

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, solicitor, accountant, bank manager or other professional adviser immediately.

In line with Practice Note 18 of Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements on Perusal of Draft Circulars and Other Documents, Bursa Securities did not peruse the contents of this Circular as this Circular do not require the perusal of Bursa Securities prior to its issuance.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Shareholders should rely on their own evaluation to assess the merits and risks of the Proposed Share Buy-Back as set out herein.



PRESTARIANG®

PRESTARIANG BERHAD

(Company No. 922260-K)
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED AUTHORITY
FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO
10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY
 (“PROPOSED SHARE BUY-BACK”)**

The above Proposed Share Buy-Back will be tabled as at Prestariang Berhad’s Extraordinary General Meeting (“EGM”) to be held at Alan Turing Lecture Hall, University Malaysia of Computer Science & Engineering, Menara Z10, Jalan Alamanda 2, Precinct 1, 62000 Putrajaya, Wilayah Persekutuan on Monday, 3 November 2014 at 10:00 a.m. The Notice of the EGM together with the Form of Proxy are set out in this Circular.

If you are unable to attend and vote at the EGM, you may complete the Form of Proxy and deposit it 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 later than forty-eight (48) hours before the time set for holding the EGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently decide to do so.

Last date and time for lodging the Form of Proxy..... : Saturday, 1 November 2014 at 10:00 a.m.
Date and time of the EGM : Monday, 3 November 2014 at 10:00 a.m

This Circular is dated 17 October 2014

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DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	Companies Act, 1965
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of PRESBHD
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Code”	:	Malaysian Code on Take-Overs and Mergers, 2010
“EGM”	:	Extraordinary General Meeting
“EPS”	:	Earnings per share
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities including any amendment that may be made from time to time
“LPD”	:	30 September 2014, being the Latest Practicable Date prior to the printing of this Circular.
“Market Day(s)”	:	Any day on which Bursa Securities is open for trading of securities
“NA”	:	Net assets
“PRESBHD” or “Company”	:	Prestariang Berhad
“PRESBHD Group” or “Group”	:	PRESBHD and its subsidiary companies as defined in Section 5 of the Act
“PRESBHD Share(s)” or “Share(s)”	:	Ordinary share(s) of RM0.10 each in PRESBHD
“Proposed Share Buy-Back”	:	Proposed authority for PRESBHD to purchase its own shares of up to ten percent (10%) of its issued and paid-up share capital at any point in time.
“Purchased Shares”	:	PRESBHD shares that have been purchased pursuant to the Proposed Share Buy-Back
“RM” and “sen”	:	Ringgit Malaysia and sen respectively

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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PRESTARIANG BERHAD

(Company No. 922260-K)

(Incorporated in Malaysia)

Registered Office:

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

17 October 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' Maznah Binti Abdul Jalil (*Senior Independent Non-Executive Director*)

Mr Paul Chan Wan Siew (*Independent Non-Executive Director*)

Mr. Ramanathan A/L Sathiamutty (*Independent Non-Executive Director*)

To: The Shareholders of PRESBHD

Dear Sir/Madam,

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

1. INTRODUCTION

The Board had on 14 October 2014, announced that the Company is proposing to seek approval from its shareholders on the Proposed Share Buy-Back at an EGM.

The purpose of this Circular is to provide you with details of the Proposed Share Buy-Back and to seek your approval for the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming EGM. The Notice of the EGM together with the Form of Proxy are enclosed herewith.

SHAREHOLDERS OF PRESBHD ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHARE BUY-BACK AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

The Board proposes to seek approval from shareholders of the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company at any point of time, within the time period stated in Section 2.2 below subject to compliance with Section 67A of the Act, the Listing Requirements and any prevailing laws, rules and regulations, orders, guidelines and other requirements issued by the relevant authorities ("**Prevailing Laws**").

2.1 Maximum Limit

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any point in time. As at the LPD, the issued and paid-up ordinary share capital of the Company is RM48,400,000 comprising 484,000,000 PRESBHD Shares. The Proposed Share Buy-Back will enable the Company to purchase up to 48,400,000 PRESBHD Shares.

The actual number of PRESBHD Shares to be purchased and the timing of such purchase will depend on (among others) the prevailing equity market conditions and sentiments of the stock market as well as the retained profits, share premium and financial resources available to the Company at the time of the purchase(s). The Proposed Share Buy-Back shall only be effected on the open market of Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined in accordance with the rules of Bursa Securities. The Proposed Share Buy-Back shall be transacted through the Company's appointed stockbroker(s) as approved by Bursa Securities and appointed at a later date.

