

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

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PRESTARIANG™
PRESTARIANG BERHAD

(Company No.: 922260-K)
(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED BONUS ISSUE OF 220,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN PRESTARIANG BERHAD (“PRESTARIANG SHARES”) (“BONUS SHARES”) TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING PRESTARIANG SHARE HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



CIMB Investment Bank Berhad (18417-M)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting (“EGM”) and the Form of Proxy for the EGM are set out in this Circular. Our EGM will be held as follows:

Venue of the EGM : Sutera Room, Cyberview Resort & Spa, Persiaran Multimedia, 63000 Cyberjaya, Selangor, Malaysia
Date and time of the EGM : Wednesday, 16 April 2014 at 10:30 a.m. or at any adjournment thereof
Last date and time for lodging of Form of Proxy : Monday, 14 April 2014 at 10:30 a.m.

As a shareholder who is entitled to attend and vote at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf. The completed Form of Proxy for the EGM should be lodged with Symphony Share Registrars Sdn Bhd at Level 6, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The Form of Proxy once deposited will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

This Circular is dated 1 April 2014

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act, 1965
Board	:	Board of Directors of Prestariang
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Bonus Shares	:	220,000,000 new Prestariang Shares to be issued by our Company pursuant to the Proposed Bonus Issue
CIMB or Adviser	:	CIMB Investment Bank Berhad (18417-M)
Circular	:	This Circular to shareholders dated 1 April 2014 in respect of the Proposed Bonus Issue
Crowe Horwath	:	Messrs. Crowe Horwath, our Reporting Accountants for the Proposed Bonus Issue
EGM	:	Extraordinary general meeting
Entitlement Date	:	A date to be determined by our Board and announced later, on which our shareholders must be entered in our Company's Record of Depositors as at 5:00 p.m. in order to be entitled to the Proposed Bonus Issue
Entitled Shareholders	:	Shareholders of Prestariang whose names appear in our Company's Record of Depositors on the Entitlement Date
EPS	:	Earnings per share
FYE	:	Financial year ended
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	7 March 2014, being the latest practicable date before the printing of this Circular
NA	:	Net assets
Prestariang Group or Group	:	Prestariang and its subsidiaries, collectively
Prestariang or Company	:	Prestariang Berhad (922260-K)
Prestariang Shares	:	Ordinary shares of RM0.10 each in Prestariang, and "Prestariang Share" shall be construed accordingly
Proposed Bonus Issue	:	Proposed bonus issue of 220,000,000 Bonus Shares to be credited as fully paid-up, on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held by the Entitled Shareholders on an Entitlement Date to be determined and announced later

DEFINITIONS *(cont'd)*

Record of Depositors	:	A record consisting of names of depositors provided by Bursa Depository
RM and sen	:	Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia

All references to "**our Company**" in this Circular are to Prestariang, references to "**our Group**" are to our Company and our subsidiaries, collectively. References to "**we**", "**us**", "**our**", "**ourselves**" in this Circular are to our Company, or where the context requires, our Group. References to "**you**" in this Circular are references to the shareholders of our Company.

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any reference in time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

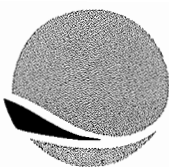
Any reference to "**par value**" in this Circular shall also mean "**nominal value**", and vice versa.

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding.

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PRESTARIANG™

PRESTARIANG BERHAD

*(Company No.: 922260-K)
(Incorporated in Malaysia under the Act)*

Registered Office:

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur

1 April 2014

Board of Directors:

Dato' Mohamed Yunus Ramli Bin Abbas *(Non-Independent Non-Executive Chairman)*
Dr Abu Hasan Bin Ismail *(Chief Executive Officer/Non-Independent Executive Director)*
Dato' Jaffar Indot *(Independent Non-Executive Director)*
Dato' Loy Teik Ngan *(Independent Non-Executive Director)*
Mr Chan Wan Siew *(Independent Non-Executive Director)*
Dato' Maznah Binti Abdul Jalil *(Independent Non-Executive Director)*

To: Our Shareholders

Dear Sir/Madam,

PROPOSED BONUS ISSUE OF 220,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN PRESTARIANG BERHAD ("PRESTARIANG SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING PRESTARIANG SHARE HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

1. INTRODUCTION

On 20 February 2014, CIMB, on our behalf, announced that we propose to undertake a bonus issue of 220,000,000 Bonus Shares to be credited as fully paid-up, on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held by the Entitled Shareholders on an Entitlement Date to be determined and announced later.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS PERTAINING TO THE PROPOSED BONUS ISSUE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE WHICH WILL BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED BONUS ISSUE

2.1 Basis and Number of Bonus Shares

The Proposed Bonus Issue will entail the issuance of 220,000,000 Bonus Shares to be credited as fully paid-up on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held by the Entitled Shareholders on the Entitlement Date.

