

PRESTARIANG BERHAD

(Company No. 922260-K)

(Incorporated in Malaysia)

MINUTES OF THE FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT CINDAI 1 ROOM, CYBERVIEW RESORT & SPA, PERSIARAN MULTIMEDIA 63000 CYBERJAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 25 JUNE 2014 AT 10:00 A.M.

PRESENT : Dato' Mohamed Yunus Ramli Bin Abbas (*Chairman*)
Dr. Abu Hasan Bin Ismail (*Chief Executive Officer*)
Dato' Maznah Binti Abdul Jalil
Mr. Chan Wan Siew
Mr. Pang Yee Beng
Mr. Ramanathan a/l Sathiamutty

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. Brenda Lim (*Assisting the Company Secretary*)

CHAIRMAN

Dato' Mohamed Yunus Ramli Bin Abbas ("Dato' Chairman") chaired the Meeting and welcomed all present to the Fourth 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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PRESENTATION BY CHIEF EXECUTIVE OFFICER

Dr. Abu Hasan Bin Ismail, the Chief Executive Officer of the Company briefed all present the progress of the Company for the past three years and the key highlights of the Company including performance review as well as business review and outlook of the Company. The shareholders noted the presentation.

Dato' Chairman informed the Meeting that the Company was using 18 June 2014 as the determinant date of the General Meeting Record of Depositors.

Dato' Chairman then informed the shareholders of their right to demand a poll vote pursuant to Article 77 of the Company's Articles of Association where the following persons can propose that a poll be conducted by:

- (a) the Chairman; or
- (b) by at least three (3) members present in person, or by proxy; or
- (c) by any member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

Dato' Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Reports of the Directors and the Auditors thereon.

The Meeting **RESOLVED** that the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon be received.

2.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

Dato' Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM566,000/- (Ringgit Malaysia: Five Hundred and Sixty-Six Thousand) only for the financial year ended 31 December 2013.

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Upon the proposal of Ms. Chua Siew Chuan (*a shareholder*) and seconded by Mr. Aram Singh A/L Bachan Singh (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that the payment of Directors' fees amounting to RM566,000/- (Ringgit Malaysia: Five Hundred and Sixty-Six Thousand) only for the financial year ended 31 December 2013, be approved.

3.0 RE-ELECTION OF MR. CHAN WAN SIEW, WHO IS RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

Dato' Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Mr. Chan Wan Siew, who retires 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 Ms. Lay Jean Hooi (*a shareholder*) and seconded Ms. Ng Giok Moi (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that Mr. Chan Wan Siew be and is hereby re-elected as a Director of the Company.

4.0 RE-ELECTION OF DATO' MOHAMED YUNUS RAMLI BIN ABBAS, WHO IS RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

At this juncture, Dato' Chairman declared his interest in his re-election as a Director pursuant to Article 95 of the Company's Articles of Association and handed over the Chairmanship to Dato' Maznah Binti Abdul Jalil.

Dato' Maznah Binti Abdul Jalil thanked Dato' Mohamed Yunus Ramli Bin Abbas for her appointment and informed that the next item on the Agenda was to re-elect Dato' Mohamed Yunus Ramli Bin Abbas, who retires in accordance with Article 95 of the Company's Articles of Association and being eligible for re-election, had offered himself for re-election.

Upon the proposal of Mr. Aram Singh A/L Bachan Singh (*a shareholder*) and seconded by Ms. Ng Yit Lee (*a proxy*), the Meeting (*on a show of hands*) **RESOLVED** that the retiring Director, Dato' Mohamed Yunus Ramli Bin Abbas, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company.

Dato' Maznah Binti Abdul Jalil then handed over the Chairmanship to Dato' Mohamed Yunus Ramli Bin Abbas.

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5.0 RE-ELECTION OF MR. PANG YEE BENG, WHO IS RETIRING PURSUANT TO ARTICLE 97 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

Dato' Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Mr. Pang Yee Beng, who retires 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 himself for re-election.

Upon the proposal of Ms. Ng Yit Lee (*a proxy*) and seconded by Mr. Poh Bang Hock (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that Mr. Pang Yee Beng be and is hereby re-elected as a Director of the Company.

