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Prestariang Berhad (Company No. 922260-K)
(Incorporated in Malaysia under the Companies Act, 1965)

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63000 Cyberjaya, Selangor Darul Ehsan,
Malaysia.

<http://www.prestariang.com.my>

PRESTARIANG BERHAD

(Company No. 922260-K)
(Incorporated in Malaysia under the Companies Act, 1965)

PROSPECTUS



PRESTARIANG™

(Company No. 922260-K)
(Incorporated in Malaysia under the Companies Act, 1965)

PRESTARIANG BERHAD PROSPECTUS

PUBLIC ISSUE OF 22,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;

AND

OFFER FOR SALE OF 77,000,000 ORDINARY SHARES OF RM0.10 EACH COMPRISING:-

- 8,000,000 ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 7,000,000 ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY ELIGIBLE DIRECTORS, EMPLOYEES, AND BUSINESS ASSOCIATES OF PRESTARIANG BERHAD AND ITS SUBSIDIARIES;
- 22,000,000 ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY; AND
- 40,000,000 ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR PRIVATE PLACEMENT TO SELECTED INVESTORS;

AT AN ISSUE/OFFER PRICE OF RM0.90 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION IN CONJUNCTION WITH THE LISTING OF PRESTARIANG BERHAD ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

THERE ARE CERTAIN RISK FACTORS WHICH PROSPECTIVE INVESTORS SHOULD CONSIDER. TURN TO SECTION 3 FOR "RISK FACTORS".

Adviser, Sole Underwriter and Sole Placement Agent
AmInvestment Bank Berhad
(Company No. 23742-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

A member of



AmInvestment Bank
Group

This Prospectus is dated **28 June 2011**

RESPONSIBILITY STATEMENTS

THE DIRECTORS AND PROMOTERS OF PRESTARIANG BERHAD ("PRESTARIANG" OR "OUR COMPANY") AND THE OFFEROR HAVE SEEN AND APPROVED THIS PROSPECTUS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS WHICH IF OMITTED WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING.

AMINVESTMENT BANK BERHAD, A MEMBER OF AMINVESTMENT BANK GROUP, BEING THE PRINCIPAL ADVISER, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE INITIAL PUBLIC OFFERING ("IPO").

STATEMENTS OF DISCLAIMER

THE SECURITIES COMMISSION MALAYSIA ("SC") HAS APPROVED THE IPO AND A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. THE APPROVAL, AND REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE IPO OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE OR OPINION OR REPORT EXPRESSED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

APPROVAL HAS BEEN OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") FOR THE LISTING OF AND QUOTATION FOR THE SECURITIES BEING OFFERED. ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE IPO, OUR COMPANY OR OUR SECURITIES.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE HEREIN BY US AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS. BURSA SECURITIES MAKES NO REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF THIS PROSPECTUS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THIS PROSPECTUS.

A COPY OF THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORM, HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

INVESTORS ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007("CMSA").

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE IPO FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

THE SECURITIES OF OUR COMPANY ARE CLASSIFIED AS SHARIAH COMPLIANT BY THE SHARIAH ADVISORY COUNCIL OF THE SC BASED ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2009. THIS CLASSIFICATION REMAINS VALID FROM THE DATE OF ISSUE OF THE PROSPECTUS UNTIL THE NEXT SHARIAH COMPLIANCE REVIEW UNDERTAKEN BY THE SHARIAH ADVISORY COUNCIL OF THE SC. THE NEW STATUS IS RELEASED IN THE UPDATED LIST OF SHARIAH-COMPLIANT SECURITIES, ON THE LAST FRIDAY OF MAY AND NOVEMBER.

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM THE WEBSITE OF BURSA SECURITIES AT <http://www.bursamalaysia.com>. THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME.

INVESTORS MAY OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF CIMB INVESTMENT BANK BERHAD AT www.eipocimb.com, THE WEBSITE OF CIMB BANK BERHAD AT www.cimbclicks.com.my, THE WEBSITE OF MALAYAN BANKING BERHAD AT www.maybank2u.com.my, THE WEBSITE OF RHB BANK BERHAD AT www.rhb.com.my, THE WEBSITE OF AFFIN BANK BERHAD AT www.affinOnline.com AND THE WEBSITE OF PUBLIC BANK BERHAD AT www.pbebank.com.

THE INTERNET IS NOT A FULLY SECURED MEDIUM. INTERNET APPLICATIONS MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS.

IF YOU ARE IN DOUBT ABOUT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM PRESTARIANG, MALAYSIAN ISSUING HOUSE SDN BHD OR THE ADVISER, A PAPER/PRINTED COPY OF THIS PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS, WHICH IS IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC, SHALL PREVAIL. THE ELECTRONIC PROSPECTUS SUBMITTED TO THE SC AND BURSA SECURITIES IS THE SAME AS THE REGISTERED PAPER/PRINTED COPY.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "THIRD PARTY INTERNET SITES") WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:-

- (I) PRESTARIANG DOES NOT ENDORSE AND IS NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, PRESTARIANG IS NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) PRESTARIANG IS NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. PRESTARIANG IS ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR DISCRETION AND RISK. PRESTARIANG IS NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEMS OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:-

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENT OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, WHICH MAY BE VIEWED VIA WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF THE ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOUR OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OF OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

THE DISTRIBUTION OF THIS PROSPECTUS AND THE IPO ARE SUBJECT TO THE LAWS OF MALAYSIA. THIS PROSPECTUS WILL NOT BE DISTRIBUTED OUTSIDE MALAYSIA. OUR COMPANY, THE PROMOTERS, THE OFFEROR AND THE ADVISER HAVE NOT AUTHORISED AND ARE NOT RESPONSIBLE FOR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA. OUR COMPANY, THE PROMOTERS, THE OFFEROR AND THE ADVISER HAVE NOT TAKEN ANY ACTION TO PERMIT A PUBLIC OFFERING OF THE SECURITIES IN ANY JURISDICTION OTHER THAN MALAYSIA BASED ON THIS PROSPECTUS. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER FOR PURCHASE OR INVITATION TO BUY THE SECURITIES OFFERED UNDER THE IPO IN ANY JURISDICTION OR IN ANY CIRCUMSTANCE IN WHICH AN OFFER IS NOT AUTHORISED OR LAWFUL OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THIS PROSPECTUS AND THE SALE OF THE SECURITIES OFFERED UNDER THE IPO IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. OUR COMPANY, THE PROMOTERS, THE OFFEROR AND THE ADVISER REQUIRE INVESTORS TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

THIS PROSPECTUS IS PUBLISHED SOLELY IN CONNECTION WITH THE IPO. THE SECURITIES BEING OFFERED IN THE IPO ARE OFFERED SOLELY ON THE BASIS OF THE INFORMATION CONTAINED AND REPRESENTATIONS MADE IN THIS PROSPECTUS. NEITHER OUR COMPANY NOR THE PROMOTERS/OFFEROR HAS AUTHORISED ANYONE TO PROVIDE INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS.

THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA. PRESTARIANG WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF THE IPO, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN

MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH.

IT SHALL BE YOUR SOLE RESPONSIBILITY IF YOU ARE OR MAY BE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER THE IPO WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR THE IPO WOULD BE IN COMPLIANCE WITH THE TERMS OF THE IPO AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED. PRESTARIANG WILL FURTHER ASSUME THAT YOU HAD RECEIVED THE PROSPECTUS AND ACCEPTED THE IPO IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

HOWEVER, PRESTARIANG RESERVES THE RIGHT, IN ITS ABSOLUTE DISCRETION TO TREAT ANY ACCEPTANCE AS INVALID IF PRESTARIANG BELIEVES THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

NO ACTION HAS BEEN OR WILL BE TAKEN TO ENSURE THAT THIS PROSPECTUS COMPLIES WITH THE LAWS OF ANY COUNTRIES OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. IT SHALL BE YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS ON THE LAWS TO WHICH THE IPO OR YOU ARE OR MIGHT BE SUBJECTED. NEITHER PRESTARIANG NOR THE ADVISER NOR ANY OTHER ADVISERS IN RELATION TO THE IPO SHALL ACCEPT ANY RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY APPLICATION MADE BY YOU SHALL BECOME ILLEGAL, UNENFORCEABLE, AVOIDABLE OR VOID IN ANY COUNTRY OR JURISDICTION.

THE CIRCULATION OF THIS PROSPECTUS AND THE ISSUE, OFFER OR INVITATION OF THE SECURITIES MAY BE RESTRICTED IN CERTAIN JURISDICTIONS OUTSIDE MALAYSIA AND THEREFORE PERSONS INTO WHOSE POSSESSION THIS PROSPECTUS COMES SHALL SEEK ADVICE ON AND OBSERVE ANY SUCH RESTRICTIONS. THIS PROSPECTUS DOES NOT CONSTITUTE AN ISSUE, OFFER OR INVITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH ISSUE, OFFER OR INVITATION IS NOT AUTHORISED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH ISSUE, OFFER OR INVITATION.

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INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire enlarged issued and fully paid-up share capital on the Main Market of the Bursa Securities is set out below: -

<u>Date</u>	<u>Events</u>
28 June 2011	: Issue of Prospectus/Opening date of the IPO
<u>Tentative Dates</u>	
15 July 2011	: Closing date of the IPO
19 July 2011	: Balloting of applications
22 July 2011	: Allotment of the IPO Shares
27 July 2011	: Listing date

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES.

THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 5.00 P.M. ON 15 JULY 2011 OR FOR SUCH FURTHER PERIOD OR PERIODS AS OUR DIRECTORS, OFFEROR AND PROMOTERS TOGETHER WITH OUR SOLE UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY MUTUALLY DECIDE.

IN THE EVENT THAT THE CLOSING DATE OF THE IPO IS EXTENDED, THE DATES FOR THE BALLOTING, ALLOTMENT AND ALLOCATION OF THE IPO SHARES AND THE LISTING OF PRESTARIANG WILL BE EXTENDED ACCORDINGLY. ANY EXTENSION OF THE ABOVEMENTIONED DATES WILL BE ANNOUNCED BY WAY OF ADVERTISEMENT IN A WIDELY CIRCULATED BAHASA MALAYSIA AND ENGLISH DAILY NEWSPAPER IN MALAYSIA.

DEFINITIONS

In this Prospectus, unless where the context requires otherwise, the following words and abbreviations shall have the following meanings:-

Acquisition	: The acquisition by Prestariang of the entire issued and fully paid-up share capital of PSSB comprising 5,588,465 PSSB Shares (after taking into consideration the conversion of the 2,000,000 RCPS held by KMP into 325,307 new PSSB Shares on 18 May 2011) for a purchase consideration of RM19,799,998, which was wholly satisfied by the issuance of 197,999,980 new Shares, credited as fully paid-up at an issue price of RM0.10 per Share
Act	: The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force
ADA	: Authorised Depository Agent
ADA Code	: ADA (Broker) Code
Admission	: Admission of our Shares to the Official List of the Main Market of Bursa Securities
Adviser	: AmInvestment Bank
AmInvestment Bank	: AmInvestment Bank Berhad (23742-V), a member of AmInvestment Bank Group
Anjakan Evolusi	: Anjakan Evolusi Sdn Bhd (915202-D)
Application(s)	: The application for the IPO Shares by way of Application Forms or by way of Electronic Share Application or Internet Share Application
Application Form(s)	: The printed application form(s) for the application for the IPO Shares
ATM	: Automated Teller Machine
Board or Directors	: Board of Directors of Prestariang
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (165570-W), a subsidiary of Bursa Securities
Bursa Securities	: Bursa Malaysia Securities Berhad (635998-W)
CDS	: Central Depository System
Central Depositories Act	: The Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force
CMSA	: The Capital Markets and Services Act, 2007 or any statutory modification, amendment or re-enactment thereof for the time being in force
Datuk Ahmad Fikri	: Datuk Ir Dr Ahmad Fikri Bin Hussein
Deposited Security	: A security in our Company standing to the credit of a Securities Account of a Depositor subject to the provision of the Central Depositories Act and the Rules

DEFINITIONS (Cont'd)

Depositor	: A holder of a Securities Account
Dividend Payment	: Payment by PSSB to its shareholders on 13 May 2011 of a dividend of RM8.00 million
Dr Abu	: Dr Abu Hasan Bin Ismail
EBIDTA	: Earnings before interest, depreciation, taxation and amortisation
EkoHati	: EkoHati Sdn Bhd (921149-H)
Electronic Prospectus	: A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
Electronic Share Application or ESA	: An application for subscription or purchase of the IPO Shares through Participating Financial Institutions' ATM
EPS	: Earnings per Share
FYE	: Financial year ended or ending 31 December
INTAN	: Institut Tadbiran Awam Negara
Internet Participating Financial Institution(s)	: Participating financial institution(s) in the Internet Share Application, as listed in Section 14.6 of this Prospectus
Internet Share Application	: Application for the IPO Shares through an Internet Participating Financial Institution
IP	: Intellectual property
IPO	: Initial public offering in Malaysia comprising the Public Issue and Offer for Sale, collectively
IPO Price	: RM0.90 per IPO Share, being the price payable by investors under the Public Issue/Offer for Sale
IPO Share(s)	: The Public Issue Shares and Offer Shares, collectively
IRB	: Inland Revenue Board of Malaysia
Issuing House or MIH	: Malaysian Issuing House Sdn Bhd (258345-X)
KMP	: Kumpulan Modal Perdana Sdn Bhd (547734-D)
Listing	: Admission to the Official List and the listing of and quotation for our entire issued and paid up share capital of RM22,000,000 comprising 220,000,000 Shares on the Main Market of Bursa Securities.
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
Listing Scheme	: The Dividend Payment, the Acquisition, the Public Issue and the Offer for Sale, collectively
LPD	: Last practicable date, being 30 April 2011
LSB	: Logisys Sdn Bhd (544324-T)

DEFINITIONS (Cont'd)

Market Day	:	A day on which the stock market of Bursa Securities is open for trading in securities
MITI	:	Ministry of International Trade and Industry, Malaysia
MOE	:	Ministry of Education, Malaysia
MOF	:	Ministry of Finance, Malaysia
MOH	:	Ministry of Health, Malaysia
MOHE	:	Ministry of Higher Education, Malaysia
NA	:	Net assets
NL	:	Net liabilities
Offeror	:	Dr Abu
Offer for Sale	:	The invitation by the Offeror to the public, eligible Directors, employees and business associates, and selected investors (including Bumiputera investors approved by the MITI) to purchase the Offer Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of this Prospectus
Offer Shares	:	The 77,000,000 Shares, which are the subject of the Offer for Sale
Official List	:	The official list of the Main Market of Bursa Securities
Participating Financial Institution(s)	:	Participating financial institutions for Electronic Share Application as listed in Section 14.5 of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
Pink Form Shares	:	The 7,000,000 Offer Shares, representing approximately 3.18% of our enlarged issued and paid-up share capital, to be allocated to the eligible Directors, employees and business associates of our Group.
PR&D	:	Prestariang R&D Sdn Bhd (652573-X) (formerly known as Prestariang Digital Sdn Bhd)
Prescribed Security	:	Shares of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the Central Depositories Act and the Rules
Prestariang or our Company	:	Prestariang Berhad (922260-K)
Prestariang Group or our Group	:	Prestariang and its subsidiaries
PSSB	:	Prestariang Systems Sdn Bhd (630804-K)
PSSB Share(s)	:	Ordinary share(s) of RM1.00 each in PSSB

DEFINITIONS (Cont'd)

PSSB SPA	: Share purchase agreement dated 16 December 2010 between our Company and Dr Abu and KMP for the acquisition of the entire issued and fully paid-up share capital of PSSB comprising 5,588,465 PSSB Shares (after taking into consideration the conversion of the 2,000,000 RCPS held by KMP into 325,307 PSSB Shares) by our Company, for a purchase consideration of RM19,799,998 satisfied by the issuance of 197,999,980 new Shares as fully paid-up
Promoters	: Dr Abu, EkoHati, Sigma Dedikasi and Anjakan Evolusi
Prospectus	: This Prospectus dated 28 June 2011 issued by our Company in respect of the IPO
Public Issue	: The invitation by our Company to the public to subscribe for the Public Issue Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of this Prospectus
Public Issue Shares	: The 22,000,000 new Shares, which are the subject of the Public Issue
R&D	: Research and development
RCPS	: Redeemable convertible preference shares of RM0.10 each in PSSB
Record of Depositors	: A record provided by Bursa Depository to our Company under Chapter 24.0 of the Rules
RM and sen	: Ringgit Malaysia and sen respectively
ROC	: Registrar of Companies
Rules	: The Rules of Bursa Depository
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia
SC Guidelines	: Equity Guidelines issued by the SC
Securities Account	: An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Shahirul Azian	: Shahirul Azian Binti Abu Bakar
Share(s)	: Ordinary share(s) of RM0.10 each in Prestariang
Sigma Dedikasi	: Sigma Dedikasi Sdn Bhd (921322-U)
Sole Placement Agent	: AmlInvestment Bank
Sole Underwriter	: AmlInvestment Bank

DEFINITIONS (Cont'd)

- Underwriting Agreement** : The underwriting agreement dated 13 June 2011 made between our Company, the Offeror and the Sole Underwriter for the underwriting of 37,000,000 IPO Shares upon the terms and subject to the conditions contained therein
- US** : The United States of America
- USD** : US Dollar
- Vital Factor** : Vital Factor Consulting Sdn Bhd (266797-T)

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GLOSSARY OF TECHNICAL TERMS

To facilitate better understanding of our business, the following glossary provides a description of some of the technical terms and abbreviations mentioned in this Prospectus.

3P Programme	: “Program Pentauliahan Profesional” or “Industry-Based Certification” programme undertaken by us under a contract with the MOHE to provide professional ICT training and certification to final year students of ICT and ICT related fields in public higher education institutions in Malaysia
Adobe	: The Adobe brand name and/or trade mark and/or Adobe Systems Inc and/or its related entities, as applicable
Adobe Authorized Training Centre	: Authorised training centre for all Adobe certifications
Apple	: The Apple brand name and/or trade mark and/or Apple Inc and/or any/all of its related entities, as applicable
AutoCAD	: AutoCAD is a Computer Aided Design or Computer Aided Drafting software application for two and three dimensional design and drafting. It was developed and sold by Autodesk
Autodesk	: The Autodesk brand name and/or trade mark and/or Autodesk Inc and/or any/all of its related entities, as applicable
BPPT Programme	: “Bimbingan Perguruan Profesional dalam Teknologi Maklumat dan Komunikasi” or “Teacher Continuing Professional Development in ICT” programme undertaken by us under a contract with the MOE to provide ICT literacy training for teachers from public primary and secondary schools in Malaysia
Certiport	: The Certiport brand name and/or trade mark and/or Certiport Inc and/or any/all of its related entities, as applicable
CISCO	: The CISCO brand name and/or trade mark and/or Cisco Systems Inc and/or any/all of its related entities, as applicable
CompTIA	: The Computing Technology Industry Association
EAA Programme	: Education Alliance Agreement, a programme where PSSB was appointed by the MOE to supply and manage Microsoft software licenses for public schools and matriculations colleges in Malaysia
EC-Council	: The International Council of E-Commerce Consultants
IBM	: The IBM brand name and/or trade mark and/or IBM Corporation and/or any/all of its related entities, as applicable
“IC CITIZEN”	: Our in-house developed ICT certification programme designed to promote the appropriate use of technology particularly for today’s digital literacy requirements. The programme aims to impart basic understanding and rules of acceptable behaviour when using the Internet. It also encourages individuals to be responsible in online communities
ICMS Programme	: “Integrated Campus Management System” programme, a pilot programme undertaken by us under a contract with the MOH to integrate ICT at three (3) Government healthcare training institutions in Malaysia
ICT	: Information and communications technology. Often ICT is used interchangeably with IT. ICT is used to emphasise the communications aspect of IT

GLOSSARY OF TECHNICAL TERMS (Cont'd)

ICT training	literacy	: ICT literacy training involves the teaching of fundamental ICT knowledge and skills to provide the learner with adequate theoretical knowledge and practical skills in computer software applications and hardware, as well as communications
IT		: Information technology which refers to the use of technologies and equipment such as computers and peripherals, storage devices, software, and communications equipment to capture, process, disseminate and display information in various forms including text, sound, and images
MDeC		: Multimedia Development Corporation Sdn Bhd (389346-D)
Microsoft		: The Microsoft brand name and/or trade mark and/or Microsoft Corporation and/or any/all of its related entities, as applicable
Microsoft CASA		: Microsoft Campus Agreement or School Agreement to distribute and manage programmes designed to cater to the needs of public primary and secondary schools, and higher education institutions in Malaysia
Microsoft MLA		: A Microsoft Master Licensing Agreement in respect of a customised licensing programme for Malaysian Government entities to acquire Microsoft solutions
Microsoft SELECT		: A licensing programme designed for medium and large organisations with 250 desktops personal computers or more, and having mixed software requirements. All the software purchased through this licensing programme provides users the right to run Microsoft software products.
MSC		: Multimedia Super Corridor
MUSE Programme		: "Managing University Software As An Enterprise" programme undertaken by us under contracts with the MOHE for the distribution and management of Microsoft and Autodesk software licences to public higher education institutions in Malaysia
Oracle		: The Oracle brand name and/or trade mark and/or Oracle Corporation and/or any/all of its related entities, as applicable
Pearson Vue		: The Pearson Vue brand name and/or trade mark and/or Pearson Education Inc and/or any/all of its related entities, as applicable
Prometric		: The Prometric brand name and/or trade mark and/or Prometric Inc and/or any/all of its related entities, as applicable
RBTCs Programme		: "Role Based Training Civil Servants" programme undertaken by us under a contract with Microsoft (Malaysia) Sdn Bhd and coordinated by the MOF for the provision of ICT literacy training to civil servants in Malaysia
Sun Microsystems		: The Sun Microsystems brand name and/or trade mark and/or Sun Microsystems Inc and/or any/all of its related entities, as applicable

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PRESENTATION OF INFORMATION

All references to "Prestariang" and "our Company" in this Prospectus are to Prestariang Berhad. References to "our Group" are to our Company and our subsidiaries and references to "we", "our", "us" and "ourselves" are to our Company, and where the context requires, includes our subsidiaries.

Unless the context otherwise requires, references to 'management' are to our Directors and key management personnel as at the date of this Prospectus. Statements as to our beliefs, expectations, estimates and opinions are those of our Directors.

Certain acronyms and abbreviations used are defined in the "Definitions" and "Glossary of Technical Terms" section of this Prospectus. Words denoting the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include companies or corporations.

Any enactment referred to in this Prospectus is a reference to that enactment for the time-being amended or re-enacted.

The word "approximately" used in this Prospectus is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest tenth/ hundredth or one/ two decimal places. Any numeric discrepancies in the tables included in this Prospectus between the listed amounts and the totals thereof are due to rounding differences.

This Prospectus contains forward-looking statements, which are statements other than statements of historical facts, and are based on assumptions that are subject to known and unknown risks, uncertainties and contingencies. The words, such as "believe", "plan", "expect", "intend", "estimate" and similar expressions are used to identify such forward-looking statements. These forward-looking statements represent our Directors' views and beliefs with respect to the future of our Group, and do not constitute a guarantee of the future performance of our Group.