The Bonus Shares takes into account the entire issued and paid-up share capital of the Company of RM22,000,000 comprising 220,000,000 Prestariang Shares as at the latest unaudited consolidated financial statements for the FYE 31 December 2013.

In any event, the actual number of Bonus Shares to be issued will be determined based on the issued and paid-up share capital of our Company as at the Entitlement Date.

The Entitlement Date will be determined and announced at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue. The Proposed Bonus Issue is not intended to be implemented on a staggered basis.

2.2 Capitalisation of reserves

The Proposed Bonus Issue is to be effected by way of capitalising our Company's share premium account and retained profits.

For illustration purposes, the proforma effects of the Proposed Bonus Issue on the share premium account and retained profits based on our Company's audited financial statements for the FYE 31 December 2012 and latest unaudited financial statements for the FYE 31 December 2013 is as follows:

Audited as at 31 December 2012

Company Level	Audited as at 31 December 2012 (RM 000)	Adjustments (RM 000)	Proforma (I)		Proforma (II)	
			After Adjustments (RM 000)	Proposed Bonus Issue (RM 000)	After Proforma (I) and Proposed Bonus Issue (RM 000)	
Share capital	22,000	-	22,000	22,000	44,000	
Share premium	16,632	1,487 ⁽¹⁾	18,119	(18,119)	-	
Retained profits	56	4,081 ⁽²⁾	4,137	(3,881)	56 ⁽³⁾	
Shareholders' Funds / NA	38,688	5,568	44,256	-	44,056	

Unaudited as at 31 December 2013

Company Level	Unaudited as at 31 December 2013 (RM 000)	Adjustment (RM 000)	Proforma (I)		Proforma (II)	
			After Adjustment (RM 000)	Proposed Bonus Issue (RM 000)	After Proforma (I) and Proposed Bonus Issue (RM 000)	
Share capital	22,000	-	22,000	22,000	44,000	
Share premium	18,119	-	18,119	(18,119)	-	
Retained profits	73	4,081 ⁽²⁾	4,154	(3,881)	73 ⁽³⁾	
Shareholders' Funds / NA	40,192	4,081	44,273	-	44,073	

Notes:

1. Adjustment for the gain of RM1.487 million arising from the resale of 950,000 treasury shares on the market between 29 November 2013 to 2 December 2013.
2. Adjustment for the dividend received from its subsidiary, Prestariang Systems Sdn Bhd on 7 March 2014 of RM4.081 million ("**Receipt of Dividend**").
3. After deducting the estimated expenses relating to the Proposed Bonus Issue of approximately RM200,000.

The Proposed Bonus Issue will be implemented by capitalising approximately RM18.119 million from the share premium account and approximately RM3.881 million from the retained profits of our Company in the manner set out in the tables above.

The share premium account and retained profits account of our Group, based on our audited consolidated financial statements for the FYE 31 December 2012 is approximately RM20.044 million and RM51.885 million respectively. The share premium account and retained profits of the Group based on the unaudited consolidated financial statements for the FYE 31 December 2013 are approximately RM21.530 million and RM67.658 million respectively.

Accordingly, after the gain received from the resale of 950,000 treasury shares and the completion of the Receipt of Dividend, the share premium account and retained profits of our Company will be sufficient for the capitalisation of reserves.

The Board confirms that based on the audited financial statements for the FYE 31 December 2012 and the latest unaudited financial statements for the FYE 31 December 2013, our Company will have adequate share premium and retained profits to cover the capitalisation required for the Proposed Bonus Issue after the gain received from the resale of 950,000 treasury shares and the completion of the Receipt of Dividend, and that our Company's reserves are unimpaired by losses on a consolidated basis in accordance with paragraph 6.30(1) of the Main Market Listing Requirements of Bursa Securities.

A copy of the independent auditors' letter on proforma statement of reserves in connection with the Proposed Bonus Issue is included in Appendix I of this Circular.

2.3 Ranking of the Bonus Shares

The Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Prestariang Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions, in respect of which the entitlement date is prior to the date of allotment of the Bonus Shares.

2.4 Listing of and Quotation for the Bonus Shares

An application will be made to Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities.