2.2 Time Period

The Proposed Share Buy-Back, if approved, shall be effective upon the passing of the resolution at the forthcoming EGM of PRESBHD until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

The approval of the shareholders on the Proposed Share Buy-Back does not impose an obligation on the Company to purchase its own Shares. However, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

2.3 Funding

The Proposed Share Buy-Back may be funded through internally-generated funds and/or bank borrowings as long as the purchase is backed by an equivalent amount of retained profits and/or share premium of the Company, subject to compliance with the Prevailing Laws.

As at the LPD, the Company has not determined the source of funding for the Proposed Share Buy-Back. The actual amount of funds to be utilised for the Proposed Share Buy-Back will only be determined later depending on the actual number of PRESBHD Shares to be purchased, availability of funds at the time of purchase(s) and other relevant cost factors.

The Proposed Share Buy-Back, if funded through internally-generated funds, is not expected to have a material impact on the cash flow position of the Company. In the event the Proposed Share Buy-Back is to be financed by bank borrowings, the Board will ensure that the Company has the capability to repay such borrowings and that such repayment will not have a material effect on the cash flow of the Company.

The maximum amount of funds to be allocated for the Proposed 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 of the Company for the financial year ended 31 December 2013 and the latest unaudited financial statements of the Company for the nine (9) months period ended 30 September 2014, the retained profits and share premium of the Company are as follows :-

	As at 31 December 2013 (RM'000)	As at 30 September 2014 (RM'000)
Retained Profits	62	90
Share Premium	18,119	71,300

2.4 Treatment of Purchased Shares

Pursuant to Section 67A of the Act, the Board may deal with the Purchased Shares in either of the following manner :-

- (a) to cancel all or part of the Purchased Shares; and/or
- (b) to retain all or part of the Purchased Shares as treasury shares; and/or
- (c) to distribute all or part of the treasury shares as share dividends to the shareholders of the Company; and/or
- (d) to resell all or part of the treasury shares on Bursa Securities.

While the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in rights, allotments and/or other distributions are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at meetings of shareholders.

As at the date of this Circular, the Board has yet to make a decision with regard to the treatment of the Purchased Shares and will take into consideration the effect of such treatment to the Group in arriving at its decision. In addition, an immediate announcement will be made to Bursa Securities upon each purchase, cancellation and/or resale of Shares purchased pursuant to the Proposed Share Buy-Back.

2.5 Purchase Price

Pursuant to the provisions of Paragraph 12.17 of the Listing Requirements, the Company may only purchase its own Shares on Bursa Securities at a price which is not more than fifteen per centum (15%) above the weighted average market price of PRESBHD Shares for the five (5) Market Days immediately before the date of the purchase(s).

Pursuant to the provisions of Paragraph 12.18 of the Listing Requirements, the Company may only resell the Purchased Shares held as treasury shares on Bursa Securities at:-

- (a) a price which is not less than the weighted average market price of PRESBHD Shares for the five (5) Market Days immediately before the date of resale(s); or
- (b) a discounted price of not more than five per centum (5%) to the weighted average market price of PRESBHD Shares for the five (5) Market Days immediately before the resale provided that :-
 - (i) the resale takes place not earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale price is not less than the cost of purchase of PRESBHD Shares being resold.

2.6 Public Shareholding Spread

The Proposed Share Buy-Back will be undertaken in accordance with the Prevailing Laws at the time of the purchase including compliance with the public shareholding spread as required by the Listing Requirements.

The public shareholding spread of the Company as at the LPD is approximately 68.61% held by public shareholders. The Company will not make any purchase of PRESBHD shares if that will result in breach of Paragraph 8.02(1) of the Listing Requirements, which requires the Company to maintain a shareholding spread of at least 25% of its total listed shares (excluding treasury shares) or such lower percentage of shareholding spread as may be allowed by Bursa Securities in the hands of public shareholders. The Board is mindful of the shareholding spread requirement and will continue to be mindful of the requirement when making any purchase of PRESBHD Shares by the Company.