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CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Address	Designation	Occupation	Nationality
Dato' Mohamed Yunus Ramli Bin Abbas	57, Jalan Setiamurni 1 Bukit Damansara 50490 Kuala Lumpur	Non-Independent Non-Executive Chairman	Chairman	Malaysian
Dr Abu Hasan Bin Ismail	18, Jalan P10C Presint 10 62250 Putrajaya	Non-Independent Executive Director	Chief Executive Officer	Malaysian
Raja Azmi Bin Adam Nadarajan	46, Jalan Anggerik Vanilla 31/98Q, Canal Gardens Kota Kemuning 40460 Shah Alam Selangor Darul Ehsan	Non-Independent Executive Director	Chief Operating Officer	Malaysian
Dato' Jaffar Indot	5, Jalan Nusa Taman Bukit Mas 50480 Kuala Lumpur	Independent Non- Executive Director	Director	Malaysian
Dato' Gan Nyap Liou @ Gan Nyap Liow	30, Lorong Kemaris 1 Bukit Bandaraya Bangsar 59100 Kuala Lumpur	Independent Non-Executive Director	Director	Malaysian
Dato' Loy Teik Ngan	29, Jalan Setiamurni 4 Damansara Heights 50490 Kuala Lumpur	Independent Non-Executive Director	Director	Malaysian
Chan Wan Siew	55, Jalan SS20/13 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan	Independent Non-Executive Director	Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Chan Wan Siew	Chairman	Independent Non-Executive Director
Dato' Gan Nyap Liou @ Gan Nyap Liow	Member	Independent Non-Executive Director
Dato' Loy Teik Ngan	Member	Independent Non-Executive Director

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CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARIES** : Chua Siew Chuan (MAICSA 0777689)
No. 6, Jalan SS 14/8E
Subang Jaya
47500 Petaling Jaya
Selangor Darul Ehsan
- Elaine Wong Wei Syn (MAICSA 7048544)
C-7-5, Awana Puri Condominium
No. 2, Jalan 15/119
Taman Mutiara Barat, Cheras
56000 Kuala Lumpur
- REGISTERED OFFICE** : Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Tel: (03) 2084 9000
Fax: (03) 2094 9940
- HEAD/MANAGEMENT OFFICE** : 70-73, NeoCyber
Lingkar Cyber Point Barat
63000 Cyberjaya
Selangor Darul Ehsan
Tel: (03) 8314 8400
Fax: (03) 8318 9280
Website: www.prestariang.com.my
- AUDITORS AND REPORTING ACCOUNTANTS** : Messrs. Crowe Horwath (AF1018)
Level 16 Tower C, Megan Avenue II
12 Jalan Yap Kwan Seng
50450 Kuala Lumpur
Tel: (03) 2166 0000
Fax: (03) 2166 1000
- SOLICITORS FOR THE IPO** : Messrs. Abdullah Chan
31st Floor, UBN Tower
10 Jalan P. Ramlee
50250 Kuala Lumpur
Tel: (03) 2381 2070
Fax: (03) 2381 2078
- PRINCIPAL BANKER** : Bank Muamalat Malaysia Berhad (6175-W)
5th Floor, Menara Bumiputra
21 Jalan Melaka
50913 Kuala Lumpur
Tel: (03) 2698 8787
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd (258345-X)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Tel: (03) 7841 8000
Fax: (03) 7841 8150

CORPORATE DIRECTORY (Cont'd)

- REGISTRAR AND TRANSFER OFFICE** : Symphony Share Registrars Sdn Bhd (378993-D)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Tel: (03) 7841 0000
Fax: (03) 7841 8151
- ADVISER, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT** : AmInvestment Bank Berhad (23742-V)
(A member of AmInvestment Bank Group)
22nd Floor, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur
Tel : (03) 2036 2633
Fax: (03) 2070 8596
- INDEPENDENT BUSINESS AND MARKET RESEARCH CONSULTANTS** : Vital Factor Consulting Sdn Bhd (266797-T)
75C & 77C, Jalan SS22/19
Damansara Jaya
47400 Petaling Jaya
Selangor Darul Ehsan
Tel: (03) 7728 0248
Fax: (03) 7728 7248
- LISTING SOUGHT** : Main Market of Bursa Securities
- SHARIAH STATUS** : Approved by the SAC of the SC

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1. INFORMATION SUMMARY

THE FOLLOWING INFORMATION IS ONLY A SUMMARY OF THE SALIENT INFORMATION ABOUT OUR GROUP. YOU SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER OR NOT TO INVEST IN OUR COMPANY'S SHARES.

1.1 BACKGROUND INFORMATION ON OUR GROUP

Our Company was incorporated in Malaysia under the Act on 16 November 2010 under the name of Prestariang Sdn Bhd. Subsequently, on 15 December 2010, our Company was converted to a public limited company and assumed its present name. Our Company is an investment holding company with a wholly owned subsidiary, PSSB, which in turn is the holding company of LSB and PR&D.

We are an ICT service provider focusing on ICT training and certification, and software licence distribution and management. For further details including examples on our above mentioned activities, please refer to Section 4.3.2(iii)(a) and Section 4.3.2(iv) of this Prospectus, respectively. Dr Abu is the Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer of our Group. He brings with him extensive experience having accumulated approximately 29 years of experience in the training and education fields. He has been instrumental in the development, growth and success of our Group.

Over the years, under the leadership of Dr Abu, we have made a concerted effort to position ourselves as a reputable provider of ICT training and certification, and software licence distribution and management.

The history of our business can be traced back to 2003 with the commencement of the business of LSB. The business activity of LSB was initially in the supply of computer hardware and provision of basic ICT literacy training. In the same year, PSSB was incorporated and its initial business activity was in the provision of ICT training.

In 2004, LSB worked together with a technology partner namely FSBM Holdings Berhad in introducing a teacher training programme in Malaysia. Subsequently, in the same year, LSB secured a contract from the MOE for the BPPT Programme, to provide ICT literacy training for teachers in public primary and secondary schools in Malaysia. Under the BPPT Programme, LSB successfully trained approximately 100,000 teachers to integrate ICT into classroom teaching. LSB completed this programme in 2007.

PR&D was incorporated in 2004 and it commenced business in 2005. Its initial business activity was in developing and providing flying simulation programmes. However, the programmes did not kick off due to poor response. As a result PR&D ceased its activities in 2006. In end 2010, it has commenced R&D activities to work on the new learning/training and certification programmes which include the English language learning and certification programme, Islamic finance training and certification programme as well as Green IT certification programme.

In 2005, our Group, through PSSB, was granted the MSC Status and the Pioneer Status by the Government of Malaysia as represented by the MOF and the MITI, which the Pioneer Status had subsequently expired on 29 June 2010. On 29 September 2010, PSSB obtained a letter from the MITI for approval of extension of the Pioneer Status. The extension started from 30 June 2010 and is valid for another five (5) years.

In 2006, PSSB was awarded a contract by the MOHE for the pilot 3P Programme specifically for Universiti Teknologi MARA. This was our first professional ICT training and certification under the 3P Programme and involved 1,063 final year students and lecturers/staff from the Faculty of Information Technology and Quantitative Sciences, the Faculty of Electrical Engineering and the Faculty of Information Management.

1. INFORMATION SUMMARY (Cont'd)

From 2007 to 2010, PSSB has continued to obtain contracts which are renewable yearly from the MOHE for the 3P Programme. In 2011, PSSB has obtained a new letter of award from the MOHE to provide the 3P Programme to universities, polytechnics and community colleges as directed by the MOHE for a period of four (4) years. The 3P Programme aims to provide professional ICT training and certification to final year students of ICT and ICT related fields in public higher education institutions in Malaysia. As at the LPD, we offer approximately 40 certification courses, and there were approximately 18,790 participants who have participated in our professional ICT training and certification under the 3P Programme.

In 2006, through PSSB, we expanded our business to include synergistic activities namely software licence distribution and management. We secured two (2) contracts from the MOHE for the MUSE Programme in parallel with the 3P Programme for the supply of Microsoft and Autodesk software licences to public higher education institutions in Malaysia, namely a three (3) plus two (2)-year contract and a three (3)-year contract respectively. The contract for the supply of Microsoft software licences has been renewed for a further period of two (2) years upon its expiration of three (3) years in 2009 and thereafter in 2011, PSSB has been awarded by the MOHE a new contract for the supply of Microsoft software licences for a period of four (4) years effective from the expiration of the previous contract of two (2) years. Furthermore, upon the expiration of the Autodesk contract, we have been awarded a new contract from the MOHE for the supply of Autodesk software licences under the MUSE Programme for a period of three (3) years commencing from 2009.

PSSB further extended its core competency in ICT training to integrate ICT into the healthcare industry. In 2008, we managed to secure a contract from the MOH for the ICMS Programme and we conducted this programme for five (5) months at three (3) Government healthcare training institutions, namely Bahagian Pengurusan Latihan in Kuala Lumpur, Kolej Jururawat Masyarakat Port Dickson in Negeri Sembilan and Kolej Pembantu Perubatan Alor Setar in Kedah. In the same year, as part of the Microsoft MLA, PSSB secured a three (3)-year contract from the Ministry of Rural and Regional Development, Malaysia, to distribute and manage Microsoft software licence acquisitions for entities with more than 100 computers, under the purview of this Ministry.

In 2009, PSSB was appointed by Microsoft (Malaysia) Sdn Bhd to provide ICT literacy training to civil servants and system integrators in Malaysia under the RBTCS Programme and vendor development programme respectively, coordinated by the MOF. This was for a period of three (3) years with the option to extend for an additional three (3) years. The actual number of civil servants to be trained is discussed and agreed with the MOF on a yearly basis. As at the LPD, we have provided ICT literacy training to approximately 1,660 civil servants under the RBTCS Programme.

PSSB also launched a new "FlyingStart" pilot programme with our content partner, National Council for Graduate Entrepreneurship from the United Kingdom, in 2009. The "FlyingStart" programme was aimed at providing intensive business start-up training to students. This programme was targeted at final year students across all disciplines from local public universities. We started the "FlyingStart" programme with two (2) public universities in Malaysia namely, Universiti Teknologi MARA and Universiti Malaysia Kelantan. As at the LPD, the "FlyingStart" programme has yet to generate any revenue.

In 2010, PSSB secured, among others, the following new contracts:-

- a three (3)-year contract from the IRB to supply and manage Microsoft software licences for 8,000 computers and to provide ICT training; and
- a 20-month contract from the MOE to supply and manage Microsoft software licences for approximately 10,000 public schools and matriculation colleges in Malaysia under the EAA Programme, which covers 300,000 computers.

1. INFORMATION SUMMARY (Cont'd)

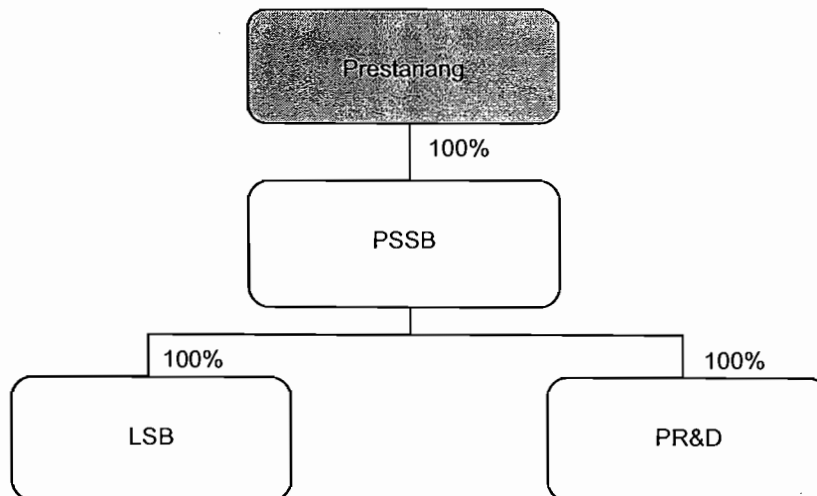
In addition, in 2010, LSB obtained letters of agreement from Microsoft (Malaysia) Sdn Bhd whereby it was appointed as:-

- a provider of ICT training for teachers and student development activities under the Partnership for Technology Access Initiative by the MOHE; and
- a provider of ICT training to students under the Malaysian Broadband PC Initiative sponsored by the Ministry of Information Communications and Culture, Malaysia.

We launched our first in-house developed ICT certification programme, namely "IC CITIZEN", for the global market in 2010. Subsequently, we signed a partnership agreement with Certiport from the US, to market our "IC CITIZEN" certification programme on a global basis. Certiport has a network of approximately 10,000 centres in 142 countries. As this programme was only officially launched in November 2010, it has yet to generate any revenue as at the LPD. However, in April 2011, PSSB has obtained a letter of award from the Authority for Info-communications Technology Industry of Brunei Darussalam to provide the "IC CITIZEN Training & Certification" and "IC CITIZEN Train the Trainer" programmes to 50 participants for each of the programmes.

In 2011, PSSB has also secured a three (3) – year contract from the MOE to supply and manage Microsoft software licences for the District Academic Department, Institutes of Teacher Education and other MOE agencies (excluding matriculation colleges and schools).

Our Group's corporate structure is depicted below:-



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1. INFORMATION SUMMARY (Cont'd)

The details of our subsidiaries are as follows:-

Company (Registration No.)	Date/Place Of Incorporation	Issued And Fully Paid-Up Share Capital (RM)	Effective Equity Interest (%)	Principal Activities
PSSB (630804-K)	8 October 2003/ Malaysia	5,588,465	100	Provision of ICT training and certification, and software licence distribution and management
<u>Subsidiaries of PSSB</u>				
LSB (544324-T)	9 April 2001/ Malaysia	500,000	100	Provision of ICT training ^(a) , and software licence distribution and management
PR&D (652573-X)	17 May 2004/ Malaysia	100,000	100	Research and development

Note:-

(a) LSB currently provides ICT training without any certification.

Further details on our Group's history and business are as set out in Section 4 of this Prospectus.

1.2 PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

Our Company's Promoters, substantial shareholders, Directors and key management are as follows:-

Name	Designation
<u>Promoters And Substantial Shareholders</u>	
Dr Abu	Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer
EkoHati	Promoter and substantial shareholder
Sigma Dedikasi	Promoter and substantial shareholder
Anjakan Evolusi	Promoter and substantial shareholder
<u>Substantial Shareholders</u>	
KMP	Substantial shareholder
Minister of Finance, Incorporated	Substantial shareholder
Datuk Ahmad Fikri	Substantial shareholder
Shahirul Azian	Substantial shareholder
Zubaidah Binti Ismail	Substantial shareholder

1. INFORMATION SUMMARY (Cont'd)

Name	Designation
<u>Directors</u>	
Dato' Mohamed Yunus Bin Ramli Abbas	Non-Independent Non-Executive Chairman
Dr Abu	Non-Independent Executive Director and Chief Executive Officer
Raja Azmi Bin Adam Nadarajan	Non-Independent Executive Director and Chief Operating Officer
Dato' Jaffar Indot	Independent Non-Executive Director
Dato' Gan Nyap Liou @ Gan Nyap Liow	Independent Non-Executive Director
Dato' Loy Teik Ngan	Independent Non-Executive Director
Chan Wan Siew	Independent Non-Executive Director
<u>Key Management</u>	
Dr Abu	Chief Executive Officer
Raja Azmi Bin Adam Nadarajan	Chief Operating Officer
Hazrin Bin Haji Hatim	Chief Financial Officer
Abdul Hamid Bin Abdul Rahman	Chief Knowledge Officer
Rohaizam Binti Isahak	Vice President of Services

Further details of the Promoters, substantial shareholders, Directors and key management are set out in Section 5 of this Prospectus.

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1. INFORMATION SUMMARY (Cont'd)**1.3 PRINCIPAL STATISTICS RELATING TO THE LISTING SCHEME**

	No. Of Share	Share Capital (RM)
Authorised share capital	500,000,000	50,000,000
Issued and fully paid-up share capital		
Share capital as at the LPD	20	2
New Shares pursuant to the Acquisition	197,999,980	19,799,998
New Shares pursuant to the Public Issue	22,000,000	2,200,000
Enlarged issued and paid-up share capital upon Listing	220,000,000	22,000,000
Existing Shares to be offered pursuant to the Offer for Sale	77,000,000	7,700,000
ISSUE PRICE PER SHARE (RM)		0.90
PROFORMA CONSOLIDATED NA		
<ul style="list-style-type: none"> • Proforma consolidated NA (after adjusting for the effects of Dividend Payment and Acquisition, IPO and utilisation of proceeds) (RM'000) 		39,810
<ul style="list-style-type: none"> • Proforma consolidated NA per Share (based on the enlarged issued and paid-up share capital of 220,000,000 Shares) (RM) 		0.18
MARKET CAPITALISATION OF OUR COMPANY (based on the IPO Price and enlarged issued and paid-up share capital of 220,000,000 Shares) (RM'000)		198,000

Further information on the Listing Scheme is set out in Section 2.2 and 4.2 of this Prospectus.

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1. INFORMATION SUMMARY (Cont'd)**1.4 UTILISATION OF PROCEEDS**

As further detailed in Section 2.7 of this Prospectus, we will use the total gross proceeds of RM19,800,000 arising from the Public Issue in the following manner:-

	Amount (RM'000)	% Of Total Gross Proceeds	Expected Utilisation Period After Our Company's Listing ^(b)
(i) Capital expenditure	2,500	12.63	Within 12 months
(ii) R&D expenditure	6,500	32.83	Within 24 months
(iii) Working capital	6,200	31.31	Within 24 months
(iv) Repayment of term loan	1,600	8.08	Within 12 months
(v) Estimated listing expenses ^(a)	3,000	15.15	Immediate
Total gross proceeds	19,800	100.00	

Notes:-

- (a) *If the actual amount of listing expenses is higher than the estimated amount, the deficit will be funded out of the portion allocated for working capital. Conversely, if the actual amount of listing expenses is lower than the estimated amount, the excess will be utilised for working capital purposes.*
- (b) *Pending utilisation, the proceeds from the Public Issue will be placed in short-term deposits with licensed financial institution(s) or in short-term money market instrument(s).*

The Offer for Sale is expected to raise gross proceeds of RM69,300,000. The entire proceeds of the Offer for Sale, net of relevant fee, will accrue to the Offeror.

Further information on the IPO is set out in Section 2 of this Prospectus.

1.5 COMPETITIVE STRENGTHS AND ADVANTAGES

Our Directors believe that our Group's business sustainability and growth is built on the following competitive strengths/advantages:-

- (i) Track record and established reputation;
- (ii) High value contracts;
- (iii) Medium to long term contracts;
- (iv) Government contracts;
- (v) Economies of scale;
- (vi) In-house developed training and certification programme; and
- (vii) Potential global market place.

Further details on our Group's competitive strengths and advantages are set out in Section 4 of this Prospectus.

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1. INFORMATION SUMMARY *(Cont'd)*

1.6 RISK FACTORS

In evaluating an investment in the IPO Shares, you should carefully consider all information contained in this Prospectus including but not limited to the general and specific risks set out below.

(i) Risks relating to our business and operations:-

- (a) Business risks;
- (b) Dependency on major customer and government contracts;
- (c) Dependency on major supplier;
- (d) Dependency on key management and skilled personnel, particularly Dr Abu;
- (e) Licences and MSC status awarded to our Group;
- (f) Foreign exchange exposure;
- (g) Dependency on securing new contracts; and
- (h) Political and economic risks.

(ii) Risks relating to our industry:-

- (a) Dependency on certified instructors;
- (b) Changes in distribution methods for proprietary software licences;
- (c) Advances in technologies and products;
- (d) Competition;
- (e) Availability of freeware; and
- (f) Software piracy.

(iii) Risks relating to investment in our Shares:-

- (a) No prior market for our Shares;
- (b) Capital market risks and share price volatility;
- (c) Control by Promoters;
- (d) Payment of dividends;
- (e) Future fund raisings may dilute shareholders' equity and/or restrict our operations;
- (f) Failure or delay in our Listing;
- (g) Delay between Admission and trading of the IPO Shares; and
- (h) Disclosure regarding forward-looking statements.

Further details of the risk factors are set out in Section 3 of this Prospectus.

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1. INFORMATION SUMMARY (Cont'd)**1.7 FINANCIAL HIGHLIGHTS****1.7.1 Proforma Historical Consolidated Financial Information**

The following table sets out a summary of our proforma consolidated results for the past five (5) financial years up to FYE 2010, prepared on the assumption that our Group has been in existence throughout the financial years under review.

The proforma consolidated results are prepared for illustrative purposes only and should be read in conjunction with the accompanying notes and assumptions included in the proforma consolidated financial information set out in Section 9.5 of this Prospectus.

	FYE 2006	FYE 2007	FYE 2008	FYE 2009	FYE 2010
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	63,846	48,436	46,358	39,425	58,520
Cost of sales	(53,263)	(32,546)	(27,385)	(22,790)	(34,709)
Gross profit	10,583	15,890	18,973	16,635	23,811
Other income	308	47	233	551	878
	10,891	15,937	19,206	17,186	24,689
Administrative expenses	(4,389)	(6,372)	(10,491)	(8,993)	(8,312)
Other expenses	(768)	(4,254)	(638)	(407)	(940)
Finance costs	(318)	(209)	(254)	(229)	(292)
PBT	5,416	5,102	7,823	7,557	15,145
Income tax expense	(96)	(64)	(368)	(41)	(32)
PAT	5,320	5,038	7,455	7,516	15,113
Attributable to:					
- Owners of our Company	5,320	5,038	7,455	7,516	15,113
- Minority interests	-	-	-	-	-
	5,320	5,038	7,455	7,516	15,113
Number of Shares had our Group been in existence ('000) ^(a)	198,000	198,000	198,000	198,000	198,000
EBITDA	6,321	6,759	8,073	7,752	15,755
Gross profit margin (%)	16.58	32.81	40.93	42.19	40.69
PBT margin (%)	8.48	10.53	16.88	19.17	25.88
PAT margin (%)	8.33	10.40	16.08	19.06	25.83
Gross EPS (sen) ^(b)	2.74	2.58	3.95	3.82	7.65
Net EPS (sen) ^(c)	2.69	2.54	3.77	3.80	7.63
Fully diluted EPS (sen) ^(d)	2.69	2.54	3.77	3.80	7.63

Notes:-

- (a) Based on the issued and paid-up share capital of 198,000,000 Shares prior to the Public Issue.
- (b) Calculated based on PBT attributed to owners of our Company for the respective financial years divided by the number of Shares had our Group been in existence.
- (c) Calculated based on PAT attributed to owners of our Company for the respective financial years divided by the number of Shares had our Group been in existence.
- (d) Calculated based on PAT attributed to owners of our Company for the respective financial years divided by the number of Shares had our Group been in existence. There are no dilutive effects.

1. INFORMATION SUMMARY (Cont'd)

1.7.2 Proforma Consolidated Statements of Financial Position

Our proforma consolidated statements of financial position as at 31 December 2010 set out below had been prepared solely for illustrative purposes, to show the effects of the Listing Scheme had the Listing Scheme been implemented and completed on 31 December 2010. The proforma consolidated statements of financial position should be read in conjunction with the accompanying notes and assumptions included in the proforma consolidated financial information set out in Section 9.5 of this Prospectus.

	As At 31 December 2010 (RM'000)	(I) After Dividend Payment And Acquisition (RM'000)	(II) After (I), IPO And Utilisation Of IPO Proceeds (RM'000)
ASSETS			
Non-current assets			
Property and equipment	-	7,414	9,914
Development costs	-	1,385	7,885
	-	8,799	17,799
Current assets			
Inventories	-	1,549	1,549
Trade receivables	-	4,154	4,154
Other receivables, deposits and prepayments	-	2,351	2,351
Short term investments	-	1,055	1,055
Deposits with licensed banks	-	16,248	16,248
Cash and bank balances	(a)	1,895	8,095
	(a)	27,252	33,452
TOTAL ASSETS	(a)	36,051	51,251
EQUITY AND LIABILITIES			
Equity			
Share capital	(b)	19,800	22,000
Share premium	-	3,412	20,094
Merger deficit	-	(14,212)	(14,212)
(Accumulated loss)/Retained profits	(3)	14,010	11,928
TOTAL EQUITY	(3)	23,010	39,810
Non-current liabilities			
Hire purchase payables	-	953	953
Term loan	-	2,461	861
	-	3,414	1,814
Current liabilities			
Trade payables	-	3,224	3,224
Other payables and accruals	3	4,487	4,487
Hire purchase payables	-	250	250
Term loans	-	269	269
Bank overdraft	-	1,043	1,043
Provision for taxation	-	354	354
	3	9,627	9,627
TOTAL LIABILITIES	3	13,041	11,441
TOTAL EQUITY AND LIABILITIES	(a)	36,051	51,251

1. INFORMATION SUMMARY (Cont'd)

	As At 31 December 2010 (RM'000)	(I) After Dividend Payment And Acquisition (RM'000)	(II) After (I), IPO And Utilisation Of IPO Proceeds (RM'000)
Number of ordinary shares in issue ('000)	(b)	198,000	220,000
(NL)/NA (RM'000)	(3)	23,010	39,810
(NL)/NA per share (RM) ^(c)	(150)	0.12	0.18

*Notes:-**(a) RM2.00**(b) Denotes 20 ordinary shares of RM0.10 each**(c) (NL)/NA over total number of ordinary shares in issue.***1.8 AUDITOR'S QUALIFICATION**

As set out in the Accountant's Report in Section 10 of this Prospectus, the financial statements of all the companies within our Group for the FYE 2006 to FYE 2010 were not subject to any audit qualification or emphasis of matter.