3. RATIONALE FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue is undertaken for the following purposes:

- (i) to reward the existing shareholders for their continued support and loyalty to our Group by enabling them to have greater participation in the equity of our Company;
- (ii) to enhance the marketability and trading liquidity of Prestariang Shares on Bursa Securities by way of a larger share base; and

- (iii) to increase our Company's share capital base to better facilitate fund raising exercise in the future.

4. EFFECTS OF THE PROPOSED BONUS ISSUE

For illustration purposes, the proforma effects of the Proposed Bonus Issue are as follows:

4.1 Issued and paid-up share capital

The proforma effects of the Proposed Bonus Issue on the issued and paid-up share capital of the Company are as follows:

	No. of Prestariang Shares	Amount (RM)
As at 31 December 2013	220,000,000	22,000,000
To be issued pursuant to the Proposed Bonus Issue	220,000,000	22,000,000
Enlarged issued and paid-up share capital	440,000,000	44,000,000

4.2 NA, NA per Prestariang Share and gearing

The proforma effects of the Proposed Bonus Issue on the NA, NA per Prestariang Share and gearing of our Group are as follows:

	Audited as at 31 December 2012	Proforma (I) After Adjustment	Proforma (II) After Proforma (I) and Proposed Bonus Issue
	(RM 000)	(RM 000)	(RM 000)
Share capital	22,000	22,000	44,000
Share premium	20,044	21,531 ⁽¹⁾	3,412
Merger deficit	(14,212)	(14,212)	(14,212)
Retained profits	51,885	51,885	47,804 ⁽²⁾
Total equity / NA attributable to shareholders of the Company	79,717	81,204	81,004
No. of Prestariang Shares in issue ('000)	220,000	220,000	440,000
NA per Prestariang Share (RM) ⁽³⁾	0.36	0.37	0.18
Total borrowings (RM 000)	1,643	1,643	1,643
Gearing (times) ⁽⁴⁾	0.02	0.02	0.02

Notes:

1. After adjusting for the gain of RM1.487 million arising from the resale of 950,000 treasury shares on the market between 29 November 2013 to 2 December 2013.
2. After deducting the estimated expenses relating to the Proposed Bonus Issue of approximately RM200,000.
3. Calculated as NA attributable to shareholders of the Company divided by the number of Prestariang Shares in issue.
4. Calculated as total borrowings divided by NA attributable to the shareholders of our Company.

4.3 Substantial shareholders' shareholdings

The Proposed Bonus Issue will not have any effect on the shareholdings of the substantial shareholders of Prestariang, save for the proportionate increase in the total number of Prestariang Shares held by each substantial shareholders of Prestariang.

4.4 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of our Group for the financial year ending 31 December 2014.

However, the EPS of our Group will be proportionately diluted as a result of the increase in the number of Prestariang Shares in issue pursuant to the Proposed Bonus Issue, assuming that the earnings of our Group remain unchanged.

4.5 Convertible securities

Our Company does not have any other convertible securities.

5. HISTORICAL SHARE PRICES

The monthly high and low transacted market prices of Prestariang Shares traded on the Main Market of Bursa Securities for the past twelve (12) months from March 2013 to February 2014 are as follows:

Month	High (RM)	Low (RM)
2013		
March	1.27	1.08
April	1.28	1.16
May	1.86	1.15
June	2.12	1.70
July	2.24	1.86
August	2.16	1.69
September	2.15	1.88
October	2.43	1.94
November	2.62	2.26
December	2.96	2.52
2014		
January	3.27	2.78
February	3.59	2.88

Last transacted market price of Prestariang Shares on 19 February 2014, being the last trading day prior to the date of announcement on 20 February 2014

RM3.18

Last transacted price as at the LPD

RM3.47

(Source: Bloomberg)

6. APPROVALS REQUIRED

The Proposed Bonus Issue is subject to the approvals from the following parties being obtained:

- (i) Bursa Securities for listing of and quotation for 220,000,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue, which was obtained on 20 March 2014;
- (ii) the shareholders of our Company at an EGM to be convened; and
- (iii) any other relevant authorities and/or parties, if required.

The Proposed Bonus Issue is not conditional or inter-conditional upon any other corporate proposal.

7. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue, we do not have any other corporate proposals that have been announced but are pending completion as at the LPD.

