the discharge of its functions and duties; and
- f. A summary of the activities of the IAU.

2.2.5 To review the following for publication in the Company's Annual Report:

- a. The disclosure statement of the Board on:
 - (i) the Company's applications of the principles set out in Part I of the Malaysian Code on Corporate Governance; and
 - (ii) the extent of compliance with the best practices set out in Part II of the Malaysian Code on Corporate Governance, specifying reasons for any area of non-compliance and the alternative measures adopted in such areas.
- b. The statement on the Board's responsibility for the preparation of the annual audited financial statement of accounts;
- c. The disclosure statement on the state of the system of internal controls of the Company and of the Group;
- d. The statement relating to the IAU of the Group, i.e. whether the internal audit function is performed in-house or is outsourced and the costs incurred for the IAU in respect of the financial year; and
- e. Other disclosures forming the contents of annual report spelt out in Part A of Appendix 9C of the MMLR.

2.2.6 To verify the allocation of options as being in compliance with the criteria for allocation pursuant to a share scheme for employees.

The above functions and duties are in addition to such other functions as may be agreed to from time to time by the Committee and the Board.

2.3 Rights and Authority

In carrying out its duties and responsibilities, the Committee will have the following rights:

- a. Have explicit authority to investigate any matters within its terms of reference;
- b. Have adequate resources required to perform its duties;
- c. Have full and unrestricted access to information, records, properties and personnel of the Company and of the Group;
- d. Have direct communication channels with the internal and external auditors as well as with key executives. In this respect, the Chairman of the Committee should engage on a continuous basis with senior management, such as the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, the Head of IAU and the external auditors in order to be kept informed on matters affecting the Company and the Group; and
- e. Be able to obtain independent professional or other advice and to invite outsiders with relevant experience and expertise to attend the Committee's meetings when considered necessary.

2.4 Meetings

- a. The Committee shall hold a minimum of four (4) meetings in a financial year;
- b. The meetings shall be chaired by the Chairman or in his absence, another member who is an Independent Director nominated by the Committee. The quorum for the meeting shall consist of at least two (2) members, the majority of whom shall be Independent Directors. The Chairman also has the discretion to call for additional meetings as warranted;
- c. The Company Secretary shall act as Secretary of the Committee and shall be responsible, with the concurrence of the Chairman, for drawing up and circulating the agenda and the notice of meetings together with the supporting explanatory documentation to members prior to each meeting;
- d. The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee;

Audit Committee Report

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- e. The External Auditors have the right to appear and be heard at any meeting of the Committee and shall appear before the Committee without the presence of the executive directors at least twice a year;
- f. The Committee shall, in accordance with a procedure to be determined by the Board and at the cost of the Group, be able to convene meetings with external auditors, internal auditors or both, excluding the attendance of other directors and employees of the group, whenever deemed necessary.
- g. The Internal Auditors shall be in attendance at all meetings to present and discuss their audit reports and other related matters and the recommendations relating thereto and to follow-up on relevant decisions made;
- h. Upon the request of any member of the Committee, non-member directors, the internal or the external auditors, the Chairman shall convene a meeting to consider the matters brought to its attention;
- i. The Committee may invite any non-member director or employee of the Company and of the Group, who the committee thinks fit and proper to attend its meeting to assist in its deliberations and resolution of matters raised;
- j. In addition to the availability of the detailed minutes of the meetings to all Board members, the Committee at each Board meeting will report a summary of significant matters and resolutions.

2.5 Internal Audit Unit

- a. The Group has an in-house Internal Audit Unit which is independent of the activities it audits and reports directly to the Committee. The IAU assists the Committee in the discharge of its duties and responsibilities. The Committee is aware of the fact that an independent and adequately resourced internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness of the system of internal controls. The cost of maintaining this unit for the financial year 2012 is approximately RM267,000.
- b. The Head of IAU shall have unrestricted access to the Committee members and report to the Committee whose scope of responsibility includes overseeing the establishment and development of the IAU.
- c. In respect of routine administrative matters, the Head of the Internal Audit Unit shall report to the Chief Executive Officer.
- d. The IAU shall regularly review and / or appraise the effectiveness of the risk management, internal control and governance processes within the Company and the Group.

3. ATTENDANCE AT MEETINGS

The Committee met 5 times during the financial year ended 31 March 2012. The attendance record of the Committee members is as follows:

Name of Committee Member	No. of Meetings Attended	Percentage
Mr Michael Yee Kim Shing	5/5	100
En Muhammad Fauzi bin Abd Ghani	4/5	80
Tan Sri Datuk Adzmi bin Abdul Wahab	5/5	100

(cont'd)

4. ACTIVITIES OF THE COMMITTEE

The summary of the activities of the Audit Committee in the discharge of its duties and responsibilities for the financial year ended 31 March 2012 include the following:

- a. Reviewed the adequacy and relevance of the scope, function, resources, risk-based audit plan and results of the internal audit processes;
- b. Reviewed the internal audit reports (including management's responses) which cover the review of internal control systems, accounting and information systems and ISO 9001 internal quality audits, and reports on ad hoc assignments requested by the Senior Management, Audit Committee and Board members;
- c. Reviewed the internal audit reports (including management's responses) which cover reviews of the adequacy and effectiveness of the risk management processes, corporate governance practices and internal controls of the Group;
- d. Appraised the performance of the internal audit unit, including that of the head of internal audit and any matters concerning their appointment and termination;
- e. Reviewed the re-appointment of the External Auditors and to recommend to the Board of Directors for further recommendation to the shareholders for re-appointment;
- f. Reviewed with the External Auditors their audit plans (inclusive of system evaluation and audit fees) prior to the commencement of the annual audit;
- g. Reviewed the year-end audited financial statements, the audit reports, issues and reservations arising from the audit and the management letter together with management's responses, with the External Auditors;
- h. Reviewed the quarterly financial statements and year-end audited financial statements and the quarterly reports for announcement to the BMSB;
- i. Reviewed the disclosure of the related party transactions entered into by the Company and the Group and any conflict of interest situation and questionable transactions which may have an impact on management's integrity;
- j. Reviewed the recurrent related party transactions of the Group in accordance with the guidelines and procedures established by the Group and ensured that the review procedures are operating as intended;
- k. Updated and advised the Board on the latest changes and pronouncements issued by the accountancy, statutory and regulatory bodies;
- l. Reported to and updated the Board on significant issues and matters discussed during the Committee's meetings and where appropriate, made the necessary recommendations to the Board. Minutes of all Committee meetings were made available to all Board members;
- m. Prepared the Audit Committee Report for inclusion in the Company's Annual Report;
- n. Reviewed its Terms of Reference in compliance with the MMLR;
- o. Reviewed periodic reports on Enterprise Risk Management ("ERM"); and
- p. Reviewed the disclosure statements on compliance of the Malaysian Code on Corporate Governance, Board's responsibility for preparing the annual audited accounts and the Statement of Internal Control ("SIC"), the negative assurance in respect of the review on the SIC provided by the External Auditors (Para 15.23 of the MMLR of BMSB) and other statements in accordance with Appendix 9C of the MMLR of BMSB for publication in the Company's Annual Report.

5. INTERNAL AUDIT UNIT

The summary of activities of the Internal Audit function for the financial year ended 31 March 2012 is as follows:

- a. Prepared the annual Audit Planning Memorandum for the Audit Committee's approval;
- b. Assumed a full participating role as advocated by the Professional Practice Framework in assisting management in the facilitation and provision of opinions on the adequacy and effectiveness of the risk management process, corporate governance practices and internal controls of the Group. IAU also carried out risk-based audits of strategic business units including ad hoc assignments requested by the Senior Management, Audit Committee and Board members.
- c. Carried out audit of the adequacy and effectiveness of corporate governance practices;
- d. Issued audit reports to the Audit Committee and management identifying internal control deficiencies and providing recommendations for improvement;
- e. Assisted the Audit Committee in the review of the quarterly financial statements and year-end audited financial statements and quarterly reports for announcement to BMSB;
- f. Assisted the Audit Committee in the review of the disclosure of related party transactions and any conflict of interest situation and questionable transactions, and reporting thereon in the audit report;
- g. Assisted the Audit Committee in the review of recurrent related party transactions of the Group in accordance with the guidelines and procedures established by the Group and ensured that the review procedures are adequate and operating as intended;
- h. Followed-up on management corrective actions on audit issues raised by the unit and determined whether corrective actions taken had achieved the desired results;
- i. Attended all Audit Committee meetings to table and discuss the audit reports and follow-up on matters raised; and
- j. Carried out ISO 9001 internal quality audits of the Group and issued audit reports to the Audit Committee and management that identify deficiencies and provide recommendations for improvement.
- k. Reviewed the disclosure statements on compliance with the Malaysian Code on Corporate Governance, Board's responsibility for preparing the annual audited accounts and the Statement of Internal Control ("SIC"), the negative assurance in respect of the review on the SIC provided by the External Auditors (Para 15.23 of the MMLR of BMSB) and other statements in accordance with Appendix 9C of the MMLR of BMSB for publication in the Company's Annual Report.

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Directors' Report

DIRECTORS' REPORT

The Directors submit herewith their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 March 2012.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services to subsidiaries. The principal activities of the subsidiaries are set out in Note 16 to the financial statements. There were no significant changes in the nature of the principal activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Loss net of tax	(7,773)	(12,395)
Attributable to:		
Owners of the Company	(6,684)	(12,395)
Non-controlling interests	(1,089)	-
	(7,773)	(12,395)

There were no material transfers to or from reserves or provisions during the financial year, other than as disclosed in the financial statements.

In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature other than as disclosed in the financial statements.

DIVIDEND

No dividend was paid or declared by the Company since the end of the previous financial year. The Directors do not recommend the payment of any dividend in respect of current financial year.

DIRECTORS

The names of the Directors of the Company in office since the date of the last report and at the date of this report are:

Tan Sri Datuk Adzmi bin Abdul Wahab (Chairman)
Datuk Lim Chee Wah
Michael Yee Kim Shing
Muhammad Fauzi bin Abd. Ghani
Ahmad Rizan bin Ibrahim (appointed on 16 June 2011)
Cheam Tat Inn (resigned on 15 June 2011)

In accordance with Article 98 of the Company's Articles of Association, Tan Sri Datuk Adzmi bin Abdul Wahab retires by rotation from the Board at the forthcoming Annual General Meeting and, being eligible, offers himself for re-election.

In accordance with Section 129(6) of the Companies Act, 1965, Michael Yee Kim Shing retires from the Board at the forthcoming Annual General Meeting, and being eligible, offers himself for re-appointment.

Directors' Report

(cont'd)

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the Directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors or the fixed salary of a full-time employee of the Company as shown in Note 10 to the financial statements) by reason of a contract made by the Company or a related corporation with any Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

DIRECTORS' INTERESTS

According to the register of Directors' shareholdings, particulars of interests of Directors who held office at the end of the financial year in shares in the Company and related corporations during the financial year were as follows:

The Company	Number of Ordinary Shares of RM0.25 Each			
	At 1.4.2011/ Date of appointment	Acquired	Disposed	At 31.3.2012
Tan Sri Datuk Adzmi bin Abdul Wahab - Direct	203,125	-	-	203,125
Datuk Lim Chee Wah - Direct	1,062,500	-	-	1,062,500
- Indirect	203,385,046	-	-	203,385,046
Ahmad Rizan bin Ibrahim - Direct	17,831	-	-	17,831
Holding Company - VXL Holdings Sdn. Bhd.	Number of Ordinary Shares of RM1 Each			
	At 1.4.2011	Acquired	Disposed	At 31.3.2012
Datuk Lim Chee Wah - Indirect	1,000,000	-	-	1,000,000
Subsidiary Companies - Solsis (M) Sdn. Bhd.	Number of Ordinary Shares of RM1 Each			
	At 1.4.2011/ Date of appointment	Acquired	Disposed	At 31.3.2012
Ahmad Rizan bin Ibrahim - Direct	2,538,000	-	-	2,538,000
- HRM Business Consulting Sdn. Bhd. (In liquidation)				
Ahmad Rizan bin Ibrahim - Direct	41,400	-	-	41,400
- HRMBC Franchise Advisory Sdn. Bhd. (In liquidation)				
Ahmad Rizan bin Ibrahim - Direct	35,000	-	-	35,000

DIRECTORS' INTERESTS (CONT'D)

Datuk Lim Chee Wah by virtue of his interest in shares in the Company is also deemed interested in shares of all the Company's subsidiaries to the extent the Company has an interest.