1.9 SHARIAH STATUS

The SAC has via its letter dated 11 February 2011, classified our securities as Shariah-compliant based on the proforma consolidated financial information for the financial year ended 31 December 2009 and the Shariah criteria adopted by the SAC.

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2. PARTICULARS OF OUR IPO

This Prospectus is dated 28 June 2011.

A copy of this Prospectus has been registered with the SC. A copy of this Prospectus, together with the Application Forms, has also been lodged with the Registrar of Companies who takes no responsibility for its contents.

The SC's approval for the listing of our Company as set out in Section 6.1 of this Prospectus, shall not be taken to indicate that the SC recommends the IPO. You should rely on your own evaluation to assess the merits and risks of the IPO.

We have obtained Bursa Securities' approval for admission to the Official List and for the listing of and quotation for our Shares on the Main Market of Bursa Securities, via its letter dated 30 May 2011. Listing of and quotation for our Shares will commence after, amongst others, receipt of confirmation from Bursa Depository of the receipt of allotment information for the crediting of our Shares, and receipt of an undertaking that all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing of and quotation for our Shares, failing which any allotment and allocation made on an application to subscribe for and/or purchase of our Shares pursuant to this Prospectus is required under Malaysia law to be void.

The SC and Bursa Securities assume no responsibility for the correctness of any statement made or opinion or report expressed in this Prospectus. Admission to the Official List of the Main Market of Bursa Securities is not to be taken as an indication of the merits of our Group or merits of our Shares.

Acceptance of the Application for the IPO will be conditional upon permission being granted by Bursa Securities for the quotation of the entire enlarged issued and fully paid-up share capital of our Company on the Main Market of Bursa Securities. Accordingly, monies paid in respect of any Application accepted from the IPO will be returned without interest if the aforesaid permission is not granted within six (6) weeks from the date of issue of this Prospectus (or such longer period as may be specified by the SC) provided that our Company is notified by or on behalf of Bursa Securities within the aforesaid time frame. If such monies are not repaid within fourteen (14) days after we become liable to repay it, the provision of sub-section 243(2) of the CMSA shall apply accordingly.

Pursuant to Section 14(1) of the Central Depositories Act, Bursa Securities has prescribed our Shares as a prescribed security. In consequence thereof, the IPO Shares allotted through this Prospectus will be deposited with Bursa Depository directly. Any dealings in our Shares will be carried out in accordance with the Central Depositories Act, and the Rules.

Persons submitting applications by way of Application Forms or by way of Electronic Share Application or Internet Share Application must have a CDS account. If you do not have a CDS account, you may open one (1) by contacting any of the ADAs listed in Section 14.10 of this Prospectus. In the case of an application by way of Application Form, an applicant should state his/her CDS account number in the space provided in the Application Form. In the case of an application by way of Electronic Share Application or Internet Share Application, only an applicant who is an individual and has a CDS account can make an Electronic Share Application or Internet Share Application. A corporation or institution cannot apply for the IPO Shares by way of Electronic Share Application or Internet Share Application.

Pursuant to the Listing Requirements, we must have at least 25.00% of the total number of Shares for which listing is sought in the hands of a minimum number of 1,000 public shareholders holding not less than 100 Shares each at the point of our Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing on the Main Market of Bursa Securities. In the event thereof, monies paid in respect of all Applications will be returned if the said permission is not granted.

2. PARTICULARS OF OUR IPO (Cont'd)

No person is authorised to give any information or to make any representation not contained herein in connection with the IPO and if given or made, such information or representation must not be relied upon as having been authorised by our Company. Neither the delivery of this Prospectus nor any IPO made in connection with this Prospectus shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of our Company since the date hereof. Nonetheless, should our Company become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of issue of this Prospectus up to the date of the Listing, our Company shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238 of the CMSA.

The distribution of this Prospectus and the making of the IPO in certain other jurisdictions outside Malaysia may be restricted by law. The distribution of this Prospectus and the sale of any part of the IPO Shares are subject to Malaysian laws and our Company, together with the Adviser, takes no responsibility for the distribution of this Prospectus and the offer of any part of the IPO Shares outside Malaysia, which may be restricted by law in certain other jurisdictions. Persons who may come into possession of this Prospectus are required to inform themselves of and to observe such restrictions. This Prospectus does not constitute and may not be used for the purpose of an invitation to subscribe for, or an offer to sell the IPO Shares, in any jurisdiction in which such invitation or offer is not authorised or lawful or to any person to whom it is unlawful to make such invitation or offer.

If you are in doubt of any information contained in this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional advisers.

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2. PARTICULARS OF OUR IPO (Cont'd)

2.1 PURPOSES OF OUR IPO

The purposes of our IPO are as follows:-

- (i) To enable us to gain access to the capital market to raise funds for our future expansion and continued growth;
- (ii) To raise additional funds to meet, among others, our capital expenditure, R&D expenditure and working capital requirements;
- (iii) To enable us to gain greater recognition and enhance our Group's corporate profile through listing status; and
- (iv) To provide an opportunity for our eligible Directors, employees and business associates and the Malaysian investing public and institutions to participate in the equity and continuing growth of our Group.

2.2 PUBLIC ISSUE AND OFFER FOR SALE

We (for ourselves and on behalf of the Offeror) will undertake the Public Issue and Offer for Sale in conjunction with, and as part of our Listing, as follows:-

2.2.1 Public Issue

The Public Issue of 22,000,000 Public Issue Shares, representing 10.00% of our enlarged issued and paid-up share capital, is offered at the IPO Price, payable in full on application upon the terms and conditions as set out in this Prospectus, and will be allocated and allotted by way of balloting to Malaysian citizens, companies, societies, co-operatives and institutions, of which 50.00% of these Public Issue Shares will be set aside for Bumiputera investors.

2.2.2 Offer For Sale

The Offer for Sale of 77,000,000 Offer Shares, representing 35.00% of our enlarged issued and paid-up share capital, is offered at the IPO Price, payable in full on application upon the terms and conditions as set out in this Prospectus and will be allocated and allotted in the following manner:-

(i) Malaysian Public Via Balloting

8,000,000 Offer Shares, representing approximately 3.64% of our enlarged issued and paid-up share capital, will be made available for application by Malaysian citizens, companies, societies, co-operatives and institutions and be allocated and allotted via balloting, of which 50.00% of these Offer Shares will be set aside for Bumiputera investors.

(ii) Eligible Directors, Employees And Business Associates Of Our Group

7,000,000 Offer Shares, representing approximately 3.18% of our enlarged issued and paid-up share capital, will be made available for application by our eligible Directors, employees and other persons who have contributed to the success of our Group including business associates.

2. PARTICULARS OF OUR IPO (Cont'd)

The Offer Shares have been allocated to our Directors based on the deliberation among themselves. Details of the allocation of the Pink Form Shares to our Directors are as follows:-

Name	Designation	No. Of Pink Form Shares
Dato' Mohamed Yunus Ramli Bin Abbas	Non-Independent Non-Executive Chairman	250,000
Raja Azmi Bin Adam Nadarajan	Non-Independent Executive Director	250,000
Dato' Jaffar Indot	Independent Non-Executive Director	250,000
Dato' Gan Nyap Liou @ Gan Nyap Liow	Independent Non-Executive Director	250,000
Dato' Loy Teik Ngan	Independent Non-Executive Director	250,000
Chan Wan Siew	Independent Non-Executive Director	250,000

The Offer Shares have been allocated to our employees and other persons who have contributed to the success of our Group including business associates, taking into consideration the following:-

- (a) Age of at least 18 years old, designation and position, length of service, in respect of our Group's employees; and
- (b) Contribution and support to the growth of our Group, in respect of eligible persons other than employees of our Group.

The above allocation of Pink Form Shares is subject to the eligible Directors, employees and other persons who have contributed to the success of our Group including business associates, subscribing to their respective allocations.

(iii) Bumiputera Investors Via Placement

22,000,000 Offer Shares, representing 10.00% of our enlarged issued and paid-up share capital, will be reserved for private placement to Bumiputera investors to be approved by the MITI.

(iv) Selected Investors Via Placement

40,000,000 Offer Shares, representing approximately 18.18% of our enlarged issued and paid-up share capital, will be made available for private placement to selected investors.

Details of the Offeror, namely Dr Abu, are set out as follows:-

Address	Relationship With Our Group	No. Of Offer Shares
18, Jalan P10C Presint 10 62250 Putrajaya	Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer of our Group	77,000,000

2. PARTICULARS OF OUR IPO (Cont'd)

Further information on the Offeror, including his shareholding in our Company before and after the IPO, is set out in Section 5.1 of this Prospectus.

In the event of an under-subscription of the 22,000,000 Offer Shares made available for application by Bumiputera investors under Section 2.2.2(iii) of this Prospectus, the unsubscribed Offer Shares shall be made available for application by the Bumiputera public as part of the balloting process. Subsequently, any of the unsubscribed Shares which are not taken up by the Bumiputera public will be made available for application by the Malaysian public and/or private placement to selected investors.

In the event of an under-subscription of the 30,000,000 IPO Shares made available for application by the Malaysian public under Section 2.2.1 and Section 2.2.2(i) of this Prospectus, the unsubscribed IPO Shares will be made available for private placement to selected investors. In the event that any of the 7,000,000 Offer Shares made available for application by our eligible Directors, employees and business associates under Section 2.2.2(ii) of this Prospectus are not taken up, the unsubscribed Offer Shares will be re-offered to other eligible Directors, employees and business associates. Subsequently, any of the unsubscribed Offer Shares re-offered which are not taken up will be made available for application by the Malaysian public and/or private placement to selected investors.

The 37,000,000 IPO Shares made available for application by the Malaysian public, and our eligible Directors, employees and business associates under Section 2.2.1, Section 2.2.2(i) and Section 2.2.2(ii) of this Prospectus are fully underwritten by AmInvestment Bank.

The 22,000,000 Offer Shares made available for application by Bumiputera investors under Section 2.2.2(iii) of this Prospectus and the 40,000,000 Offer Shares made available for application by selected investors under Section 2.2.2(iv) of this Prospectus are to be placed out by AmInvestment Bank and are not underwritten.

There is no minimum subscription amount to be raised from the IPO.

2.2.3 Listing Of And Quotation For Our Shares

We have also applied to Bursa Securities for the Admission and Listing. As further set out in Section 6.1 of this Prospectus, the approval from Bursa Securities has been obtained via its letter dated 30 May 2011.

2.3 BASIS OF ARRIVING AT THE IPO PRICE

The IPO Price was determined and agreed upon by our Company and AmInvestment Bank as the Adviser, Sole Underwriter and Sole Placement Agent, based on various factors which include the following:-

- (i) our proforma consolidated NA per Share as at 31 December 2010 of approximately RM0.18 per Share, based on our enlarged issued and paid-up share capital of 220,000,000 Shares upon Listing and after the proposed utilisation of proceeds as set out in Section 2.7 of this Prospectus;
- (ii) our proforma consolidated net EPS of approximately RM0.07 for FYE 2010 and our enlarged issued and paid-up share capital of 220,000,000 Shares upon Listing;
- (iii) our operating and financial history and position as outlined in Section 4 and Section 9 of this Prospectus; where over the years, we have made a concerted effort to establish ourselves as a reputable provider of ICT training and certification, and software licence distribution and management in the ICT services industry. Consequently, we have managed to increase our PAT from RM5.32 million for FYE 2006 to RM15.11 million for FYE 2010;

2. PARTICULARS OF OUR IPO (Cont'd)

- (iv) our business strategies, competitive advantages, future plans and prospects as outlined in Section 4 of this Prospectus, which include, amongst others, our unique business positioning of targeting high value and medium to long term contracts and our plans to develop new training and certification programmes focusing on the English language learning and certification programme, the Islamic finance training and certification programme as well as the Green IT certification programme; and
- (v) the outlook of the ICT services industry as set out in Section 11 of this Prospectus, where the areas of growth for the industry can be driven by among others, the Government spending and budget allocation for human capital development activities.

Our Directors and AmInvestment Bank are of the opinion that the IPO Price is fair and reasonable after careful consideration of the abovementioned factors.

However, you should note that the market price of our Shares upon listing on Bursa Securities is subject to the vagaries of market forces and other uncertainties which may affect the prices of our Shares when they are traded.

You should bear in mind the risk factors as set out in Section 3 of this Prospectus and form your own views of the valuation of the IPO Shares and the reasonableness of the bases used before deciding to invest in our Shares.

2.4 SHARE CAPITAL

	No. Of Shares	Share Capital (RM)
Authorised share capital	500,000,000	50,000,000
Issued and fully paid-up share capital		
Share capital as at the LPD	20	2
New Shares pursuant to the Acquisition	197,999,980	19,799,998
New Shares pursuant to the Public Issue	22,000,000	2,200,000
Enlarged issued and paid-up share capital upon Listing	220,000,000	22,000,000
Existing Shares to be offered pursuant to the Offer for Sale	77,000,000	7,700,000

We have only one (1) class of Shares, namely ordinary shares of RM0.10 each, all of which rank *pari passu* with one another. The Public Issue Shares will rank *pari passu* in all respects with the other existing Shares, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment thereof.

Subject to any special rights attached any shares which our Company may issue in the future, the holders of our Shares shall, in proportion to the amount paid-up on the Shares held by them, be entitled to share in the whole of the profits paid out by our Company as dividends and other distributions, and in respect of any surplus in the event of the liquidation, in accordance with our Company's Articles of Association.

At every general meeting, each member entitled to vote may vote in person or by proxy (who may but need not be a member of the Company) or by attorney or by duly authorised representative (in the case of a member who is a corporation). On a show of hands, every person who is a member or proxy or attorney or representative of a member shall have one (1) vote; and on a poll, every member present in person or by proxy or attorney or representative shall have one (1) vote for each share he holds. A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting.

2. PARTICULARS OF OUR IPO (Cont'd)

2.5 MARKET CAPITALISATION UPON LISTING

Based on the IPO Price and our enlarged issued and fully paid-up share capital of 220,000,000 Shares upon Listing, our Company's market capitalisation will be RM198,000,000.

2.6 DILUTION

Dilution is the amount by which the IPO Price to be paid by the applicants for our Shares exceeds our proforma consolidated NA per Share after the IPO. The proforma consolidated NA per Share as at 31 December 2010 (after adjusting for the effects of Dividend Payment and the Acquisition) based on our issued and paid up share capital of 198,000,000 Shares is RM0.12.

Pursuant to the Public Issue of 22,000,000 new Shares at the IPO Price and after adjusting for the effects of the utilisation of proceeds, the proforma consolidated NA per Share of our Group as at 31 December 2010 will increase to RM0.18 based on our enlarged issued and paid-up capital of 220,000,000 Shares after the IPO. This represents an immediate increase in adjusted NA of RM0.06 per Share to our existing shareholders and an immediate dilution in NA of RM0.72 per Share to our new investors. The following table illustrates such dilution on a per Share basis:-

	RM
IPO Price	0.90
Proforma consolidated NA per Share as at 31 December 2010, before the IPO (after adjusting for the effects of Dividend Payment and Acquisition)	0.12
Increase in proforma consolidated NA per Share contributed by the new investors	0.06
Proforma consolidated NA per Share after the IPO (after adjusting for the effects of the utilisation of proceeds)	0.18
Dilution in NA per Share to new investors	0.72
Dilution in NA per Share to new investors as a percentage of the IPO Price	80.00%

The following table summarises the total number of Shares acquired by our Directors or senior management, substantial shareholders or person(s) connected to them, the total consideration paid by them and the average effective cash cost per Share to our Directors or senior management, substantial shareholders or persons connected to them of Shares acquired by them since the date of incorporation of our Company on 16 November 2010, and to the new investors who subscribe for and/or purchase the IPO Shares pursuant to the IPO:-

	No. Of Shares Before IPO ^(a)	No. Of Shares After IPO	Total Consideration ^(b) (RM)	Average Effective Cash Cost Per Share (RM)
Directors				
Dato' Mohamed Yunus Ramli Bin Abbas	-	250,000	225,000	0.90
Dr Abu ^(c)	77,000,000	-	-	-
Raja Azmi Bin Adam Nadarajan ^(d)	-	250,000	225,000	0.90
Dato' Jaffar Indot	-	250,000	225,000	0.90
Dato' Gan Nyap Liou @ Gan Nyap Liow	-	250,000	225,000	0.90
Dato' Loy Teik Ngan	-	250,000	225,000	0.90

2. PARTICULARS OF OUR IPO (Cont'd)

	No. Of Shares Before IPO ^(a)	No. Of Shares After IPO	Total Consideration ^(b) (RM)	Average Effective Cash Cost Per Share (RM)
Chan Wan Siew	-	250,000	225,000	0.90
<u>Substantial Shareholders</u>				
KMP	20,849,300	20,849,300	2,084,930	0.10
EkoHati ^(e)	50,000,900	50,000,900	^(f)	^(f)
Sigma Dedikasi ^(e)	31,409,800	31,409,800	^(f)	^(f)
Anjakan Evolusi ^(e)	9,240,000	9,240,000	^(f)	^(f)
<u>Other Key Management</u>				
Hazrin Bin Haji Hatim	-	180,000	162,000	0.90
Abdul Hamid Bin Abdul Rahman	-	180,000	162,000	0.90
Rohaizam Binti Isahak	-	81,000	72,900	0.90
<u>New Investors From</u>				
Public Issue	-	22,000,000	19,800,000	0.90
Offer for Sale (excluding Directors and key management)	-	75,059,000 ^(g)	67,553,100	0.90

Notes:-

- (a) After the Acquisition.
- (b) Calculated based on the number of shares held after the IPO.
- (c) Also our Promoter, key management and substantial shareholder by virtue of his interests in EkoHati, Sigma Dedikasi and Anjakan Evolusi.
- (d) Also our key management.
- (e) Also our Promoters by virtue of the definition on "person connected" provided in the Listing Requirements.
- (f) Shares received through renouncement by Dr Abu pursuant to the Acquisition.
- (g) Excluding allocation to eligible Directors and key management of our Group.

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2. PARTICULARS OF OUR IPO (Cont'd)**2.7 UTILISATION OF PROCEEDS**

We propose to utilise the gross proceeds of RM19,800,000 which will accrue to our Company from the Public Issue in the following manner:-

	Amount (RM'000)	% Of Total Gross Proceeds	Expected Utilisation Period After Our Company's Listing ^(b)
(i) Capital expenditure	2,500	12.63	Within 12 months
(ii) R&D expenditure	6,500	32.83	Within 24 months
(iii) Working capital	6,200	31.31	Within 24 months
(iv) Repayment of term loan	1,600	8.08	Within 12 months
(v) Estimated listing expenses ^(a)	3,000	15.15	Immediate
Total gross proceeds	19,800	100.00	

Notes:-

- (a) *If the actual amount of listing expenses is higher than the estimated amount, the deficit will be funded out of the portion allocated for working capital. Conversely, if the actual amount of listing expenses is lower than the estimated amount, the excess will be utilised for working capital purposes.*
- (b) *Pending utilisation, the proceeds from the Public Issue will be placed in short-term deposits with licensed financial institution(s) or in short-term money market instrument(s).*

The gross proceeds arising from the Offer for Sale, net of the relevant fee, shall accrue entirely to the Offeror and no part of the proceeds will be received by our Company.

In line with our Group's future plans and strategies as set out in Section 4.4, the brief details on the listing proceeds are proposed to be allocated as follows:-

(i) Capital Expenditure

Our Group has earmarked RM2.50 million for capital expenditure as follows:-

- (a) We plan to lease and renovate properties in Penang, Johor and Sarawak for the purpose of establishing a sales office and training centre in each of the states. This will enable us to work and interact closely with our customers with branches in other states in Malaysia as well as outstation participants and users to serve them better. We have earmarked approximately RM0.50 million for renovation of each office; and
- (b) We plan to buy a new content management system as well as to upgrade our accounting system and customer relationship management system for a total cost of approximately RM1.00 million. These new and upgraded systems will enhance our record keeping and data management which ultimately will enable us to carry out our day to day operations in a more effective and efficient manner.

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2. PARTICULARS OF OUR IPO (Cont'd)**(ii) R&D Expenditure**

Our Group has earmarked RM6.50 million for the funding of our future development and R&D costs as follows:-

- (a) For the development and customisation of new titles amounting to approximately RM4.50 million. Our work on this area covers the English language learning and certification programme, Islamic finance learning and certification programme and Green IT certification programme. Further details on these programmes are set out in Section 4.4.2 of this Prospectus;
- (b) To develop our training management system for approximately RM1.00 million; and
- (c) To develop our own proprietary test and assessment centres for approximately RM1.00 million. Our proprietary test and assessment centres will incorporate a set of in-house proprietary procedures and systems including preparation of examination, examination monitoring and supervising, which meet the necessary requirements and standards of our software vendors and organisations.

This is to support the expansion of our training and certification programmes. Such expenses will include but not limited to expenditure on software licences and intellectual property, payment for external R&D collaborations, R&D manpower and other related expenses. Nevertheless, in the event the proceeds allocated are not sufficient to support any of the intended purpose mentioned under paragraphs (a), (b) and (c) above, the additional amount incurred will be funded through our internally generated funds and/or external borrowings, depending on the circumstances when such need arises.

Our current R&D focus on process improvements on programme and procedure enhancement, as well as the development of training and certification programmes. We are currently undertaking R&D work on our new learning/training and certification programmes and these are as follows:-

- (a) English language learning and certification for ICT related industries to meet the industry needs in terms of basic English language proficiency;
- (b) Islamic finance training and certification involve the development of curriculum and procedures based on Islamic principles and practices; and
- (c) Green IT.

Further details on R&D work and new learning/training and certification programmes are set out in Section 4.3.16 and Section 4.4 of this Prospectus respectively.

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2. PARTICULARS OF OUR IPO (Cont'd)**(iii) Working Capital**

The IPO proceeds of RM6.20 million earmarked for working capital is expected to enhance our Group's cash flow position and enable us to conduct our operations smoothly as we expect to utilise the additional working capital to finance our day to day operations, which include, payment of staff salaries and trainers' fees, travelling and accommodation expenses, purchase of software licences and examination vouchers etc. The funds will also be used to support our initiatives to enhance our Company's image in line with our expansion. This includes the expansion of our marketing initiative such as product branding and promotions as well as our corporate social responsibility initiatives where our Group has initiated and developed a giving back to the community knowledge sharing and training program called 1 Komuniti IT Anda or 1KITA, where selected certified 3P Programme graduates will be further trained to conduct ICT training at their hometown via community colleges.

(iv) Repayment Of Term Loan

We intend to utilise approximately RM1.60 million of the total gross proceeds from the Public Issue to settle the following outstanding term loan:-

Lender	: CIMB Islamic Bank Berhad
Type of borrowing	: Term loan
Approved facility	: RM1,995,000
Outstanding balance as at 31 December 2010	: RM1,722,578
Interest rate	: BFR-4.65% per annum (year 1), BFR-1.40% per annum (year 2), BFR+0.30% per annum (thereafter)
Purpose of borrowings	: To finance the purchase of 6 strata shop office units bearing the address of Units J-70-1, J-71-1, J-72-G, J-72-1, J-73-G and J-73-1, NeoCyber, Lingkaran Cyber Point Barat, 63000 Cyberjaya, Selangor Darul Ehsan

(v) Estimated Listing Expenses

The estimated listing expenses for the listing of and quotation for our Company's enlarged issued and fully paid-up share capital on the Main Market of Bursa Securities are as follows:-

	Amount (RM'000)
Estimated Listing Expenses	
Fees to authorities	130
Estimated professional fees ^(a)	1,700
Underwriting and brokerage fees	700
Other miscellaneous expenses ^(b)	470
	3,000

Notes:-

- (a) Includes fees for, among others, the Adviser, Solicitors, Reporting Accountants, Independent Business and Market Researcher Consultants and Issuing House.
- (b) Includes translation, printing, advertising cost as well as other incidental expenses in connection with the IPO.

