

**PRESTARIANG BERHAD (922260-K)**  
**UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014**

**NOTES TO THE INTERIM FINANCIAL REPORT**

**PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARDS 134 (“MFRS 134”)**

**A1. BASIS OF PREPARATION**

The unaudited interim financial statements (Report) have been prepared in accordance with the requirements of MFRS 134: *Interim Financial Reporting* and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Main Board. This Report also complies with IAS 34: *Interim Financial Reporting* issued by the International Accounting Standards Board (IASB).

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial period ended 31 December 2013. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2013.

**A2. CHANGES IN ACCOUNTING POLICIES**

The accounting policies adopted in the preparation of the Condensed Report are consistent with those followed in the preparation of the Group’s audited financial statements for the financial year ended 31 December 2013, except for the adoption of Amendments to Standards and Issue Committee (IC) interpretations effective as of 1 January 2014.

**2.1 Adoption of Amendments to Standards and IC Interpretations**

The Group has adopted the following Amendments to Standards and IC Interpretations, with a date of initial application of 1 January 2014.

Amendments to MFRS 10	<i>Consolidated Financial Statements: Investment Entities</i>
Amendments to MFRS 12	<i>Disclosure of Interests in Other Entities: Investment Entities</i>
Amendments to MFRS 127	<i>Separate Financial Statements: Investment Entities</i>
Amendments to MFRS 132	<i>Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities</i>
Amendments to MFRS 136	<i>Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets</i>
Amendments to MFRS 139	<i>Novation of Derivatives and Continuation of Hedge Accounting</i>
IC Interpretation 21	<i>Levies</i>

The adoption of the above pronouncements did not have any impact on the financial statements of the Group.

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**A2. CHANGES IN ACCOUNTING POLICIES (CONT'D)**

**2.2 Standard issued but not yet effective**

At the date of authorisation of the Condensed Report, the following Standards were issued but not yet effective and have not been adopted by the Group:

<b>Description</b>	<b>Effective for financial periods beginning on or after</b>
MFRS 9 Financial Instruments (IFRS 9 issued by International Accounting Standards Board (IASB) in November 2009)	To be announce by Malaysian Accounting Standards Boards (MASB)
MFRS 9 Financial Instruments (IFRS 9 issued by IASB in October 2010)	To be announced by MASB
MFRS 9 Financial instruments: Mandatory Effective Date of MFRS 9 and Transition Disclosures (Amendments to MFRS 9 and MFRS 7)	To be announced by MASB
MFRS 9 Financial Instruments (Hedge Accounting and amendments to MFRS 9, MFRS 7 and MFRS 139)	To be announced by MASB
Amendments to MFRS 119 Defined Benefits Plans: Employee Contributions	1 July 2014
Annual Improvements to MFRSs 2010 - 2012 Cycle	1 July 2014
Annual Improvements to MFRSs 2011 - 2013 Cycle	1 July 2014

The Group will adopt the above pronouncements when they become effective in the respective financial periods. These pronouncements are not expected to have any effect to the financial statements of the Group upon their initial application, other than for MFRS 9 *Financial Instruments*. The Group will assess the financial implications of MFRS 9 *Financial Instruments* when full standard is issued.

**A3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS**

The auditors' report on the audited annual financial statements for the financial year ended 31 December 2013 was not qualified.

**A4. SEASONAL OR CYCLICAL FACTORS**

Academy segment under the *Program Pentauliahhan Profesional (3P)* and Roles Based Training Civil Servant on ICT (RBTCS) for participating Malaysia public higher institutions and civil servants respectively. The execution of the programmes depends on the pre agreed schedules of the participating institutions and may experience high in activities during the semester breaks.

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**A5. UNUSUAL NATURE**

There were no material unusual items or events that affecting the assets, liabilities, equity, net income or cash flow during the current financial quarter.

**A6. CHANGES IN ESTIMATES**

There were no material changes in estimates of amounts reported in prior financial years that have a material effect in the current financial quarter.

**A7. CHANGES IN DEBT AND EQUITY SECURITIES**

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current financial quarter.