The other Directors in office did not have any interest in shares of the Company and its related corporations during the financial year.

OTHER STATUTORY INFORMATION

- (a) Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the Directors took reasonable steps:
- (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances which would render:
- (i) the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; and
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) As at the date of this report, there does not exist:
- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

(cont'd)

OTHER STATUTORY INFORMATION (CONT'D)

(f) In the opinion of the Directors:

- (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or the Company to meet their obligations when they fall due; and
- (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

AUDITORS

The auditors, Folks DFK & Co, have expressed their willingness to continue in office .

Signed on behalf of the Board in accordance with a resolution of the Directors dated 29 May 2012.

Tan Sri Datuk Adzmi bin Abdul Wahab
Chairman

Ahmad Rizan bin Ibrahim
Chief Executive Officer

Date : 29 May 2012

Statements of Comprehensive Income

For The Financial Year Ended 31 March 2012

	Note	Group		Company	
		2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Revenue	4	60,170	89,432	4,345	5,290
Cost of sales		(50,083)	(76,859)	-	-
Gross profit		10,087	12,573	4,345	5,290
Other income	5	1,326	1,096	1,581	593
Selling and distribution costs		(2,517)	(1,828)	-	-
Administrative expenses		(7,033)	(7,019)	(3,091)	(4,011)
Other expenses	6	(6,574)	(6,455)	(15,223)	(3,381)
Operating loss		(4,711)	(1,633)	(12,388)	(1,509)
Finance costs	7	(183)	(120)	(7)	(8)
Loss before tax	8	(4,894)	(1,753)	(12,395)	(1,517)
Taxation	11	(2,879)	(65)	-	-
Loss for the financial year		(7,773)	(1,818)	(12,395)	(1,517)
Other comprehensive income					
Realisation of capital reserve upon liquidation of a subsidiary		-	51	-	-
Transfer from capital reserve to accumulated losses due to realisation upon liquidation		-	(51)	-	-
Foreign currency translation		(3)	(3)	-	-
Other comprehensive loss for the year, net of tax		(3)	(3)	-	-
Total comprehensive loss for the year		(7,776)	(1,821)	(12,395)	(1,517)
Loss for the financial year attributable to:					
Owners of the Company		(6,684)	(2,273)	(12,395)	(1,517)
Non-controlling interests		(1,089)	455	-	-
		(7,773)	(1,818)	(12,395)	(1,517)
Total comprehensive loss for the year attributable to:					
Owners of the Company		(6,687)	(2,276)	(12,395)	(1,517)
Non-controlling interests		(1,089)	455	-	-
		(7,776)	(1,821)	(12,395)	(1,517)
Loss per share attributable to owners of the Company (sen):					
Basic	12	(1.74)	(0.59)		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Financial Position

As At 31 March 2012

	Note	Group		Company	
		2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
ASSETS					
Non-current assets					
Plant and equipment	13	2,677	3,932	439	616
Goodwill on consolidation	14	-	104	-	-
Intangible assets	15	206	340	185	262
Investment in subsidiaries	16	-	-	25,596	6,114
Other investments	17	91	91	-	-
Amounts due from subsidiaries	18	-	-	-	35,264
Deferred tax assets	19	-	2,810	-	-
		2,974	7,277	26,220	42,256
Current assets					
Inventories	20	690	1,159	-	-
Trade receivables	21	24,798	45,345	-	-
Other receivables	22	4,126	3,707	96	217
Amounts due from subsidiaries	18	-	-	5,073	-
Tax recoverable		83	106	15	37
Cash and bank balances	24	27,747	30,642	18,835	20,166
		57,444	80,959	24,019	20,420
TOTAL ASSETS		60,418	88,236	50,239	62,676
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	25	95,772	95,772	95,772	95,772
Share premium		5,488	5,488	5,488	5,488
Merger deficit		(13,509)	(13,509)	-	-
Foreign exchange reserve		8	11	-	-
Accumulated losses		(43,108)	(36,529)	(51,637)	(39,242)
		44,651	51,233	49,623	62,018
Non-controlling interests		602	1,796	-	-
Total equity		45,253	53,029	49,623	62,018
Non-current liabilities					
Long term borrowings	27	94	134	94	134
Current liabilities					
Trade payables	28	7,773	29,462	-	-
Other payables	29	4,275	3,958	481	485
Short term borrowings	27	2,996	1,641	41	39
Provision for taxation		27	12	-	-
		15,071	35,073	522	524
Total liabilities		15,165	35,207	616	658
TOTAL EQUITY AND LIABILITIES		60,418	88,236	50,239	62,676

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement Of Changes In Equity

For The Financial Year Ended 31 March 2012

Group	Attributable to the Owners of the Company							Total equity RM'000
	Share capital (Note 25) RM'000	Share premium RM'000	Capital reserve (Note 26) RM'000	Merger deficit RM'000	Other reserves RM'000	Accumulated losses RM'000	Non-controlling interests RM'000	
At 1 April 2010	95,772	5,488	51	(13,509)	14	(34,307)	1,341	54,850
Total comprehensive loss for the year	-	-	(51)	-	(3)	(2,222)	455	(1,821)
At 31 March 2011	95,772	5,488	-	(13,509)	11	(36,529)	1,796	53,029
At 1 April 2011	95,772	5,488	-	(13,509)	11	(36,529)	1,796	53,029
Total comprehensive loss for the year	-	-	-	-	(3)	(6,684)	(1,089)	(7,776)
Disposal of part equity in a subsidiary to non-controlling interest (Note 16)	-	-	-	-	-	105	(105)	-
At 31 March 2012	95,772	5,488	-	(13,509)	8	(43,108)	602	45,253

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Company Statement Of Changes In Equity

For The Financial Year Ended 31 March 2012

	← Attributable to the Owners of the Company →			
	Share capital (Note 25) RM'000	Share premium RM'000	Accumulated losses RM'000	Total equity RM'000
Company				
At 1 April 2010	95,772	5,488	(37,725)	63,535
Total comprehensive loss for the year	-	-	(1,517)	(1,517)
At 31 March 2011	95,772	5,488	(39,242)	62,018
At 1 April 2011	95,772	5,488	(39,242)	62,018
Total comprehensive loss for the year	-	-	(12,395)	(12,395)
At 31 March 2012	95,772	5,488	(51,637)	49,623

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements Of Cash Flows

For The Financial Year Ended 31 March 2012

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Cash Flows from Operating Activities				
Loss before tax	(4,894)	(1,753)	(12,395)	(1,517)
Adjustments for:				
Depreciation of plant and equipment	1,340	1,493	187	180
Amortisation of intangible assets	136	272	79	155
Impairment losses of investments in subsidiaries	-	-	13,561	-
Impairment loss of goodwill	104	-	-	-
Gain on disposal of plant and equipment	(67)	(102)	-	(4)
Plant and equipment written off	54	18	-	-
Allowance for impairment losses on receivables	-	10	5	11
Reversal of allowance for impairment loss on receivables	-	(7)	-	-
Bad debts written off	24	2	24	-
Impairment loss of amount due from a subsidiary	-	-	-	966
Reversal of impairment loss of amount due from a subsidiary	-	-	(966)	-
Obsolete inventories				
- allowance	123	48	-	-
- write back of allowance	(375)	-	-	-
Development costs written off	-	578	-	578
Interest expense	113	50	7	8
Interest income	(845)	(786)	(593)	(575)
Operating loss before working capital changes	(4,287)	(177)	(91)	(198)
Increase in development cost	-	(307)	-	(307)
Decrease/(increase) in inventories	721	(150)	-	-
Decrease/(increase) in receivables	20,104	(29,037)	97	(6)
(Decrease)/increase in payables	(21,375)	26,499	(4)	93
Increase in net amounts due from subsidiaries	-	-	(1,891)	(2,222)
Cash used in operations	(4,837)	(3,172)	(1,889)	(2,640)
Tax (paid)/refunded	(31)	(47)	22	(1)
Interest received	845	780	593	439
Interest paid	(113)	(50)	(7)	(8)
Net cash used in operating activities	(4,136)	(2,489)	(1,281)	(2,210)

Statements Of Cash Flows

For The Financial Year Ended 31 March 2012 (cont'd)

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Cash Flows from Investing Activities				
Purchase of plant and equipment	(191)	(729)	(12)	(89)
Purchase of intangible assets	(2)	(218)	(2)	(199)
Proceeds from disposal of plant and equipment	119	132	2	5
Net cash used in investing activities	(74)	(815)	(12)	(283)
Cash Flows from Financing Activities				
Drawdown of borrowings	1,992	1,602	-	-
Repayment of borrowings	(1,602)	-	-	-
Repayment of hire purchase liabilities	(38)	(37)	(38)	(37)
Net cash from/(used in) financing activities	352	1,565	(38)	(37)
Net decrease in cash and cash equivalents				
Cash and cash equivalents at beginning of year	(3,858)	(1,739)	(1,331)	(2,530)
	30,642	32,381	20,166	22,696
Cash and cash equivalents at end of year (Note 32)				
	26,784	30,642	18,835	20,166

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Notes To The Financial Statements

31 March 2012

1. PRINCIPAL ACTIVITIES AND GENERAL INFORMATION

Dataprep Holdings Bhd ("the Company") is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The address of the registered office of the Company is as follows:

Suite 5.02, 5th Floor
Wisma Academy
No. 4A, Jalan 19/1
46300 Petaling Jaya
Selangor Darul Ehsan

The holding company of the Company is VXL Holdings Sdn. Bhd., a company incorporated in Malaysia.

The principal activities of the Company are investment holding and provision of management services to subsidiaries. The principal activities of the subsidiaries are set out in Note 16.

There have been no significant changes in the nature of the principal activities during the financial year.

The financial statements of the Group and of the Company were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 29 May 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements of the Group and of the Company have been prepared in accordance with Financial Reporting Standards ("FRS") and the Companies Act, 1965 in Malaysia.

At the beginning of the current financial year, the Group and the Company adopted new and revised FRSS, Issues Committee (IC) Interpretations and their amendments issued by the Malaysian Accounting Standards Board ("MASB") which are mandatory for financial periods beginning on or after 1 April 2011 as described fully in Note 2.2.

The financial statements of the Group and of the Company have been prepared under the historical cost convention unless otherwise indicated in this summary of significant accounting policies.

The financial statements are presented in Ringgit Malaysia (RM) and all values are rounded to the nearest thousand (RM'000).

2.2 Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

On 1 April 2011, the Group and the Company adopted the following new and revised FRS and IC Interpretations and their amendments mandatory for annual financial periods beginning on or after 1 April 2011.