8. ESTIMATED TIMEFRAME FOR COMPLETION

Barring unforeseeable circumstances, the Proposed Bonus Issue is expected to complete by the second (2nd) quarter of 2014. The tentative timeline of events in relation to the Proposed Bonus Issue is as follows:

Events	Tentative timeline
EGM	16 April 2014
Announcement of the Entitlement Date for the Bonus Shares	April 2014
Listing of Bonus Shares and completion of the Proposed Bonus Issue	May 2014

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of our Directors or major shareholders of our Company and/or persons connected with them has any interest, whether direct or indirect, in the Proposed Bonus Issue save for their respective entitlements as shareholders of our Company under the Proposed Bonus Issue which are also available to all other shareholders.

10. DIRECTORS' RECOMMENDATION

Our Board, having considered all aspects of the Proposed Bonus Issue including the rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of our Company and our shareholders.

Accordingly, our Board recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue at our forthcoming EGM.

11. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Sutera Room, Cyberview Resort & Spa, Persiaran Multimedia, 63000 Cyberjaya, Selangor, Malaysia on Wednesday, 16 April 2014 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed Bonus Issue.

If you are unable to attend and vote in person at the EGM, you should complete and return the Form of Proxy in accordance with the instructions therein as soon as possible and in any event so as to arrive at our share registrar's office, Symphony Share Registrars Sdn Bhd at Level 6, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than forty-eight (48) hours before the time set for holding the EGM. The Form of Proxy once deposited will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

12. FURTHER INFORMATION

You are requested to refer to the attached appendices for further information.

Yours faithfully
for and on behalf of the Board of
PRESTARIANG BERHAD

Dato' Mohamed Yunus Ramli Bin Abbas
Non-Independent Non-Executive Chairman

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE



Crowe Horwath AF 1018
Chartered Accountants
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INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE

25 March 2014

The Board of Directors
Prestariang Berhad
70-73 NeoCyber
Lingkaran Cyber Point Barat
63000 Cyberjaya
Selangor Darul Ehsan

Dear Sirs

PRESTARIANG BERHAD ("Prestariang" or "The Company")

Proforma Statements of Reserves in connection with the proposed bonus issue of 220,000,000 new ordinary shares of RM0.10 each in Prestariang ("Bonus Shares") on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held on an entitlement date to be determined later ("Proposed Bonus Issue")

The Company is proposing to undertake a bonus issue of 220,000,000 Bonus Shares on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held to be credited as fully paid-up share capital by capitalising from the Company's share premium and retained profits accounts.

We have been appointed to report on the accompanying proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013, and the adequacy of reserves which have been prepared by the management for illustrative purposes only, for inclusion in the circular to shareholders of Prestariang and for no other purpose.

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)

The proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013 have been prepared for illustrative purposes on the basis of assumptions set out in the notes thereon and after incorporating the following transactions as though they were effected on 31 December 2012 and 31 December 2013:-

(i) Disposal of Treasury Shares

It involves the increase in share premium account arising from the gain on disposal of 950,000 treasury shares between 29 November 2013 to 2 December 2013 of RM1,487,000.

(ii) Receipt of Dividend

It involves the receipt of dividend from its subsidiary, Prestariang Systems Sdn. Bhd. ("Receipt of Dividend") amounting to RM4,081,000.

(iii) Proposed Bonus Issue

The Proposed Bonus Issue involves the issuance of 220,000,000 Bonus Shares to be credited as fully paid-up on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held on an entitlement date to be determined later. The estimated expenses of RM200,000 will be written off to the profit or loss.

DIRECTORS' RESPONSIBILITIES

The board of directors of Prestariang is solely responsible for the preparation of the proforma statements of reserves of the Company based on the audited financial statements of Prestariang as at 31 December 2012 and unaudited financial statements of Prestariang as at 31 December 2013. The directors are also responsible for ensuring that the reserves required for capitalisation of the Bonus Shares in respect of the Proposed Bonus Issue are unimpaired by the subsequent losses on a consolidated basis, if any, up to the completion date of the Proposed Bonus Issue.

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)**OUR RESPONSIBILITIES**

We report on the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013, as set out in Attachment A, which we have stamped for the purpose of identification, in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE 3000: Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ("ISAE 3000").

Our work has been undertaken to enable us to form an opinion, as required by the Listing Requirements, as to:-

- (a) Whether the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013 are properly compiled in accordance with the basis of preparation as set out in the notes to the proforma statements of reserves; and
- (b) The adequacy of the proforma reserves as at 31 December 2012 and 31 December 2013 for capitalisation of the Bonus Shares

and to report that opinion to you.

While information may be available to support the assumptions on which the proforma statements of reserves are based, such information may not, because of its nature, reflect the actual financial position of Prestariang. Further, such information does not purport to predict the future financial position of Prestariang. Consequently, we do not express any opinion as to the possibility of achievement of the assumed events.