**A8. VALUATION OF PROPERTY AND EQUIPMENT**

There was no valuation of the property and equipment in the current financial quarter.

**A9. CAPITAL COMMITMENTS**

The Group does not have any significant capital commitments as at the date of this announcement.

**A10. DIVIDEND PAID**

	<b>3 months ended</b>	
	<b>31/3/2014</b>	<b>31/3/2013</b>
	<b>RM'000</b>	<b>RM'000</b>
In respect of the financial year ended 31 December 2012:		
- declared as fourth interim tax-exempt dividend of 3 sen per ordinary share	-	6,572
In respect of the financial year ended 31 December 2013:		
- declared as fourth interim tax-exempt dividend of 3 sen per ordinary share	6,600	-
Total dividend paid	<u>6,600</u>	<u>6,572</u>

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**A11. SEGMENTAL INFORMATION**

The Group's business segments are reflecting the Group's internal reporting structure as follow:

- a) Software & Services and Academy - distribution and managing the software licensing and providing the ICT and O&G training and certification.
- b) Education – devoted to provide specialised computer science and engineering education. It offers computer studies ranges from foundation, degree and post graduate masters and PHD.
- c) Other - The holding company is involved in activity of investment holding.

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**A11. SEGMENTAL INFORMATION (CONT'D)**

	RESULTS FOR 3 MONTHS ENDED 31 MARCH 2014					RESULTS FOR 3 MONTHS ENDED 31 MARCH 2013				
	Software & Services and Academy	Education	Other	Inter- Segment Elimination	Consolidated	Software & Services and Academy	Education	Other	Inter- Segment Elimination	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>By operating segment</b>										
Operating revenue	20,209	384	6,600	(6,600)	20,593	26,197	-	6,600	(6,600)	26,197
Other Income	267	1	67	-	335	27	2	5	-	34
Direct costs	(7,772)	(825)	-	-	(8,597)	(11,265)	-	-	-	(11,265)
Segment profit	12,704	(440)	6,667	(6,600)	12,331	14,959	2	6,605	(6,600)	14,966
Overheads	(3,669)	(1,304)	(956)	-	(5,929)	(3,865)	(1,407)	(691)	-	(5,963)
Profit before taxation	9,035	(1,744)	5,711	(6,600)	6,402	11,094	(1,405)	5,914	(6,600)	9,003
Income tax expense	-	-	-	-	-	-	-	-	-	-
Profit for the period	9,035	(1,744)	5,711	(6,600)	6,402	11,094	(1,405)	5,914	(6,600)	9,003
Attributable to:										
- Owners of the company	9,035	(1,744)	5,711	(6,600)	6,402	11,094	(1,405)	5,914	(6,600)	9,003
- Non-controlling interest	-	-	-	-	-	-	-	-	-	-
Profit for the period	9,035	(1,744)	5,711	(6,600)	6,402	11,094	(1,405)	5,914	(6,600)	9,003

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**A12. MATERIAL EVENTS SUBSEQUENT TO THE END OF INTERIM PERIOD**

In the opinion of the Board of Directors, there were no items, transactions or events of a material and unusual nature that have arisen since 31 March 2014 to the date of this announcement which would substantially affect the financial results of the Group for the three months ended 31 March 2014 that have not been reflected in the condensed financial statements except as discussed below:-

- (i) On 20 February 2014, subject to shareholders and other relevant authorities' approval, the Board of Directors approved to undertake a bonus issue of 220,000,000 new ordinary shares of RM0.10 each in Prestariang Berhad ("Prestariang") on the basis of one (1) bonus share for every one (1) existing Prestariang share held.

Subsequently, the Company's shareholders have approved the said proposal in Extraordinary General Meeting held on 16 April 2014. The entitlement date for the bonus issue is was on 5 May 2014.

- (ii) On 16 April 2014, the Board of Directors approved the proposal for the Company to increase its authorised share capital. The shareholders' approval will be obtained at the forthcoming Annual General Meeting of the Company which will be determined and announced later.

