

PRESTARIANG BERHAD

(Company No. 922260-K)

(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT ALAN TURING LECTURE HALL, UNIVERSITY MALAYSIA OF COMPUTER SCIENCE & ENGINEERING, MENARA Z10, JALAN ALAMANDA 2, PRECINT 1, 62000 PUTRAJAYA, WILAYAH PERSEKUTUAN ON MONDAY, 3 NOVEMBER 2014 AT 10:00 A.M.

- DIRECTORS** : Dato' Mohamed Yunus Ramli Bin Abbas (*Chairman*)
Dr. Abu Hasan Bin Ismail (*Chief Executive Officer*)
Mr. Chan Wan Siew
Dato' Maznah Binti Abdul Jalil
Mr. Ramanathan A/L Sathiamutty
- MEMBERS** : As per Attendance List
- PROXY HOLDERS** : As per Attendance List
- INVITEES** : As per Attendance List
- IN ATTENDANCE** : Mr. Lim Lih Chau (*Representing the Company Secretaries*)

CHAIRMAN

Dato' Mohamed Yunus Ramli Bin Abbas ("**Dato' Chairman**") chaired the Meeting and welcomed all present to the Extraordinary General Meeting ("**EGM**") of the Company and 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

Dato' Chairman informed the Meeting that the Company was using 28 October 2014 as the determinant date of the General Meeting Record of Depositors.

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

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

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not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

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

1.0 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

Dato' Chairman informed that the only item on the Agenda was to seek Shareholders' approval on the 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 ("Proposed Share Buy-Back").

The Meeting noted that the details of the Proposed Share Buy-Back were set out in the Circular to Shareholders dated 17 October 2014 which has been forwarded to the shareholders earlier.

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

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;**

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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."

TERMINATION

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

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

SIGNED AS A CORRECT RECORD



DATO' MOHAMED YUNUS RAMLI BIN ABBAS
CHAIRMAN

Dated: 3 November 2014