In providing this opinion, we are not responsible for updating any reports or opinions previously issued by us for any events that occurred subsequent to the date of our report on the financial information used in the preparation of the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013.

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)**WORK PERFORMED**

- (a) Read the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013;
- (b) Inquired the persons responsible for the financial and accounting matters:
 - (i) the basis for their determination of the proforma adjustments;
 - (ii) whether the proforma statements of reserves referred to in Attachment A, have been properly compiled based on the bases stated; and
 - (iii) whether, within the context of the assumed date of the Proposed Bonus Issue:-
 - such bases are consistent with the accounting policies of the Company as disclosed in the audited financial statements for the financial year ended 31 December 2012;
 - the adjustments set out are appropriate for the purpose of the proforma statements of reserves.
- (c) Checked the mathematical accuracy of the application of the proforma adjustments to the historical amounts as at 31 December 2012 and 31 December 2013; and
- (d) Considered whether the proforma statements of reserves of the Company after the proforma adjustments are properly compiled and report on the adequacy of the reserves of the Company for capitalisation for the purpose of the Proposed Bonus Issue.

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)

**OPINION**

In our opinion,

- (a) the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013 are properly compiled in accordance with the basis of assumptions as set out in the accompanying notes; and
- (b) based on the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013, after accounting for the effects of the adjustments arising thereon, the Company has adequate reserves for the purpose of capitalisation of the Proposed Bonus Issue.

OTHER MATTERS

We understand that this letter will be used solely for inclusion in the circular to shareholders of Prestariang in connection with the Proposed Bonus Issue. As such, this letter should not be used for any other purpose without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully

A handwritten signature in cursive script, appearing to read 'Crowe Horwath'.

Crowe Horwath
Firm No : AF 1018
Chartered Accountants

A handwritten signature in cursive script, appearing to read 'Chin Kit Seong'.

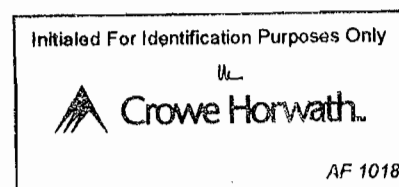
Chin Kit Seong
Approval No: 3030/01/15(J)
Chartered Accountant

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)



PRESTARIANG™

Prestariang Berhad (CO: 922260-K)
70-73, NeoCyber, Lingkaran Cyber Point Barat,
63000 Cyberjaya, Selangor, Malaysia.
Tel: 603.8314.8400 Fax: 603.8318.9280



ATTACHMENT A

**PRESTARIANG BERHAD (“Prestariang” or “The Company”)
PROFORMA STATEMENTS OF RESERVES AS AT 31 DECEMBER 2012 AND 31
DECEMBER 2013**

The Company is proposing to undertake a bonus issue of 220,000,000 new ordinary shares of RM0.10 each in Prestariang on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held to be credited as fully paid-up share capital.

The proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013 have been prepared based on the audited financial statements of Prestariang for the financial year ended (“FYE”) 31 December 2012 and unaudited financial statements of Prestariang for the FYE 31 December 2013, respectively, and incorporate proforma adjustments as described in the notes to the proforma statements of reserves.

For illustration purposes, the proforma effects of the Proposed Bonus Issue on the share premium account and retained profits account based on our Company's audited financial statements for the FYE 31 December 2012 and latest unaudited financial statements for the FYE 31 December 2013 is as follows:

Audited as at 31 December 2012

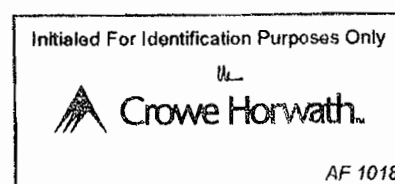
Company Level	Audited as at 31 December 2012 (RM'000)	Adjustments (RM'000)	Proforma (I)		Proforma (II)
			After Adjustments (RM'000)	Proposed Bonus Issue (RM'000)	After Proforma (I) and Proposed Bonus Issue (RM'000)
Share capital	22,000	-	22,000	22,000	44,000
Share premium	16,632	1,487 ⁽¹⁾	18,119	(18,119)	-
Retained profits	56	4,081 ⁽²⁾	4,137	(3,881)	56 ⁽³⁾
Shareholders' Funds / Net Assets (“NA”)	38,688	5,568	44,256	-	44,056

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)



PRESTARIANG™

Prestariang Berhad (CO: 922260-K)
70-73, NeoCyber, Lingkaran Cyber Point Barat,
63000 Cyberjaya, Selangor, Malaysia.
Tel: 603.8314.8400 Fax: 603.8318.9280



