

**PRESTARIANG BERHAD**

(Company No. 922260-K)

(Incorporated in Malaysia)

**MINUTES OF THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT SONGKET, CYBERVIEW RESORT & SPA, PERSIARAN MULTIMEDIA 63000 CYBERJAYA, SELANGOR DARUL EHSAN ON MONDAY, 15 JUNE 2015 AT 10:00 A.M.**

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| <b>PRESENT</b>       | : | Dato' Mohamed Yunus Ramli Bin Abbas ( <i>Chairman</i> )<br>Dr. Abu Hasan Bin Ismail ( <i>Chief Executive Officer</i> )<br>Dato' Maznah Binti Abdul Jalil<br>Mr. Chan Wan Siew<br>Mr. Ramanathan a/l Sathiamutty |
| <b>MEMBERS</b>       | : | As per Attendance List  |
| <b>PROXY HOLDERS</b> | : | As per Attendance List  |
| <b>INVITEES</b>      | : | As per Attendance List  |
| <b>IN ATTENDANCE</b> | : | Ms. Chua Siew Chuan ( <i>Company Secretary</i> )<br>Mr. Lim Lih Chau ( <i>Assisting the Company Secretary</i> )<br>Ms. Brenda Lim ( <i>Assisting the Company Secretary</i> )                                    |

**CHAIRMAN**

Dato' Mohamed Yunus Ramli Bin Abbas ("Dato' Chairman") chaired the Meeting and welcomed all present to the Fifth 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.

Dato' Chairman informed the Meeting that the Company was using 8 June 2015 as the determinant date of the General Meeting Record of Depositors.

**PRESENTATION BY CHIEF EXECUTIVE OFFICER**

The Meeting commenced with a presentation by Dr. Abu Hasan Bin Ismail, the Chief Executive Officer of the Company on the Performance and Operations of the Company, Review of the 2014 Results and Business Outlook of the Company for year 2015.

The Meeting noted the following salient points:-

- Year 2014 was an investment year and the Company would remain a positive outlook for year 2015 and beyond to achieve recurring income and sustainable growth.

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- The Company was awarded with Forbes "Asia's 200 Best Under A Billion", FTSE4GOOD (One of 24 PLCs) and Anugerah Kecemerlangan Industri MITI 2014: Service Sector (ICT).
- The Company is currently focusing on two main core businesses, which is "Talent" which involves Academy, Education and Talent Acquisition & Talent Management and "Technology" which includes Software and IT Services & Technology.
- The Company received a Letter of Award to provide Microsoft software under the Master Licensing Agreement (MLA) 2.0 to a total 1,123 Government Agencies in Malaysia. The Company is now the single largest partner of Microsoft in Malaysia.
- The Company would embark on a new strategic business known as Integrated Security System Services to secure a long-term recurring business for the Company.
- The Company has set the year 2015 as a "Platform for Growth".

The Meeting was pleased and impressed with the presentation by Dr. Abu Hasan bin Ismail.

Dato' Chairman then informed the shareholders of their rights to demand for a poll vote pursuant to Article 77 of the Company's Articles of Association and that the following persons could proposed that a poll be conducted :-

- (a) the Chairman; or
- (b) at least three (3) members present in person, or by proxy; or
- (c) 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) 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 2014 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 2014 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 2014 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 2014**

Dato' Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM316,000/- (Ringgit Malaysia: Three Hundred and Sixteen Thousand) only for the financial year ended 31 December 2014.

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Upon the proposal of Ms. Ng Giok Mui (*a shareholder*) and seconded by Ms. Lau Jean Hooi (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that the payment of Directors' fees amounting to RM316,000/- (Ringgit Malaysia: Three Hundred and Sixteen Thousand) only for the financial year ended 31 December 2014, be approved.

**3.0 RE-ELECTION OF DR. ABU HASAN BIN ISMAIL, WHO IS RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

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Dato' Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Dr. Abu Hasan bin Ismail, 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 Ms. Low Kim Heok (*a shareholder*) and seconded Ms. Lim Yau Yan @ Lim Ngan Choo (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that Dr. Abu Hasan bin Ismail 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 95 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**

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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 95 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 Ms. Low Kim Heok (*a shareholder*) and seconded by Ms. Irene Yeoh Ai Gaik (*a shareholder*), the Meeting (*on a show of hands*) **RESOLVED** that the retiring Director, Dato' Maznah binti Abdul Jalil, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company.

**5.0 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**

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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 Mr. Norman Chee Chung Ye (*a shareholder*) and Ms. Irene Yeoh Ai Gaik (*a shareholder*), the Meeting (*on a show of hands*) unanimously **RESOLVED** that 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.

**6.0 SPECIAL BUSINESS**

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**ORDINARY RESOLUTION NO. 1**

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

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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 Mr. Loh Cheok Wa (*a shareholder*) and seconded by Ms. Low Kim Heok (*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**

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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.*

**7.0 SPECIAL BUSINESS**

**ORDINARY RESOLUTION NO. 2**

**- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP CAPITAL OF THE COMPANY**

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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 Authority for Share Buy-Back of up to 10% of the issued and paid-up capital of the Company ("**Proposed Share Buy-Back**").

Dato' Chairman further informed that the proposed Share Buy-Back was primarily to grant authority to the Directors of the Company to exercise the power of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities.

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Upon the proposal of Mr. Norman Chee Chung Ye (*a shareholder*) and seconded by Ms. Low Kim Heok (*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 AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP CAPITAL OF THE COMPANY**

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*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:-

- (i) the aggregate number of shares purchased does not exceed 10% of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back shall not exceed the aggregate of the retained profits and/or share premium of the Company, based on the latest audited financial statements and/or latest management accounts of the Company (where applicable); and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;

*THAT* authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and will only continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

*whichever occurs first;*

**AND THAT** authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase.

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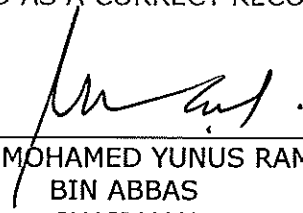
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**TERMINATION**

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

The Meeting terminated at 10:35 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD



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DATO' MOHAMED YUNUS RAMLI  
BIN ABBAS  
CHAIRMAN

Dated: 15 June 2015