FRS 1	<i>First-time Adoption of Financial Reporting Standards (Revised)</i>
FRS 3	<i>Business Combinations (Revised)</i>
FRS 127	<i>Consolidated and Separate Financial Statements (Revised)</i>
Amendments to FRS 1	<i>First-time Adoption of Financial Reporting Standards</i> <i>- Limited Exemption from Comparative FRS 7 Disclosure</i> <i>for First-time Adopters</i> <i>- Additional Exemptions for First-time Adopters</i>

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Changes in Accounting Policies (cont'd)

Amendments to FRS 2	<i>Share-based Payment</i> - <i>Scope of FRS 2 and revised FRS 3</i> - <i>Group Cash-settled Share-based Payment Transactions</i>
Amendments to FRS 5	<i>Non-current Assets Held for Sale and Discontinued Operations</i> - <i>Plan to sell the controlling interest in a subsidiary</i>
Amendments to FRS 7	<i>Financial Instruments : Disclosures</i> - <i>Improving Disclosures about Financial Instruments</i>
Amendments to FRS 138	<i>Intangible Assets - Additional consequential amendments arising from revised FRS 3</i>
IC Interpretation 4	<i>Determining Whether an Arrangement contains a Lease</i>
Amendments to IC Interpretation 9	<i>Reassessment of Embedded Derivatives</i> - <i>Scope of IC Interpretation 9 and revised FRS3</i>
IC Interpretation 12	<i>Service Concession Arrangements</i>
IC Interpretation 16	<i>Hedges of a Net Investment in a Foreign Operation</i>
IC Interpretation 17	<i>Distribution of Non-cash Assets to Owners</i>
IC Interpretation 18	<i>Transfers of Assets from Customers</i>
Amendments to FRSs Classified as "Improvement to FRSs (2010)"	

The adoption of the new and revised FRSs and IC Interpretations and their amendments did not result in any significant effect on the financial position and financial performance of the Group and of the Company nor any significant changes in the presentation and disclosure of amounts in the financial statements other than those as described hereunder :-

FRS 3, Business Combinations (Revised)

The adoption of the revised FRS 3 had resulted in several changes in the accounting for business combinations. Under the revised FRS 3, consideration transferred in a business combination, including contingent consideration, is measured and recognised at fair value at the acquisition date. Acquisition-related costs are now recognised as expenses in the period in which the costs are incurred rather than included in goodwill.

In a business combination achieved in stages, any equity interest held prior to the date on which control is obtained shall now be remeasured at its acquisition-date fair value and any resulting gain or loss is recognised in profit or loss.

For each business combination, non-controlling interest is measured either at fair value or at its proportionate share of the acquiree's net identifiable assets. Previously, only the latter was permitted.

The revised FRS 3 applies prospectively to business combinations for which the acquisition date is on or after 1 July 2010. Other than the changes in accounting policies, the adoption of this revised standard during the year did not give rise to any material impact on the financial statements of the Group.

FRS 127, Consolidated and Separate Financial Statements (Revised)

The revised FRS 127 requires that the total comprehensive income be attributed to the owners of the parent and to the non-controlling interest even if this results in the non-controlling interest having a deficit balance. Previously, excess losses were allocated to the owners of the parent, except to the extent that the non-controlling interest had a binding obligation and was able to make an additional investment to cover the losses.

Changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are now accounted for as equity transactions. There was no requirements for such transactions in the previous Standard.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Changes in Accounting Policies (cont'd)

FRS 127, Consolidated and Separate Financial Statements (Revised) [Cont'd]

Any investment retained in a former subsidiary is now measured at fair value at the date when control is lost. Previously, the carrying amount of an investment retained in a former subsidiary was regarded as its cost.

The revised FRS 127 is applied prospectively and other than the changes in accounting policies, its adoption during the year did not give rise to any material impact on the financial statements of the Group and the Company.

2.3 Standards issued but not yet effective

The Group has not adopted the following standards and interpretations that have been issued but not yet effective:

		Effective for financial periods beginning on or after
Amendments to IC Interpretation 14	Prepayments of a Minimum Funding Requirement	1 July 2011
IC Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
FRS 124	Related Party Disclosures	1 January 2012
Amendments to FRS 1	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters	1 January 2012
Amendments to FRS 7	Disclosures - Transfers of Financial Assets	1 January 2012
Amendments to FRS 112	Deferred Tax - Recovery of Underlying Assets	1 January 2012
Amendments to FRS 101	Presentation of Items of Other Comprehensive Income	1 July 2012
Amendments to FRS 7	Disclosures - Offsetting Financial Assets and Financial Liabilities	1 January 2013
FRS 10	Consolidated Financial Statements	1 January 2013
FRS 11	Joint Arrangements	1 January 2013
FRS 12	Disclosure of Interests in Other Entities	1 January 2013
FRS 13	Fair Value Measurement	1 January 2013
FRS 119	Employee Benefits	1 January 2013
FRS 127	Separate Financial Statements	1 January 2013
FRS 128	Investments in Associates and Joint Ventures	1 January 2013
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013
Amendments to FRS 1	Government Loans	1 January 2013
Amendments to FRS 132	Presentation - Offsetting Financial Assets and Financial Liabilities	1 January 2014
FRS 9	Financial Instruments (IFRS 9 issued by International Accounting Standards Board ("IASB") in November 2009)	1 January 2015*
FRS 9	Financial Instruments (IFRS 9 issued by IASB in October 2010)	1 January 2015*
Mandatory Effective Date of FRS 9 and Transition Disclosures (Amendments to FRS 9 (IFRS 9 issued by IASB in November 2009), FRS 9 (IFRS 9 issued by IASB in October 2010) and FRS 7)		**

* The mandatory effective date of FRS 9 has been changed from 1 January 2013 to 1 January 2015 by the MASB.

** Effective immediately on the date of its issue by the MASB on 1 March 2012.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Standards issued but not yet effective (cont'd)

As explained below, the Group will be adopting the new Malaysian Financial Reporting Standards ("MFRS") accounting framework issued by the MASB in preparing its next set of financial statements. The Group will therefore not be adopting the above new and revised FRSs, IC Interpretations and their amendments which are effective for annual periods beginning on or after 1 April 2012.

MFRS Framework

On 19 November 2011, the MASB issued a new MASB approved accounting framework, the MFRS framework in conjunction with the MASB's plan to converge with International Financial Reporting Standards ("IFRS"). The MFRS framework comprises standards which are equivalent to the IFRS issued by the International Accounting Standards Board.

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141, Agriculture and IC Interpretation 15, Agreements for the Construction of Real Estate including its parent, significant investor and venturer (herein called "Transitioning Entities"). Transitioning Entities are allowed to defer adoption of the MFRS Framework for an additional one year (i.e. adoption of MFRS Framework for annual periods beginning on or after 1 January 2013).

All the FRSs issued under the existing MASB's FRS framework are equivalent to the MFRSs issued except that there are no equivalent FRSs to MFRS 141 and IC Interpretation 15 issued under the MFRS Framework and differences in relation to transitional provisions.

The Group will prepare its first MFRS financial statements for the financial year ending 31 March 2013 which will also include an opening MFRS statement of financial position at the date of transition to MFRSs which is 1 April 2011.

The Group expects that there will be no significant impact on its financial position and financial performance upon the adoption of the MFRS framework.

2.4 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the financial year end. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transaction and events in similar circumstances.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Acquisitions of subsidiaries are accounted for by applying the acquisition method of accounting. The consideration transferred for the acquisition of a subsidiary is measured at fair value and is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred, equity interests issued and contingent consideration given. Acquisition-related costs are recognised as an expense in the periods in which the costs are incurred.

In a business combination achieved in stages, any previously held equity interest is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in profit or loss.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, except for non-current assets that are classified as held for sale which shall be recognised at fair value less costs to sell.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Basis of Consolidation (cont'd)

For acquisitions on or after 1 April 2011, goodwill is measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of any previously held equity interest over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed. For acquisitions prior to 1 April 2011, goodwill represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. The excess of the Group's interest in the net amounts of the identifiable assets, liabilities and contingent liabilities over the aggregate of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of any previously held equity interest is recognised immediately in profit or loss.

Subsidiaries arising from common control combinations are consolidated using the principles of merger accounting. The common control combinations are business combinations in which all the combining entities have common ultimate controlling parties prior to and immediately after such combinations. Under the principles of merger accounting, the assets and liabilities of the combining entities are consolidated using the existing book values from the controlling parties' perspective and the results of each of the combining entity are presented as if the combination had been effected throughout the current and previous comparative periods presented. On consolidation, the cost of investment is matched against the nominal value of ordinary shares acquired and any resulting difference is classified as merger reserve or deficit, as appropriate, under equity.

Non-controlling interest represents that portion of profit or loss and net assets of a subsidiary not attributable, directly or indirectly, to the Group. For each business combination, non-controlling interest is measured either at its fair value at the acquisition date or at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets. Non-controlling interest in the net assets of consolidated subsidiaries comprised the amount of non-controlling interest at the date of original combination and its share of changes in equity since the date of combination.

In preparing consolidated financial statements, intra-group balances and transactions and the resulting unrealised profits are eliminated on consolidation. Unrealised losses are eliminated on consolidation and the relevant assets are assessed for impairment. The consolidated financial statements reflect external transactions and balances only. The total comprehensive income of a subsidiary is attributed to the Group and to the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. If the Group loses control of a subsidiary, the assets (including any goodwill) and liabilities of the subsidiary and non-controlling interests will be derecognised at their carrying amounts at the date when control is lost. Any investment retained in the former subsidiary is recognised at its fair value at the date when control is lost. The resulting difference between the amounts derecognised and the aggregate of the fair value of consideration received and investment retained is recognised as gain or loss in profit or loss attributable to the Group.

2.5 Subsidiaries

A subsidiary is an entity in which the Group has the power to exercise control over the financial and operating policies so as to obtain benefits from its activities. In assessing control, the existence and effect of potential voting rights that are currently exercisable or convertible are taken into account.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.6 Intangible Assets

(a) Goodwill

Goodwill acquired in a business combination is determined as described in Note 2.4 and is initially measured at cost. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(b) Other Intangible Assets

Intangible assets relate to computer software and development expenditure. Computer software represents license fees paid to third parties and costs of internally developed software packages. Development expenditure mainly comprises direct costs which includes staff costs of the software development team and an appropriate portion of relevant overheads incurred in the development of computer software packages for resale.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised on a straight-line basis over the estimated economic useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Costs incurred in the development of software which are not or have ceased to be commercially viable are written off.

2.7 Plant and Equipment, and Depreciation

All items of plant and equipment are initially recorded at cost. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance costs are charged to the profit or loss during the financial period in which they are incurred.

Subsequent to recognition, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation of plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Computer equipment	14%
Furniture, fittings, office and Electronic Data Capture ("EDC") equipment	10% - 20%
Motor vehicles	20%
Renovation	20%

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of plant and equipment.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.7 Plant and Equipment, and Depreciation (cont'd)

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference, if any, between the net disposal proceeds, and the net carrying amount is recognised in profit or loss.

2.8 Contracts

Where the outcome of a contract can be reliably estimated, contract revenue and contract costs are recognised as revenue and expenses respectively by using the stage of completion method. The stage of completion is measured by reference to the proportion of cost of work accepted by the customers to date to the estimated total contract cost.

Where the outcome of a contract cannot be reliably estimated, contract revenue is recognised to the extent of contract costs incurred that are likely to be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Contract revenue comprises the initial amount of revenue agreed in the contract and variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured.

When the total of costs incurred on contracts plus, recognised profits (less recognised losses), exceeds progress billings, the balance is classified as amount due from customers on contracts. When progress billings exceed costs incurred plus, recognised profits (less recognised losses), the balance is classified as amount due to customers on contracts.

