

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of KarenSoft Technology Berhad will be held at Seminar Room 1, Kompleks Masyarakat Penyayang, Jalan Utama, 10460 Penang on Monday, 26th day of June, 2006 at 10.30 a.m. for the purpose of transacting the following businesses :-

AGENDA

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2005 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**

2. To declare the Directors' fees of RM60,000.00 in respect of the year ended 31 December 2005. **Ordinary Resolution 2**

3. To re-elect the following Director who retire in accordance with Article 83 of the Company's Articles of Association and being eligible, offer himself for re-election :-

a) Lee Boon Ten

Ordinary Resolution 3

4. To appoint Messrs. Siew Boon Yeong & Associates as Auditors of the Company and to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration in place of the retiring auditors, Messrs. KPMG who have indicated that they do not wish to be re-appointed. **Ordinary Resolution 4**

AS SPECIAL BUSINESS :

To consider, and if thought fit, to pass the following Ordinary Resolution :

5. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant governmental and/or regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the capital of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whatsoever as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution shall not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

Ordinary Resolution 5

6. To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

THOR KWAI CHEE, CA(M), CPA
(MIA No. 6456)
Company Secretary

Penang
2 June 2006



KarenSoft Technology Berhad

Company Number 457734-T

(Incorporated in Malaysia under the Companies Act, 1965)

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NOTES :

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. To be valid, this form, duly completed must be deposited at the Registered Office of the Company, VFM Corporate Services Sdn. Bhd. at 18-21-A2, Gurney Tower, Persiaran Gurney, 10250 Penang not less than 48 hours before the time for holding the meeting. Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy. Provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointer is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.

Explanatory Notes On Special Business

The Ordinary Resolution 5 proposed under item 5, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time up to an aggregate amount not exceeding 10% of the issued capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.