**A13. CHANGES IN COMPOSITION OF THE GROUP**

There were no other changes in the composition of the Group during the current financial quarter except as discussed below:-

On 13 February 2014, the Company acquired 2 ordinary shares of RM1 each representing 100% of the issued and paid-up share capital of Prestariang Technology Sdn. Bhd. ("PTSB") for a total cash consideration of RM2. Consequently, PTSB became a wholly-owned subsidiary of the Company.

PTSB a wholly-owned subsidiary of Prestariang had on 27 March 2014 entered into a Memorandum of Understanding ("MOU") with YPJ Holdings Sdn. Bhd. ("YPJH"), an investment arm of the Johor Education Foundation, to set up Petroleum Academy Malaysia ("the Academy") in the state of Johor Darul Takzim.

**A14. CONTINGENT LIABILITIES OR CONTINGENT ASSETS**

There were no material contingent liabilities or contingent assets to be disclosed as at the date of this report.

**A15. SIGNIFICANT RELATED PARTY TRANSACTIONS**

The Group has no significant transactions with the related parties during the periods under review.

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**PART B - ADDITIONAL INFORMATION AS REQUIRED BY MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (PART A OF APPENDIX 9B)**

**B1. OPERATING SEGMENTS REVIEW**

**1Q14 vs. 1Q13**

	INDIVIDUAL QUARTER		Variance RM'000 (%)	
	Current Quarter 31/3/2014 RM'000	Preceding Year Quarter 31/3/2013 RM'000		
<b><u>Segmental Revenue:</u></b>				
Software & Services and Academy				
- Software & Services	12,154	8,199	3,955	48%
- Academy	8,055	17,998	(9,943)	-55%
	20,209	26,197	(5,988)	-23%
Education	384	-	384	100%
Other	6,600	6,600		
	27,193	32,797		
Inter-segment Elimination	(6,600)	(6,600)		
<b>Group</b>	<b>20,593</b>	<b>26,197</b>	<b>(5,604)</b>	<b>-21%</b>
<b><u>Profit Before Taxation</u></b>				
Software & Services and Academy	9,035	11,094	(2,059)	-19%
Education	(1,744)	(1,405)	(339)	24%
Other	5,711	5,914	(203)	-3%
Inter-segment Elimination	(6,600)	(6,600)		
<b>Group</b>	<b>6,402</b>	<b>9,003</b>	<b>(2,601)</b>	<b>-29%</b>

The Group's revenue for the current quarter of RM20.6 million was 21% or RM5.6 million lower than the corresponding quarter last year of RM26.2 million. The reason was mainly due to lower number of training classes conducted by Academy segment. However, the software licenses delivered for Software & Services segment was higher.

Other revenue is dividend income received from an operating subsidiary company which is eliminated at the group level.

The Group's PBT for the current quarter of RM6.4 million was lower by RM2.6 million or 29% as compared to RM9.0 million in the corresponding quarter last year as a flow through of lower revenue.

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**B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER'S RESULTS**

**1Q14 vs. 4Q13**

	Current Quarter 31/3/2014 RM'000	Immediate Preceding Quarter 31/12/2013 RM'000	Variance	
			RM'000	(%)
<b><u>Segmental Revenue:</u></b>				
Software & Services and Academy				
- Software & Services	12,154	18,476	(6,322)	-34%
- Academy	8,055	11,643	(3,588)	-31%
	<u>20,209</u>	<u>30,119</u>	<u>(9,910)</u>	<u>-33%</u>
Education	384	293	91	31%
Other	6,600	11,965		
	<u>27,193</u>	<u>42,377</u>		
Inter-segment Elimination	<u>(6,600)</u>	<u>(11,965)</u>		
<b>Group</b>	<u>20,593</u>	<u>30,412</u>	<u>(9,819)</u>	<u>-32%</u>
<b><u>Profit Before Taxation</u></b>				
Software & Services and Academy	9,035	14,387	(5,352)	-37%
Education	(1,744)	(1,640)	(104)	-6%
Other	5,711	9,990	(4,279)	-43%
Inter-segment Elimination	<u>(6,600)</u>	<u>(11,965)</u>		
<b>Group</b>	<u>6,402</u>	<u>10,772</u>	<u>(4,370)</u>	<u>-41%</u>

The Group's revenue for the current quarter of RM20.6 million was 32% or RM9.8 million lower than the preceding quarter of RM30.4 million. The reason was mainly due to lower number of training classes conducted by Academy segment and lower demand of software licenses by Software & Services segment.