3 RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The implementation of the Proposed Share Buy-Back is envisaged to benefit the Company and its shareholders as follows:

- (a) The Company is able to utilise its surplus financial resources more efficiently. If implemented, this may help to stabilise the supply and demand of the PRESBHD Shares traded on Bursa Securities and thereby support its fundamental value.
- (b) The EPS and the return on equity of the Company is expected to improve as a result of a reduced share capital base.
- (c) The Purchased Shares retained as treasury shares provide the Board with an option to resell the treasury shares at a higher price and generate capital gains for the Company.
- (d) The Purchased Shares retained as treasury shares can be distributed as share dividends to shareholders as a reward.

The financial resources of the Company will increase if the Purchased Shares held as treasury shares are resold at prices higher than the purchase price.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

4.1 Potential Advantages

The potential advantages of the Proposed Share Buy-Back are as follows:

- (a) The Proposed Share Buy-Back would enable the Company to utilize its financial resources more efficiently especially where there is no immediate use and it may strengthen the consolidated EPS of the Group.
- (b) The Proposed Share Buy-Back will also provide the Company with opportunities for potential gains if the Purchased Shares which are retained as treasury shares are resold at prices higher than their cost of purchase.
- (c) In any event, the treasury shares may also be distributed as share dividends to the shareholders as a reward.
- (d) The Proposed Share Buy-Back may also stabilise the supply and demand of PRESBHD Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of PRESBHD Shares price is important to maintain investors' confidence and may also assist in facilitating future fund raising via the equity market.

4.2 Potential Disadvantages

The potential disadvantages of the Proposed Share Buy-Back are as follows :

- (a) The Proposed Share Buy-Back if implemented is expected to temporarily reduce the immediate financial resources of PRESBHD Group.
- (b) The Proposed Share Buy-Back may also result in the Group foregoing better investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds, such as deposit in interest bearing instruments.
- (c) The Proposed Share Buy-Back may also reduce the amount of resources available for distribution to the shareholders of the Company in the form of dividends as funds are utilised to purchase its own Shares.

Nevertheless, the Proposed Share Buy-Back is not expected to have any potential material disadvantages to the Company and the shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact. The Board is mindful of the interest of the Company and the shareholders and will be prudent with respect to the Proposed Share Buy-Back.

5. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

5.1 Issued and Paid-up Share Capital

The effect of the Proposed Share Buy-Back on the issued and paid-up share capital of the Company will depend on whether the PRESBHD Shares purchased are cancelled or retained as treasury shares.

In the event that all the PRESBHD Shares purchased are cancelled and on the assumption that the Proposed Share Buy-Back is exercised in full, the proforma effects of the Proposed Share Buy-Back on the issued and paid-up share capital of the Company as at the LPD are as follows:

	No. of PRESBHD Shares	RM
Issued and paid-up capital as at the LPD	484,000,000	48,400,000
Cancellation of PRESBHD Shares purchased pursuant to the Proposed Share Buy-Back	(48,400,000)	4,840,000
After the Proposed Share Buy-Back	435,600,000	43,560,000

However, the Proposed Share Buy-Back will have no effect on the issued and paid-up share capital of the Company if all the PRESBHD Shares are retained as treasury shares, resold or distributed to the shareholders of the Company.

5.2 NA

When the Company purchases its own shares, regardless of whether they are retained as treasury shares or subsequently cancelled, the NA per Share of PRESBHD Group will decrease if the cost per Share purchased exceeds the NA per Share of PRESBHD Group at the relevant point in time. However, if the cost per Share purchased is below the NA per Share of PRESBHD Group at the relevant point in time, the NA per Share of PRESBHD Group will increase.

In the case where the Purchased Shares are treated as treasury shares and subsequently resold on Bursa Securities, the NA per Share of PRESBHD Group upon the resale will increase if the Company realises a gain from the resale and vice-versa. If the treasury shares are distributed as share dividends, the NA of PRESBHD Group will decrease by the cost of the treasury shares at the point of purchase.

5.3 Working Capital

The Proposed Share Buy-Back, as and when implemented, will reduce the working capital and cash flow of PRESBHD Group, the quantum of which depends on, amongst others, the purchase price of the PRESBHD Shares and the number of PRESBHD Shares that would be purchased.