ATTACHMENT A

**PRESTARIANG BERHAD ("Prestariang" or "The Company")
PROFORMA STATEMENTS OF RESERVES AS AT 31 DECEMBER 2012 AND 31
DECEMBER 2013**

Unaudited as at 31 December 2013

Company Level	Unaudited as at 31 December 2013 (RM'000)	Adjustment (RM'000)	Proforma (I)		Proforma (II)
			After Adjustment (RM'000)	Proposed Bonus Issue (RM'000)	After Proforma (I) and Proposed Bonus Issue (RM'000)
Share capital	22,000	-	22,000	22,000	44,000
Share premium	18,119	-	18,119	(18,119)	-
Retained profits	73	4,081 ⁽²⁾	4,154	(3,881)	73 ⁽³⁾
Shareholders' Funds / NA	40,192	4,081	44,273	-	44,073

Notes:

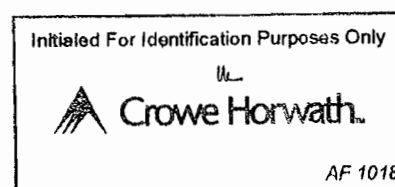
1. Adjustment for the gain of RM1,487,000 arising from the resale of 950,000 treasury shares on the market between 29 November 2013 to 2 December 2013.
2. Adjustment for the dividend received from its subsidiary, Prestariang Systems Sdn. Bhd on 7 March 2014 of RM4,081,000 ("**Receipt of Dividend**").
3. After deducting the estimated expenses relating to the Proposed Bonus Issue of approximately RM200,000.

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)



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ATTACHMENT A

**PRESTARIANG BERHAD (“Prestariang” or “The Company”)
NOTES TO THE PROFORMA STATEMENTS OF RESERVES AS AT 31 DECEMBER 2012
AND 31 DECEMBER 2013**

1. For illustrative purposes only, the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013 together with the notes thereon, for which the directors are solely responsible, have been prepared in connection with the Proposed Bonus Issue of 220,000,000 new ordinary shares of RM0.10 each in Prestariang on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held, to be credited as fully paid-up share capital by capitalising from the Company's share premium and retained profits accounts.
2. The proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013 have been prepared on the assumption that at the date of capitalisation of the share premium of Prestariang for the Proposed Bonus Issue, nothing has occurred or will occur which will cause the share premium of Prestariang, in total, to be lower than the amount to be capitalised pursuant to the Proposed Bonus Issue.
3. The proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013 together with the notes thereon incorporate the following transactions as though they were effected on 31 December 2013:-

3.1 Proforma I

Proforma I has been prepared based on the audited financial statements of Prestariang as at 31 December 2012 and unaudited financial statements of Prestariang as at 31 December 2013 and incorporates the effects of:-

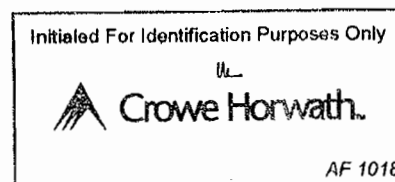
- a) gain from the disposal of 950,000 treasury shares between 29 November 2013 to 2 December 2013 amounting to RM1,487,000; and
- b) receipt of dividend from its subsidiary, Prestariang Systems Sdn. Bhd. (“Receipt of Dividend”) on 7 March 2014 amounting to RM4,081,000.

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (*cont'd*)



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**PRESTARIANG BERHAD (“Prestariang” or “The Company”)
NOTES TO THE PROFORMA STATEMENTS OF RESERVES AS AT 31 DECEMBER 2012
AND 31 DECEMBER 2013**

3.2 Proforma II

Proforma II incorporates Proforma I and the effects of the Proposed Bonus Issue as follows:-

The Proposed Bonus Issue involves the issuance of 220,000,000 Bonus Shares to be credited as fully paid-up on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held on an entitlement date to be determined later. The estimated expenses of RM200,000 will be written off to the profit or loss.

The Proposed Bonus Issue will be implemented by capitalising approximately RM18,119,000 from the share premium account and approximately RM3,881,000 from the retained profits of the Company in the manner set out in the proforma statements of reserves of Prestariang as at 31 December 2012 and 31 December 2013.