The Group recorded lower PBT for the current quarter of RM6.4 million, as compared to RM10.8 million in the preceding quarter. The decline in PBT was mainly due to flow through from lower revenue recognised as explained above.



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**B3. PROSPECTS**

In year 2014, the Group expects to a stable performance based on the on-going business in hand.

**B4. VARIANCE ON PROFIT FORECAST/PROFIT GUARANTEE**

The Group did not issue any profit forecast or profit estimate previously in any public document.

**B5. PROFIT BEFORE TAXATION**

Profit before taxation is derived after taking into consideration of the following:

	<u>Individual Quarter</u>		<u>Cumulative Quarter</u>	
	<u>Current Year Quarter</u>	<u>Preceding Year Quarter</u>	<u>Current Year To Date</u>	<u>Preceding Year To Date</u>
	<u>31/3/2014</u>	<u>31/3/2013</u>	<u>31/3/2014</u>	<u>31/3/2013</u>
	RM'000	RM'000	RM'000	RM'000
Interest income	(23)	(34)	(23)	(34)
Other income including investment income	-	-	-	-
Interest expense	4	11	4	11
Depreciation and amortisation	348	367	348	367
Provision for and write off receivables	-	-	-	-
Provision for and write off inventories	-	-	-	-
(Gain) or loss on disposal of quoted or unquoted investment or properties	-	-	-	-
Impairment of assets	-	-	-	-
Foreign exchange (gain)/loss	135	1	135	1
(Gain) or loss on derivatives	-	-	-	-
Exceptional items	-	-	-	-

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**B6. TAXATION**

	<u>Individual Quarter</u>		<u>Cumulative Quarter</u>	
	<u>Current</u>	<u>Preceding</u>	<u>Current</u>	<u>Preceding</u>
	<u>Year</u>	<u>Year</u>	<u>Year To</u>	<u>Year To</u>
	<u>Quarter</u>	<u>Quarter</u>	<u>Date</u>	<u>Date</u>
	<u>31/3/2014</u>	<u>30/3/2013</u>	<u>31/3/2014</u>	<u>30/3/2013</u>
	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
Malaysia tax:				
- for the current year	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The taxation of the Group and of the Company was in respect of interest income.

Prestariang Systems Sdn. Bhd., the main subsidiary of the Group, has been granted the Multimedia Super Corridor Malaysia Status ("MSC Status"), which qualifies PSSB for the Pioneer Status incentive under the Promotion of Investments Act 1986. PSSB will enjoy full exemption from income tax on its statutory income from pioneer activities for five years, from 30 June 2005 to 29 June 2010. This incentive has been extended for another 5 years to 29 June 2015.

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**B7. STATUS OF CORPORATE PROPOSAL**

**i. Utilisation Of IPO Proceeds**

The status of utilisation of the IPO proceeds as at 31 March 2014 is as follows:

Description	Estimated timeframe for utilisation upon listing	Proposed utilisation (RM'000)	Actual utilisation (RM'000)	Deviation		Note
				(RM'000)	(%)	
Capital expenditure	Within 12 months	2,500	2,223	277	11.08	
Research and development expenditure	Within 24 months	6,500	2,648	3,852	59.26	<b>2</b>
Working capital	Within 24 months	6,200	5,772	428	6.90	
Repayment of term loan	Within 12 months	1,600	1,690	(90)	(5.63)	
Estimated listing expenses	Immediate	3,000	3,428	(428)	(14.27)	<b>3</b>
<b>Total Gross Proceed</b>		<b>19,800</b>	<b>15,761</b>	<b>4,039</b>		