2. PARTICULARS OF OUR IPO (Cont'd)

2.8 FINANCIAL IMPACT FROM UTILISATION OF PROCEEDS

Our utilisation of the proceeds from the Public Issue is expected to have a financial impact on our Group as follows:-

(i) Enhancement Of Working Capital

We will utilise RM6.20 million of the proceeds from the Public Issue for our working capital requirements, which include payment of staff salaries and trainers' fees, travelling and accommodation expenses, purchase of software licences and examination vouchers, etc. Our cash and cash equivalents will increase to approximately RM23.30 million after the Listing. This will enable us to reduce the use of external funding to finance our daily operations.

(ii) Interest Savings

The repayment of term loan using the proceeds from the Public Issue will reduce our Group's gearing level from approximately 0.22 times to 0.08 times (based on our Group's proforma total borrowings and shareholders' funds as at 31 December 2010 after taking into consideration the Acquisition, IPO and utilisation of proceeds as disclosed in Section 9.2 of this Prospectus). At the prevailing average interest rate of approximately 6.60% per annum, our Group would be able to save on interest cost of approximately RM0.11 million per annum.

(iii) Increase In Revenue and Profitability

The utilisation of the proceeds from the Public Issue amounting to RM2.50 million and RM6.50 million for capital expenditure and R&D expenditure respectively is expected to enhance our market presence and competitiveness in the ICT industry. This will in turn contribute to further business growth and increase our Group's revenue and profitability.

2.9 BROKERAGE, PLACEMENT FEE AND UNDERWRITING COMMISSION**Brokerage Fee**

We will pay the brokerage to be incurred on the sale of 22,000,000 Public Issue Shares under Section 2.2.1 of this Prospectus at the rate of 1.00% of the IPO Price per Share in respect of successful applications that bear the stamp of participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or MIH.

The Offeror will pay the brokerage to be incurred on the sale of 8,000,000 Offer Shares under Section 2.2.2(i) of this Prospectus at the rate of 1.00% of the IPO Price per Share in respect of successful applications that bear the stamp of participating organisations of Bursa Securities, member of Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or MIH.

Placement Fee

The Offeror will pay the Sole Placement Agent a placement fee of 2.00% of the value of the 62,000,000 Offer Shares under Section 2.2.2(iii) and Section 2.2.2(iv) of this Prospectus (being the number of Offer Shares reserved for private placement multiplied by the IPO Price) to be placed out successfully by Sole Placement Agent.

2. PARTICULARS OF OUR IPO (Cont'd)**Underwriting Commission**

We will pay the Sole Underwriter an underwriting commission at the rate of 2.00% of the value of the total underwritten 22,000,000 Public Issue Shares made available for application by the Malaysian public under Section 2.2.1 of this Prospectus (being the number of Public Issue Shares made available for application by the Malaysian public multiplied by the IPO Price).

The Offeror will pay the underwriting commission to be incurred on the sale of 8,000,000 Offer Shares under Section 2.2.2(i) and 7,000,000 Offer Shares under Sections 2.2.2(ii) of this Prospectus at the rate of 2.00% of the IPO Price in respect of the Offer Shares (being the number of Offer Shares made available for application by the Malaysian public and our eligible Directors, employees and business associates multiplied by the IPO Price).

2.10 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

The salient terms of the Underwriting Agreement dated 13 June 2011 entered into between our Company, the Offeror and the Sole Underwriter, which may allow the Sole Underwriter to withdraw from its obligations under the Underwriting Agreement after the IPO as extracted from the Underwriting Agreement, are set out below.

Unless otherwise stated, all capitalised terms herein shall bear the same meanings as prescribed in the Underwriting Agreement.

Clause 4 Conditions Precedent

Unless waived by the Underwriter (in which case any condition precedent or any part thereof so waived shall be deemed to have been satisfied), the obligations of the Underwriter under this Agreement shall be conditional upon the following:-

- (a) this Agreement having been duly executed by all the parties hereto and duly stamped;
- (b) the issue of the Public Issue Shares and/or the Offer for Sale of the Public Offer Shares (as the case may be) having been approved by the Securities Commission and or any other relevant authority and the shareholders of the Company in General Meeting and the Offeror (if applicable);
- (c) the listing of and quotation for the Offer Shares/ issued and paid up capital of the Company on the Stock Exchange having been unconditionally approved by the Stock Exchange or subject only to conditions which are acceptable to the Underwriter and such approval is not withdrawn;
- (d) the Prospectus being in form and substance satisfactory to the Underwriter;
- (e) the Prospectus having been registered with the Securities Commission and lodged with the ROC before the date of issue of the Prospectus in accordance with Section 234 of the CMSA;
- (f) there shall not have occurred, on or prior to the Listing Date, any event rendering untrue, inaccurate or incorrect any of the representations or warranties contained in Clause 5(a) hereof;

2. PARTICULARS OF OUR IPO (Cont'd)

- (g) there shall not have occurred, on or prior to the Listing Date, any breach of and or failure to perform any of the undertakings contained in Clause 5(a) hereof;
- (h) the Underwriter having been satisfied that arrangements have been made by the Company to ensure payment of the expenses referred to in Clause 19 hereof;
- (i) the Offer for Sale and/or Public Issue (as the case may be) not being prohibited by any statute, order, rule, regulation or directive promulgated or issued by any legislative, executive or regulatory body or authority in Malaysia;
- (j) the delivery of the following documents to the Underwriter on or before the Closing Date:-
 - (1) such reports and confirmations dated the Closing Date from the board of directors of the Company as the Underwriter may reasonably require to confirm that there has not been any material adverse change or any development reasonably likely to involve a prospective material adverse change in the condition (financial or otherwise) of the Group from that existing as at the date of this Agreement which is material in the context of the Public Issue and/or Offer for Sale (as the case may be) and the listing of and quotation for the Offer Shares and/or the Underwritten Shares; and
 - (2) a certificate, in the form or substantially in the form contained in the Second Schedule hereto, dated the Closing Date signed by a duly authorised officer of the Company stating that, to the best of his knowledge and belief, having made all reasonable enquiries, there has been no such change, development or occurrence as is referred to in Clause 4(j)(1) above;
- (k) The Underwriter receiving a copy duly certified by a director or secretary of the Company to be a true copy of a resolution of the Board of Directors of the Company approving the Listing Exercise, the Prospectus and this Agreement, the issue and offer of the Public Issue Shares and authorising a person or persons to sign this Agreement on behalf of the Company; and
- (l) the Prospectus having been issued within two (2) months of the date hereof or within such extended period as may be consented to by the Underwriter.

Clause 14 Termination

- (a) Subject to Clause 14(b) below but notwithstanding any other provision herein contained, the Underwriter may by notice in writing to the Company and/or the Offeror (as the case may be), terminate and cancel and withdraw the commitment of the Underwriter to underwrite the Underwritten Shares if:
 - (1) any of the conditions precedent set out in Clause 4 hereof are not duly satisfied by the Closing Date; or
 - (2) there is any breach by the Company and/or the Offeror (as the case may be) of any of the representations, warranties or undertakings contained in Clause 5(a) hereof, which is not capable of remedy or, if capable of remedy, is not remedied to the satisfaction of the Underwriter within ten (10) Market Days from the date the Company and/or the Offeror (as the case may be) is notified by the Underwriter of such breach; or
 - (3) there is failure on the part of the Company and/or the Offeror (as the case may be) to perform any of its obligations herein contained; or

2. PARTICULARS OF OUR IPO (Cont'd)

- (4) there is withholding of information of a material nature from the Underwriter which is required to be disclosed pursuant to this Agreement which, in the opinion of the Underwriter, would have a material adverse effect on the business or operations of the Group, the success of the Offer for Sale and/or Public Issue (as the case may be), or the distribution or sale of the Offer Shares; or
- (5) there shall have occurred, or happened any material and adverse change in the business or financial condition of the Company or the Group; or
- (6) there shall have occurred, or happened any of the following circumstances:
 - (A) any material change, or any development involving a prospective change, in national or international monetary, financial and stock market condition, economic or political conditions or exchange control or currency exchange rates (including but not limited to conditions on the stock market in Malaysia or overseas, foreign exchange market or money market or with regard to inter-bank offer or interest rates both in Malaysia and overseas) or the occurrence of any combination of any of the foregoing or which in the opinion of the Underwriter is likely to have a material adverse effect (whether in the primary market or in respect of dealings in the secondary market) on the value or price of the Offer Shares or a material adverse effect on the Listing Exercise. For the avoidance of doubt, and without prejudice to the foregoing, if the FTSE Malaysia KLCI Index is, at the close of normal trading on Bursa Securities and on any Market Day, falls 10% or more for three (3) consecutive Market Days at any time between the date of this Agreement and up to and including the Closing Date, it shall be deemed a material change in the stock market condition; or
 - (B) any change in law, regulation, directive, policy or ruling in any jurisdiction or any event or series of events beyond the reasonable control of the Underwriter (including without limitation, acts of God, national disorder, declaration of a state of national emergency, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, civil commotion, sabotage, acts of war or accidents);

which, would have or can reasonably be expected to have, in the reasonable opinion of the Underwriter, a material adverse effect on, and/or materially prejudice the business or the operations of the Company or the Group as a whole, the success of the Offer for Sale and/or Public Issue (as the case may be), or the distribution or sale of the Offer Shares, or which has or is reasonably likely to have the effect of making any material part of this Agreement incapable of performance in accordance with its terms.

- (b) In the event that this Agreement is terminated pursuant to Clause 14(a)(6), the Underwriter and the Company and/or the Offeror (as the case may be) may confer with a view to deferring the Offer for Sale and/or Public Issue (as the case may be) by amending its terms or the terms of this Agreement and may enter into a new underwriting agreement accordingly, but neither the Underwriter nor the Company and/or the Offeror (as the case may be) shall be under any obligation to enter into a fresh agreement.

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2. PARTICULARS OF OUR IPO (Cont'd)

Clause 15 Consequences of Termination

In the event of termination pursuant to Clause 14(a) hereof, the respective parties hereto shall, save and except for any antecedent breach, be released and discharged from their obligations hereunder whereupon this Agreement shall be of no further force or effect subject to the following:

- (i) the liability of the Company and/or the Offeror (as the case may be) for the payment of costs and expenses as provided in Clause 19 hereof incurred prior to or in connection with such termination shall remain;
- (ii) the liability of the Company and/or the Offeror (as the case may be) for the payment of the Underwriting Commission as provided in Clauses 11 and 12 hereof shall remain;
- (iii) subject thereto, each party hereto shall return any moneys paid without interest thereon to the other party within three (3) Market Days of the receipt of such notice of termination from the Underwriter;

Provided that the Underwriter may at its discretion waive compliance with or modify any of the provisions of this Clause without prejudice to its powers, rights and remedies under this Agreement.

Clause 37 Force Majeure

Notwithstanding anything herein contained, the Underwriter may, at any time before the Closing Date, by notice in writing delivered to the Company and/or the Offeror (as the case may be) terminate the obligations of the Underwriter under this Agreement if in the reasonable opinion of the Underwriter, there shall have been such a change in national or international monetary, financial, political, economic or stock market conditions or exchange control or currency exchange rates or interest rates or otherwise as would in the reasonable opinion of the Underwriter prejudice materially and adversely the success of the Offer for Sale and/or Public Issue (as the case may be) and the listing of and quotation for the Offer Shares and/or in the event of a national disorder, outbreak of war, Act of God or the declaration of a state of national emergency, the declaration of public health emergency and thereupon the parties shall (except for the liability of the Company in the payment of costs and expenses referred to in Clause 19 above incurred prior to or in connection with such termination) be released and discharged from their respective obligations hereunder.

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3. RISK FACTORS

IN EVALUATING AN INVESTMENT IN THE IPO SHARES, YOU SHOULD CAREFULLY CONSIDER ALL INFORMATION CONTAINED IN THIS PROSPECTUS INCLUDING BUT NOT LIMITED TO THE FOLLOWING GENERAL AND SPECIFIC RISKS.

3.1 RISKS RELATING TO OUR BUSINESS AND OPERATIONS

3.1.1 Business Risks

Our Group's operations are subject to the general business risks inherent in the ICT services industry. These may include, among others, greater competition faced as a result of entry of new players and product innovation by our competitors, changes in economic, government policies/regulations, business and credit conditions, sufficiency of skillful and experienced workforce as well as materialisation of our future plans.

Competition among operators in the ICT training and certification industry is moderate based on various consideration factors including number of service providers of ICT training and certification, classroom based training environment, and winning Government contracts to service a large number of participants.

Competition among operators that are involved in the general distribution of proprietary software licences is intense. However, the competitive intensity for the management and distribution of proprietary software licences to government bodies and large organisations is low due to various consideration factors including the following:-

- (i) The number of operators that are able to manage and distribute to large private and public organisations are few;
- (ii) There are significant value-adding in the management of proprietary software licences which, among others, include keeping current the inventory of all licences under management, implementing a programme for updating software licences, and having a system for adding and deleting software licences; and
- (iii) Operators that are able to distribute and manage proprietary software licences to large organisations are authorised by product owners. Product owners normally authorise only a small number of organisations to distribute and manage their proprietary software licences to large organisations. In many cases, product owners will do their own distribution and management to large organisations, and not have any authorised third parties.

We seek to limit these risks through our continuous efforts in, among others, undertaking R&D activities to stay ahead of other players, maintaining good relationship with our customers and suppliers and reviewing our business strategies constantly to keep ourselves abreast of the latest developments in the ICT services industry and the business environment, retaining the service of quality instructors, providing adequate training to existing employees and recruiting new talents who can contribute to our business growth. Nevertheless, there is no assurance that any change to the mentioned risks would not have an adverse effect on our business performance in the future.

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3. RISK FACTORS (Cont'd)

3.1.2 Dependency On Major Customer And Government Contracts

For FYEs 2008, 2009 and 2010, our top customer, the MOHE, contributed 67.41%, 90.92% and 63.14% of our total revenue respectively. There is a risk that losing this major customer may adversely affect our financial performance.

Since 2006, we have been contracted by the MOHE to provide ICT training and certification, and also software licence distribution and management for public higher education institutions in Malaysia under the 3P Programme and MUSE Programme respectively. This indicates a stable business relationship and will provide the basis for continuing business growth.

In 2010, we managed to reduce our dependency on the MOHE by securing new contracts from customers such as the IRB, Microsoft (Malaysia) Sdn Bhd and the MOE.

Our revenue is largely derived from government contracts. For FYEs 2008, 2009 and 2010, revenue derived from government contracts contributed 98.78%, 96.35% and 89.47% of our total revenue respectively. There is a risk that losing government contracts may adversely affect our financial performance. Nonetheless, we believe that our established track record and reputation which is associated with quality, reliability, service excellence, good deliverable record as well as our continuing business relationship with our major customers will provide the basis for continuing business growth.

3.1.3 Dependency On Major Supplier

For FYEs 2008, 2009 and 2010, Microsoft Regional Sales Corporation from Singapore accounted for 27.93%, 44.64% and 67.44% of our Group's total purchases respectively. This was primarily for the purchases of Microsoft software licences including those under the Microsoft MLA, and also other licences under the Microsoft CASA and Microsoft SELECT for public higher education institutions in parallel with the 3P Programme.

We have been dealing with Microsoft for approximately seven (7) years. This indicates a continuing and stable business relationship with our major supplier.

Nevertheless, there is no assurance that our dependency on the major supplier would not affect our future business operations.

3.1.4 Dependency On Key Management And Skilled Personnel, Particularly Dr Abu

(i) Dependency On Key Management And Skilled Personnel

We are a service-based company providing ICT training and certification services and software licence distribution and management. To a large extent, the continuous growth and success of our Group is dependent on the expertise and capabilities of our key management, which include our Executive Directors, and skilled personnel. The loss of the services of a number of our key management and skilled personnel without suitable and timely replacement may affect our operations and financial performance.

Recognising the importance of human capital intellectual to our Group and as part of our management succession plan, we will retain experienced and skilled personnel by having attractive remuneration package and providing continuous training and creating a conducive working environment to our employees. We will also empower our employees to assume more responsibilities and groom outstanding personnel as well as attract new talents to be part of our management team. In this respect, we have designed some plans such as allowing our eligible employees to participate in the IPO to instill a sense of ownership in our Company as well as to align their interests with that of our business.

3. RISK FACTORS (Cont'd)

Nevertheless, there is no assurance that we are able to retain our key management and skilled personnel nor can we assure our success in recruiting suitable and qualified personnel in the future.

(ii) Dependency On Dr Abu

We rely on our Group's Chief Executive Officer, Dr Abu, who has been instrumental in the development, growth and success of our Group and under his leadership, our Group has secured various contracts from the Government. As such, it is important for our Company to retain the services of Dr Abu to grow our business as well as to maximise shareholder value for our Company. If we were to lose the services of Dr Abu and are unable to find a suitable replacement in a timely manner, we may face the risk of losing the contracts secured thus far and may not be able to secure new contracts. Accordingly, the future growth of our Group may be adversely affected.

Notably, Dr Abu is also the promoter and substantial shareholder of our Group, of which his profile is as set out in Section 5.2.2(ii) of this Prospectus. Prior to the implementation of the Listing Scheme as set out in Section 4.2 of this Prospectus, Dr Abu holds 89.47% equity interest in PSSB. In implementing the Listing Scheme, Dr Abu sold 9,500,000 Shares to a strategic shareholder, Loet Holding Inc. In addition, Dr Abu is selling 77,000,000 Shares under the Offer for Sale. Upon completion of the Listing Scheme, Dr Abu's shareholding in our Company will be diluted to 41.20%.

Notwithstanding the dilution, Dr Abu has given an undertaking letter dated 8 June 2011 to our Board of Directors stating that:-

- (a) he will remain as the promoter and main driver of our Company and will stay committed to growing our business for long term, in line with the objectives of the Skim Jejak Jaya Bumiputera ("**SJJB**"), a programme which was inspired in 2007 by the Malaysian Government to elevate Bumiputera entrepreneur capabilities in the economy, particularly in the area of equity ownership. It is a scheme which monitors the success of Bumiputera companies, to help boost capabilities of entrepreneurs, particularly in the area of equity ownership; and
- (b) he will perform his obligations and will continue to lead the management team of our Group in delivering the projects secured under the SJJB schemes successfully,

during his tenure of the service agreement dated 8 June 2011 entered into between our Company and Dr Abu. Please refer to Section 5.8 of this Prospectus for the salient terms of the Service Agreement.

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3. RISK FACTORS (Cont'd)

3.1.5 Licences And MSC Status Awarded To Our Group

PSSB is currently registered as an ICT contractor and Bumiputera contractor with the MOF. PSSB is also registered as a "Category A" training provider with Pembangunan Sumber Malaysia Berhad. Such registrations are crucial in enabling us to win contracts and to provide ICT training and certification services.

In addition, PSSB has been granted the MSC Status and the Pioneer Status by the Government of Malaysia, as represented by the MOF and the MITI, since 2005. Our Pioneer Status is valid until 2015. The MSC Status and the Pioneer Status allow us to enjoy financial and non-financial incentives.

Notwithstanding the above, the Malaysian Government has the right to revoke/withdraw or refuse to renew the licences and MSC Status awarded to us if we do not fulfill and/or breach any conditions imposed by the Government. While we endeavour to comply with all the conditions imposed by the Government at all times, we can give no assurance that we will continue to retain our ICT and training provider registrations as well as our MSC Status. Any changes in our registrations with the Government and the MSC Status granted to us could materially and adversely affect our business, operating results and financial condition.

3.1.6 Foreign Exchange Exposure

Our business may be affected by foreign exchange fluctuations as a certain percentage of our purchases and sales are transacted in USD. For FYE 2010, 75.38% of our total purchases and 5.18% of our total revenue were denominated in USD. In mitigation, we normally factor a buffer to cater for foreign exchange fluctuations in our quotations.

We will monitor foreign currency risk closely and manage it to an acceptable level. Our management may consider using certain hedging mechanism in the future when the need arises.

Notwithstanding the above, there is no assurance that fluctuations in foreign exchange will not adversely affect our future business performance.

3.1.7 Dependency On Securing New Contracts

Our revenues are largely derived from medium-term and long-term contracts. It is generally very difficult to predict whether and when we will be awarded such contracts as they frequently involve lengthy and complex processes including the following:-

- (i) Undertaking a preliminary needs analysis of each division as well as the overall organisation for scoping of project;
- (ii) Preliminary solution to meet the potential customers needs and expectations;
- (iii) Preparation of proposal and quotation documents such as detailed costing, programme delivery and schedule, and logistics of training and test centres;
- (iv) Preparation of user requirements analysis and evaluation plan; and
- (v) Negotiation and finalising of contracts.

Failure to secure any new contracts could affect our future financial performance.

Nonetheless, we believe that our established track record and reputation which is associated with quality, reliability, service excellence, good deliverable record as well as our continuing business relationship with our major customers would provide us with a key advantage when submitting our proposals for new contracts.

3. RISK FACTORS (Cont'd)

3.1.8 Political And Economic Risks

Our Group's operations and profitability may be affected by new development in political situation and economic conditions in Malaysia. Such uncertainties include but are not limited to changes in the political leadership, slowdown in economy, new policies and regulations which may impose and/or increase restrictions on imports, the conduct of business as well as changes in interest rates and Government's budget and spending policies.

Notwithstanding the macro uncertainties which are beyond our control, we believe that the recent initiatives by our Government in promoting ICT literacy within the Malaysian community will contribute positively to our Group's business prospect. In addition, in the event of an economic slowdown, it is likely that our Government may implement expansionary fiscal policies to stimulate the economy.

3.2 RISKS RELATING TO OUR INDUSTRY**3.2.1 Dependency On Certified Instructors**

The operation of ICT training and certification is highly dependent on the knowledge and skills of instructors. Any shortage in certified instructors will have a significant impact on the business operations of ICT training and certification organisations.

(Source: Independent Assessment of the ICT Services Industry Focusing on Professional ICT Training and Certification, and Distribution of Proprietary Software Licences in Malaysia prepared by Vital Factor)

As at the LPD, we have two (2) certified master trainers who are involved in developing our blueprint for training comprising design, formulation and administration of training procedures. The training blueprint will be used as a guide for trainers to carry out their tasks, and to ensure that training conducted complies with our standards and procedures.

As at the LPD, we have two (2) Autodesk certified trainers and one (1) certified trainer for Microsoft Office applications. In addition to our own internal certified instructors, we engage external certified trainers to undertake ICT training classes under our control and supervision. It is important that we are able to source for certified instructors and retain their services as the industry may at times, face a shortage of certified instructors. In this respect, we have made continuous efforts in looking after our external instructors by paying them competitively for their services and providing them with a conducive working environment.

In addition, we maintain a database of approximately 300 external certified trainers, to ensure that we are not dependent on any one single provider. Nevertheless, there can be no assurance that any shortage of certified instructors would not adversely affect our future business performance.

3.2.2 Changes In Distribution Methods For Proprietary Software Licences

Currently, proprietary software licences are distributed via many methods. They include retail outlets, distributors for volume purchases, bundled with hardware and software, and through the Internet. There is a risk that the distribution of proprietary software licences may eventually be substantially through the Internet. Alternatively, product and technology owners may decide to undertake their own distribution. This could have a negative impact on existing distributors.

Operators that are able to provide value-adding services on top of distribution of proprietary software licences will be in a better position to continue to be relevant. Value adding could include the management of software licences, which covers procurement, keeping accurate inventory, ensuring licensing compliance, managing updates and new software, provision of training and certification, and others.

3. RISK FACTORS (Cont'd)

(Source: Independent Assessment of the ICT Services Industry Focusing on Professional ICT Training and Certification, and Distribution of Proprietary Software Licences in Malaysia prepared by Vital Factor)

We are engaged in the software licence distribution and management based on bulk or volume basis covering various types of software licences including applications, operating systems, communications, databases, and system and development tools and utilities. Our ability to undertake software licence distribution and management is highly synergistic to our other core business activity of providing ICT training and certification. As we are partners with many of the global technology and software vendors and organisations for the provision of training and certification of their products and services, it was a natural business extension to also distribute and manage their product licences.

