



PRESTARIANG BERHAD

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

PRESTARIANG

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting ("4th AGM") of the Company will be held at Cindai 1, Cyberview Resort & Spa, Persiaran Multimedia 63000 Cyberjaya, Selangor Darul Ehsan, Malaysia on Wednesday, 25 June 2014 at 10:00 a.m. for the following purposes :-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note No. 7)**
- To approve the payment of Directors' fees for the financial year ended 31 December 2013. **(Resolution 1)**
- To re-elect Mr. Chan Wan Siew, who is retiring pursuant to Article 95 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 2)**
- To re-elect Dato' Mohamed Yunus Ramli bin Abbas, who is retiring pursuant to Article 95 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 3)**
- To re-elect Mr. Pang Yee Beng, who is retiring pursuant to Article 97 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 4)**
- To re-elect Mr. Ramanathan A/L Sathiamutty, who is retiring pursuant to Article 97 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 5)**
- To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:-

- ORDINARY RESOLUTION NO. 1** **(Resolution 7)**
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"**THAT** subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- ORDINARY RESOLUTION NO. 2** **(Resolution 8)**
- PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

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

- SPECIAL RESOLUTION** **(Resolution 9)**
- PROPOSED AMENDMENT OF MEMORANDUM OF THE ASSOCIATION OF THE COMPANY

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

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

AND THAT the Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments of the Company's Memorandum of Association."

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

PAN SENG WEE (MAICSA 7034299)

Company Secretaries

Kuala Lumpur

Dated: 3 June 2014

NOTES:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 June 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.
- This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Explanatory Note to Special Business :-

(i) Resolution 7 – Authority pursuant to Section 132D of the Companies Act, 1965

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the 4th AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Third Annual General Meeting ("3rd AGM") of the Company held on 12 June 2013. (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

(ii) Resolutions 8 and 9 – Proposed Increase in Authorised Share Capital and Proposed Amendment of Memorandum of Association of the Company (hereinafter referred to as "Proposed Increase and Proposed Amendment")

The Proposed Increase and Proposed Amendment are to provide greater flexibility and enable the Directors of the Company to issue and allot shares without breaching the authorised share capital of the Company. The Proposed Amendment is conditional upon the Proposed Increase.