6.0 RE-ELECTION OF MR. RAMANATHAN A/L SATHIAMUTTY, WHO IS RETIRING PURSUANT TO ARTICLE 97 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

Dato' Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Mr. Ramanathan A/l Sathiamutty, who retires 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 himself for re-election.

Upon the proposal of Ms. Ng Yit Lee (*a proxy*) and seconded by Ms. Irene Yeoh Ai Gaik (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that Mr. Ramanathan A/l Sathiamutty be and is hereby re-elected as a Director of the Company.

7.0 RE-APPOINTMENT OF MESSRS. CROWE HORWATH AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Dato' Chairman informed that the next item on the Agenda was to re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Upon the proposal of Ms. Irene Yeoh Ai Gaik (*a shareholder*) and seconded by Ms. Ng Yit Lee (*a proxy*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that

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Messrs. Crowe Horwath be re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and authority be given to the Directors to fix their remuneration.

8.0 SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 1

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

Dato' Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution No. 1 on Authority to issue shares pursuant to Section 132D of the Companies Act, 1965.

Dato' Chairman further informed that the proposed adoption of the Ordinary Resolution No. 1 was primarily to give flexibility to the Board of Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting, provided that such allotment does not exceed 10% of the issued and paid-up share capital of the Company for the time being.

Upon the proposal of Ms. Ng Giok Moi (*a shareholder*) and seconded by Ms. Irene Yeoh Ai Gaik (*a shareholder*), the Meeting (*on a show of hands*) **RESOLVED** that the following Ordinary Resolution No. 1 be approved:-

ORDINARY RESOLUTION NO. 1

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

***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.*

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9.0 SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 2

- PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

Dato' Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution No. 2 on Proposed Increase in Authorised Share Capital of the Company.

Dato' Chairman further informed that the proposed adoption of the Ordinary Resolution No. 2 was primarily to provide greater flexibility and enable Directors of the Company to issue and allot shares without breaching the Authorised Share Capital of the Company.

Upon the proposal of Ms. Ng Yit Lee (*a proxy*) and seconded by Ms. Ng Giok Moi (*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 INCREASE IN AUTHORISED SHARE CAPITAL

THAT the authorised share capital of the Company be and is hereby increased from RM50,000,000/- divided into 500,000,000 ordinary shares of RM0.10 each to RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each by the creation of 500,000,000 new ordinary shares of RM0.10 each and such new ordinary shares when issued shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company.

10.0 SPECIAL BUSINESS

SPECIAL RESOLUTION

- PROPOSED AMENDMENTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Dato' Chairman informed that the next item on the Agenda was a special business to approve the Special Resolution for Proposed Amendments to the Memorandum of Association of the Company.

Dato' Chairman further informed that the proposed adoption of the Special Resolution was to enable the Company to amend its Memorandum of Association to facilitate the implementation of Ordinary Resolution No. 2

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Upon the proposal of Ms. Irene Yeoh Ai Gaik (*a shareholder*) and seconded by Ms. Ng Yit Lee (*a proxy*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that the following Special Resolution be approved:-

SPECIAL RESOLUTION

- PROPOSED AMENDMENT OF MEMORANDUM OF THE ASSOCIATION OF THE COMPANY

THAT contingent upon the passing of the Ordinary Resolution 2 above, the Memorandum of Association of the Company be altered by deleting the existing Clause 6 in its entirety and substituting with the following new Clause 6:-

Clause	Existing Clause	Proposed New Clause
6	<i>The capital of the Company is Ringgit Malaysia Fifty Million only (RM50,000,000/-) divided into 500,000,000 shares of RM0.10 each with power for the Company to increase or reduce the said capital, and to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with our without any preference, priority or special privilege, or subject to any postponement or rights or to any conditions, or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the powers hereinbefore contained.</i>	<i>The authorised capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into One Billion (1,000,000,000) ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</i>

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 Memorandum of Association.

TERMINATION

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

The Meeting terminated at 10:25 a.m. with a vote of thanks to the Chair.

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SIGNED AS A CORRECT RECORD



DATO' MOHAMED YUNUS RAMLI
BIN ABBAS
CHAIRMAN

Dated: 25 June 2014