Nonetheless there is no assurance that any changes in distribution methods for proprietary software licences will not impact on our future business performance.

3.2.3 Advances In Technologies And Products

The generally rapid rate of technological advances in ICT products and services may lead to the rapid obsolescence of, among others, hardware, software and ICT training and certification courses that are focused on outdated technologies and products. There is a risk that demand for an operator's products and services may decline as newer technologies and products are developed and introduced.

The ICT industry is dynamic and is constantly evolving. As technologies and products become obsolete, new or improved technologies and products will be created to replace them. These new and improved technologies and products will continue to provide business opportunities. Operators in the ICT industry that constantly review and update their products and services to meet evolving technologies and product changes will continue to be relevant to meet the needs of the ICT industry and users of ICT.

(Source: Independent Assessment of the ICT Services Industry Focusing on Professional ICT Training and Certification, and Distribution of Proprietary Software Licences in Malaysia prepared by Vital Factor)

We recognise that R&D is a critical success factor for companies to remain competitive and bring innovations to the society. Through our R&D efforts, we have launched our first in-house developed ICT certification programme, namely "IC CITIZEN" for the global market in 2010. Moving forward, as part of our future plans, we will undertake more R&D activities and incorporate a continuous process of introducing new and upgrading existing training programmes and certifications to keep up with technological and software advances, especially in tandem with our technology and software vendor partners.

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3. RISK FACTORS (Cont'd)

3.2.4 Competition

Our business faces normal competition from other providers of ICT training and certification, and software licence distribution and management in Malaysia. In normal competitive condition, the industry is subjected to normal supply and demand conditions moderated by the price mechanism. Operators compete on product and service differentiations, and other factors of competition.

However, pricing for software licensing is mainly dictated by the owner of the product or technology. As such, resellers like our Group that distribute third party software licences have to abide by the pricing guidelines from their principals or product owners, like Microsoft.

The ability to win contracts from the Government is a very significant competitive factor. This is because winners of Government contracts are commonly provided with high value contracts, and in most cases being the only one or one of very few organisations able to serve one or several defined user groups. As such, winning Government contracts reduces the competitive pressure from other operators in the industry.

(Source: Independent Assessment of the ICT Services Industry Focusing on Professional ICT Training and Certification, and Distribution of Proprietary Software Licences in Malaysia prepared by Vital Factor)

Currently our Group's key business advantage is that a significant part of our business is derived from winning Government contracts. These contracts provide our Group with a strong platform of assured revenue stream at least till the medium term, to further expand our business.

Our business is focused on high value contracts where each contract services a large group of individual users or organisations. Our strategy of focusing on high value contracts will enable us to grow our business whilst optimising our sales and marketing resources for maximum gains. Thus, we target customers that will enable us to deliver our services to large user group of individual or organisations.

Furthermore, our two (2) core business activities are highly synergistic, where we commonly provide ICT training and certification together with the supply of licences for the software that we are training and certifying.

Nonetheless there is no assurance that our Group will be able to continue to be competitive in the future in light of competition from other existing and potential players in the industry.

3.2.5 Availability Of Freeware

Freeware is software that users can legally use without paying any fees to the owner of the software's IP rights. An example of freeware is an Internet-based email application. The ready availability of freeware is a risk to operators, including providers of software licences, who charge a fee to users for the use of their software.

However, the range of freeware that is currently available is generally limited to more generic and basic applications. Developers of freeware are typically unable to provide users with value-added services such as consulting services, customisation, or to offer managed services and extensive technical support.

(Source: Independent Assessment of the ICT Services Industry Focusing on Professional ICT Training and Certification, and Distribution of Proprietary Software Licences in Malaysia prepared by Vital Factor)

Notwithstanding the above, there is no assurance that the availability of freeware will not have an adverse effect on our business performance in the future.

3. RISK FACTORS (Cont'd)

3.2.6 Software Piracy

Software can be easily copied, replicated and distributed. Unauthorised copying, replication and distribution deny revenue that is due to the owners of the software, which may have a negative effect on their financial performance.

Nevertheless, there is a strict stance on curbing software piracy through various Government efforts including the introduction of various legislations, such as, the Trade Marks Act 1976, Patents Act 1983 and Copyright Act 1987, and confiscation of pirated software to safeguard intellectual property rights, which encourages consumers to acquire proprietary software licences through legitimate channels and sources.

(Source: Independent Assessment of the ICT Services Industry Focusing on Professional ICT Training and Certification, and Distribution of Proprietary Software Licences in Malaysia prepared by Vital Factor)

The potential risk posed by software piracy to our business is mitigated by the contracts that we have secured to supply licensed software to our customers. We are of the opinion that it is unlikely that our customers, such as the MOHE, will use pirated software. Furthermore, suppliers of pirated software are not able to provide recognised ICT training. Users of pirated software will not be able to obtain recognised ICT certification, which can only be granted by technology and software vendors.

Notwithstanding the above, there is no assurance that software piracy will not have an adverse effect on our business performance in the future.

3.3 RISKS RELATING TO INVESTMENT IN OUR SHARES

3.3.1 No Prior Market For Our Shares

There has been no prior public market for our Shares. There can be no assurance that an active public market will develop or be sustained after our Listing or that the market price of our Shares will not decline below the IPO Price.

The IPO Price for our Shares is determined after taking into consideration a number of factors, including but not limited to, our operating and financial history and condition, our business strategies, competitive advantages, future plans and prospects, and the outlook of the ICT services industry, and may not be indicative of the market price of our Shares after our Listing.

There can be no assurance that the IPO Price will correspond to the price at which our Shares will trade on the Main Market of Bursa Securities upon or subsequent to our Listing.

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3. RISK FACTORS (Cont'd)

3.3.2 Capital Market Risks And Share Price Volatility

The performance of the local bourse is very much dependent on external factors such as the performance of the regional and world bourses and the flows of foreign funds. Sentiments are also largely driven by internal factors such as the economic and political conditions in Malaysia as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volumes witnessed on Bursa Securities, thus adding risk to the market price of the listed securities.

In addition, the market price of our Shares may be highly volatile and could fluctuate significantly and rapidly in response to, amongst others, the following factors, some of which are beyond our control:-

- (i) variations in our results of operations;
- (ii) success or failure of our management team in implementing business and growth strategies;
- (iii) gain or loss of an important business relationship;
- (iv) changes in securities analysts' recommendations, perceptions or estimates of our financial performance;
- (v) changes in conditions affecting the industry, the general economic conditions or stock market sentiments or other events or factors;
- (vi) changes in market valuations and share prices of companies with similar businesses to our Company that may be listed on Bursa Securities;
- (vii) additions or departures of key personnel;
- (viii) fluctuations in stock market prices and volume; or
- (ix) involvement in litigation.

Although we are committed to the sound management of our business, there is no assurance that the market price of our Shares will not be subject to volatility, due to market sentiments.

Nevertheless, our profitability is not dependent on the performance of Bursa Securities, as our business activities have no direct correlation with the performance of securities listed on Bursa Securities.

3.3.3 Control By Promoters

Upon our Listing, our Promoters, as set out in Section 5.1 of this Prospectus, will hold approximately 41.20% of our enlarged issued and paid-up share capital. As a result, they will still be able to, in the foreseeable future, effectively control our business direction and management as well as influence the outcome of certain matters requiring the vote of our shareholders unless our Promoters are required to abstain from voting by law and/or by the relevant guidelines or regulations.

Nevertheless, as a step towards good corporate governance, we have appointed four (4) Independent Directors and set up an Audit Committee to ensure that, *inter alia*, all future transactions involving related parties, if any, are entered into on an arms'-length basis, or normal commercial terms that are not more favourable to the related parties than those generally available to third parties and are not to the detriment of our minority shareholders.

3. RISK FACTORS (Cont'd)

3.3.4 Payment Of Dividends

We are principally an investment holding company and our core operations are carried out through our subsidiaries. Therefore, our major source of income comprises dividends and other distributions received from our subsidiaries. Our ability to pay dividends or make other distributions to our shareholders is dependent on several factors such as the future financial performance and cashflow position of our subsidiaries and covenants in our existing/future loan agreements.

3.3.5 Future Fund Raisings May Dilute Shareholders' Equity And/Or Restrict Our Operations

We may require additional funding for our future growth. This may result in dilution of our shareholders' equity, or restrictions imposed by additional debt funding.

Our capital requirements are dependent on, amongst others, our business, the availability of our resources for attracting, maintaining and enlarging our customer base and the need to maintain and expand our servicing facilities. In addition, we may need additional capital expenditure for mergers and acquisitions or investments. Any issue of Shares or other securities to raise funds will dilute shareholders' equity interests and may, in the case of a rights issue, require additional investments by shareholders.

Further, an issue of Shares below the then prevailing market price will also affect the value of Shares then held by investors. Dilution in shareholders' equity interests may occur even if the issue of Shares is at a premium to the market price. In addition, any additional debt funding would increase our gearing ratio and may restrict our freedom to operate our business as it may have conditions that:-

- (i) limit our ability to pay dividends or require us to seek consents for the payment of dividends;
- (ii) increase our vulnerability to general adverse economic and industry conditions;
- (iii) require us to dedicate a portion of our cash flow from operations to repayments of our debt, thereby reducing the availability of our cash flow for capital expenditures, working capital and other general corporate purposes; and
- (iv) limit our flexibility in planning for, or reacting to, changes in our businesses and our industry.

If we fail in obtaining more funds to meet requirements for our business, merger and acquisition plans or investments, we may not be able to implement future plans that are essential to our growth.

3.3.6 Failure Or Delay In Our Listing

The occurrence of any one or more of the following events, which is not exhaustive, may cause a delay in or cancellation of our Listing on the Main Market of Bursa Securities:-

- (i) the identified investors fail to subscribe to the portion of IPO Shares intended to be placed to them although they have furnished their irrevocable undertaking letters to subscribe for such Shares;
- (ii) the Sole Underwriter exercising its rights pursuant to the Underwriting Agreement to discharge itself from its obligations thereunder;
- (iii) we are unable to meet the public spread requirement as determined by Bursa Securities i.e. at least 25% of our enlarged issued and paid-up share capital must be held by a minimum number of 1,000 public shareholders holding not less than 100 Shares each at the point of our Listing; or

3. RISK FACTORS (Cont'd)

- (iv) we are unable to obtain permission from Bursa Securities for our Admission to the Official List and for the quotation of our entire enlarged issued and paid-up share capital on the Main Market of Bursa Securities.

In such an event, subject to restrictions set out in Section 3.3.7 of this Prospectus, we will return in full without interest, all monies paid in respect of any applications accepted. Nevertheless, our Directors will endeavour to ensure compliance with the various requirements for our successful Listing.

3.3.7 Delay Between Admission And Trading Of The IPO Shares

Delays in the Admission and the commencement of trading in shares on Bursa Securities have occurred in the past. In respect of the Public Issue Shares comprised in the IPO Shares, following their allotment and issue to investors, a return of monies to such investors may be effected by way of either a repurchase by our Company of those shares at the IPO Price, or by way of a reduction of our share capital. A capital reduction would require the approval by special resolution of our shareholders and approval of the Court.

Further, such capital reduction shall not be effected if on the date the reduction is to be effected, there are reasonable grounds for believing that we are, or after the reduction would be, unable to pay our liabilities as they become due.

There can be no assurance that monies can be recovered within a short period of time. If Bursa Securities does not admit our Shares for Listing, the market for our Shares will be illiquid and it may not be possible to trade our Shares. This may also have a materially adverse effect on the value of our Shares.

3.3.8 Disclosure Regarding Forward-Looking Statements

Certain statements in this Prospectus are based on historical data that may not be reflective of the future results, whilst others are forward looking in nature and are subject to uncertainties and contingencies. All forward looking statements are based on expectations and assumptions made by our Board, and although believed to be reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements.

In light of these and other uncertainties, the inclusion of such forward-looking statements in this Prospectus should not be regarded as a representation or warranty by us, the Offeror or our Adviser, that our plans and objectives will be achieved.

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4. INFORMATION ON OUR GROUP

4.1 GROUP OVERVIEW

4.1.1 Our History And Share Capital

Our Company was incorporated in Malaysia under the Act on 16 November 2010 under the name of Prestariang Sdn Bhd. Subsequently, on 15 December 2010, our Company was converted to a public limited company and assumed its present name. Our Company is an investment holding company with a wholly owned subsidiary, PSSB, which in turn is the holding company of LSB and PR&D.

We are an ICT service provider focusing on ICT training and certification, and software licence distribution and management. For further details including examples on our above mentioned activities, please refer to Section 4.3.2(iii)(a) and Section 4.3.2(iv) of this Prospectus, respectively. Dr Abu is the Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer of our Group. He brings with him extensive experience having accumulated approximately 29 years of experience in the training and education fields. He has been instrumental in the development, growth and success of our Group.

Over the years, under the leadership of Dr Abu, we have made a concerted effort to position ourselves as a reputable provider of ICT training and certification, and software licence distribution and management.

The history of our business can be traced back to 2003 with the commencement of the business of LSB. The business activity of LSB was initially in the supply of computer hardware and provision of basic ICT literacy training. In the same year, PSSB was incorporated and its initial business activity was in the provision of ICT training.

In 2004, LSB worked together with a technology partner namely FSBM Holdings Berhad, in introducing a teacher training programme in Malaysia. Subsequently, in the same year, LSB secured a contract with a value of RM108.25 million from the MOE for the BPPT Programme, to provide ICT literacy training for teachers in public primary and secondary schools in Malaysia. Our ICT literacy training modules, which were customised and localised to the Malaysian national curriculum, were aimed at training teachers to be competent managers capable of using ICT to create innovative teaching techniques. Under the BPPT Programme, LSB successfully trained approximately 100,000 teachers to integrate ICT into classroom teaching. LSB completed this programme in 2007.

PR&D was incorporated in 2004 and it commenced business in 2005. Its initial business activity was in developing and providing flying simulation programmes. However, the programmes did not kick off due to poor response. As a result PR&D ceased its activities in 2006. In end 2010, it has commenced R&D activities to work on the new learning/training and certification programmes which include the English language learning and certification programme, Islamic finance training and certification programme as well as Green IT certification programme.

In 2005, our Group, through PSSB, was granted the MSC Status and the Pioneer Status by the Government of Malaysia as represented by the MOF and the MITI, which the Pioneer Status had subsequently expired on 29 June 2010. On 29 September 2010, PSSB obtained a letter from the MITI for approval of extension of the Pioneer Status. The extension started from 30 June 2010 and is valid for another five (5) years.

In 2006, PSSB was awarded a contract with a value of RM4.99 million by the MOHE for the pilot 3P Programme specifically for Universiti Teknologi MARA. This was our first professional ICT training and certification under the 3P Programme and involved 1,063 final year students and lecturers/staff from the Faculty of Information Technology and Quantitative Sciences, the Faculty of Electrical Engineering and the Faculty of Information Management.

4. INFORMATION ON OUR GROUP (Cont'd)

From 2007 to 2010, PSSB has continued to obtain contracts which are renewable yearly from the MOHE for the 3P Programme. The value of these yearly renewable contracts was RM15.00 million each except for the contract for 2009 which had a value of RM20.00 million. In 2011, PSSB has obtained a new letter of award of RM80.00 million (RM20.00 million per year) from the MOHE to provide the 3P Programme to universities, polytechnics and community colleges as directed by the MOHE for a period of four (4) years. The 3P Programme aims to provide professional ICT training and certification to final year students of ICT and ICT related fields in public higher education institutions in Malaysia. Some of the certification courses include training in the use, application and provision of technical support for software products from Microsoft, IBM, Oracle, CompTIA, Autodesk, EC-Council, Adobe and others. As at the LPD, we offer approximately 40 certification courses, and there are approximately 18,790 participants who have participated in our professional ICT training and certification under the 3P Programme.

In 2006, through PSSB, we expanded our business to include synergistic activities namely software licence distribution and management. We secured two (2) contracts from the MOHE for the MUSE Programme in parallel with the 3P Programme for the supply of Microsoft and Autodesk software licences to public higher education institutions in Malaysia, namely a three (3) plus two (2)-year contract of RM10.00 million per year and a three (3)-year contract of RM20.00 million per year respectively. The contract for the supply of Microsoft software licences has been renewed for a further period of two (2) years upon its expiration of three (3) years in 2009 and thereafter in 2011, PSSB has been awarded by the MOHE a new contract of RM40.00 million (RM10.00 million per year) for the supply of Microsoft software licences for a period of four (4) years effective from the expiration of the previous contract of two (2) years. Furthermore, upon the expiration of the Autodesk contract, we have been awarded a new contract of RM20.00 million from the MOHE for the supply of Autodesk software licences under the MUSE Programme for a period of three (3) years commencing from 2009.

PSSB further extended its core competency in ICT training to integrate ICT into the healthcare industry. In 2008, we managed to secure a contract of RM13.59 million from the MOH for the ICMS Programme and we conducted this programme for five (5) months at three (3) Government healthcare training institutions, namely Bahagian Pengurusan Latihan in Kuala Lumpur, Kolej Jururawat Masyarakat Port Dickson in Negeri Sembilan and Kolej Pembantu Perubatan Alor Setar in Kedah. In the same year, as part of the Microsoft MLA, PSSB secured a three (3)-year contract worth RM0.17 million from the Ministry of Rural and Regional Development, Malaysia, to distribute and manage Microsoft software licence acquisitions for entities with more than 100 computers, under the purview of this Ministry.

In 2009, PSSB was appointed by Microsoft (Malaysia) Sdn Bhd to provide ICT literacy training to civil servants and system integrators in Malaysia under the RBTCs Programme and vendor development programme respectively, coordinated by the MOF. This was for a period of three (3) years with the option to extend for an additional three (3) years. The actual number of civil servants to be trained is discussed and agreed with the MOF on a yearly basis. As at the LPD, we have provided ICT literacy training to approximately 1,660 civil servants under the RBTCs Programme.

PSSB also launched a new "FlyingStart" pilot programme with our content partner, National Council for Graduate Entrepreneurship from the United Kingdom in 2009. The "FlyingStart" programme was aimed at providing intensive business start-up training to students. This programme was targeted at final year students across all disciplines from local public universities. We started the "FlyingStart" programme with two (2) public universities in Malaysia namely, Universiti Teknologi MARA and Universiti Malaysia Kelantan. As at the LPD, the "FlyingStart" programme has yet to generate any revenue.

4. INFORMATION ON OUR GROUP (Cont'd)

In 2010, PSSB secured, among others, the following new contracts:-

- a three (3)-year contract of RM21.48 million from the IRB to supply and manage Microsoft software licences for 8,000 computers and to provide ICT training; and
- a 20-month contract of RM12.00 million from the MOE to supply and manage Microsoft software licences for approximately 10,000 public schools and matriculation colleges in Malaysia under the EAA Programme, which covers 300,000 computers.

In addition, in 2010, LSB obtained letters of agreement from Microsoft (Malaysia) Sdn Bhd whereby it was appointed as:-

- a provider of ICT training for teachers and student development activities under the Partnership for Technology Access Initiative by the MOHE; and
- a provider of ICT training to students under the Malaysian Broadband PC Initiative sponsored by the Ministry of Information Communications and Culture, Malaysia.

We launched our first in-house developed ICT certification programme, namely "IC CITIZEN", for the global market in 2010. Subsequently, we signed a partnership agreement with Certiport from the US, to market our "IC CITIZEN" certification programme on a global basis. Certiport has a network of approximately 10,000 centres in 142 countries. As this programme was only officially launched in November 2010, it has yet to generate any revenue as at the LPD. However, in April 2011, PSSB has obtained a letter of award of USD67,500 from the Authority for Info-communications Technology Industry of Brunei Darussalam to provide the "IC CITIZEN Training & Certification" and "IC CITIZEN Train the Trainer" programmes to 50 participants for each of the programmes.

In 2011, PSSB has also secured a three (3) – year contract of RM8.05 million from the MOE to supply and manage Microsoft software licences for the District Academic Department, Institutes of Teacher Education and other MOE agencies (excluding matriculation colleges and schools).

Shown in the table below is a summary of the BPPT, 3P and RBTCS training programmes undertaken by our Group:-

Programme	Customer	No. Of Participants Trained Up To The LPD	Commencement Year	Completion Year
BPPT	MOE	Approximately 100,000	2004	2007 (Completed)
3P	MOHE	Approximately 18,790	2006	On-going
RBTCS	Microsoft (Malaysia) Sdn Bhd	Approximately 1,660	2009	On-going

Our Company's authorised share capital is RM50,000,000 comprising 500,000,000 ordinary shares of RM0.10 each, of which RM19,800,000 comprising 198,000,000 Shares have been issued and fully paid-up.

4. INFORMATION ON OUR GROUP (Cont'd)

The changes in our Company's issued and fully paid-up share capital since incorporation are set out below:-

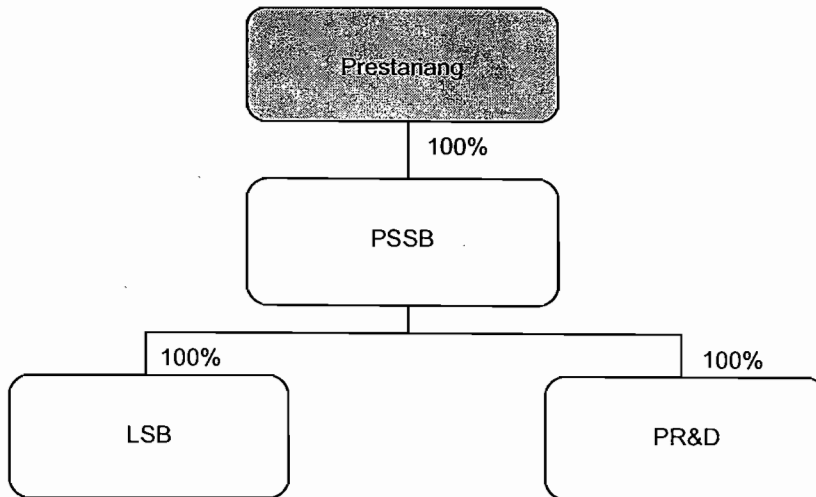
Date Of Allotment	No. Of Ordinary Shares Allotted	Par Value (RM)	Consideration	Cumulative Issued And Fully Paid-Up Ordinary Share Capital (RM)
16 November 2010	20	0.10	Subscribers' shares	2
2 June 2011	197,999,980	0.10	Acquisition of PSSB	19,800,000

Upon completion of the Public Issue, our issued and paid-up share capital will increase to RM22,000,000 comprising 220,000,000 Shares.

None of the above Shares were issued at a discount, on special terms or instalment payment terms. Our Company does not have any warrant, option or convertible securities in issue or any uncalled capital.

4.1.2 Corporate Structure

Our Group's corporate structure is depicted below:-



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4. INFORMATION ON OUR GROUP (Cont'd)

The details of our subsidiaries are as follows:-

Company (Registration No.)	Date/Place Of Incorporation	Issued And Fully Paid-Up Share Capital (RM)	Effective Equity Interest (%)	Principal Activities
PSSB (630804-K)	8 October 2003/ Malaysia	5,588,465	100	Provision of ICT training and certification, and software licence distribution and management
Subsidiaries Of PSSB				
LSB (544324-T)	9 April 2001/ Malaysia	500,000	100	Provision of ICT training ^(a) , and software licence distribution and management
PR&D (652573-X)	17 May 2004/ Malaysia	100,000	100	Research and development

Note:-

(a) LSB currently provides ICT training without any certification.

Further information on our subsidiaries are set out in Section 4.1.3 of this Prospectus.

4.1.3 Our Subsidiaries**(i) PSSB****(a) Background And Principal Activities And Products/Services**

PSSB was incorporated in Malaysia under the Act as a private limited company on 8 October 2003 under the name of To Create Consulting Sdn Bhd. The company changed to its present name of Prestariang Systems Sdn Bhd on 5 March 2004 and commenced operations in the same year. PSSB is principally involved in providing ICT training and certification as well as software licence distribution and management.