2.9 Impairment of Non-financial Assets

The carrying amounts of non-financial assets, other than contract assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the Group makes an estimate of the asset's recoverable amount.

For goodwill, intangible assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each reporting date or more frequently when indicators of impairment are identified.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its 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. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.9 Impairment of Non-financial Assets (cont'd)

Impairment loss on goodwill is not reversed in a subsequent period. An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2.10 Financial Assets

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

The Group and the Company determine the classification of their financial assets at initial recognition.

Financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

All financial assets of the Group are classified as loans and receivables.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

Loans and receivables are classified as current assets, except for those having maturity dates later than 12 months after the reporting date which are classified as non-current.

A financial asset is derecognised when, and only when, the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration is recognised in profit or loss.

2.11 Impairment of Financial Assets

The Group and the Company assess at each reporting date whether there is any objective evidence that a financial asset is impaired.

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group and the Company consider factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis based on similar risk characteristics. Objective evidence of impairment for a portfolio of receivables could include the Group's and the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in the economic conditions.

If any such evidence exists, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.11 Impairment of Financial Assets (cont'd)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable becomes uncollectible, it is written off against the allowance account.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value after making due allowance for any obsolescence and/or slow moving items.

Cost is determined using the weighted average basis and comprises the purchase price plus the incidental cost of bringing the inventories to their intended location and condition. Costs incurred on projects expected to be completed within one year are reflected as work in progress.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.13 Cash and Cash Equivalents

For the purposes of cash flow statements, cash and cash equivalents include cash on hand and at bank and deposits at call net of outstanding bank overdrafts.

2.14 Financial Liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definition of a financial liability.

Financial liabilities, within the scope of FRS 139, are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

The Group's financial liabilities include trade and other payables and borrowings. All financial liabilities of the Group are classified as other financial liabilities.

Trade and other payables are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when, and only when, the obligation under the liability is extinguished. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.15 Borrowing Costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period they are incurred.

2.16 Share Capital

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

2.17 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.18 Hire-Purchase and Finance Lease Arrangements and Operating Leases

(a) Classification

A lease is recognised as a finance lease if it transfers substantially to the Group all risks and rewards incidental to ownership.

All leases that do not transfer substantially all the risks and rewards are classified as operating leases.

Assets acquired under hire purchase arrangements are recognised and measured in a similar manner as finance leases.

(b) Finance leases - the Group as lessee

Assets acquired by way of hire purchase or finance leases are stated at an amount equal to the lower of their fair values and the present value of the minimum lease payments at the inception of the leases, less accumulated depreciation and impairment losses. The corresponding liability is included in the statement of financial position as borrowings. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practicable to determine; otherwise, the company's incremental borrowing rate is used. Any initial direct costs are also added to the carrying amount of such assets.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.18 Hire-Purchase and Finance Lease Arrangements and Operating Leases (cont'd)

(b) Finance leases - the Group as lessee (cont'd)

Lease payments are apportioned between the finance costs and the reduction of the outstanding liability. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are recognised in the profit or loss over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

The depreciation policy for leased assets is in accordance with that for depreciable plant and equipment as described in Note 2.7.

(c) Operating leases - the Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

2.19 Income Tax

(a) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.19 Income Tax (cont'd)

(b) Deferred tax (cont'd)

- in respect of deductible temporary differences associated with investments in subsidiaries, and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.20 Employee Benefits

(a) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as expenses in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(b) Defined contribution plans

As required by law, companies in Malaysia make contributions to the state pension scheme, the Employees Provident Fund ("EPF"). Such contributions are recognised as expenses in the profit or loss as incurred.

2.21 Foreign Currencies

(a) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia (RM), which is also the Company's functional currency.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.21 Foreign Currencies (cont'd)

(b) Foreign currency transactions

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the functional currencies using the exchange rates prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are translated at the rates prevailing on the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are included in profit or loss for the period except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations. These are initially taken directly to the foreign currency translation reserve within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss. Exchange differences arising on monetary items that form part of the Company's net investment in foreign operation are recognised in profit or loss in the Company's separate financial statements or the individual financial statements of the foreign operation, as appropriate.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(c) Foreign operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency (RM) of the consolidated financial statements are translated into RM as follows:

- Assets and liabilities presented are translated at the closing rate prevailing at reporting date;
- Income and expenses are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transactions; and
- All resulting exchange differences are taken to the foreign currency translation reserve within equity.

Goodwill and fair value adjustments arising on the acquisition of foreign operations on or after 1 January 2006 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the reporting date. Goodwill and fair value adjustments which arose on the acquisition of foreign subsidiaries before 1 January 2006 are deemed to be assets and liabilities of the parent company and are recorded in RM at the rates prevailing at the date of acquisition.

2.22 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of consideration received or receivable.

Notes To The Financial Statements

31 March 2012 (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.22 Revenue Recognition (cont'd)

(a) Sale of goods

Revenue from sales of computer systems, equipment and software are recognised upon delivery of products net of discounts, if any, and upon the transfer of risks and rewards.

(b) Rendering of services

- (i) Revenue from maintenance, technology and software services are recognised as and when the services are performed.
- (ii) Revenue from consultancy and system integration services and software development are recognised based on services performed and upon customer's acceptance of the services.

(c) Contracts

- (i) Revenue from contracts is accounted for by the stage of completion method as disclosed in Note 2.8.
- (ii) Revenue on application and content providers are recognised over the contractual period.

(d) Rental income

Revenue on rental of Electronic Data Capture ("EDC") equipment is recognised on an accrual basis.

(e) Management fees

Management fees are recognised when services are performed.

(f) Interest income

Interest income is recognised on an accruals basis based on the prevailing interest rate.

(g) Dividend income

Dividend from subsidiaries are recognised when the right to receive payment is established.

2.23 Development Costs

Development costs comprise employee costs which include project cost that are directly attributable to the development activities that can be allocated on a reasonable basis to such activities incurred during the period of development.

Where the financial outcome of the development activity can be reliably estimated, project development revenue and expenses are recognised in the profit or loss by using the stage of completion method. The stage of completion is determined by the proportion of costs incurred for works performed to date bear to the estimated total development costs.

Where the outcome of the development activity cannot be reliably estimated, project development revenue is recognised only to the extent of development costs incurred that is probable will be recoverable.

Any expected loss on development project is recognised as an expense immediately.

Notes To The Financial Statements

31 March 2012 (cont'd)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with the Financial Reporting Standards requires management to exercise their judgement in the process of applying the Group's accounting policies and which may have significant effects on the amounts recognised in the financial statements. It also requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the results reported for the reporting period and that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Although these judgements and estimates are based on the management's best knowledge of current events and actions, actual results may differ.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Significant judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described in Note 2, the management are of the opinion that any instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements, apart from those involving estimations which are dealt with below.

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Impairment assessment for non-financial assets

The Group assesses impairment of plant and equipment and investments in subsidiaries when the events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable. Goodwill is assessed for impairment at least on an annual basis. This requires an estimation of the value-in-use of the cash generating units ("CGU") to which the assets are allocated. Estimating a value-in-use amount requires management to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The impairment losses of goodwill and cost of investment in subsidiaries are as disclosed in Notes 14 and 16.

(ii) Useful lives of plant and equipment

The cost of computer equipment is depreciated on a straight-line basis over the assets' useful lives. Management estimates the useful lives of these computer equipment to be at 7 years. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

(iii) Deferred tax assets

Deferred tax assets are recognised for unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The total carrying value of recognised tax losses and capital allowances of the Group is RM1,532,000 (2011: RM11,420,000). The total unrecognised tax losses and capital allowances of the Group is RM68,243,000 (2011: RM56,505,000).

Notes To The Financial Statements

31 March 2012 (cont'd)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

(b) Key sources of estimation uncertainty (cont'd)

(iv) Impairment losses of receivables

The Group makes an allowance for impairment losses of receivables based on an assessment of the recoverability of receivables. Allowances are applied to receivables and advances to subsidiaries where events or changes in circumstances indicate that the carrying amounts may not be recoverable. In assessing the extent of irrecoverable debts, the management has given due consideration to all pertinent information relating to the ability of the debtors to settle the debts. Where the expectation is different from the original estimate, such difference will impact the carrying value of the receivables. The carrying amounts of receivables and balances due from subsidiaries and the cumulative allowances for impairment losses are disclosed in Notes 18, 21 and 22.

(v) Long term contracts

The Group recognises long term contract revenue and expenses in the profit or loss by using the stage of completion method. The stage of completion is determined by the proportion that long term contract costs incurred for work performed to date bear to the estimated total long term contract costs.

Significant judgement is required in determining the stage of completion, the extent of the contract costs incurred, the estimated total contract revenue, accrued billings and costs, as well as the recoverability of the amount due from contract customers.

4. REVENUE

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Technology and solutions integration	37,184	61,821	-	-
Managed services	20,372	25,003	-	-
Payment solutions and services	2,614	2,608	-	-
Management services	-	-	4,345	5,290
	60,170	89,432	4,345	5,290

5. OTHER INCOME

The following amounts have been included in other income: -

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Allowance for obsolete inventories written back	375	-	-	-
Interest income on deposits	845	786	593	575
Incentive from suppliers	35	47	-	-
Reversal of allowance for impairment loss on receivables	-	7	-	-
Reversal of impairment loss of amount due from a subsidiary *	-	-	966	-

Notes To The Financial Statements

31 March 2012 (cont'd)

5. OTHER INCOME (CONT'D)

* This relates to the full reversal of impairment loss on the amount due from a subsidiary recognised in the previous financial year upon the adoption of FRS139 whereby the amount was adjusted to its fair value based on its estimated cash flow. The reversal was made as the amount has been settled in the current financial year.

6. OTHER EXPENSES

The following amounts have been included in other expenses: -

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Impairment loss of amount due from a subsidiary	-	-	-	966
Impairment losses of investments in subsidiaries	-	-	13,561	-
Impairment loss of goodwill (Note 14)	104	-	-	-
Allowance for impairment losses on receivables	-	10	5	11
Depreciation of plant and equipment	1,340	1,493	187	180
Development costs written off	-	578	-	578
Amortisation of intangible assets	136	272	79	155
Rental of:				
- premises	925	916	171	204
- equipment	117	114	76	80

7. FINANCE COSTS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Interest expense / charges on:				
- bankers' acceptances	104	41	-	-
- letters of credits	2	6	-	-
- bank guarantees	68	64	-	-
- hire purchase liabilities	7	9	7	8
- overdraft	2	-	-	-
	183	120	7	8

Notes To The Financial Statements

31 March 2012 (cont'd)

8. LOSS BEFORE TAX

In addition to the disclosures in Notes 4, 5, 6 and 7, the following amounts have been charged /(credited) in arriving at loss before tax:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Employee benefits expense (Note 9)	20,825	21,271	3,091	4,010
Auditors' remuneration				
- current year provision	70	91	18	17
- underprovision in prior year	13	-	8	-
Bad debts written off	24	2	24	-
Net foreign exchange gains				
- realised	(58)	(2)	-	-
Non-executive directors' remuneration (Note 10)	169	162	169	162
Allowance for obsolete inventories	123	48	-	-
Plant and equipment written off	54	18	-	-
Gain on disposal of plant and equipment	(67)	(102)	-	(4)
Leaseline rental	123	149	35	39

9. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Wages and salaries	17,836	18,313	2,634	3,469
Social security contributions	199	202	22	25
Contributions to a defined contribution plan	2,076	2,072	297	391
Other staff related expenses	714	684	138	125
	20,825	21,271	3,091	4,010

Included in employee benefits expense of the Group and of the Company are Executive Directors' remuneration (excluding benefits-in-kind) amounting to RM1,024,000 (2011: RM1,371,000) and RM538,000 (2011: RM538,000) respectively as further disclosed in Note 10.

