



# PRESTAR RESOURCES BERHAD

(Company No. 123066-A)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Prestar Resources Berhad ("Prestar" or the "Company") will be held at Templer Hall, First Floor, Perangsang Templer Golf Club, No.1, Templer Park Resort, 48000 Rawang, Selangor Darul Ehsan on Tuesday, 17 December 2013 at 10.00 a.m for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

### ORDINARY RESOLUTION NO. 1

**- PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED ESOS" OR "THE SCHEME")**

**THAT**, conditional upon obtaining the approvals from the relevant authorities, the Directors of the Company be and are hereby authorised and empowered:-

- (i) to establish and administer the Scheme for the benefit of employees and Directors of the Company and its subsidiaries which are not "Grantant" who are eligible to participate in the Proposed ESOS; to subscribe for new ordinary shares of RM0.50 each in Prestar ("Shares") at a predetermined price ("Exercise Price") ("Prestar Option"), in accordance with the draft by-laws governing the Proposed ESOS ("By-Laws"), as set out in Appendix I of the Circular to Shareholders dated 29 November 2013, ("Circular"), the salient terms of which are set out in the Circular, and to give full effect to the Scheme with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- (ii) to offer and grant Prestar Options under the Scheme and to allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the Prestar Options under the Scheme provided that the total number of new Shares to be issued under the Scheme shall not exceed 15% of the total issued and paid-up share capital of the Company at any point of time throughout the duration of the Scheme and that such new Shares will, upon allotment and issuance, rank pari passu in all respects with the existing Shares, except that these new Shares will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid, prior to the date of allotment of the new Shares and will be subject to all the provisions of Articles of Association of the Company relating to the transfer, transmission and otherwise of the Shares;
- (iii) to do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing of and quotation for the new Shares which may from time to time be allotted and issued pursuant to the Scheme; and
- (iv) to modify and/or amend the By-Laws of the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments;

**AND THAT** to do all such acts and to enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules or regulations, or impose such terms and conditions or delegate part or all of its powers as may be necessary or expedient in order to give full effect to the Scheme."

### ORDINARY RESOLUTION NO. 2

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO TOH YEW KEAT**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **TOH YEW KEAT**, being the Group Executive Chairman and major shareholder of the Company, the option to subscribe for up to 1,200,000 new ordinary shares of RM0.50 each ("Shares") in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS provided that:-

- a) not more than 75% of the new Shares in the Company available under the Proposed ESOS are allocated in aggregate to the Directors and/or senior management of the Group; and
- b) not more than 10% of the new Shares in the Company available under the Proposed ESOS are allocated to an Eligible Person (as defined in the draft by-laws) who singly or collectively through persons connected with the Eligible Person (as defined in the draft by-laws) holds 20% or more of the issued and paid-up capital of the Company;

(collectively known as "Provisos (a) and (b)")

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 3

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' TOH YEW PENG**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **DATO' TOH YEW PENG**, being the Group Managing Director and major shareholder of the Company, the option to subscribe for up to 1,200,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 4

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO TOH YEW SENG**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **TOH YEW SENG**, being the Group Executive Director and major shareholder of the Company, the option to subscribe for up to 1,200,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 5

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO TOH YEW KAR**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **TOH YEW KAR**, being the Group Executive Director and major shareholder of the Company, the option to subscribe for up to 450,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 6

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO TOH YEW CHIN**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **TOH YEW CHIN**, being a Non-Independent Non-Executive Director and major shareholder of the Company, the option to subscribe for up to 450,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 7

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO MD. NAHAR BIN NOORDIN**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **MD. NAHAR BIN NOORDIN**, being an Independent Non-Executive Director of the Company, the option to subscribe for up to 450,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 8

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO TUAN HAJI FADZLULLAH SHUHAIMI BIN SALLEH**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **TUAN HAJI FADZLULLAH SHUHAIMI BIN SALLEH**, being an Independent Non-Executive Director of the Company, the option to subscribe for up to 450,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 9

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO LIM CHEANG NYOK**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **LIM CHEANG NYOK**, being an Independent Non-Executive Director of the Company, the option to subscribe for up to 450,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND**

**THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 10

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO LOU SWEE YOO**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **LOU SWEE YOO**, being an Independent Non-Executive Director of the Company, the option to subscribe for up to 450,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 11

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO TOH POH KHUAN**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **TOH POH KHUAN**, being a person connected to Toh Yew Keat, Dato' Toh Yew Peng, Toh Yew Kar, Toh Yew Chin and Toh Yew Seng, the Directors of the Company and the major shareholders of the Company, the option to subscribe for up to 350,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 12

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO KENNY TOH JIN TAT**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **KENNY TOH JIN TAT**, being a person connected to Toh Yew Keat, a Director and major shareholder of the Company, the option to subscribe for up to 350,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 13

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO JANICE TOH MEI LING**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **JANICE TOH MEI LING**, being a person connected to Toh Yew Keat, a Director and major shareholder of the Company, the option to subscribe for up to 150,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 14

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO JASON TOH JIN HIN**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **JASON TOH JIN HIN**, being a person connected to Toh Yew Keat, a Director and major shareholder of the Company, the option to subscribe for up to 180,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 15

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO MICHELLE TOH MEI CHING**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **MICHELLE TOH MEI CHING**, being a person connected to Toh Yew Keat, a Director and major shareholder of the Company, the option to subscribe for up to 100,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 16

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO ALAN TOH JIN JOO**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **ALAN TOH JIN JOO**, being a person connected to Dato' Toh Yew Peng, a Director and major shareholder of the Company, the option to subscribe for up to 180,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 17

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO DOREEN TOH HUNG SEE**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **DOREEN TOH HUNG SEE**, being a person connected to Dato' Toh Yew Peng, a Director and major shareholder of the Company, the option to subscribe for up to 100,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 18

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO ANDY TOH JIN HONG**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **ANDY TOH JIN HONG**, being a major shareholder, the option to subscribe for up to 180,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

### ORDINARY RESOLUTION NO. 19

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO IAN TOH JIN HU**

**THAT**, conditional upon passing of Ordinary Resolution No. 1, the Directors of the Company are hereby authorised at any time, and from time to time, to specifically grant to **IAN TOH JIN HU**, being a major shareholder, the option to subscribe for up to 180,000 new Shares in the Company or such number of new Shares in the Company to be allocated to him under the Proposed ESOS subject to Provisos (a) and (b).

**AND** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS as set out in Appendix I of the Circular **AND THAT** the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of new Shares in the Company to him pursuant to the exercise of such options."

By Order of the Board

CHUA SIEW CHUAN ( MAICSA 0777689 )

CHIN MUN YEE ( MAICSA 7019243 )

Company Secretaries

Kuala Lumpur

29 November 2013

### Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 December 2013 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead [subject always to a maximum of two (2) proxies each Meeting]. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1) (b) of the Companies Act, 1965 need not be complied with. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. 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. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an exempt authorised nominee 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.
6. The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50400 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or any adjournment thereof.