(b) Share Capital

As at the LPD, PSSB's authorised share capital is RM10,000,000 comprising 9,800,000 PSSB Shares and 2,000,000 RCPS, of which 5,263,158 PSSB Shares and 2,000,000 RCPS have been issued and fully paid-up. The 2,000,000 RCPS have been converted into 325,307 new PSSB Shares on 18 May 2011 to facilitate the Acquisition. As a result, the issued and fully paid-up share capital of PSSB as at the date of this Prospectus is RM5,588,465 comprising 5,588,465 PSSB Shares.

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4. INFORMATION ON OUR GROUP (Cont'd)

The changes to the issued and fully paid-up share capital of PSSB during the last three (3) years up to the LPD were as follows:-

Date Of Allotment	No. Of Ordinary Shares Allotted	Par Value (RM)	Consideration	Cumulative Issued And Fully Paid-Up Share Capital (RM)
30 December 2008	263,158	1.00	Cash	5,263,158 ^(a)

Date Of Allotment	No. Of RCPS Allotted	Par Value (RM)	Consideration	Cumulative Issued And Fully Paid-Up Share Capital (RM)
13 July 2009	2,000,000 ^(a)	0.10	Cash	200,000

Note:-

(a) The 2,000,000 RCPS have been converted into 325,307 new PSSB Shares on 18 May 2011 to facilitate the Acquisition. As a result, the issued and fully paid-up share capital of PSSB as at the date of this Prospectus is RM5,588,465 comprising 5,588,465 PSSB Shares.

None of PSSB Shares were issued at a discount, on special terms or instalment payment terms. PSSB does not have any warrant or option in issue or any uncalled capital.

(c) Subsidiary Or Associated Company

As at the LPD, PSSB has two (2) wholly owned subsidiaries, namely LSB and PR&D. PSSB does not have any associated company.

PSSB acquired 80% equity interest in LSB on 3 January 2005 and the remaining 20% equity interest on 14 October 2008. PSSB acquired 100% equity interest in PR&D on 3 January 2005.

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4. INFORMATION ON OUR GROUP (Cont'd)

(ii) LSB

(a) Background And Principal Activities And Products/Services

LSB was incorporated in Malaysia under the Act as a private limited company on 9 April 2001, under the name of Prestariang Technology Sdn Bhd and commenced operations in 2003. The company changed to its present name of Logisys Sdn Bhd on 14 October 2008.

LSB is principally involved in the provision of ICT training, and software licence distribution and management.

(b) Share Capital

As at the LPD, the authorised share capital of LSB is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 500,000 ordinary shares of RM1.00 each have been issued and fully paid-up. There have been no changes in LSB's issued and paid-up capital for the last three (3) years up to the LPD.

LSB does not have any warrant, option or convertible securities in issue or any uncalled capital.

(c) Subsidiary Or Associated Company

As at the LPD, LSB does not have any subsidiary or associated company.

(iii) PR&D

(a) Background And Principal Activities And Products/Services

PR&D was incorporated in Malaysia under the Act as a private limited company on 17 May 2004, under the name of Prestariang Services Sdn Bhd. The company changed its name to Prestariang Digital Sdn Bhd on 25 September 2004. It commenced operations in 2005 before ceasing its activities in 2006. The company subsequently changed to its present name of Prestariang R&D Sdn Bhd on 26 November 2010.

PR&D has commenced R&D activities in end 2010.

(b) Share Capital

As at the LPD, the authorised share capital of PR&D is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which all the 100,000 ordinary shares of RM1.00 each have been issued and fully paid-up. There were no changes in PR&D's issued and paid-up share capital for the last three (3) years up to the LPD.

PR&D does not have any warrant, option or convertible securities in issue or any uncalled capital.

(c) Subsidiary Or Associated Company

As at the LPD, PR&D does not have any subsidiary or associated company.

4. INFORMATION ON OUR GROUP (Cont'd)

4.1.4 Key Achievements, Milestones And Awards

Our Group's key development and achievement milestones over the years are as set out below:-

Year	Event
2004	<ul style="list-style-type: none"> Undertook the BPPT Programme awarded by the MOE
2005	<ul style="list-style-type: none"> PSSB was granted MSC Status and Pioneer Status by the Government of Malaysia as represented by the MOF and the MITI
2006	<ul style="list-style-type: none"> PSSB was awarded a contract by the MOHE for the pilot 3P Programme specifically for Universiti Teknologi MARA PSSB expanded its business activities to include software licence distribution and management and secured two (2) contracts from the MOHE for the supply of Microsoft and Autodesk software licences under the MUSE programme
2007	<ul style="list-style-type: none"> Completed the BPPT Programme
2008	<ul style="list-style-type: none"> Secured a contract from the MOH for the ICMS Programme which was conducted at three (3) Government healthcare training institutions Secured a three (3)-year contract from the Ministry of Rural and Regional Development, Malaysia, to distribute and manage Microsoft software licence acquisitions for entities with more than 100 computers, under the purview of this Ministry
2009	<ul style="list-style-type: none"> Appointed by Microsoft (Malaysia) Sdn Bhd to provide ICT literacy training to civil servants and system integrators in Malaysia under the RBTCS Programme and vendor development programme respectively, coordinated by the MOF Launched a new "FlyingStart" pilot programme with our content partner, National Council for Graduate Entrepreneurship from the United Kingdom, aimed at providing intensive business start-up training to final year students in local public universities The contract for the supply of Microsoft software licences to public higher education institutions in Malaysia was renewed for another two (2) years. Furthermore, upon the expiration of the Autodesk contract, we have been awarded a new three (3)-year contract for the supply of Autodesk software licences under the MUSE Programme
2010	<ul style="list-style-type: none"> PSSB obtained a letter from the MITI for approval of extension of the Pioneer Status. The extension started from 30 June 2010 and is valid for another five (5) years Launched our first in-house developed ICT certification programme, namely "IC CITIZEN" for the global market. Signed a partnership agreement with Certiport from the US, to market our "IC CITIZEN" programme through its network of approximately 10,000 centres in 142 countries Secured a three (3)-year contract to supply and manage Microsoft software licences for 8,000 computers and provision of ICT training to the IRB Secured a 20-month contract from the MOE to supply and manage Microsoft software licences for public schools and matriculation colleges under the EAA Programme. The contract is to supply and manage Microsoft software licences for 300,000 computers

4. INFORMATION ON OUR GROUP (Cont'd)

Year	Event
	<ul style="list-style-type: none"> • LSB obtained letters of agreement from Microsoft (Malaysia) Sdn Bhd whereby it was appointed as:- <ul style="list-style-type: none"> - a provider of ICT training for teachers and student development activities under the Partnership for Technology Access Initiative by the MOHE; and - a provider of ICT training to students under the Malaysian Broadband PC Initiative sponsored by the Ministry of Information Communications and Culture, Malaysia • PR&D commenced R&D activities
2011	<ul style="list-style-type: none"> • Secured a three (3) – year contract from the MOE to supply and manage Microsoft software licences for the District Academic Department, Institutes of Teacher Education and other MOE agencies (excluding matriculation colleges and schools) • Obtained a new letter of award from the MOHE to provide the 3P Programme to universities, polytechnics and community colleges as directed by the MOHE for a period of four (4) years • Awarded by the MOHE a new contract for the supply of Microsoft software licences under the MUSE Programme for a period of four (4) years effective from the expiration of the previous contract of two (2) years in 2011 • Obtained a letter of award from the Authority for Info-communications Technology Industry of Brunei Darussalam to provide the "IC CITIZEN Training & Certification" and "IC CITIZEN Train the Trainer" programmes to 50 participants for each of the programmes

As a testimony to the quality of our products, technological capabilities, creditworthiness and management capabilities, we have received many awards and recognitions in the course of our operations, as listed below:-

Year	Types of Awards and Recognitions
2004	<ul style="list-style-type: none"> • Apple Key Account Win FY 2004
2007	<ul style="list-style-type: none"> • Microsoft Certified Partner for Learning Solutions ("CPLS") 2007-2008
2008	<ul style="list-style-type: none"> • Microsoft CPLS 2008-2009 • Asia Pacific Regional Best Practices in Advancing Industry Growth through Innovation in Education 2008 Award by CompTIA • Certificate of Acknowledgement for PSSB, IBM Malaysia Sdn Bhd and Universiti Teknologi MARA for working together under the Career Education in IBM Software ("CEIS") 2008 • Microsoft Gold Certified Partner 2008-2009
2009	<ul style="list-style-type: none"> • Microsoft CPLS Partner Excellence Award • Microsoft Gold Certified Partner 2009-2010 • Most Valued Partner by Prometric • ATC of the Year Award 2009 under the Asia Pacific Region by the EC-Council in US • Most Comprehensive Global IT Certification Programme in Asia by Prometric • Member in good standing and afforded all the privileges and benefits of this designation 2009-2010 by CompTIA • Member in Good Standing of CompTIA 2009 by CompTIA

4. INFORMATION ON OUR GROUP (Cont'd)

Year	Types of Awards and Recognitions
	<ul style="list-style-type: none"> Highest Certification Achievement and Commitment in Producing Globally-benchmarked Graduates by CompTIA Best Performance for CEIS Programme by IBM Malaysia Sdn Bhd
2010	<ul style="list-style-type: none"> Microsoft Learning Solutions Partner of the Year 2010 Microsoft Gold Certified Partner 2010-2011 Microsoft Certified Partner 2010-2011 Recognition Award for Innovative Venture Capital Backed Companies 2010 by the Malaysian Venture Capital and Private Equity Association CompTIA Authorised Platinum Partner 2010 EC-Council Circle of Excellence Authorised Training Centre 2010
2011	<ul style="list-style-type: none"> Autodesk High Achiever Education Authorization 2011 Microsoft Partner Network Gold Volume Licensing 2011 Autodesk Best Performing Partner in Asia Pacific 2011

4.2 LISTING SCHEME

In conjunction with, and as an integral part of the listing of and quotation for our Company's entire issued and fully paid-up share capital on the Main Market of Bursa Securities, we have undertaken the Listing Scheme which involves the following:-

(i) Dividend Payment

Prior to the Acquisition, PSSB had, on 13 May 2011, paid to its shareholders a dividend of RM8.00 million.

(ii) Acquisition

Pursuant to the PSSB SPA, our Company acquired the entire equity interest of PSSB for a purchase consideration of RM19,799,998, which was fully satisfied by the issuance of 197,999,980 new Shares.

The purchase consideration of RM19,799,998 was arrived at on a willing buyer-willing seller basis after taking into consideration the following:-

	As at 31 December 2009 (RM)	As at 30 September 2010 (RM)
Audited consolidated net assets of PSSB and its subsidiaries ("PSSB Group")	17,896,140	26,945,046
Additional share capital and share premium arising from the conversion of RCPS ^(a)	2,000,000	2,000,000
Less: Dividend Payment	-	(8,000,000)
Adjusted consolidated net assets of the PSSB Group	19,896,140	20,945,046
Discount of purchase consideration from the adjusted consolidated net assets of the PSSB Group (%)	0.48	5.47

Note:-

(a) After taking into consideration the conversion of 2,000,000 RCPS held by KMP into 325,307 new PSSB Shares.

4. INFORMATION ON OUR GROUP (Cont'd)

The vendors and their respective equity interests in PSSB acquired by our Company together with the number of new Shares issued to them and their nominees as consideration are as set out:-

Name	Shareholding In PSSB		No. Of New Shares Issued As Consideration
	No. Of PSSB Shares Held	% Held	
Dr Abu	5,000,000	89.47	77,000,000
EkoHati ^(a)	-	-	50,000,880
Sigma Dedikasi ^(b)	-	-	31,409,800
Anjakan Evolusi ^(c)	-	-	9,240,000
Loet Holding Inc ("Loet") ^(d)	-	-	9,500,000
KMP	588,465	10.53	20,849,300
Total	5,588,465	100.00	197,999,980

Notes:-

(a) Pursuant to the Acquisition, Dr Abu renounced his rights to the allotment of 50,000,880 new Shares to EkoHati. Please refer to Section 5.1.2(ii) of this Prospectus for details on EkoHati.

(b) Pursuant to the Acquisition, Dr Abu renounced his rights to the allotment of 31,409,800 new Shares to Sigma Dedikasi ("**Renouncement to Sigma Dedikasi**"). Please refer to Section 5.1.2(iii) of this Prospectus for details on Sigma Dedikasi.

Upon completion of the Renouncement to Sigma Dedikasi, Dr Abu sold and transferred 21.00% equity interest in Sigma Dedikasi to Datuk Ahmad Fikri for a sale consideration of RM5,936,452 ("**Sale and Transfer to Datuk Ahmad Fikri**"). The sale consideration was arrived at on a willing buyer – willing seller basis after taking into consideration the 31,409,800 Shares held by Sigma Dedikasi pursuant to the Renouncement to Sigma Dedikasi and the IPO Price. The Sale and Transfer to Datuk Ahmad Fikri was completed on 2 June 2011. Datuk Ahmad Fikri is a strategic investor to our Group by virtue of his current involvement in the ICT industry, particularly in the area of system integrator, supply and implementation of hardware and software solutions and provision of maintenance services. With his current experience and network in the ICT industry, our Directors believe that Datuk Ahmad Fikri may bring business opportunities to our Group. Please refer to Section 5.1.3(ii) of this Prospectus for details on Datuk Ahmad Fikri.

Also, in conjunction with the Sale and Transfer to Datuk Ahmad Fikri, Dr Abu acquired from his spouse, Shahirul Azian, her 1.00% equity interest in Sigma Dedikasi, on 2 June 2011.

(c) Pursuant to the Acquisition, Dr Abu renounced his rights to the allotment of 9,240,000 new Shares to Anjakan Evolusi. Please refer to Section 5.1.2(iv) of this Prospectus for details on Anjakan Evolusi.

(d) In conjunction with the Acquisition, Dr Abu sold and transferred 9,500,000 new Shares issued to him as consideration shares for the Acquisition, to Loet for a sale consideration of RM8,550,000. The sale consideration was arrived at on a willing buyer - willing seller basis based on the IPO Price. The 9,500,000 new Shares were issued and allotted by our Company directly to Loet on 2 June 2011.

Loet was incorporated in the British Virgin Islands on 1 December 2010 under the BVI Business Companies Act, 2004 as a BVI business company. As at the LPD, -

- Loet is wholly owned by Blue Sky Global Ltd (with one (1) share held), which was incorporated in the Republic of Seychelles on 6 January 2010 under the International Business Companies Act, 1994, as an international business company. By virtue of a trust arrangement, Yeow Kheng Chew ("YKC") is the beneficial owner of the share in Loet held by Blue Sky Global Ltd; and
- the director of Loet is Prosper Management Ltd, which was incorporated in Belize City, Belize, on 3 July 2009 under the International Business Companies Act, Chapter 270 of the Laws of Belize, Revised Edition 2000, as an international business company.

4. INFORMATION ON OUR GROUP (Cont'd)

The sale and transfer of the Shares to Loet will enable YKC to play the role of our strategic investor through Loet. YKC is currently an Executive Director of a public listed company, Kencana Petroleum Berhad. With his experience in running a public listed company, our Directors believe that YKC's participation as our strategic investor will lend credential to our Group.

All the new Shares issued pursuant to the Acquisition rank *pari passu* in all respects with one another and with the existing Shares and carry all rights to receive in full all dividends and other distributions declared and paid subsequent to the allotment thereof.

The Acquisition was completed on 2 June 2011.

(iii) IPO

(a) Public Issue

We are undertaking the Public Issue, details of which are set out in Section 2.2.1 of this Prospectus.

(b) Offer For Sale

We are undertaking the Offer for Sale, details of which are set out in Section 2.2.2 of this Prospectus.

(iv) Listing

We have also applied to Bursa Securities for the Admission and Listing. As further set out in Section 6.1 of this Prospectus, the approval from Bursa Securities has been obtained via its letter dated 30 May 2011.

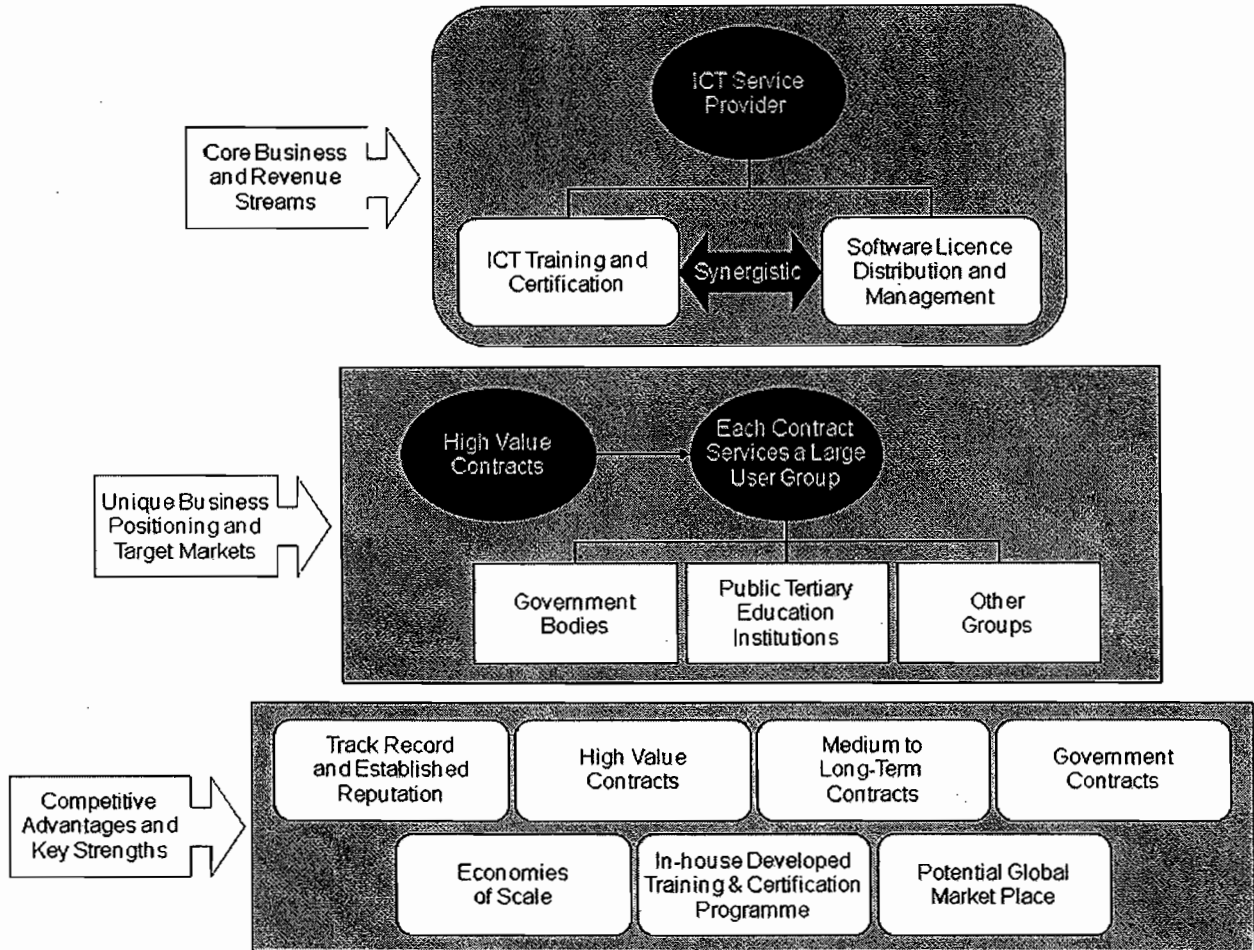
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4. INFORMATION ON OUR GROUP (Cont'd)

4.3 OVERVIEW OF OUR GROUP'S BUSINESS ACTIVITIES

4.3.1 Business Model

Our business model is as depicted in the diagram below:-



(i) Core Business And Revenue Streams

We are an ICT service provider focusing on ICT training and certification, and software licence distribution and management.

Our two (2) core business activities are highly synergistic, where we commonly provide ICT training and certification together with the supply of licences for the software that we are training and certifying.

As a certified partner for various technology and software vendors and organisations, we have the capability to provide both basic and professional ICT training and certification encompassing instructor-led courses and certification examination at the end of the course. At the same time we are able to distribute and manage their software licences.

Currently, we offer approximately 40 certification courses from various technology and software vendors and organisations who are our valued partners including Microsoft, IBM, Oracle, CompTIA, Autodesk, EC-Council, Adobe and others.

4. INFORMATION ON OUR GROUP (Cont'd)

We are authorised to provide ICT training and certification in any location in Malaysia. This enables us to have the flexibility to expand our business operations and services within Malaysia.

Under the 3P Programme, we provide professional ICT training and certification for public higher education institutions in Malaysia. As at the LPD, approximately 18,790 participants have participated in the 3P Programme.

Under the RBTCs Programme, we provide ICT literacy training to civil servants in Malaysia. As at the LPD, we have provided ICT literacy training to approximately 1,660 civil servants in Malaysia.

The other part of our business is in software licence distribution and management, which is synergistic to our ICT training and certification business whereby we can provide a total package to our customers. For example, in 2006, we secured two (2) contracts from the MOHE for the MUSE Programme in parallel with the 3P Programme for the supply of Microsoft and Autodesk software licences to public higher education institutions in Malaysia, namely a three (3) plus two (2)-year contract and a three (3)-year contract respectively. The contract for the supply of Microsoft software licences has been renewed for a further period of two (2) years upon its expiration of three (3) years in 2009 and thereafter in 2011, we have been awarded by the MOHE a new contract for the supply of Microsoft software licences for a period of four (4) years effective from the expiration of the previous contract of two (2) years. Furthermore, upon the expiration of the Autodesk contract, we have been awarded a new contract from the MOHE for the supply of Autodesk software licences under the MUSE Programme for a period of three (3) years commencing from 2009.

(ii) Unique Business Positioning And Target Markets

Our business positioning is focused on high value contracts where each contract services a large group of individual users or organisations. As an example, we were appointed by Microsoft (Malaysia) Sdn Bhd to provide ICT literacy training to civil servants in Malaysia under the RBTCs Programme coordinated by the MOF.

Our strategy of focusing on high value contracts enables us to grow our business while optimising our sales and marketing resources for maximum gains. Thus, we target customers that will enable us to deliver our services to a large user group of individuals or organisations.

In contrast, many ICT training and certification as well as software licence distribution and management companies market and sell to individuals or smaller groups of users or organisations. Such a business strategy would require significant sales and marketing resources to cover a wider market.

Our target markets are primarily those that form a large and natural "defined user group". They include Government bodies and public tertiary education institutions. Each of these groups would form a large user base.

As at the LPD, we have provided ICT training and certification to the following groups:-

- civil servants from Government agencies; and
- students, tutors, lecturers and staff from public tertiary education institutions.

4. INFORMATION ON OUR GROUP (Cont'd)

(iii) Competitive Advantages And Key Strengths

Our competitive advantages and key strengths provide us with a strong platform to compete against other business operators, and also to facilitate business sustenance and growth. Our competitive advantages and key strengths are as follows:-

(a) Track Record And Established Reputation

Since 2004, we have developed a reputation as an established provider of ICT training and certification in Malaysia. Our track record is reinforced by the following achievements:-

- Between 2004 and 2007, we have provided ICT literacy training to approximately 100,000 teachers from local public schools under the BPPT Programme.
- As at the LPD, approximately 18,790 participants have participated in our training and certification programme since 2006 under the 3P Programme.
- As at the LPD, we have provided ICT literacy training to approximately 1,660 civil servants since 2009 under the RBTCS Programme.
- As at the LPD, we managed and distributed approximately 878,621 Microsoft licences and 15,410 Autodesk licences to various Government bodies in Malaysia since 2006.

In addition, we have obtained numerous awards and recognitions from technology and software vendors and organisations, which serve as a testament of our success and market reputation. Please refer to Section 4.1.4 of this Prospectus for our list of awards and recognitions.

(b) High Value Contracts

Our business strategy is focused on high value contracts where each contract enables us to service a large group of individuals or organisations.

This provides us with a key competitive advantage and business differentiation that enables us to grow our business substantially while optimising our sales and marketing effort.