Notes To The Financial Statements

31 March 2012 (cont'd)

10. DIRECTORS' REMUNERATION

	Group		Company	
	2012	2011	2012	2011
	RM'000	RM'000	RM'000	RM'000
Directors of the Company				
Executive Directors' remuneration:				
- Salaries, commission and incentives	480	480	480	480
- Contributions to a defined contribution plan	58	58	58	58
	538	538	538	538
Directors of subsidiaries				
Executive Directors' remuneration:				
- Salaries, commission and incentives	433	753	-	-
- Contributions to a defined contribution plan	52	79	-	-
- Social security contributions	1	1	-	-
	486	833	-	-
Total Executive Directors' remuneration (Note 9)	1,024	1,371	538	538
Directors of the Company				
Non-Executive Directors' remuneration :				
- Fees	144	139	144	139
- Allowances	25	23	25	23
	169	162	169	162
Total Directors' remuneration	1,193	1,533	707	700
Estimated money value of benefits-in-kind	67	65	28	25
Total Directors' remuneration including benefits-in-kind	1,260	1,598	735	725

Notes To The Financial Statements

31 March 2012 (cont'd)

10. DIRECTORS' REMUNERATION (CONT'D)

The number of Directors of the Company whose total remuneration during the financial year fell within the following bands is analysed below:

	Number of Directors	
	2012	2011
Executive Directors:		
RM100,001 to RM150,000	1	-
RM400,001 to RM450,000	1	-
RM550,001 to RM600,000	-	1
Non-executive Directors:		
RM1 to RM50,000	3	3
RM50,001 to RM100,000	1	1

11. TAXATION

	Group	
	2012 RM'000	2011 RM'000
Current year income tax :-		
- Malaysian income tax	63	52
- Overseas tax	5	-
Under provision in prior years	1	13
	69	65
Deferred tax (Note 19): -		
Reversal of deferred tax assets	2,810	-
Total income tax expense	2,879	65

Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. During the financial year, the income tax rate applicable to a subsidiary in Singapore was 17% (2011: 17%).

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2011: 25%) of the estimated assessable profit for the year.

Notes To The Financial Statements

31 March 2012 (cont'd)

11. TAXATION (CONT'D)

A reconciliation of the income tax amount applicable to loss before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and the Company is as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Loss before taxation	(4,894)	(1,753)	(12,395)	(1,517)
Taxation at Malaysian statutory tax rate of 25% (2011: 25%)	(1,223)	(438)	(3,099)	(379)
Different tax rate in Singapore	(13)	-	-	-
Expenses not deductible for tax purposes	218	210	3,457	355
Income not subject to taxation	(26)	-	(242)	-
Utilisation of previously unrecognised unabsorbed capital allowances and unused tax losses	(137)	(1,054)	-	-
Utilisation of current year business losses surrendered by a subsidiary	-	-	(148)	-
Reversal of deferred tax assets previously recognised	2,810	-	-	-
Deferred tax assets not recognised in respect of current year's tax losses, unabsorbed capital allowances and other deductible temporary differences	1,249	1,334	32	24
Underprovision of income tax expense in respect of prior years	1	13	-	-
Income tax expense for the financial year	2,879	65	-	-

	Group	
	2012 RM'000	2011 RM'000
Tax savings recognised during the financial year arising from:		
Utilisation of previously unrecognised unabsorbed capital allowances and unused tax losses	162	736

Notes To The Financial Statements

31 March 2012 (cont'd)

12. LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the loss for the financial year attributable to ordinary equity owners of the Company by the weighted average number of ordinary shares in issue during the financial year.

	Group	
	2012	2011
Loss attributable to ordinary equity owners of the Company (RM'000)	(6,684)	(2,273)
Weighted average number of ordinary shares in issue ('000)	383,087	383,087
Basic loss per share for the financial year (sen)	(1.74)	(0.59)

(b) Diluted

Diluted earnings per share is not presented as there is no dilutive potential ordinary share outstanding as at the end of the financial year.

13. PLANT AND EQUIPMENT

	Computer equipment RM'000	Furniture, fittings, office and EDC equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Total RM'000
Group					
At 31 March 2012					
Cost					
At 1 April 2011	8,412	5,194	397	410	14,413
Additions	111	79	-	1	191
Disposal	(353)	(73)	-	-	(426)
Write-off	(306)	(113)	-	-	(419)
At 31 March 2012	7,864	5,087	397	411	13,759
Accumulated Depreciation					
At 1 April 2011	6,382	3,614	214	271	10,481
Depreciation charge for the financial year	578	650	71	41	1,340
Disposal	(311)	(63)	-	-	(374)
Write-off	(276)	(89)	-	-	(365)
At 31 March 2012	6,373	4,112	285	312	11,082
Net Book Value					
At 31 March 2012	1,491	975	112	99	2,677

Notes To The Financial Statements

31 March 2012 (cont'd)

13. PLANT AND EQUIPMENT (CONT'D)

	Computer equipment RM'000	Furniture, fittings, office and EDC equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Total RM'000
Group					
At 31 March 2011					
Cost					
At 1 April 2010	8,104	4,955	397	410	13,866
Additions	405	324	-	-	729
Transfer	-	38	-	-	38
Disposal	(60)	(123)	-	-	(183)
Write-off	(37)	-	-	-	(37)
At 31 March 2011	8,412	5,194	397	410	14,413
Accumulated Depreciation					
At 1 April 2010	5,785	2,992	143	240	9,160
Depreciation charge for the financial year	665	726	71	31	1,493
Disposal	(49)	(104)	-	-	(153)
Write-off	(19)	-	-	-	(19)
At 31 March 2011	6,382	3,614	214	271	10,481
Net Book Value					
At 31 March 2011	2,030	1,580	183	139	3,932
Company					
At 31 March 2012					
Cost					
At 1 April 2011	689	50	309	150	1,198
Additions	10	2	-	-	12
Disposal	(2)	-	-	-	(2)
At 31 March 2012	697	52	309	150	1,208
Accumulated Depreciation					
At 1 April 2011	343	43	143	53	582
Depreciation charge for the financial year	93	2	62	30	187
Disposal	-	-	-	-	-
At 31 March 2012	436	45	205	83	769
Net Book Value					
At 31 March 2012	261	7	104	67	439

Notes To The Financial Statements

31 March 2012 (cont'd)

13. PLANT AND EQUIPMENT (CONT'D)

	Computer equipment RM'000	Furniture, fittings, office and EDC equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Total RM'000
Company					
At 31 March 2011					
Cost					
At 1 April 2010	604	49	309	150	1,112
Additions	88	1	-	-	89
Disposal	(3)	-	-	-	(3)
At 31 March 2011	689	50	309	150	1,198
Accumulated Depreciation					
At 1 April 2010	261	39	81	23	404
Depreciation charge for the financial year	84	4	62	30	180
Disposal	(2)	-	-	-	(2)
At 31 March 2011	343	43	143	53	582
Net Book Value					
At 31 March 2011	346	7	166	97	616

Included within plant and equipment of the Group are the cost of fully depreciated assets, which are still in use amounting to RM8,182,000 (2011: RM6,100,000).

The net carrying amount of plant and equipment held under hire purchase arrangements are as follows :-

	Group and Company	
	2012	2011
	RM'000	RM'000
Motor vehicles	104	166

Details of terms and conditions of the hire purchase arrangements are disclosed in Note 27.

Notes To The Financial Statements

31 March 2012 (cont'd)

14. GOODWILL ON CONSOLIDATION

	Group	
	2012 RM'000	2011 RM'000
At 1 April 2011/2010	104	104
Less: Impairment loss	(104)	-
At 31 March	-	104

15. INTANGIBLE ASSETS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Cost				
At 1 April 2011/2010	3,194	2,976	1,979	1,780
Addition	2	218	2	199
At 31 March	3,196	3,194	1,981	1,979
Accumulated Amortisation				
At 1 April 2011/2010	2,854	2,582	1,717	1,562
Charge for the financial year	136	272	79	155
At 31 March	2,990	2,854	1,796	1,717
Net Book Value				
At 31 March	206	340	185	262

16. INVESTMENT IN SUBSIDIARIES

	Company	
	2012 RM'000	2011 RM'000
Unquoted shares, at cost	87,206	54,163
Less: Accumulated impairment losses	(61,610)	(48,049)
	25,596	6,114

Notes To The Financial Statements

31 March 2012 (cont'd)

16. INVESTMENT IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows:

Name	Country of incorporation	Company's effective interest		Principal Activities
		2012 %	2011 %	
Dataprep (Malaysia) Sendirian Berhad*	Malaysia	100	100	Provision of IT outsourcing and managed services.
Solsis (M) Sdn. Bhd.*	Malaysia	55	55	Provision of computer hardware, network services, applications and contact centre.
Solsisnet Sdn. Bhd.*	Malaysia	100	100	Provision of networking equipment, services and training.
Instant Office Sdn. Bhd.*	Malaysia	100	100	Dormant.
HRM Business Consulting Sdn. Bhd. (In liquidation)	Malaysia	51	51	Under members' voluntary winding-up.
Dataprep Distribution Sdn. Bhd. (In liquidation)	Malaysia	100	100	Under court winding up.
Dataprep Payment Solutions Sdn. Bhd.*	Malaysia	100	100	Provision of information technology services and secured payment solutions.
Tamadun Interaktif Sdn. Bhd.*	Malaysia	55	100	Dormant.
DP International Ltd.*	British Virgin Islands	100	100	Dormant.
IO Holdings Ltd.*	British Virgin Islands	100	100	Dormant.
DP International Pte. Ltd. @	Singapore	100	100	Provision of information technology services and solutions.
HRMBC Franchise Advisory Sdn. Bhd. (In liquidation)	Malaysia	33	33	Under members' voluntary winding-up.

During the current financial year, the Company has disposed of 4,500 ordinary shares of RM1 each, representing 45% equity interest in Tamadun Interaktif Sdn Bhd. The change in the Group's ownership interest in the said subsidiary does not result in a loss of control and is accounted for as an equity transaction with non-controlling interest as disclosed in the consolidated statement of changes in equity.

* Audited by Folks DFK & Co., Malaysia

@ Audited by a firm other than Folks DFK Co., Malaysia.

Notes To The Financial Statements

31 March 2012 (cont'd)

17. OTHER INVESTMENTS

	Group	
	2012 RM'000	2011 RM'000
Club memberships, at cost	140	140
Less: Accumulated impairment losses	(49)	(49)
	91	91

18. AMOUNTS DUE FROM SUBSIDIARIES

	Company	
	2012 RM'000	2011 RM'000
Amounts due from subsidiaries	40,620	72,385
Less: Allowance for impairment losses	(35,547)	(37,121)
	5,073	35,264
Current portion (Included under current assets)	5,073	-
Non-current portion (Included under non-current assets)	-	35,264
	5,073	35,264

The amounts due from the subsidiaries are unsecured and interest free. The current portion of the balance is repayable on demand. In the current financial year, part of the advances amounting to RM33,043,000 were converted into equity for new ordinary shares of RM 1.00 each as full settlement.

In the previous financial year, an advance to a subsidiary amounting to RM2,218,000 was recorded at a fair value that was lower than cost which resulted in an impairment loss of RM966,000. The fair value was measured with an interest rate at 7.5% per annum and maturity period of 5 years. In the current financial year, the previously recognised impairment loss was reversed upon the full settlement of the amount by the subsidiary as disclosed in Note 5.