For Purchased Shares which are kept as treasury shares, upon resale, the working capital and the cash flow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

5.4 Earnings

The effects of the Proposed Share Buy-Back on the earnings of PRESBHD Group are dependent on the number of PRESBHD Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income to PRESBHD Group if internally generated funds are utilised. Further, the purchase of the PRESBHD Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

5.5 Dividends

Barring any unforeseen circumstances, the Proposed Share Buy-Back is not expected to have any impact on the policy of the Board in recommending dividends to the shareholders of PRESBHD. As stated in Sections 3 and 4.1 above, the Board may have the option to distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Share Buy-Back.

5.6 Gearing

The effect of the Proposed Share Buy-Back on the gearing of the Group will depend on the proportion of borrowings utilized to fund any purchase of PRESBHD Shares. At this juncture, the Company has not determined whether to use any form of borrowings for purposes of the Proposed Share Buy-Back.

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5.7 Shareholdings of Directors and Substantial Shareholders

Based on the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders' Shareholdings as at the LPD and assuming that the Proposed Share Buy-Back is implemented in full (up to 10% of the issued and paid-up share capital) and that the Purchased Shares are from shareholders other than the existing Directors and substantial shareholders of PRESBHD, the effect of the Proposed Share Buy-Back on the shareholdings of the existing Directors and substantial shareholders of PRESBHD by virtue of Section 67A(3C) of the Act are as follows :-

	Shareholdings as at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors								
Dato' Mohamed Yunus Ramli Bin Abbas	880,000	0.18	-	-	880,000	0.20	-	-
Dr Abu Hasan Bin Ismail	-	-	132,301,400 ^(a)	27.34	-	-	132,301,400 ^(a)	30.37
Chan Wan Siew	420,000	0.09	118,000 ^(b)	0.024	420,000	0.10	118,000 ^(b)	0.027
Dato' Maznah Binti Abdul Jalil	2,262,000	0.47	120,000 ^(c)	0.025	2,262,000	0.52	120,000 ^(c)	0.027
Ramanathan A/L Sathiamutty	-	-	-	-	-	-	-	-
Substantial Shareholders								
Dr Abu Hasan Ismail	-	-	132,301,400 ^(a)	27.34	-	-	132,301,400 ^(a)	30.37
EkoHati Sdn Bhd	100,001,800	20.66	32,299,600 ^(d)	6.67	100,001,800	22.96	32,299,600 ^(d)	7.41
Anjakan Evolusi Sdn Bhd	18,480,000	3.82	113,821,400 ^(e)	23.52	18,480,000	4.24	113,821,400 ^(e)	26.13
Shahirul Azian Binti Abu Bakar	-	-	132,301,400 ^(f)	27.34	-	-	132,301,400 ^(f)	30.37
Zubaidah Binti Ismail	-	-	132,301,400 ^(g)	27.34	-	-	132,301,400 ^(g)	30.37
Kumpulan Wang Persaraan (Diperbadankan)	35,239,700	7.28	8,067,500 ^(h)	1.67	35,239,700	8.09	8,197,500 ^(h)	1.88
Employees Provident Fund Board	34,219,600	7.07	-	-	34,219,600	7.86	-	-
AIA Bhd.	28,896,900	5.97	728,800 ⁽ⁱ⁾	0.15	28,896,900	6.63	728,800 ⁽ⁱ⁾	0.17
AIA Group Limited	-	-	29,625,700 ^(j)	6.12	-	-	29,625,700 ^(j)	6.80
AIA Company Limited	-	-	29,625,700 ^(j)	6.12	-	-	29,625,700 ^(j)	6.80
Orange Policy Sdn. Bhd.	-	-	29,625,700 ^(k)	6.12	-	-	29,625,700 ^(k)	6.80
Premium Policy Berhad	-	-	29,625,700 ^(l)	6.12	-	-	29,625,700 ^(l)	6.80