Our strategy is in contrast to most other operators that have to sell and market to single or smaller groups of people or organisations. Such a strategy requires significant sales and marketing efforts, and places considerable constraints on the ability to obtain rapid business growth.

In addition, our success in utilising this strategy of high value contracts will provide us with the platform to replicate this model when we expand our business into other industries and geographical areas, both locally and overseas.

4. INFORMATION ON OUR GROUP (Cont'd)**(c) Medium to Long Term Contracts**

One of our key strengths is that we have medium to long-term contracts in the provision of ICT training and certification as well as software licence distribution and management.

As at the LPD, we have the following contracts with our customers:-

ICT Training And Certification

- In 2006, PSSB, was awarded a contract by the MOHE for the pilot 3P Programme specifically to provide professional ICT training and certification for Universiti Teknologi MARA. Since 2007, PSSB has continued to obtain contracts which are renewable yearly from the MOHE for the 3P Programme until 2010.
- In general, the contract renewal for the 3P Programme is carried out by way of the MOHE issuing a letter of award to the PSSB each year. Upon the issuance of the letter of award by the MOHE, PSSB and the MOHE will enter into a new agreement to effect the renewal. In 2011, PSSB has been awarded a new letter of award from the MOHE to provide the 3P Programme to universities, polytechnics and community colleges as directed by the MOHE for a period of four (4) years.
- In 2009, PSSB was appointed by Microsoft (Malaysia) Sdn Bhd to provide ICT literacy training to civil servants and system integrators in Malaysia under the RBTCS Programme and vendor development programme respectively coordinated by the MOF. This was for a period of three (3) years with the option to extend for an additional three (3) years.
- In 2010, LSB obtained letters of agreement from Microsoft (Malaysia) Sdn Bhd whereby it was appointed as:-
 - a provider of ICT training for teachers and student development activities under the Partnership for Technology Access Initiative by the MOHE; and
 - a provider of ICT training to students under the Malaysian Broadband PC Initiative sponsored by the Ministry of Information Communications and Culture, Malaysia.
- In 2011, PSSB has obtained a letter of award from the Authority for Info-communications Technology Industry of Brunei Darussalam to provide the "IC CITIZEN Training & Certification" and "IC CITIZEN Train the Trainer" programmes to 50 participants for each of the programmes.

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4. INFORMATION ON OUR GROUP (Cont'd)

Software Licence Distribution and Management

- In 2006, we secured two (2) contracts from the MOHE for the MUSE Programme in parallel with the 3P Programme for the supply of Microsoft and Autodesk software licences to public higher education institutions in Malaysia, namely a three (3) plus two (2)-year contract and a three (3)-year contract respectively. The contract for the supply of Microsoft software licences has been renewed for a further period of two (2) years up to 2011 upon its expiration of three (3) years in 2009 and thereafter in 2011, PSSB has been awarded by MOHE a new contract for the supply of Microsoft software licences for a period of four (4) years effective from the expiration of the previous contract of two (2) years in 2011. Furthermore, upon the expiration of the Autodesk contract, we have been awarded a new contract from the MOHE for the supply of Autodesk software licences under the MUSE Programme for a period of three (3) years commencing from 2009.
- In 2008, PSSB secured a three (3)-year contract from the Ministry of Rural and Regional Development, Malaysia to supply and manage Microsoft software licence to entities with more than 100 computers, under the purview of this Ministry.
- In 2010, PSSB secured, among others, the following new contracts:-
 - a three (3)-year contract from the IRB to supply and manage Microsoft software licences for 8,000 computers and to provide ICT training; and
 - a 20-month contract from the MOE to supply and manage Microsoft software licences for approximately 10,000 public schools and matriculation colleges in Malaysia under the EAA Programme which covers 300,000 computers.
- In 2011, PSSB secured a three (3)-year contract from the MOE to supply and manage Microsoft software licences for the District Academic Department, Institutes of Teacher Education and other MOE agencies (excluding matriculation colleges and schools).

These contracts help us to secure a continuous revenue stream and provide some assurance of business continuity for the duration of the contracts.

(d) Government Contracts

A significant proportion of our contracts are from the Government of Malaysia. The percentage of revenue derived from government contracts is detailed in Section 4.3.10 of this Prospectus. This provides us with some key advantages:-

- These contracts serve a large group of users or organisations in the forms of Government departments or ministries, hence the aggregate value of each contract is relatively higher to contracts with the private sector.
- These Government contracts provide our business with some assurance of a continuous revenue stream and less risk of non-payment during the duration of the contracts.

This is a competitive advantage as most other service providers of ICT training and certification, as well as distribution and management of software licences are focused on the private sector where contract sizes are relatively lower in terms of value or for shorter duration.

4. INFORMATION ON OUR GROUP (Cont'd)

(e) Economies Of Scale

Our Group enjoys economies of scale through the large number of individuals that we train, and the large number of software licences that we distribute and manage.

- Between 2004 and 2007, we have provided ICT literacy training to approximately 100,000 teachers from local public schools under the BPPT Programme.
- As at the LPD, approximately 18,790 participants have participated in our training and certification programme since 2006 under the 3P Programme.
- As at the LPD, we have provided ICT literacy training to approximately 1,660 civil servants since 2009 under the RBPCS Programme.
- As at the LPD, we managed and distributed approximately 878,621 Microsoft licences and 15,410 Autodesk licences to various Government bodies in Malaysia since 2006.

In contrast, most other operators would not have such a sizeable and regular flow of end-customers to service.

Our economies of scale obtained through high throughput for our services enable us to reduce our per-unit cost of servicing end-customers. This is particularly pertinent in terms of:-

- (1) maximising utilisation of personnel for the following functions:-
 - training and certification;
 - software licence distribution and management;
 - administration; and
 - other head office functions;
- (2) maximising utilisation of training and certification facilities at designated centres in 14 public universities, selected polytechnics and community colleges and six (6) INTAN training centres located in Malaysia; and
- (3) Our large volume of work also provides us with stronger bargaining power to obtain better commercial terms from our partners like Microsoft, Autodesk, Adobe, Oracle and Prometric as well as external trainers.

Economies of scale represent a strong competitive advantage for us in improving our profit margin.

(f) In-House Developed Training And Certification Programme

To leverage on our core competencies in the provision of ICT training and certification, we have successfully developed a training and certification programme, namely "IC CITIZEN" for the local and global market.

This training and certification programme is designed to promote the appropriate use of technology particularly for today's digital literacy requirements. The programme aims to impart basic understanding and rules of acceptable behaviour when using the Internet. It also encourages individuals to be responsible in online communities.

Our proprietary training and certification programme provides us with the advantage of being able to develop new training modules and certification to meet market needs. We also have the ability to undertake modifications, customisation and updates expediently and cost effectively as and when they are necessary.

4. INFORMATION ON OUR GROUP (Cont'd)

Our in-house development training and certification programme enables us to expand our business into any country without restrictions on IP rights.

In addition, having our in-house development training and certification programme will enable us to derive the following benefits:-

- we are able to resell our proprietary programme without constraints;
- we are able to appoint resellers to expand our global coverage;
- we are able to customise our programme to better fit customers' requirements;
- we are able to enhance our programme to keep abreast of changing needs of customers and environment, as well as technologies; and
- we are not reliant on third party principals.

(g) Potential Global Market Place

As we own the IP of our "IC CITIZEN" training and certification programme, which was made available globally in November 2010, we are able to export the programme to most places in the world with minor modifications. Our ability to export our programme enlarges our potential market significantly other than Malaysia.

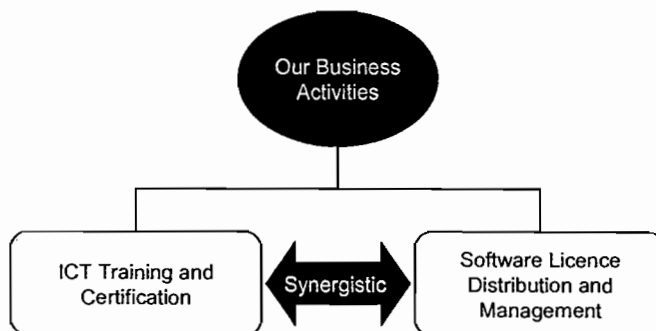
In 2010, we signed a partnership agreement with our global partner, Certiport, from the US to market our "IC CITIZEN" training and certification programme. Certiport has a network of approximately 10,000 centres in 142 countries.

Access to the global market place for our own training and certification programme provides us with significant opportunities for business growth.

4.3.2 Our Products, Services And Operations

(i) Overview

Our business activities are as follows:-



We are an ICT service provider focusing on ICT training and certification, and software licence distribution and management.

Our two (2) core business activities are highly synergistic, where we commonly provide ICT training and certification together with the supply of licences for the software that we are training and certifying. For example, the synergistic effect is evidenced in the 3P and MUSE Programmes where we supply the Microsoft and Autodesk software licences to public higher education institutions in Malaysia under the MUSE Programme in parallel with the 3P Programme in conducting ICT training and certification. In addition, under the contract awarded by the IRB, we also supply Microsoft software licences as well as provide ICT training.

4. INFORMATION ON OUR GROUP (Cont'd)**(ii) Breakdown Revenue By Business Segment**

The breakdown of our Group's revenue by business segment for FYE 2009 and FYE 2010 is as follows:-

	Revenue Contribution for FYE 2009		Revenue Contribution for FYE 2010	
	RM'000	%	RM'000	%
ICT Training and Certification	20,313	51.52	23,065	39.41
Professional ICT Training and Certification	20,000	50.73	21,451	36.65
Basic ICT training and certification	313	0.79	1,614	2.76
Software Licence Distribution and Management	19,112	48.48	35,455	60.59
Total	39,425	100.0	58,520	100.00

For FYE 2009 and FYE 2010, revenue derived from the provision of ICT training and certification accounted for 51.52% and 39.41% of our Group's total revenue respectively.

Revenue derived from the provision of professional ICT training and certification accounted for 50.73% and 36.65% of our Group's total revenue for FYE 2009 and FYE 2010 respectively, while the provision of basic ICT training accounted for 0.79% and 2.76% of our Group's total revenue for FYE 2009 and FYE 2010 respectively. The provision of basic ICT training, under the RBTCS Programme, only started in the fourth quarter of 2009.

Our software licence distribution and management business accounted for 48.48% and 60.59% of our Group's total revenue for FYE 2009 and FYE 2010 respectively. This was mainly to service public higher education institutions in Malaysia under the MUSE Programme and public schools and matriculation colleges under the EAA Programme, and for the supply of Microsoft software licences to the IRB.

(iii) ICT Training And Certification

Our ICT training and certification business is in two (2) areas:-

- Professional ICT training and certification; and
- Basic ICT training and certification.

(a) Professional ICT Training And Certification

Professional ICT training and certification generally refers to industry based technical training and certification that are internationally recognised. This includes the provision of instructor-led short courses in ICT vendors' products and technologies. A certification examination is then held at the end of each training course.

Our professional ICT training and certification is aimed at providing specific and practical ICT skills for individuals entering the ICT industry, updating their skills and knowledge, expanding their skill sets, as well as preparing for career advancement. We provide professional ICT training and certification focusing on internationally recognised industry driven certifications to address the gap between competency levels of graduates to improve employability.

4. INFORMATION ON OUR GROUP (Cont'd)

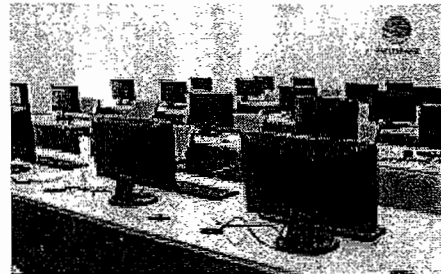
Professional ICT certification is important as they serve as credentials of the individual's skill and knowledge base. Certification also provides a uniform and independent means of accessing a person's skill and knowledge base. This is because vendors like Microsoft or Oracle provide the training modules and the examination papers relating to the certification process. As such, all training materials and certification examinations are uniform across the world.

Our professional ICT training and certification are for specific and short courses, where each course takes approximately one (1) to six (6) weeks to complete. As such, professional ICT training and certification enables individuals to acquire specific knowledge and skill set on demand, as and when they need them. This also implies that individuals can adopt a lifelong learning paradigm to continually acquire knowledge, skills and new capabilities.

We commenced the provision of professional ICT training and certification in 2006 under the 3P Programme.

We undertake the following activities in our provision of professional ICT training and certification:-

- **Classroom based training**, refers to trainer or instructor-led training where our trainers bring to the classroom a broad range of hands-on experience and expertise to transfer their skills and knowledge to the participants.



All our courses are fully interactive and we provide step-by-step instructions on implementation of various technology solutions with all the necessary facilities and software applications. All the course materials and workbooks for the professional ICT courses are sourced directly from the respective technology or software vendors.

- **Hands on practical training**, where the training solutions are built on practical real-world situations, which allow participants to perform each step individually in gaining valuable hands-on experience.
- **Preparation of examination**, where we prepare all our participants for certification examinations.

We provide a wide range of professional ICT training and certification encompassing approximately 40 types of courses from various internationally recognised technology and software vendors and organisations, of which the list is as follows:-

Technology and Software Vendors/ Organisations	Types of Training and Certification
Individual Certification	
Microsoft	Microsoft Certified Technology Specialist - SQL Server 2008 (Database Development) (MCTS-SQL 2008) Microsoft Certified Technology Specialist - Windows 7, Configuration (MCTS-WIN7) Microsoft Certified Technology Specialist - Windows 7 Enterprise Desktop Support Technician (MCTS-ES) Microsoft Certified IT Professional - System Administrator (MCITP-SA)

4. INFORMATION ON OUR GROUP (Cont'd)

Technology and Software Vendors/ Organisations	Types of Training and Certification
	<p>Microsoft Certified Professional Developer - ASP .NET Developer 3.5 (MCPD-ASP.NET)</p> <p>Microsoft Certified Technology Specialist - .NET Framework 3.5 Windows Form Applications (MCTS-.NET)</p> <p>Microsoft Certified Technology Specialist - .NET Framework 3.5 ASP.NET Applications (MCTS-ASP.NET)</p> <p>Microsoft Certified Technology Specialist - Microsoft Office SharePoint Server 2007, Configuration (MCTS-SP)</p> <p>Microsoft Certified Technology Specialist - Microsoft Office Project 2007, Managing Project (MCTS-Project)</p>
Autodesk	<p>Autodesk AutoCAD 2010 Associate (AutoCAD)</p> <p>Autodesk Inventor 2010 Certified Associate (Inventor)</p> <p>Autodesk Revit Architecture 2010 Certified Associate (Revit)</p>
CISCO	<p>Cisco Certified Entry-Level Network Technician (CCENT)</p> <p>Cisco Certified Network Associate (CCNA)</p>
CompTIA	<p>CompTIA A+ Certification (CompTIA A+)</p> <p>CompTIA Network+ Certification (Network+)</p> <p>CompTIA Security+ Certification (Security+)</p> <p>CompTIA Project+ Certification (Project+)</p>
Adobe	<p>Adobe Dreamweaver CS4 (Dreamweaver)</p> <p>Adobe Flash CS4 (FLASH)</p> <p>Adobe Photoshop CS4 Professional (Photoshop)</p>
EC-Council	<p>EC-Council Network Support Administrator (ENSA)</p> <p>EC-Council Project Management ("EPM")</p> <p>EC-Council Certified Security Specialist (ECSS)</p>
Oracle	<p>Oracle Database 11g Administrator Certified Associate (OCA)</p> <p>Oracle Database - SQL Certified Expert (OSQL)</p> <p>Sun Certified Java Programmer (SCJP)</p> <p>Sun Certified Java Associate (SCJA)</p>
IBM	<p>IBM Certification : E-Business System Administration (IBM:E-BIZ)</p> <p>IBM Certification : Database Administration (IBM:DBA)</p> <p>IBM Certification : Software Testing Information (IBM:TEST)</p> <p>IBM Certification : Java EE Messaging (IBM:Java)</p> <p>IBM Certification : Web Services (IBM:Web Services)</p> <p>IBM Certification : Web 2.0 (IBM:Web 2.0)</p>
Linux Professional Institute (LPI)	Linux Professional Institute Certification (LPIC)
Xilinx ^(a)	Xilinx - IC Design Programme (Xilinx-ICDP)
SAP AG	SAP ERP Fundamental Certification (SAP)
Service Desk Institute	Service Desk Institute (SDI)
Information Technology Infrastructure Library ("ITIL")	IT Infrastructure Library Foundation (ITIL)

4. INFORMATION ON OUR GROUP (Cont'd)

Technology and Software Vendors/ Organisations	Types of Training and Certification
Combined Certification	
CompTIA and EC-Council	IT System Support (EPM & CompTIA A+)(ITSS)
EPM and ITIL	IT Project Support (EPM& ITIL) (ITPS)
CompTIA and ITIL	CompTIA Security & ITIL® Certification (CompTIA Security+ & ITIL®)(CSIC)
CompTIA	CompTIA Network Support Certification (CompTIA A+ & Network+)(CNSC)
Adobe	Adobe Certified Professional (Flash & Dreamweaver)(ACP)
EC-Council	EC-Council Network Security Certification (ENSA & ECSS)
Autodesk	Autodesk AutoCAD & Autodesk Inventor Autodesk AutoCAD & Autodesk Revit Architecture

Note:-

(a) This is undertaken by Symmid Corporation Sdn Bhd ("Symmid"), a Xilinx Authorised Training Provider in Malaysia. As at the LPD, Symmid is wholly owned by KMP.

As a provider of professional ICT training and certification, we are certified by the following technology and software vendors and organisations:-

- Microsoft Gold Certified Partner under the Certified Partner for Learning Solutions in Malaysia since 2008. We carry out skill assessment, technical training on Microsoft products and preparation for Microsoft certification;
- Adobe Authorised Training Centre in Malaysia since 2008. We provide training and certification on Adobe products;
- Autodesk Training Center in Malaysia since 2010. We provide training and certification on Autodesk products;
- CompTIA Learning Alliance Partner since 2008. We provide training and certification on CompTIA products;
- Partner of IBM for its Career Education in IBM Software since 2008. We provide training and hands-on experience on IBM software products, and prepare them for testing including software and application testing, and basic functional testing;
- EC-Council Accredited Training Centre since 2007. We provide training and certification on e-Business technologies and ICT security;
- Oracle Certified Training Partner since 2009. We provide a range of Oracle training and certification courses (*Note: Prestariang was under 'Sun Academic Initiative' from 2007 to 2009 and provides a range of Sun Microsystems training and certification courses. Oracle announced its acquisition of Sun Microsystems on 27 January 2010, and therefore Prestariang has signed up under 'ORACLE Certified Partner-Silver Level' since then*);
- Certiport Authorised Training Centre. We provide Certiport training programmes and certification, as well as prepare participants for examinations; and

4. INFORMATION ON OUR GROUP (Cont'd)

- Quint Wellington Redwood Asia Sdn Bhd ("**Quint**") is a global authorised training organisation for ITIL Training and Certification under AMP Group Limited UK, the owner of ITIL. We are an affiliate of Quint and are authorised by Quint to provide training and certification for the entire ITIL suite of approved courses.

In addition, we are an authorised provider of testing and assessment centre to conduct examinations for professional certification. We are authorised by Prometric Premier Test Center and Pearson Vue Authorised Test Centre.

Examinations are carried out by our Group at various designated test centres scattered around Malaysia. Individual participants are provided with their own workstation to ensure some degree of privacy when taking the examinations. Participants will also be under the watchful eye of an examination supervisor in each test centre during the duration of the examination.

All the professional ICT certifications are awarded directly by the technology and software vendors and organisations for participants who pass their examinations.

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4. INFORMATION ON OUR GROUP (Cont'd)

Under the 3P Programme, we provide professional ICT training and certification for public higher education institutions in Malaysia. This includes 14 public universities, 21 polytechnics and 16 community colleges in Malaysia and these are as follows:-

Public Universities

- (1) Universiti Teknologi Malaysia, Johor and Univeristi Teknologi Malaysia – International Campus, Kuala Lumpur
- (2) Universiti Utara Malaysia, Kedah
- (3) Universiti Teknikal Malaysia, Melaka
- (4) Universiti Malaya, Kuala Lumpur
- (5) Universiti Malaysia Pahang, Pahang
- (6) Universiti Sains Malaysia, Pulau Pinang
- (7) Universiti Malaysia Sabah, Kota Kinabalu, Sabah and Universiti Malaysia Sabah-Labuan International Campus
- (8) Universiti Malaysia Sarawak, Sarawak
- (9) Universiti Islam Antarabangsa Malaysia, Selangor
- (10) Universiti Kebangsaan Malaysia, Selangor
- (11) Universiti Putra Malaysia, Selangor
- (12) Universiti Teknologi MARA, Selangor and Universiti Teknologi MARA, Sarawak
- (13) Universiti Darul Iman Malaysia, Terengganu
- (14) Universiti Malaysia Terengganu, Terengganu

Polytechnics

- (1) Politeknik Johor Bahru, Johor Bahru, Johor
- (2) Politeknik Mersing, Mersing, Johor
- (3) Politeknik Sultan Abdul Halim Mu'adzam Shah, Kedah
- (4) Politeknik Tuanku Sultanah Bahiyah, Kulim, Kedah
- (5) Politeknik Kota Bharu, Kota Bharu, Kelantan
- (6) Politeknik Merlimau, Merlimau, Melaka
- (7) Politeknik Port Dickson, Port Dickson, Negeri Sembilan
- (8) Politeknik Muadzam Shah, Muadzam Shah, Pahang
- (9) Politeknik Sultan Haji Ahmad Shah, Kuantan, Pahang
- (10) Politeknik Sultan Azlan Shah, Tanjong Malim, Perak
- (11) Politeknik Ungku Omar, Ipoh, Perak
- (12) Politeknik Tuanku Syed Sirajuddin, Arau, Perlis
- (13) Politeknik Balik Pulau, Balik Pulau, Pulau Pinang
- (14) Politeknik Seberang Perai, Seberang Perai, Pulau Pinang
- (15) Politeknik Kota Kinabalu, Kota Kinabalu, Sabah
- (16) Politeknik Kuching, Kuching, Sarawak
- (17) Politeknik Mukah, Mukah, Sarawak
- (18) Politeknik Sultan Idris Shah, Sabak Bernam, Selangor
- (19) Politeknik Sultan Salahuddin Abdul Aziz Shah, Shah Alam, Selangor
- (20) Politeknik Kota Kuala Terengganu, Kota Kuala Terengganu, Terengganu
- (21) Politeknik Sultan Mizan Zainal Abidin, Dungun, Terengganu

Community Colleges

- (1) Kolej Komuniti Kota Tinggi (Bandar Penawar), Johor
- (2) Kolej Komuniti Pasir Gudang, Johor Bahru, Johor
- (3) Kolej Komuniti Segamat, Johor
- (4) Kolej Komuniti Alor Gajah, Melaka
- (5) Kolej Komuniti Selandar, Melaka
- (6) Kolej Komuniti Bentong, Pahang
- (7) Kolej Komuniti Mentakab, Pahang
- (8) Kolej Komuniti Paya Besar, Pahang
- (9) Kolej Komuniti Gerik, Perak

4. INFORMATION ON OUR GROUP (Cont'd)

- (10) Kolej Komuniti Bayan Baru, Pulau Pinang
- (11) Kolej Komuniti Bayan Baru (Cawangan Balik Pulau), Pulau Pinang
- (12) Kolej Komuniti Hulu Langat, Selangor
- (13) Kolej Komuniti Hulu Selangor, Selangor
- (14) Kolej Komuniti Jempol, Selangor
- (15) Kolej Komuniti Pasir Salak, Selangor
- (16) Kolej Komuniti Kuala Terengganu, Terengganu

Our professional ICT training classes are taught by third party certified trainers under our control and supervision. These trainers are qualified and bring with them extensive industry experience to the classroom environment. Our professional ICT training classes are conducted in public higher education institutions across various states in Malaysia.

In addition, we provide in-house training directly to our third party certified trainers to ensure adherence to our training procedures and quality standards.

(b) Basic ICT Training And Certification

Under the basic ICT training and certification, we offer two (2) types of certification, namely, third party certification and our in-house certification.

