

PRESTARIANG BERHAD

(Company No. 922260-K)

(Incorporated in Malaysia)

MINUTES OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY HELD AT BANQUET HALL, LEVEL 1, MAIN LOBBY, KUALA LUMPUR GOLF & COUNTRY CLUB, NO. 10, JALAN 1/70D, OFF JALAN BUKIT KIARA, 60000 KUALA LUMPUR ON WEDNESDAY, 12 JUNE 2013 AT 10:00 A.M.

PRESENT : Dato' Mohamed Yunus Ramli Bin Abbas (*Chairman*)
Dr. Abu Hasan Bin Ismail (*Chief Executive Officer*)
Dato' Jaffar Indot
Mr. Chan Wan Siew
Dato' Maznah Binti Abdul Jalil

ABSENT WITH APOLOGIES : Dato' Loy Teik Ngan

MEMBERS : As per Attendance List

PROXY HOLDERS : As per Attendance List

INVITEES : As per Attendance List

IN ATTENDANCE : Ms. Chua Siew Chuan (*Company Secretary*)
Mr. Lim Lih Chau (*Assisting the Company Secretary*)
Ms. Loo Sher Li (*Assisting the Company Secretary*)

CHAIRMAN

Dato' Mohamed Yunus Ramli Bin Abbas ("Dato' Chairman") chaired the Meeting and welcomed all present to the Third Annual General Meeting of the Company. Dato' Chairman then called the Meeting to order at 10:00 a.m.

QUORUM

The requisite quorum being present pursuant to Article 72 of the Company's Articles of Association, Dato' Chairman declared the Meeting duly convened.

NOTICE OF MEETING

The Notice convening the Meeting having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

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Dato' Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Dato' Loy Teik Ngan, who retired pursuant to Article 95 of the Company's Articles of Association.

The Meeting was informed that the retiring Director, being eligible for re-election, has offered himself for re-election.

Upon the proposal of Prof. Dato' Dr. Ansary Ahmed (*a shareholder*) and seconded by Mr. Chong Kian Pin (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that Dato' Loy Teik Ngan be and is hereby re-elected as a Director of the Company.

4.0 RE-ELECTION OF DATO' MAZNAH BINTI ABDUL JALIL, WHO IS RETIRING PURSUANT TO ARTICLE 97 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION

Dato' Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Dato' Maznah Binti Abdul Jalil, who retired pursuant to Article 97 of the Company's Articles of Association.

The Meeting was informed that the retiring Director, being eligible for re-election, has offered herself for re-election.

Upon the proposal of Mr. Low Kim Heok (*a shareholder*) and seconded by Mr. Tan Kong Huat (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that Dato' Maznah Binti Abdul Jalil be and is hereby re-elected as a Director of the Company.

5.0 PASSING OF THE FOLLOWING RESOLUTION PURSUANT TO SECTION 129(2) OF THE COMPANIES ACT, 1965:-

"That Dato' Jaffar Indot, who is retiring at the conclusion of this Annual General Meeting pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."

Dato' Chairman informed the Meeting that the next item on the Agenda was to re-appoint Dato' Jaffar Indot, who retired in accordance with Section 129(2) of the Companies Act, 1965.

The Meeting was informed that the retiring Director, being eligible for re-appointment, has offered himself for re-appointment.

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***THAT** subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; **AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.*

8.0 SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 2

- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Dato' Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution No. 2 on Proposed Renewal of Share Buy-Back Authority.

Dato' Chairman further informed that the proposed adoption of the Ordinary Resolution No. 2 was primarily to renew the authority granted by the Shareholders of the Company held on 20 June 2012. The proposed renewal would allow the Directors to exercise the power of the Company to purchase not more than 10% of the issued and paid-up capital of the Company at any time within the time stipulated in Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Upon the proposal of Prof. Dato' Dr. Ansary Ahmed (*a shareholder*) and seconded by Mr. Lew Tuck Wai (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that the following Ordinary Resolution No. 2 be approved:-

ORDINARY RESOLUTION NO. 2

- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

***THAT** subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, if applicable, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM0.10 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:*

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- c) Rights of proxy to speak; and
- d) Electronic payment of cash distributions.

Upon the proposal of Mr. Tan Kong Huat (*a shareholder*) and seconded by Prof. Dato' Dr. Ansary Ahmed (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that the following Special Resolution be approved:-

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the Proposed Amendments to the Company's Articles of Association as set out in Appendix II of Part B of the Circular to Shareholders dated 21 May 2013 be and are hereby approved and adopted;

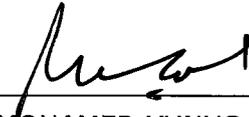
AND THAT the Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments of the Company's Articles of Association.

TERMINATION

There being no other business, Dato' Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting terminated at 10:50 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD



DATO' MOHAMED YUNUS RAMLI
BIN ABBAS
CHAIRMAN

Dated: 12 June 2013