Notes:-

- (a) Deemed interested by virtue of his interest in EkoHati Sdn Bhd, Sigma Dedikasi Sdn Bhd and Anjakan Evolusi Sdn Bhd pursuant to Section 6A of the Act.
- (b) Deemed interested by virtue of his spouse, Lee Oi Lin's shareholdings.
- (c) Deemed interested by virtue of her spouse, Sheikh Abd. Aziz Bin S Abod's shareholdings.
- (d) Deemed interested by virtue of Dr Abu Hasan Bin Ismail ("Dr Abu") interest in Sigma Dedikasi Sdn Bhd and Anjakan Evolusi Sdn Bhd pursuant to Section 6A of the Act.
- (e) Deemed interested by virtue of Dr Abu's interest in EkoHati Sdn Bhd and Sigma Dedikasi Sdn Bhd pursuant to Section 6A of the Act.
- (f) Deemed interested by virtue of the interest of her spouse, Dr Abu in EkoHati Sdn Bhd, Sigma Dedikasi Sdn Bhd and Anjakan Evolusi Sdn Bhd pursuant to Section 6A of the Act.
- (g) Deemed interested by virtue of the interest of her sibling, Dr Abu in EkoHati Sdn Bhd, Sigma Dedikasi Sdn Bhd and Anjakan Evolusi Sdn Bhd pursuant to Section 6A of the Act.
- (h) Deemed interested by virtue of Fund Manager's shareholdings.
- (i) Deemed interested by virtue of Section 6A of the Companies Act, 1965. AIA Bhd. is deemed interested in shares held by AIA Pension and Asset Management Sdn. Bhd. and AIA PUBLIC Takaful Bhd.
- (j) Deemed interested by virtue of Section 6A of the Companies Act, 1965 via AIA Bhd, the substantial shareholder of Prestariang Berhad.
- (k) Orange Policy Sdn. Bhd. is deemed interested in the shares held by AIA Bhd., AIA PUBLIC Takaful Bhd., and AIA Pension and Asset Management Sdn. Bhd., pursuant to Section 6A of the Companies Act, 1965.
- (l) Premium Policy Berhad is deemed interested in the shares held by AIA Bhd., AIA PUBLIC Takaful Bhd., and AIA Pension and Asset Management Sdn. Bhd., pursuant to Section 6A of the Companies Act, 1965.
Save for the resulting increase in percentage shareholdings as a consequence of the Proposed Renewal of Share Buy-Back, none of the Directors or persons connected to them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back or the resale of treasury shares, if any.

6. IMPLICATIONS OF THE PROPOSED SHARE BUY-BACK IN RELATION TO THE CODE

If as a result of the Proposed Share Buy-Back, (i) a shareholder who holds less than 33% of the voting shares of PRESBHD has inadvertently increased his shareholding to more than 33%; or (ii) a shareholder who holds more than 33% but less than 50% of the voting shares of PRESBHD has inadvertently increased his shareholdings by 2% within a six-months period, the said shareholder will be obliged under Part II of the Code to make a Mandatory General Offer (“MGO”) for the remaining PRESBHD Shares not held by him. Notwithstanding the above, the said shareholder is allowed to make an application to the Securities Commission for a waiver from implementing an MGO under Practice Note 9.24.1 of the Code.

It is not the intention of the Company to cause any shareholder to trigger an obligation to undertake an MGO under the Code and the Company will be mindful of the above implications of the Code in making any purchase of its own shares under the Proposed Share Buy-Back.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest closing prices of PRESBHD Shares as traded on Bursa Securities for the past twelve (12) months are as follows :-

	HIGH (RM)	LOW (RM)
2013		
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
March	4.00	3.30
April	4.12	1.98
May	2.04	1.71
June	1.96	1.76
July	2.41	1.87
August	2.35	1.88
September	2.09	1.84

The last transacted market price of PRESBHD Shares on the LPD was RM1.86 per Share.

The last transacted market price of PRESBHD Shares on 13 October 2014 (being the date prior to the announcement of the Proposed Share Buy-Back and printing of this Circular) was RM1.53 per Share.

(Source : KLSE Info)

8. PREVIOUS PURCHASES, RESALE AND CANCELLATION OF TREASURY SHARES

PRESBHD had on 29 November 2013 and 2 December 2013 resold the treasury shares amounting to 950,000 Shares, details of which are set out below:-

Date of Resale	No. of Shares Resold	Lowest Purchase Price (RM)	Highest Purchase Price (RM)	Average Purchase Price (RM)	Total amount received (RM)
29 November 2013	475,000	2.550	2.600	2.575	1,230,950.00
2 December 2013	475,000	2.600	2.650	2.625	1,239,227.50

9. APPROVAL REQUIRED

The Proposed Share Buy-Back is conditional upon the shareholders' approval at the forthcoming EGM.

10. DIRECTORS' AND/OR SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Share Buy-Back, none of the Directors and Substantial Shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of Shares or resale of treasury shares, if any, in the future.

11. DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Share Buy-Back is of the opinion that the Proposed Share Buy-Back is fair, reasonable and in the best interests of the Company and accordingly recommend that you vote in favour of the ordinary resolution for the Proposed Share Buy-Back to be tabled at the EGM.

12. EGM

The EGM will be held at Alan Turing Lecture Hall, University Malaysia of Computer Science & Engineering, Menara Z10, Jalan Alamanda 2, Precinct 1, 62000 Putrajaya, Wilayah Persekutuan on Monday, 3 November 2014 at 10.00 a.m. for the purpose of considering and if thought fit, passing the Ordinary Resolution on the Proposed Share Buy-Back under the Notice of EGM which is enclosed in this Circular.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the enclosed Form of Proxy attached to this Circular of the Company in accordance with the instructions printed thereon as soon as possible, so as to arrive 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 EGM. The lodging of the Form of Proxy will not, however, preclude you from attending and voting in person at the forthcoming EGM should you subsequently wish to do so.

13. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I of this Circular for further information.

Yours faithfully,

For and on behalf of the Board of Directors of
PRESTARIANG BERHAD

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

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board, and the Directors, individually and collectively, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

There were no material contracts entered by PRESBHD nor any of its subsidiaries within the two (2) years preceding the LPD, other than contracts entered into in the ordinary course of business.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither PRESBHD nor any of its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of PRESBHD and/or its subsidiaries and the Directors are not aware of any proceedings, pending or threatened against PRESBHD and/or its subsidiaries, or of any facts likely to give rise to any proceedings which may materially affect the financial position of PRESBHD and/or its subsidiaries.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights 50490 Kuala Lumpur during normal business hours (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (a) Memorandum and Articles of Association of PRESBHD;
- (b) The audited consolidated financial statements of PRESBHD for the past two (2) financial years ended 31 December 2012 and 31 December 2013; and
- (c) The latest unaudited consolidated results of PRESBHD for the six (6) months period ended 30 June 2014.

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PRESTARIANG®

PRESTARIANG BERHAD

(Company No. 922260-K)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of the Company will be held at Alan Turing Lecture Hall, University Malaysia of Computer Science & Engineering, Menara Z10, Jalan Alamanda 2, Precinct 1, 62000 Putrajaya, Wilayah Persekutuan on Monday, 3 November 2014 at 10:00 a.m. for the following purpose:-

AGENDA

ORDINARY RESOLUTION

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

“**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) an amount not exceeding the Company’s audited retained profit of RM62,000/- and/or the share premium account of RM18,119,000/- for the financial year ended 31 December 2013 as well as the Company’s unaudited retained profit of RM90,000/- and/or the share premium account of RM71,300,000/- for the financial quarter ended 30 September 2014 at the time of the purchase(s) will be allocated by the Company for the purchase of own shares; 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.”

By Order of the Board

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

Company Secretaries

Kuala Lumpur
Dated: 17 October 2014

NOTES:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 October 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.*

PRESTARIANG BERHAD

(Company No. 922260-K)

(Incorporated in Malaysia)

CDS Account No.	
Number of ordinary shares	

FORM OF PROXY

*I/We (full name), _____

bearing *NRIC No./Passport No./Company No. _____

of (full address) _____

being a *member/members of Prestariang Berhad ("the Company") hereby appoint:-

First Proxy "A"

Full Name	NRIC/Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

and/or failing *him/her,

Second Proxy "B"

Full Name	NRIC/Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

100%

or failing *him/her, the *Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Extraordinary General Meeting of the Company to be held at Alan Turing Lecture Hall, University Malaysia of Computer Science & Engineering, Menara Z10, Jalan Alamanda 2, Precinct 1, 62000 Putrajaya, Wilayah Persekutuan on Monday, 3 November 2014 at 10:00 a.m. and at any adjournment thereof.

In the case of a vote by a show of hands, my proxy _____ (one only) shall vote on my/our behalf

My/our proxy/proxies shall vote as follows :-

*(Please indicate with an "X" in the spaces provided below as to how you wish your votes to be casted. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at *his/her discretion.)*

Item	Agenda	Resolution	For	Against
1.	Proposed Share Buy-Back	1		

As witness my/our hand(s) this day _____ of _____, 2014.

*Signature of Member/Common Seal

* Strike out whichever not applicable



NOTES:

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**AFFIX
STAMP**

To:

SYMPHONY SHARE REGISTRARS SDN. BHD.

Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

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