**Note:-**

- (1) The gross proceeds arising from the Offer for Sale, net of the relevant fee, shall accrue entirely to the offer or and no part of the proceeds will be received by the Company.
- (2) On 28 May 2014, the Board of Directors approved to varied and re-allocate the balance of RM3.852 million from Research and developments expenses to working capital.
- (3) The total listing expenses was RM3.43 million of which RM0.97 million was offset against share premium as these transaction costs were directly attributed to the issuance of new shares of the IPO exercise. The deviation of RM0.43 million from the estimated listing expenses have been funded from working capital.

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**B7. STATUS OF CORPORATE PROPOSAL (CONT'D)**

**ii. Proposed Bonus Issue**

On 20 February 2014, subject to shareholders and other relevant authorities' approval, the Board of Directors approved to undertake a bonus issue of 220,000,000 new ordinary shares of RM0.10 each in Prestariang Berhad ("Prestariang") on the basis of one (1) bonus share for every one (1) existing Prestariang share held.

Subsequently, the Company's shareholders have approved the said proposal in Extraordinary General Meeting held on 16 April 2014. The entitlement date for the bonus issue is determined to be 5 May 2014.

**B8. GROUP BORROWING AND DEBTS SECURITIES**

The Group's borrowing and debts securities as at 31 March 2014 are as follows:

	Long term borrowings			Short term borrowings		
	Secured	Unsecured	Total	Secured	Unsecured	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b><u>Borrowings</u></b>						
- Hire purchase payables	111	-	111	193	-	193
- Term loan	792	-	792	172	-	172
<b>TOTAL</b>	<b>903</b>	<b>-</b>	<b>903</b>	<b>365</b>	<b>-</b>	<b>365</b>

**B9. MATERIAL LITIGATION**

There was no material litigation as at the date of issuance of this quarterly report.

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**B10. REALISED AND UNREALISED PROFITS**

The determination of realised and unrealised profits is based on the Guidance of Special Matter No.1, Determination of Realised and Unrealised Profits and Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits below is solely for complying with the disclosure requirements stipulated in the directive of Bursa Securities.

	<b>As at 31/3/2014 RM'000</b>	<b>As at 31/3/2013 RM'000</b>
Total retained profits		
- Realised	64,469	51,356
- Unrealised	-	-
	<hr/> 64,469	<hr/> 51,356
Add : Consolidated adjustments	2,960	2,951
Total Group retained earnings as per consolidated accounts	<hr/> <b>67,429</b>	<hr/> <b>54,316</b>

**B11. FAIR VALUE HIERARCHY**

There was no transfers between any levels of the fair value hierarchy took place during the current quarter and the comparative period. There was also no change in the purpose of any financial asset that subsequently resulted in a different classification of that asset.

**B12. PROPOSED DIVIDEND**

On 28 May 2014, The Board of Directors declared a first interim single-tier dividend of 1.25 sen per ordinary share amounting to RM5,500,000 in respect of the financial year ending 31 December 2014.

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**B13. EARNINGS PER SHARE**

	<u>Individual Quarter</u>		<u>Cumulative Quarter</u>	
	<b>Current Year Quarter 31/3/2014</b>	<b>Preceding Year Quarter 31/3/2013</b>	<b>Current Year To Date 31/3/2014</b>	<b>Preceding Year To Date 31/3/2013</b>
Total comprehensive income attributable to equity holders of the Company (RM'000)	6,402	9,003	6,402	9,003
Weighted average number of ordinary shares in issue ('000)	220,000	220,000	220,000	220,000
Basic earning per share (sen)	2.91	4.09	2.91	4.09

**B14. AUTHORISED FOR ISSUE**

The interim financial report was authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 28 May 2014.

**BY ORDER OF THE BOARD**

**CHUA SIEW CHUAN (MAICSA 0777689)**  
**PAN SENG WEE (MAICSA 7034299)**  
 Secretaries  
**Kuala Lumpur**  
**28 May 2014**