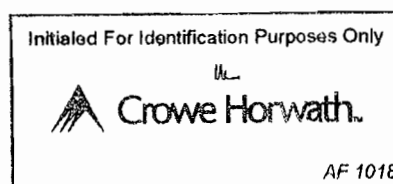
4. The share premium account and retained profits account of the Group, based on its audited consolidated financial statements for the FYE 31 December 2012 is approximately RM20,044,000 and RM51,885,000 respectively. The share premium account and retained profits account of the Group based on the unaudited consolidated financial statements for the FYE 31 December 2013 is approximately RM21,530,000 and RM67,658,000 respectively.
5. Accordingly, after the gain received from the resale of 950,000 treasury shares and the completion of the Receipt of Dividend, the share premium account and retained profits account of Prestariang Berhad will be sufficient for the capitalisation of reserves.
6. The Board confirms that based on the audited financial statements for the FYE 31 December 2012 and the latest unaudited financial statements for the FYE 31 December 2013, Prestariang Berhad will have adequate share premium and retained profits to cover the capitalisation required for the Proposed Bonus Issue after the gain received from the resale of 950,000 treasury shares and the completion of the Receipt of Dividend, and that Prestariang Berhad's reserves are unimpaired by losses on a consolidated basis in accordance with paragraph 6.30(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

INDEPENDENT AUDITORS' LETTER ON PROFORMA STATEMENTS OF RESERVES IN CONNECTION WITH THE PROPOSED BONUS ISSUE (cont'd)



Prestariang Berhad (CO: 922260-K)
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ATTACHMENT A

PRESTARIANG BERHAD ("Prestariang" or "The Company")
NOTES TO THE PROFORMA STATEMENTS OF RESERVES AS AT 31 DECEMBER 2012
AND 31 DECEMBER 2013

APPROVAL BY THE BOARD OF DIRECTORS

Approved by the Board of Directors in accordance with a resolution dated 11 MAR 2014

A handwritten signature in black ink, appearing to be "Chan Wan Siew".

.....
CHAN WAN SIEW
DIRECTOR
PRESTARIANG BERHAD

A handwritten signature in black ink, appearing to be "Dato' Maznah Binti Abdul Jalil".

.....
DATO' MAZNAH BINTI ABDUL JALIL
DIRECTOR
PRESTARIANG BERHAD

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board who, collectively and individually, accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable enquiries and to the best of its knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in this Circular false or misleading.

2. CONSENT AND DECLARATION OF CONFLICT OF INTEREST

2.1 CIMB

CIMB, being the Adviser for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto, as the case may be, in the form and manner in which they so appear in this Circular.

CIMB is not aware of any possible conflict of interest which exists or is likely to exist in its capacity as the Adviser in relation to the Proposed Bonus Issue.

CIMB, its related and associated companies ("**CIMB Group**") form a diversified financial group and are engaged in a wide range of commercial and investment banking and other activities (including investment management, sales and trading and securities related activities). The CIMB Group has engaged and may in the future, engage in transactions with and perform services for our Group. In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with any member of our Company, our affiliates and/or any other person(s), hold long or short positions, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of our Company and/or our affiliates. This is a result of the businesses of CIMB Group generally acting independently of each other and accordingly, there may be situations where parts of the CIMB Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interests of our Company. CIMB Group has put in place and maintain organisational and administrative arrangements (including those known as Chinese Walls) to restrict the flow of information and to assist with the identification, monitoring and management of such conflicts.

As at the LPD, CIMB Group has in the ordinary course of its banking business, extended credit facilities to our Group.

CIMB is of the view that the abovementioned extension of credit facilities does not result in conflict of interest situation in respect of its capacities as set out in this Circular as:

- (i) the total credit facilities are not material when compared to the audited total assets of the CIMB Group as at 31 December 2013;
- (ii) the extension of credit facilities arose in the ordinary course of business of the CIMB Group in view of the CIMB Group's extensive participation in the Malaysian capital market and banking industry; and
- (iii) the conduct of CIMB Group in its banking business is regulated by the Financial Services Act, 2013 and CIMB Group's own internal controls and checks.

ADDITIONAL INFORMATION (cont'd)**2.2 Crowe Horwath**

Crowe Horwath, being the Reporting Accountants for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name, letter on proforma statements of reserves in connection with the Proposed Bonus Issue as appended under Appendix I and all references thereto, as the case may be, in the form and manner in which they so appear in this Circular.

Crowe Horwath is not aware of any possible conflict of interest which exists or is likely to exist in its capacity as the Reporting Accountants to our Company in relation to the Proposed Bonus Issue.

3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**3.1 Material commitments**

As at LPD, our Board is not aware of any other material commitments incurred or known to be incurred by our Group which may have a material impact on the financial position of our Group.