Notes To The Financial Statements

31 March 2012 (cont'd)

19. DEFERRED TAX ASSETS

	Group	
	2012 RM'000	2011 RM'000
At 1 April 2011/2010	2,810	2,810
Reversal during the year (Note 11)	(2,810)	-
At 31 March	-	2,810

Presented after appropriate offsetting as follows:

Deferred tax assets	697	3,244
Deferred tax liabilities	(697)	(434)
	-	2,810

The components and movements of the deferred tax liabilities and assets during the financial year prior to the offsetting are as follows:

Deferred Tax Assets of the Group:

	Unused Tax Losses and Unabsorbed Capital Allowances RM'000	Other Deductible Temporary Differences RM'000	Total RM'000
At 1 April 2011	2,855	389	3,244
Recognised in statement of comprehensive income	(2,472)	(75)	(2,547)
At 31 March 2012	383	314	697
At 1 April 2010	3,296	8	3,304
Recognised in statement of comprehensive income	(441)	381	(60)
At 31 March 2011	2,855	389	3,244

Notes To The Financial Statements

31 March 2012 (cont'd)

19. DEFERRED TAX ASSETS (CONT'D)

Deferred Tax Liabilities of the Group:

	Accelerated Capital Allowances RM'000	Total RM'000
At 1 April 2011	434	434
Recognised in statement of comprehensive income	263	263
At 31 March 2012	697	697
At 1 April 2010	494	494
Recognised in statement of comprehensive income	(60)	(60)
At 31 March 2011	434	434

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Other deductible temporary differences	1,183	-	-	-
Unused tax losses	64,527	50,258	11,465	11,485
Unabsorbed capital allowances	3,716	6,247	2,557	2,742
	69,426	56,505	14,022	14,227

Deferred tax assets have not been recognised in respect of these items as they have arisen in the subsidiaries that have a history of losses and it is not probable for them to have sufficient future profits for offset in the near term.

Deferred tax assets have not been recognised in respect of unused tax losses and unabsorbed capital allowances arising in the Company as it does not expect to achieve significant profits sufficient to offset these items in the longer term.

Notes To The Financial Statements

31 March 2012 (cont'd)

20. INVENTORIES

	Group	
	2012 RM'000	2011 RM'000
At cost		
Computer equipment, spares and supplies	1,047	1,550
EDC equipment and thermal roll paper	1	1
Work in progress	62	280
	1,110	1,831
Allowance for obsolete inventories		
At 1 April 2011/2010	(672)	(683)
Addition	(123)	(48)
Disposal/write off	-	59
Written back	375	-
At 31 March	(420)	(672)
	690	1,159

The cost of inventories recognised as an expense during the financial year of the Group amounted to RM17,132,000 (2011: RM33,337,000).

21. TRADE RECEIVABLES

	Group	
	2012 RM'000	2011 RM'000
Trade receivables	43,693	64,667
Due from customers on contracts (Note 23)	1,219	792
	44,912	65,459
Less : Allowance for impairment losses	(20,114)	(20,114)
	24,798	45,345

Trade receivables are non-interest bearing and are generally on 90 days (2011: 90 days) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Notes To The Financial Statements

31 March 2012 (cont'd)

21. TRADE RECEIVABLES (CONT'D)

Currency exposure

The currency exposure profile of trade receivables is as follows :-

	Group	
	2012 RM'000	2011 RM'000
Ringgit Malaysia	23,475	45,345
US Dollar	1,323	-
	24,798	45,345

Ageing analysis of trade receivables

The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2012 RM'000	2011 RM'000
Neither past due nor impaired	11,430	29,998
1 to 30 days past due not impaired	4,530	3,898
31 to 60 days past due not impaired	467	2,191
61 to 90 days past due not impaired	1,128	2,376
More than 91 days past due not impaired	6,024	6,090
Impaired	12,149	14,555
	20,114	20,114
	43,693	64,667

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group.

None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

Receivables that are past due but not impaired

The Group has trade receivables amounting to RM12,149,000 (2011: RM14,555,000) that are past due at the financial year end but not impaired. These balances relate mainly to customers who have never defaulted on payments but are slow paymasters and are closely monitored.

Such receivables are unsecured in nature.

Notes To The Financial Statements

31 March 2012 (cont'd)

21. TRADE RECEIVABLES (CONT'D)

Receivables that are impaired

The Group's trade receivables that are individually impaired and the movement of the allowance account used to record the impairment is as follows:

	Group	
	2012 RM'000	2011 RM'000
Trade receivables - nominal amount	20,114	20,114
Less: Allowance for impairment losses	(20,114)	(20,114)
	-	-

Movement in allowance account:

	Group	
	2012 RM'000	2011 RM'000
At 1 April 2011/2010	20,114	20,205
Addition during the year	-	10
Write back	-	(7)
Written off	-	(94)
At 31 March	20,114	20,114

Trade receivables that are individually impaired at the financial year end relate to debtors that are in serious financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

22. OTHER RECEIVABLES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Prepayments	3,537	3,081	63	67
Prepaid interest	141	187	-	-
Deposits	354	330	10	9
Advances to employees	39	46	23	5
Other advances	3,000	3,000	-	-
Interest income receivable	30	23	-	136
Sundry receivables	25	40	-	-
	7,126	6,707	96	217
Allowance for impairment loss	(3,000)	(3,000)	-	-
	4,126	3,707	96	217

At the reporting date, the Group has made an allowance of RM3,000,000 (2011: RM3,000,000) for impairment loss of advances granted to a main local contractor in connection with an overseas contract awarded to a subsidiary in the previous financial years.

Notes To The Financial Statements

31 March 2012 (cont'd)

23. DUE FROM/(TO) CUSTOMERS ON CONTRACTS

	Group	
	2012 RM'000	2011 RM'000
Contract costs incurred to date	68,455	47,912
Attributable profits	6,948	4,477
	75,403	52,389
Less: Progress billings including retention sums of RM2,846,000 (2011: RM1,659,000)	(76,210)	(53,160)
	(807)	(771)
Due from customers on contracts (Note 21)	1,219	792
Due to customers on contracts (Note 28)	(2,026)	(1,563)
	(807)	(771)
Contract revenue recognised	24,427	48,457
Contract costs recognised as expense	22,193	45,398

24. CASH AND BANK BALANCES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Deposits with:				
- Licensed Commercial Banks	20,782	27,204	13,200	20,039
Cash and bank balances	6,965	3,438	5,635	127
	27,747	30,642	18,835	20,166

Deposits of RM7,582,000 (2011: RM27,065,000) for the Group and RMNil (2011: RM20,000,000) for the Company are pledged as security for credit and other facilities granted to the Group.

The range of the deposits interest rates as at the end of the financial year was as follows:

	Group		Company	
	2012 %	2011 %	2012 %	2011 %
Licensed Commercial Banks	2.80 - 3.30	2.65 - 3.00	2.80	2.70

Notes To The Financial Statements

31 March 2012 (cont'd)

24. CASH AND BANK BALANCES (CONT'D)

The range of the deposits maturities as at the end of the financial year was as follows:

	Group		Company	
	2012 Days	2011 Days	2012 Days	2011 Days
Licensed Commercial Banks	2 - 962	20 - 237	2	20

25. SHARE CAPITAL

	Group and Company			
	Number of Ordinary Shares of RM0.25 each		Amount	
	2012 '000	2011 '000	2012 RM'000	2011 RM'000
Authorised:				
At beginning of financial year/ end of financial year	2,000,000	2,000,000	500,000	500,000
Issued:				
At beginning of financial year/ end of financial year	383,087	383,087	95,772	95,772

26. CAPITAL RESERVE

Capital reserve represents the Company's share of equity in a subsidiary, HRM Business Consulting Sdn. Bhd., arising from a bonus issue out of the prior year's retained earnings of the said subsidiary. The capital reserve had been realised upon liquidation of the subsidiary in the last financial year.

Notes To The Financial Statements

31 March 2012 (cont'd)

27. BORROWINGS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Non-current				
Secured:				
Hire purchase payables	94	134	94	134
Current				
Secured:				
Hire purchase payables	41	39	41	39
Bank overdraft	963	-	-	-
Banker acceptances	1,992	1,602	-	-
	2,996	1,641	41	39
Total borrowings	3,090	1,775	135	173

The secured bank overdraft and banker acceptances facilities are secured by way of a charge over the fixed deposits of a subsidiary and a corporate guarantee by the Company.

Interest on bank overdraft is payable at the rate of 7.85% (2011: Nil). Banker acceptances are subject to interest rates varying between 3.18% to 4.53% (2011: 4.19% - 4.50%).

The remaining maturities of the borrowings as at 31 March 2012 are as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
On demand or within one year	2,996	1,641	41	39
More than 1 year and less than 2 years	42	40	42	40
More than 2 year and less than 5 years	52	94	52	94
	3,090	1,775	135	173

Obligations under hire purchases

	Group and Company	
	2012 RM'000	2011 RM'000
Future minimum payments:		
Not later than 1 year	45	45
Later than 1 year and not later than 2 years	46	45
Later than 2 years and not later than 5 years	53	99
Total future minimum payments	144	189
Less: Future finance charges	(9)	(16)
Present value of hire purchase liabilities	135	173

The hire purchase liabilities bore interest at the reporting date of 4.2% (2011: 4.2%) per annum.

Notes To The Financial Statements

31 March 2012 (cont'd)

28. TRADE PAYABLES

	Group	
	2012 RM'000	2011 RM'000
Trade payables	5,747	27,899
Due to customers on contracts (Note 23)	2,026	1,563
	7,773	29,462

The credit terms of the Group's trade payables range from 60 days to 90 days (2011: 60 days to 90 days).

The currency exposure profile of trade payables is as follows :-

	Group	
	2012 RM'000	2011 RM'000
Ringgit Malaysia	6,870	9,369
US Dollar	756	20,093
Singapore Dollar	147	-
	7,773	29,462

29. OTHER PAYABLES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Accrued professional fees	141	103	60	22
Accruals on staff costs	456	515	127	111
Deferred income	1,376	977	-	-
Deposits from customers	1,323	1,128	-	-
Sundry payables	571	695	142	210
Other accruals	408	540	152	142
	4,275	3,958	481	485

Notes To The Financial Statements

31 March 2012 (cont'd)

30. RELATED PARTY DISCLOSURES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party or when both parties are under the common control of another party.

(a) Transactions and year-end outstanding balances with subsidiaries

(i) Transactions

	Company	
	2012	2011
	RM'000	RM'000
Management services charged to the subsidiaries	4,345	5,290

(ii) Year-end outstanding balances

	Company	
	2012	2011
	RM'000	RM'000
Amounts due from subsidiaries	40,620	72,385
Less: Allowance for impairment losses	(35,547)	(37,121)
	5,073	35,264

The terms and conditions of the abovementioned balances are disclosed in Note 18.

Allowance for impairment losses recognised as expense in the current financial year amounted to RM5,000 (2011: RM11,000).

(b) Transactions and year-end outstanding balances with other related parties

(i) Transactions

	Group	
	2012	2011
	RM'000	RM'000
Consultancy fee charged to 3rd Valley (Zhangjiakou) Resort Corporation *	419	-
Consultancy fee paid to Servion Enterprise **	384	-

* 3rd Valley (Zhangjiakou) Resort Corporation (Incorporated in the People's Republic of China) is a company in which Datuk Lim Chee Wah, a director and substantial shareholder of the Company has substantial financial interest.

** Servion Enterprise is a sole proprietorship owned by Ng Keok Ang, a key management personnel of the Group.

Notes To The Financial Statements

31 March 2012 (cont'd)

30. RELATED PARTY DISCLOSURES (CONT'D)

(b) Transactions and year-end outstanding balances with other related parties (cont'd)

(ii) Year-end outstanding balances

	Group	
	2012 RM'000	2011 RM'000
Included in trade receivables :-		
3rd Valley (Zhangjiakou) Resort Corporation	419	-

(c) Compensation of key management personnel

The remuneration of the Company's Executive Directors and other members of key management during the financial year were as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Short term employee benefits	1,319	1,493	878	740
Post-employment benefits				
- Defined contribution plan	150	168	100	89
	1,469	1,661	978	829

31. OPERATING LEASE COMMITMENTS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Future minimum rental payable:				
Not later than 1 year	353	798	17	3
Later than 1 year and not later than 5 years	93	255	4	-
	446	1,053	21	3

Notes To The Financial Statements

31 March 2012 (cont'd)

32. CASH AND CASH EQUIVALENTS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Deposits with licensed commercial banks (Note 24)	20,782	27,204	13,200	20,039
Cash and bank balances (Note 24)	6,965	3,438	5,635	127
	27,747	30,642	18,835	20,166
Short term borrowings - Overdraft (Note 27)	(963)	-	-	-
	26,784	30,642	18,835	20,166

As disclosed in Note 24, deposits of RM7,582,000 (2011: RM27,065,000) for the Group and RMNil (2011: RM20,000,000) for the Company are pledged as security for credit and other banking facilities granted to the Group.

33. CONTINGENT LIABILITIES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Corporate Guarantee given to financial institutions :				
- for performance guarantees given to third parties (secured)	7,540	5,789	7,540	5,789
- as security for the bank facilities of a subsidiary (secured)	-	-	1,000	-
	7,540	5,789	8,540	5,789

34. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

Financial assets of the Group include deposits, cash and bank balances and trade and other receivables.

Financial liabilities of the Group include trade and other payables and borrowings.

Financial assets of the Company also include amounts due from subsidiaries.

Notes To The Financial Statements

31 March 2012 (cont'd)

34. FINANCIAL INSTRUMENTS (CONT'D)

A. Categories of Financial Instruments

Financial assets as per statements of financial position

2012	Group		Company	
	Carrying amount RM'000	Loans and receivables RM'000	Carrying amount RM'000	Loans and receivables RM'000
Trade receivables	23,579	23,579	-	-
Other receivables	448	448	33	33
Deposits, cash and bank balances	27,747	27,747	18,835	18,835
Amounts due from subsidiaries	-	-	5,073	5,073
	51,774	51,774	23,941	23,941

2011	Group		Company	
	Carrying amount RM'000	Loans and receivables RM'000	Carrying amount RM'000	Loans and receivables RM'000
Trade receivables	44,553	44,553	-	-
Other receivables	439	439	150	150
Deposits, cash and bank balances	30,642	30,642	20,166	20,166
Amounts due from subsidiaries	-	-	35,264	35,264
	75,634	75,634	55,580	55,580

Financial liabilities as per statements of financial position

2012	Group		Company	
	Carrying amount RM'000	Other financial liabilities measured at amortised cost RM'000	Carrying amount RM'000	Other financial liabilities measured at amortised cost RM'000
Trade payables	5,747	5,747	-	-
Other payables	2,899	2,899	481	481
Borrowings	3,090	3,090	135	135
	11,736	11,736	616	616

Notes To The Financial Statements

31 March 2012 (cont'd)

34. FINANCIAL INSTRUMENTS (CONT'D)

A. Categories of Financial Instruments (cont'd)

Financial liabilities as per statements of financial position (cont'd)

2011	Group		Company	
	Carrying amount RM'000	Other financial liabilities measured at amortised cost RM'000	Carrying amount RM'000	Other financial liabilities measured at amortised cost RM'000
Trade payables	27,899	27,899	-	-
Other payables	2,981	2,981	485	485
Borrowings	1,775	1,775	173	173
	32,655	32,655	658	658

B. Fair Value of Financial Instruments

(i) Fair value of financial instruments that are not carried at fair value and whose carrying amounts are not reflective of fair value

	Group and Company	
	Carrying Amount RM'000	Fair Value RM'000
Financial Liabilities		
At 31 March 2012:		
Hire purchase payables (Note 27)	135	133
At 31 March 2011:		
Hire purchase payables (Note 27)	173	181

(ii) Financial instruments that are not carried at fair value and whose carrying amounts are reflective of fair value

The carrying amounts of deposits, cash and bank balances, receivables and payables and short term bank overdraft and banker acceptances approximate their fair values due to the relatively short term nature of these financial instruments.

The carrying amounts of balances with subsidiaries approximate their fair values.

Notes To The Financial Statements

31 March 2012 (cont'd)

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing the financial risks to which the Group is exposed and to minimise or avoid the incidence of loss that may result from its exposure to such risks and to enhance returns where appropriate. The Board reviews and agrees policies for managing each of these risks and they are summarised below. It is, and has been throughout the current and previous year, the Group's policy that no trading in derivative financial instruments shall be undertaken.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group has interest rate risk in respect of deposits with licensed commercial banks, hire purchase payables, banker acceptance and bank overdraft facility.

The Group's deposits with licensed commercial banks and hire purchase payables are based on fixed rates. The Group's bank overdraft and banker acceptances facilities are based on floating rate.

Market interest rates movements are monitored with a view to ensuring that the most competitive rates are secured and where appropriate borrowing arrangements and interest bearing deposits are restructured or reduced.

Sensitivity analysis for interest rate risk

As the Group's deposits with licensed commercial banks and hire purchase payables as at the end of the reporting period are based on fixed rates, a change in interest rates at the end of the reporting period would not affect profit or loss or equity. In relation to the bank overdraft and banker acceptances facilities of the Group, a change of interest rate at the end of the reporting period will not have any material impact to the Group.

(b) Foreign currency risk

The Group is exposed to transactional currency risk primarily through purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily United States Dollar (USD). Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

The net unhedged financial assets and financial liabilities of the Group companies that are not denominated in their functional currencies are as follows:

Functional Currency of Group Companies	Net Financial Assets/ (Liabilities) Held in Non-Functional Currencies		Total RM'000
	United States Dollar (USD) RM'000	Singapore Dollar (SGD) RM'000	
At 31 March 2012			
Ringgit Malaysia	567	(147)	420
At 31 March 2011			
Ringgit Malaysia	(20,093)	-	(20,093)

Notes To The Financial Statements

31 March 2012 (cont'd)

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) Foreign currency risk (cont'd)

Foreign currency risk sensitivity analysis

A 10 percent strengthening or weakening of the USD and SGD against the Ringgit Malaysia currency at the end of the reporting period would have increased or decreased profit or loss and equity by the amount shown below. This analysis assumes all other variables remain constant.

	Group	
	2012 RM'000	2011 RM'000
SGD	15	-
USD	57	2,009

(c) Liquidity risk

The Group manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that refinancing, repayment and funding needs are met. As part of its overall liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities at a reasonable level to its overall debt position. As far as possible, the Group raises committed funding from both capital markets and financial institutions and balances its portfolio with some short term funding so as to achieve overall cost effectiveness.

Maturity analysis

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments are as follows :-

Group	Maturity Profile			Effective interest rate %
	Less than 1 year RM'000	More than 1 year and less than 5 years RM'000	Total RM'000	
2012				
Financial liabilities				
Trade payables	5,747	-	5,747	-
Other payables	2,899	-	2,899	-
Hire purchase payables	45	99	144	4.20%
Bank overdraft	963	-	963	7.85%
Banker acceptances	1,992	-	1,992	3.18% - 4.53%
	11,646	99	11,745	

Notes To The Financial Statements

31 March 2012 (cont'd)

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) Liquidity risk (cont'd)

Group

	← Maturity Profile →			Effective interest rate %
	Less than 1 year RM'000	More than 1 year and less than 5 years RM'000	Total RM'000	
2011				
Financial liabilities				
Trade payables	27,899	-	27,899	-
Other payables	2,981	-	2,981	-
Hire purchase payables	45	144	189	4.20%
Banker acceptances	1,602	-	1,602	4.19% - 4.50%
	32,527	144	32,671	

Company

	← Maturity Profile →			Effective interest rate %
	Less than 1 year RM'000	More than 1 year and less than 5 years RM'000	Total RM'000	
2012				
Financial liabilities				
Other payables	481	-	481	-
Hire purchase payables	45	99	144	4.20%
	526	99	625	

2011

Financial liabilities

Other payables	485	-	485	-
Hire purchase payables	45	144	189	4.20%
	530	144	674	

Notes To The Financial Statements

31 March 2012 (cont'd)

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(d) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances), the Group minimise credit risk by dealing exclusively with high credit rating counter parties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The Group does not offer credit terms without the approval of the Chief Financial Officer.

Information on the ageing and impairment of trade receivables is disclosed in Note 21.

The Group's maximum exposure to credit risk at the end of the reporting period is represented by the carrying amount of the financial assets recognised in the statements of financial position.

None of the Group's financial assets are secured by collateral or other credit enhancements.

The Group determines concentration of credit risk by monitoring customer industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date is as follows:

	2012 RM'000	2011 RM'000
By industry sectors:		
Government agencies and linked corporations	13,389	37,054
Private corporations	10,190	7,499
	23,579	44,553

As at the financial year end, approximately 53% (2011: 72%) of trade receivables are from 5 (2011: 7) major customers who are government agencies and government linked corporations.

36. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to maintain an optimal capital structure in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in accordance to changes in economic condition. To maintain or adjust its capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using debt to equity ratio, which is total debt divided by total equity. The Group includes within total debt, borrowings, trade and other payables. Capital includes equity attributable to the owners of the Company.

Notes To The Financial Statements

31 March 2012 (cont'd)

36. CAPITAL MANAGEMENT (CONT'D)

The debt to equity ratio as at 31 March 2012 and 31 March 2011 are as follows:

	Group	
	2012	2011
Total debts (RM'000)	15,138	35,195
Equity attributable to the owners of the Company, representing total capital (RM'000)	44,651	51,233
Debts to equity ratio	34%	69%

37. SEGMENTAL INFORMATION

The primary segment reporting format is determined to be business segments as the Group's risk and rates of return are affected predominantly by differences in the products and services produced. Secondary information by geographical location is not presented as the Group's operations are located primarily in Malaysia.

The operating businesses are organised and managed separately according to the nature of the products and services provided with each segment representing a strategic business unit that offers different services and serves different markets.

The Group is providing the following services:

- (i) Technology and solutions integration
- (ii) Managed services
- (iii) Payment solutions & services

Business Segments

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segment.