3.2 Contingent liabilities

As at LPD, our Board is not aware of any other contingent liabilities which upon being enforceable, may have a material impact on the financial position of our Group.

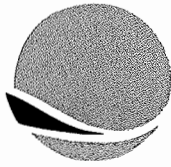
4. MATERIAL LITIGATION

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration including those pending or threatened against our Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection following from the date of this Circular up to and including the date of the EGM at our registered office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia during normal business hours (from 8:30 a.m. to 5:30 p.m.) from Mondays to Fridays (except public holidays):

- (i) our Memorandum and Articles of Association;
- (ii) our audited consolidated financial statements for the past two (2) financial years ended 31 December 2012 and 31 December 2011 and our unaudited consolidated financial results for the FYE 31 December 2013;
- (iii) the letter from Crowe Horwath on the adequacy of our Company's reserves for the Proposed Bonus Issue; and
- (iv) the letters of consent referred to in Section 2 of this Appendix.



PRESTARIANG™

PRESTARIANG BERHAD

(Company No.: 922260-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Prestariang Berhad ("**Prestariang**" or the "**Company**") will be held at Sutera Room, Cyberview Resort & Spa, Persiaran Multimedia, 63000 Cyberjaya, Selangor, Malaysia, on Wednesday, 16 April 2014 at 10:30 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following ordinary resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 220,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN PRESTARIANG BERHAD ("PRESTARIANG SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING PRESTARIANG SHARE HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")

"**THAT**, subject to approval being obtained from all relevant authorities, approval be and is hereby given for our Company to increase the issued and paid-up share capital of our Company by way of a bonus issue of 220,000,000 new Prestariang Shares by capitalising the sum of RM22,000,000 from the share premium account and/or retained profits of our Company and that the same be applied in making payment in full at par for 220,000,000 Bonus Shares in the share capital of our Company;

THAT such Bonus Shares be allotted, distributed and credited as fully paid-up to the registered shareholders of Prestariang whose names appear in the Record of Depositors ("**Entitled Shareholders**") at the close of the business on an entitlement date to be determined and announced later by the Directors of our Company ("**Entitlement Date**"), on the basis of one (1) Bonus Share for every one (1) existing Prestariang Share held by the Entitled Shareholders on the Entitlement Date;

THAT such Bonus Shares to be issued pursuant to the Proposed Bonus Issue shall, upon allotment and issuance, rank pari passu in all respects with the then existing Prestariang Shares, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared by our Company prior to the date of allotment of such number of Bonus Shares pursuant to the Proposed Bonus Issue, as the case may be;

AND THAT the Directors of our Company be and are hereby authorised:

- (i) to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of our Company, all such documents and/or agreements as may be necessary to give effect to and complete the Proposed Bonus Issue; and
- (ii) to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary and in the interest of our Company and to take steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board
PRESTARIANG BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)
PAN SENG WEE (MAICSA 7034299)
Company Secretaries

Kuala Lumpur
1 April 2014

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 April 2014 ("General Meeting Record of Depositories") shall be eligible to attend the Meeting.*
2. *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
3. *A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.*
5. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
6. *The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.*

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PRESTARIANG™

PRESTARIANG BERHAD

(Company No.: 922260-K)

(Incorporated in Malaysia under the Companies Act, 1965)

FORM OF PROXY

I/We,

*NRIC No./Company No./Passport No. of.....

being a member(s) of **PRESTARIANG BERHAD**, hereby appoint

*NRIC No./Company No./Passport No. of.....

*and/or failing him/her

*NRIC No./Company No./Passport No. of.....

or *the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf, at the Extraordinary General Meeting of our Company to be held at Sutera Room, Cyberview Resort & Spa, Persiaran Multimedia, 63000 Cyberjaya, Selangor, Malaysia on Wednesday, 16 April 2014 at 10:30 a.m. or any adjournment thereof.

*My/Our proxy is to vote as indicated below:

ORDINARY RESOLUTION	FOR	AGAINST
PROPOSED BONUS ISSUE		

(Please indicate with an "x" or "√" in the appropriate space above how you wish your votes to be cast. If you do not do so, the Proxy will vote or abstain from voting at his discretion.)

* strike out whichever not applicable

Number of shares held	
CDS Account No.	

Date: _____ 2014

.....
Signature of Member

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 April 2014 ("General Meeting Record of Depositories") shall be eligible to attend the Meeting.*
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
- A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.*
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.*



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Then fold here

AFFIX
STAMP

PRESTARIANG BERHAD (922260-K)
c/o Symphony Share Registrars Sdn Bhd
Level 6, Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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