Notes To The Financial Statements

31 March 2012 (cont'd)

37. SEGMENTAL INFORMATION (CONT'D)

31 March 2012

	Technology and solutions integration RM'000	Managed services RM'000	Payment solutions & services RM'000	Elimination RM'000	Group RM'000
Revenue					
External sales	37,184	20,372	2,614	-	60,170
Intersegment sales	20,146	1,565	-	(21,711)	-
Total revenue	57,330	21,937	2,614	(21,711)	60,170
RESULTS					
Segment loss	(624)	(4,295)	(100)	4,345	(674)
Interest income					845
Unallocated expenses					(4,952)
Loss from operations					(4,781)
Interest expense					(113)
Loss before tax					(4,894)
Taxation					(2,879)
Loss after tax					(7,773)
OTHER INFORMATION					
Segment assets	36,283	4,997	4,300	-	45,580
Unallocated assets					14,838
Total assets					60,418
Segment liabilities	10,060	2,742	1,739	-	14,541
Unallocated liabilities					624
Total liabilities					15,165
Capital expenditure	44	75	74	-	193
Depreciation and amortisation	345	496	635	-	1,476
Plant and equipment written off	-	43	11	-	54
Allowance for impairment loss on receivables	5	-	-	(5)	-
Bad debts written off	24	-	-	-	24

Notes To The Financial Statements

31 March 2012 (cont'd)

37. SEGMENTAL INFORMATION (CONT'D)

31 March 2011

	Technology and solutions integration RM'000	Managed services RM'000	Payment solutions & services RM'000	Elimination RM'000	Group RM'000
Revenue					
External sales	61,821	25,003	2,608	-	89,432
Intersegment sales	23,688	1,060	-	(24,748)	-
Total revenue	85,509	26,063	2,608	(24,748)	89,432
RESULTS					
Segment profit/(loss)	3,501	(3,858)	58	4,324	4,025
Interest income					786
Unallocated expenses					(6,514)
Loss from operations					(1,703)
Interest expense					(50)
Loss before tax					(1,753)
Taxation					(65)
Loss after tax					(1,818)
OTHER INFORMATION					
Segment assets	55,224	5,718	2,889	-	63,831
Unallocated assets					24,405
Total assets					88,236
Segment liabilities	29,144	3,751	1,622	-	34,517
Unallocated liabilities					690
Total liabilities					35,207
Capital expenditure	291	362	294	-	947
Depreciation and amortisation	407	628	730	-	1,765
Plant and equipment written off	18	-	-	-	18
Allowance for impairment loss on receivables	10	-	-	-	10

Segment assets consist primarily of plant and equipment, intangible assets, inventories, receivables and operating cash. Segment liabilities comprise of operating liabilities and exclude items such as taxation.

Capital expenditure comprise additions to plant and equipment (Note 13), intangible assets (Note 15) including those resulting from acquisitions.

Notes To The Financial Statements

31 March 2012 (cont'd)

38. SUPPLEMENTARY INFORMATION - BREAKDOWN OF ACCUMULATED LOSSES INTO REALISED AND UNREALISED

The breakdown of the accumulated losses of the Group and of the Company as at the reporting date into realised and unrealised profits or losses is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Total accumulated losses				
- Realised accumulated losses	(145,027)	(126,930)	(51,637)	(39,242)
- Unrealised (accumulated losses)/ retained profit	(1,305)	1,798	-	-
	(146,332)	(125,132)	(51,637)	(39,242)
Less: Consolidation adjustments	103,224	88,603	-	-
Accumulated losses as per financial statements	(43,108)	(36,529)	(51,637)	(39,242)

Statement By Directors

Pursuant To Section 169(15) Of The Companies Act, 1965

We, Tan Sri Datuk Adzmi bin Abdul Wahab and Ahmad Rizan bin Ibrahim, being two of the Directors of Dataprep Holdings Bhd., do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 40 to 93 are drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2012 and of their financial performance and cash flows for the financial year then ended.

The information set out in Note 38 to the financial statements on page 94 have been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 29 May 2012.

Tan Sri Datuk Adzmi bin Abdul Wahab
Chairman

Ahmad Rizan bin Ibrahim
Chief Executive Officer

Date : 29 May 2012

Statutory Declaration

Pursuant To Section 169(16) Of The Companies Act, 1965

I, Tan Hock Chye, the Officer primarily responsible for the financial management of Dataprep Holdings Bhd., do solemnly and sincerely declare that the accompanying financial statements set out on pages 40 to 93 are, in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed,
Tan Hock Chye at Petaling Jaya, Selangor Darul Ehsan
on 29 May 2012

Tan Hock Chye

Before me,

Commissioner for Oaths

Independent Auditors' Report

To The Members Of Dataprep Holdings Bhd. (Incorporated in Malaysia)

Report on the Financial Statements

We have audited the financial statements of Dataprep Holdings Bhd., which comprise the statements of financial position as at 31 March 2012 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 40 to 93.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements that give a true and fair view in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of Company as at 31 March 2012 and of their financial performance and cash flows for the year then ended.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following :-

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the financial statements and the auditors' reports of the subsidiaries of which we have not acted as auditors, which are indicated in Note 16 to the financial statements.
- (c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- (d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Independent Auditors' Report

To The Members Of Dataprep Holdings Bhd. (Incorporated in Malaysia)
(cont'd)

Other Reporting Responsibilities

The supplementary information set out in Note 38 on page 94 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other Matters

The financial statements of the Group and the Company for the year ended 31 March 2011 were audited by another auditor who expressed an unmodified opinion on those statements on 15 June 2011.

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

FOLKS DFK & CO.

FIRM NO. : AF 0502

CHARTERED ACCOUNTANTS

OOI CHEE KUN

NO. : 996/03/14 (J/PH)

CHARTERED ACCOUNTANT

Kuala Lumpur

Date : 29 May 2012

Statistics on Shareholdings

as at 29 Jun 2012

Class of shares : Ordinary shares of RM0.25 each
 Voting Rights : One vote per shareholder on a show of hands
 One vote per share on a poll

Analysis By Size of Shareholdings

Size of Shareholdings	No. of Holders	%	No. of Shares	%
Less than 100	107	1.96	4,290	0.00
100 - 1,000	1,560	28.52	1,049,452	0.27
1,001 - 10,000	2,254	41.21	11,759,401	3.07
10,001 - 100,000	1,377	25.18	47,418,956	12.38
100,001 to less than 5% of issued shares	170	3.11	119,470,047	31.19
5% and above of issued shares	1	0.02	203,385,046	53.09
Total	5,469	100.00	383,087,192	100.00

Directors' Shareholdings

No.	Name of Directors	No. of Share		No. of Shares	
		Direct Interest	%	Indirect Interest	%
1	Tan Sri Datuk Adzmi Bin Abdul Wahab	203,125	0.05	-	-
2	Datuk Lim Chee Wah	1,062,500	0.28	203,385,046	53.09
3	Michael Yee Kim Shing	-	-	-	-
4	Muhammad Fauzi Bin Abd Ghani	-	-	-	-
5	Ahmad Rizan Bin Ibrahim	17,831	0.00	-	-

Substantial Shareholders

No.	Name of Substantial Shareholders	No. of Shares	%
1	VXL Holdings Sdn Bhd	203,385,046	53.09

Statistics on Shareholdings

as at 29 Jun 2012 (cont'd)

List of thirty (30) Largest Shareholders as at 29 June 2012

No.	Name	No. of Shares	%
1	VXL Holdings Sdn Bhd	203,385,046	53.09
2	Seberang Jati Sdn Bhd	17,439,662	4.55
3	Rumpun Damai Sdn Bhd	11,407,460	2.98
4	RHB Nominees (Asing) Sdn Bhd Parco Resources Corp	7,959,650	2.08
5	Amsec Nominees (Asing) Sdn Bhd Vielle International Ltd	7,812,400	2.04
6	RHB Nominees (Asing) Sdn Bhd The Kermartin Group Inc	7,686,000	2.01
7	CIMSEC Nominees (Asing) Sdn Bhd Pledged Securities Account For Mauwi Incorporated	7,560,800	1.97
8	Lai Yook Chin	5,000,775	1.31
9	M & S Food Industries Sdn Bhd	3,167,600	0.83
10	Lau Kok Seng	3,125,000	0.82
11	Ong Gik Lan @ Ong Gaik Lan	2,185,200	0.57
12	Lau Chow Fow	1,900,000	0.50
13	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Chung Chuan Shen	1,843,100	0.48
14	Goh Cheng Hoe	1,523,000	0.40
15	CIMSEC Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Loh Sun Wai (Mutiara Branch)	1,322,778	0.35
16	Lau Foong @ Low Beng Choo	1,275,000	0.33
17	Goh Cheng Hoe	1,200,000	0.31
18	Lim Chee Wah	1,062,500	0.28
19	Upstream Downstream Process & Services Sdn Bhd	800,000	0.21
20	Toi Ah Lek	720,000	0.19
21	Sam Fong @ Chan Sam Fong	700,000	0.18
22	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Yong Shu Kong (E-KKU)	684,800	0.18
23	CIMSEC Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Chan Foong Cheng (Taman Cheras-CL)	670,000	0.17
24	Che Mat Din Bin Ismail	600,000	0.16
25	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Lim Ka Kiat	600,000	0.16
26	Tan Chee Chin	571,258	0.15
27	Maybank Nominees (Tempatan) Sdn Bhd Chieng Yu Kui	550,000	0.14
28	Mirzan Bin Mahathir	501,000	0.13
29	Cheng Kin Yin	500,000	0.13
30	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Cham Hak Lim	500,000	0.13
Total		294,253,029	76.81

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Proxy Form



No. of shares held	
--------------------	--

I/We _____

Of _____

Tel No. _____ being a member of **Dataprep Holdings Bhd**

hereby appoint _____

NRIC No: _____ of _____

Occupation _____ or failing whom _____

NRIC No: _____ of _____

_____ Occupation _____

as my/our proxy/representative to vote for me/ us and on my/our behalf at the Twenty Third Annual General Meeting of the Company to be held at Green III, Tropicana Gold & Conutry Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 28 August 2012 at 2.30 p.m. and any adjournment thereof, and to vote as indicated below:

	Resolution	For	Against
1	To receive and adopt the audited financial statements of the Company for the year ended 31 March 2012 and the Reports of the Directors and Auditors thereon. (RESOLUTION 1)		
2	To re-elect Tan Sri Datuk Adzmi bin Abdul Wahab, who retires by rotation pursuant to Article 98 of the Company's Articles of Association. (RESOLUTION 2)		
3	To re-appoint Mr Michael Yee Kim Shing who retires pursuant to Section 129(6) of the Companies Act, 1965 (RESOLUTION 3)		
4	To re-appoint Messrs Folks DFK & Co, the retiring auditors, for the ensuing year and to authorize the Directors to fix their remuneration (RESOLUTION 4)		
5	Authority to issue shares pursuant to Section 132D of the Companies Act, 1965. (RESOLUTION 5)		
6	Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature (RESOLUTION 6)		
7	Proposed new mandate for additional recurrent related party transactions of a revenue or trading nature (RESOLUTION 7)		
8	To consider any other business of which due notice shall have been given.		

(Please indicate with an (X) or (√) on the way you wish to cast your vote)

Signed this _____ day of _____ 2012

Signature: _____

The proportions of *my/our holding to be represented by *my/our proxies are as follows:-		
	Shares	%
First Proxy	_____	_____
Second Proxy	_____	_____
Total	_____	_____

Note:

1. A proxy need not be a member of the Company.
2. For this proxy/certificate of appointment to be valid, it must be lodged at the Registered Office of the Company at Suite 5.02, 5th Floor, Wisma Academy, No. 4A Jalan 19/1, 46300 Petaling Jaya, not less than 48 hours before the time appointed for holding the Meeting.
3. For corporate members, this certificate appointing the proxy/representative must be executed under the common seal of the corporate.

stamp

THE COMPANY SECRETARY

DATAPREP HOLDINGS BERHAD

Suite 5.02, 5th Floor,
Wisma Academy,
No. 4A, Jalan 19/1,
46300 Petaling Jaya,
Selangor Darul Ehsan.

DATAPREP HOLDINGS BHD

(Incorporated in Malaysia)(Company No.:183059-H)

Suite 5.02

5th Floor Wisma Academy

No. 4A Jalan 19/1

46300 Petaling Jaya

Selangor Darul Ehsan

Malaysia

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