Third Party Certification Programmes

Some of the third party basic ICT training and certification programmes that we conduct include the following:-

- Microsoft Access (in relation to database systems, forms, reports and data storage);
- Microsoft Excel (including spreadsheets, charts and pivot tables);
- Microsoft Word (word processing);
- Microsoft PowerPoint (used to create business or school presentations);
- Microsoft InfoPath (create XML-based forms for SharePoint);
- Microsoft FrontPage (web development tools);
- Microsoft OneNote (organise your thoughts and ideas in a notebook format);
- Microsoft Outlook (the email standard as well as personal information manager);
- Microsoft Publisher (for use in publishing brochures, newsletter and others);
- Microsoft Visio (for use in creating drawings, charts, maps and others); and
- Others (such as Window Server, Project Office, and Microsoft SQL Server).

We mainly adopt instructor-led learning methodology to perform all of our basic ICT training and certification. Our basic ICT training and certification covers a broad range of courses including elementary ICT competency skills and knowledge, as well as technical subjects including, among others, the following:-

- introduction and operation of computer and operating systems;
- basic word processing;
- spreadsheet;
- file management;
- Internet and email;
- information network; and



4. INFORMATION ON OUR GROUP (Cont'd)

- use and integration of application packages such as word processing, spreadsheet and slide presentation.

For FYE 2009 and FYE 2010, revenue derived from our provision of basic ICT training and certification accounted for 0.79% and 2.76% of our total revenue respectively. This was mainly from the provision of ICT literacy training to civil servants under the RBPCS Programme coordinated by the MOF, which started in the fourth quarter of 2009.

Under the RBPCS Programme, we conduct ICT training and certification in INTAN training centres provided by the Public Service Department. We conduct ICT training and certification in the following INTAN training centres:-

- INTAN Southern Regional Campus in Kluang, Johor;
- INTAN Wilayah Utara in Sungai Petani, Kedah;
- INTAN Sabah in Kota Kinabalu;
- INTAN Bukit Kiara in Kuala Lumpur;
- INTAN Sarawak in Kuching; and
- INTAN East Region Campus in Kemaman, Terengganu.

In-house Certification Programme

We developed and introduced our first in-house training and certification programme, namely "IC CITIZEN", which was officially launched in November 2010, for the global market.

This training and certification programme is designed to promote the appropriate use of technology particularly for today's digital literacy requirements. The programme aims to impart basic understanding and rules of acceptable behaviour for Netizens/Cybercitizens (Netizens or Cybercitizens refers to individuals who utilise the Internet) and is aimed at youths, parents, civil servants and anyone who uses the internet and digital tools as part of their daily lives. It also encourages individuals to be responsible when they are on online communities.

Our "IC CITIZEN" training and certification programme covers various areas including basic understanding of computing, skills for working in digital related fields including the Internet and network environment, and use of applications such as word processing, spreadsheet, report presentation and other applications.

We have developed eight (8) major modules under the "IC CITIZEN" certification programme as follows:-

Type of Modules	Descriptions
e-ACCESS	Highlights the rights to reliable information access and also the understanding of privileges in using electronic information.
e-LITERATE	Demonstrates the capability level to use technology appropriately for credible information and materials.
e-RULE	Promotes understanding and awareness of legal rights and restrictions that govern technology use, including ownership and proprietorship, as well as awareness of legal implications and consequences such as installation of illegal software, plagiarism and IP infringements.
e-SAFETY	Measures and promotes best practices for Netizens to protect their personal information and adopt network security.

4. INFORMATION ON OUR GROUP (Cont'd)

Type of Modules	Descriptions
e-INTERACTION & COLLABORATION	Educates Netizens in relation to appropriateness in exchanging and sharing information.
e-ENTERPRISE	Highlights appropriateness of conducting transactions through the Internet including buying and selling of goods online, and protection of identity and information, as well as identifying the consequences of poor practices.
e-CARE	Illustration on best practices particularly for physical and psychological well being of Internet users such as importance of appropriate lighting and exercise, and introducing various measures to combat Internet addiction.
e-ACCOUNTABILITY	Highlights the privileges, responsibilities, integrity, expectations and ethical behaviour, including credibility of Netizens.

In 2010, we appointed Certiport to market our "IC CITIZEN" training and certification programme on a global basis. Certiport has a network of approximately 10,000 centres in 142 countries globally. Certiport was established in 1997 in US and the company is involved in provision of career-oriented certification to academic institutions and IT professionals. Types of services provided by Certiport include test development, psychometrics, program management, sales and marketing for the official Microsoft Office certification programmes, the Adobe Certified Associate certification programme, the iCritical Thinking Certification powered by Educational Testing Services, the CompTIA Strata IT Fundamentals and the Certiport Internet and Computing Core Certification (IC³).

Our "IC CITIZEN" certification is available in any of the Certiport Authorised Test Centres.

(iv) Software Licence Distribution And Management

We also provide software licence distribution and management as our core business. In most situations, we undertake this activity concurrently with our other business activity of providing ICT training and certification.

The type of software licences that we distribute and managed are primarily proprietary software licences, which we distribute through a volume licensing method.

Proprietary software (sometimes referred to as retail software or shrink-wrapped software, especially when they are sold through retail outlets), are mainly sold to end-consumers based on restricted licensed to use agreement. Commonly, such software does not require professionals to configure and install them. Many of this type of software are used by consumers as well as business users on their personal computers and other devices on a stand-alone basis. Some of this type of software include Microsoft Windows and AutoCAD.

Although most proprietary software can be installed by the users and used on a stand alone basis, there are situations, particularly in a commercial environment or within large organisations where professionals are required to install and configure the software in a network environment to set various parameters in terms of granting access, priorities and allocating user status, etc.

Proprietary software covers various types of software, including applications, systems, communications, and systems and development tools and utilities.

4. INFORMATION ON OUR GROUP (Cont'd)

Our business activity of software licence distribution and management is highly synergistic to our other business activity of providing ICT training and certification. As we are partners with many of the global technology and software vendors and organisations for the provision of training and certification of their products and services, it was a natural business extension to also distribute and manage their product licences.

A software licence is a legal contract between the user and owner of the software to use the software subject to terms and conditions set out by the owner. Types of software licences that we distribute and manage include application, operating systems, communications and systems and development tools and utilities.

Currently, we are mainly distributing software licences to Government agencies and organisations based on volume purchase arrangements.

We offer software licence management services to streamline the process of software inventory, software upgrade and licence management to increase efficiency and improve the ability to promote IT governance through software IP compliance.

Within our software licence distribution and management operations, we carry out the following activities:-

- manage software licences and related contracts;
- identify installed software products;
- capture proof of purchase and agreement terms and conditions;
- import licence record and data from multiple sources to match installed software products with existing software licences;
- organise the licences with tracking system to get reminders of upcoming renewals and upgrade of dependent licences;
- provide easy access to users regardless of their physical locations;
- consolidate software inventory across entities and departments;
- map dependencies and define relationships as necessary to support complex licensing requirements;
- facilitate development of database of up-to-date software inventory and licence compliance information to ensure that licences owned are aligned with software used and to validate their compliance; and
- produce software licence compliance report and status.

As at the LPD, we are a certified partner of the following technology and software vendors and organisations for the distribution of software and solutions in Malaysia:-

- Microsoft Large Account Reseller (LAR)- Licensing Solutions since 2006; and
- Autodesk Value Added Reseller- Education Partner.

As at the LPD, we have managed and distributed approximately 878,621 Microsoft licences and 15,410 Autodesk licences to various Government bodies in Malaysia since 2006.

In 2010, we secured, among others, the following new contracts:-

- a three (3)-year contract from the IRB to supply and manage Microsoft software licences for 8,000 computers and to provide ICT training; and
- a 20-month contract from the MOE to supply and manage Microsoft software licences for approximately 10,000 public schools and matriculation colleges in Malaysia under the EAA Programme, which covers 300,000 computers.

4. INFORMATION ON OUR GROUP (Cont'd)

In 2011, we secured a three (3) year contract from the MOE to supply and manage Microsoft software licences to the District Academic Department, Institutes of Teacher Education and other MOE agencies (excluding matriculation colleges and schools).

Essentially, we distribute and manage the following:-

(a) **Microsoft Software Licences**

Microsoft CASA is a licence distribution and management programme designed to cater to the needs of public primary and secondary schools, and higher education institutions. We are currently focusing on licence distribution and management to higher education institutions.

This part of the programme mainly covers software licence management such as managing and organising software licences, as well as providing cost effective software acquisition on an annual or as needs basis. This enables licensed users to run the most current version of the software products.

Microsoft MLA is a Microsoft Master Licensing Agreement in respect of a customised licensing programme for Malaysian Government entities to acquire Microsoft solutions. Endorsed by the Malaysian Government under the Pekeliling Kontrak Perbendaharaan, Bil 3 2008 (PKP 3/2008), It was initiated to help the Government improve licence management, streamline administration and budget for software procurement.

Microsoft SELECT is a licensing programme designed for medium and large organisations with 250 desktop personal computers or more, and having mixed software requirements. All the software purchased through this licensing programme provides users the right to run Microsoft software products.

(b) **Autodesk Software Licences**

Autodesk Education Suite Licensing offer a broad range of two (2) and three (3)-dimension design and engineering software products that provide educators with access to professional tools to help encourage students pursue multidisciplinary learning. The Suite are sold in value-priced packages that include multiple seats of each suite aligned with any size education institution from a single small classroom to the largest institution.

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4. INFORMATION ON OUR GROUP (Cont'd)

Licences And Permits Held By	Authority	Date Of Issuance/ Date Of Expiry	Description	Major Conditions Imposed	Status Of Compliance
				<p>(c) As a majority, Bumiputera must mainly play an important role in the management of PSSB, overseeing the progress of PSSB, financial matters, decision making and represent PSSB in all meetings and other formal events.</p>	Noted and Met
				<p>(2) Notification shall be given to the MOF in relation to any change of the above condition. Failure to make such notifications shall raise doubt on the part of the MOF as to the authenticity of PSSB's Bumiputera status.</p>	Noted
				<p>(3) In the event PSSB has delegated the management of PSSB and its contracts to any other party, the MOF will revoke PSSB's Bumiputera status.</p>	Noted
				<p>(4) The MOF has the right to revoke this certificate if:</p> <p>(a) Bumiputera status of PSSB is cancelled or revoked.</p> <p>(b) PSSB's registration is suspended or cancelled.</p> <p>(c) There are amendments made to this certificate which are fraudulent or for any other purpose.</p>	Noted

4. INFORMATION ON OUR GROUP (Cont'd)

Licences And Permits Held By	Authority	Date Of Issuance/ Date Of Expiry	Description	Major Conditions Imposed	Status Of Compliance
Registration of Training Provider Certificate granted to PSSB	Pembangunan Sumber Manusia Berhad ("PSMB")	Approval granted on 11 March 2010 and expired on 8 March 2011. It has subsequently been renewed effective from 9 March 2011 to 8 March 2012	Serial No.: 1770 Registration of Training Provider Certificate permitting PSSB to undertake and conduct PROLUS scheme including E-learning/PERLA/SBL/SBL-KHAS/apprenticeship scheme under registration category A	PSSB adopts all measures to consistently ensure that:- (1) Registered or incorporated in Malaysia under the Companies Commission of Malaysia (Registration of Company or Registration of Business) or Registration of Society. (2) With an office, a minimum of one (1) training room and/or computer laboratory and/or workshop with training facilities, at least two (2) full-time local trainers and supporting staff. Training providers under this category must have offered in-house or public courses/programmes for at least 1 year. (3) The minimum size for a training room under category A must be at least 35m ² irrespective of the length and width. Flip chairs are strictly not allowed. (4) All trainers must have attended the Train-The-Trainer course within one (1) year after registration. (5) Register all training programmes under the HRD Portal. All training programme approved by PSMB will have validity date of three (3) years.	Met
					Met
					Met
					Met
					Met

4. INFORMATION ON OUR GROUP (Cont'd)

Licences And Permits Held By	Authority	Date Of Issuance/ Date Of Expiry	Description	Major Conditions Imposed	Status Of Compliance
MSC Status granted to PSSB	The Government of Malaysia as represented by the MOF and the MITI	Approval granted on 15 June 2005	<p>Serial No.:1189</p> <p>MSC Status companies are entitled for a set of incentives, rights and privileges from the MSC Malaysia Bill of Guarantees:-</p> <p>(1) to provide a world-class physical and information infrastructure.</p> <p>(2) to allow unrestricted employment of local and foreign knowledge workers.</p> <p>(3) to ensure freedom of ownership by exempting companies with MSC Status from local ownership requirements.</p> <p>(4) to give the freedom to source capital globally for MSC infrastructure, and the right to borrow funds globally.</p> <p>(5) to provide competitive financial incentives, including Pioneer Status (100 per cent tax exemption) for up to ten (10) years or an Investment Tax Allowance</p>	<p>(6) To inform PSMB about change of company's name and change of premises at headquarter/ branches.</p> <p>PSSB adopts all measures to consistently ensure that:-</p> <p>(1) Provider/Developer and/or heavy user of multimedia products and services.</p> <p>(2) Employ substantial proportion of knowledge Workers ("KWs"), i.e. total KWs must be 15% of total employment of company.</p> <p>(3) KWs are defined:-</p> <p>(a) Academic qualification (Degree) from an institute of higher learning (any field), or</p> <p>(b) Diploma in multimedia/ ICT or specialized ICT certification plus at least two (2) years relevant experience in multimedia/ ICT or in a field that is a heavy user of ICT; or</p> <p>(c) Professional, executive, management and technical, work categories in IT-enabled services, e.g. IT/IS professionals, finance/accounting, business admin.</p>	Met

4. INFORMATION ON OUR GROUP (Cont'd)

Licences And Permits Held By	Authority	Date Of Issuance/ Date Of Expiry	Description	Major Conditions Imposed	Status Of Compliance
			<p>for up to five (5) years and no duties on the importation of multimedia equipment.</p> <p>(6) to become a regional leader in IP Protection and Cyberlaws.</p> <p>(7) to ensure no censorship of the internet.</p> <p>(8) to provide globally competitive telecommunications tariffs.</p> <p>(9) to tender key MSC infrastructure contracts to leading companies willing to use the MSC as their regional hub.</p> <p>(10) to provide a high-powered implementation agency to act as an effective one-stop super shop.</p>	<p>(d) Also include:-</p> <p>(i) SSO: Foreign workers with the required knowledge-based skills not prevalent in Malaysia.</p> <p>(ii) CMC: Workers who are utilized for their creative talent to produce value-add creative works for the company.</p> <p>(4) Strong value propositions specifying how operations will contribute to the development of the MSC Malaysia and Malaysia.</p> <p>(5) Establish a separate legal entity for MSC Malaysia-qualifying activities.</p> <p>(6) Comply with environment guidelines.</p>	<p>Met</p> <p>Met</p> <p>Met</p>

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4. INFORMATION ON OUR GROUP (Cont'd)

4.3.4 Brand Names, Registrations, Patents, Trade Marks, Licences, Technical Assistance Agreements, Franchises And Other Intellectual Property Rights

Save for the copyrights obtained pursuant to the Copyright Act 1987, the sub-licence agreement dated 1 January 2010 between APM Group Limited and PSSB and the trademark applications filed by our Group with the Trade Mark Registry pursuant to the Trade Mark Act 1976 and Trade Mark Regulations 1997 as described below, our Group does not have any patents, technical assistance agreements, franchises and other IP rights as at the LPD:-

(i) Copyrights

Through our in-house R&D effort, PSSB has obtained the following statutory declarations for the copyrights in relation to our business operations in 2009 and 2010:-

2009

- (a) Provision of technical support and maintenance services related to the training systems.

Copyright	No. of Statutory Declarations Signed
3P	
Lab visit form and lab return form	10
Authorised Prometric testing centre form	10
Autodesk software licensing requirement (ASLR)	3
Total Number of Statutory Declarations	23

2010

- (a) Research, design, develop and, deploy a training content delivery engine that will enable the delivery of training services to teachers and civil servants.

Copyright	No. of Statutory Declarations Signed
e-Training Management System	
3P e-training management system (eTMS)	6
Training and Learning Management System	
Training and learning management system (TLMS)	7
Innovative Leadership in ICT Programme (ILIP)	
ILIP proposal	4
Training module	9
InfoDesa Enhancement (IDE) Programme	
IDE proposal	4
IDE training roadmap	5
ICMS	
ICMS training proposal	3
Training Module Phase 1	6
Training Module Phase 2a	8

4. INFORMATION ON OUR GROUP (Cont'd)

Copyright	No. of Statutory Declarations Signed
Training Module Phase 2b	6
Training Module Student	5
ICMS Technical Training	4
IC CITIZEN Certification	
Items development pool A & B	6
IC CITIZEN proposal	6
1CITIZEN Proposal	8
Items development pool C & D	9
Total Number of Statutory Declarations	96

- (b) Provision of technical support and maintenance services related to the training systems mentioned above.

Copyright	No. of Statutory Declarations Signed
ICMS	
Project Status Report	5
MoH - ICMS Issue Bug Report ICMS - Issues Defect/Tracking Log	5
Total Number of Statutory Declarations	10



The above statutory declarations for our copyrights are used as supporting documents asserting the copyright on our works for copyright protection under the Copyright Act 1987.

As the Copyright Act 1987 does not create a central registry of sorts (unlike the Trade Marks Registry), date of creation for items entitled to copyright protection cannot be immediately ascertained by reference to a single source. As such, it becomes imperative that copyright owners take steps to document the creation of their copyrightable works.















One of the most important steps in copyright protection is the establishment of the date of first creation, since copyright protection is time-sensitive. A statutory declaration is one of the best ways in which this can be established, since it documents a legally binding declaration by the creators that the work(s) were created on a particular date.

(ii) Trademarks



























PSSB has submitted the following trademark applications to the Trade Marks Registry in Malaysia:-

Trade Mark	Trade Mark Number	Date of Application	Class
	2010 006318	12 April 2010	16
	2010 006319	12 April 2010	41
	2010 006322	12 April 2010	16
	2010 006323	12 April 2010	41

4. INFORMATION ON OUR GROUP (Cont'd)

Trade Mark	Trade Mark Number	Date of Application	Class
	2010 006324	12 April 2010	16
	2010 006325	12 April 2010	41
	2010 006326	12 April 2010	16
	2010 006327	12 April 2010	41
	2010 006328	12 April 2010	16
	2010 006329	12 April 2010	41
	2010 006330	12 April 2010	16
	2010 006331	12 April 2010	41
	2010 006332	12 April 2010	16
	2010 006333	12 April 2010	41
	2010 006334	12 April 2010	16
	2010 006335	12 April 2010	41
	2010 006352	12 April 2010	16
	2010 006353	12 April 2010	41
	2010 006354	12 April 2010	16
	2010 006355	12 April 2010	41
	2010 006356	12 April 2010	16
	2010 006357	12 April 2010	41
	2010 006358	12 April 2010	16
	2010 006359	12 April 2010	41
CREATING LEARNING ORGANISATION	2010 006360	12 April 2010	16
	2010 006361	12 April 2010	41
Enhance Your Potential	2010 006362	12 April 2010	16
	2010 006363	12 April 2010	41
Snap-A-Job	2010 006364	12 April 2010	16
	2010 006365	12 April 2010	41
	2010 006366	12 April 2010	16
	2010 006367	12 April 2010	41
	2010 016114	27 August 2010	16
	2010 016115	27 August 2010	41
	2010 016116	27 August 2010	16
	2010 016117	27 August 2010	41
	2010 016118	27 August 2010	16
	2010 016119	27 August 2010	41

4. INFORMATION ON OUR GROUP (Cont'd)

Trade Mark	Trade Mark Number	Date of Application	Class
	2010 016265	30 August 2010	16
	2010 016266	30 August 2010	41
	2010 016267	30 August 2010	16
	2010 016268	30 August 2010	41
	2010 016269	30 August 2010	16
	2010 016270	30 August 2010	41
	2010 016271	30 August 2010	16
	2010 016272	30 August 2010	41
	2010 016273	30 August 2010	16
	2010 016274	30 August 2010	41
	2010 016275	30 August 2010	16
	2010 016276	30 August 2010	41
Made In MSC for the World	2010 016277	30 August 2010	16
	2010 016278	30 August 2010	41
We Train and Certify Professionals	2010 016279	30 August 2010	16
	2010 016280	30 August 2010	41
	2010 21911	16 November 2010	16
	2010 21912	16 November 2010	41
	2010 21913	16 November 2010	16
	2010 21914	16 November 2010	41
	2010 21915	16 November 2010	16
	2010 21917	16 November 2010	41
	2010 21919	16 November 2010	16
	2010 21920	16 November 2010	41
	2010 21921	16 November 2010	16
	2010 21922	16 November 2010	41
	2010 21923	16 November 2010	16
	2010 21924	16 November 2010	41

Notes:-

Class 16: Booklets, Bookmarkers, Books, Cards, Catalogues, Envelopes stationery, Files office requisites, Forms printed, Handbooks manuals, Newsletters, Note book; all included in Class 16.

Class 41: Arranging and conducting of seminars, Arranging and conducting of workshops training, Education information, Educational services, Information (Education-) Publication of texts other than publicity texts, Vocational guidance education or training advice, Workshops (Arranging and conducting of-) training; all included in Class 41.

4. INFORMATION ON OUR GROUP (Cont'd)

All the above mentioned trademarks are to be issued and licensed by the Intellectual Property Corporation of Malaysia (Perbadanan Harta Intelek Malaysia). The approval process between an application being filed and for it to be officially registered, normally takes approximately 18 months.

(iii) Trademarks Licenced Under Licence Agreement

- (a) By a Licence Agreement (Intellectual Property Sub-Licence) dated 1 January 2010 between APM Group Limited (as the sub-licensor) ("**APMG**") and PSSB (as the sub-licensee), PSSB has obtained a right to use the trademarks of ITIL ("**ITIL Trademark(s)**"), the ITIL licensed affiliate logo and the crown copyright material (the range of registered ITIL material produced by or on behalf of Office of Government Commerce ("**OGC**") which is subject to the licensing by the Office of Public Sector Information ("**Crown Copyright Material**") based on the terms and conditions of the Licence Agreement.

The salient terms of the Licence Agreement are as follows:-

- The OGC is the proprietor of the registered ITIL Trademark(s) and certain unregistered trademarks. By a head licence agreement dated 20 July 2006, OGC granted to APMG the right to grant sub-licences in relation to the registered ITIL Trademark(s) and unregistered trademarks. APMG has also been granted by OGC the right to grant sub-licences of certain Crown Copyright Material.
- The Licence Agreement shall be effective for a period of 24 months.
- Under the Licence Agreement, ATO in the Licence Agreement means Quint Wellington Redwood Group which holds current accreditation by an EI for the provision of training and examinations courses in ITIL.
- Under the Licence Agreement, EI means an examination institution which hold current accreditation by APMG for the provision of certification and accreditation of ATO's.
- Under the Licence Agreement, affiliate agreement means the agreement between the Company and ATO for the provision of services in the form approved by APMG.
- The purpose of sub-licensing the ITIL Trademarks, ITIL licensed affiliate logo and the Crown Copyright Material by APMG to PSSB are as follows:-
 - (1) to provide marketing and promotional services in worldwide on behalf of one or more ATO's under the relevant affiliate agreement;
 - (2) to provide training services on behalf of the ATO under the relevant affiliate agreement in accordance provisions under the Licence Agreement;
 - (3) to print Crown Copyright Material incorporated in training materials by the ATO for the purpose only providing the training services.

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4. INFORMATION ON OUR GROUP (Cont'd)

4.3.5 Strategies And Modes Of Marketing

(i) Marketing Strategies

Our sales and marketing team utilises the following strategies to sustain and expand our business:-

- Position ourselves as a provider of ICT training and certification, and software licence distribution and management with a proven track record as reflected in the number of our certified participants, as well as number of participants enrolled in our training courses.
- Strengthen our business relationships with customers by working in partnership with them to ensure that their requirements are satisfactorily met, via a solution sales approach. This will provide the basis for us to secure new projects in the future and serve as a reference site for new customers. As an example, we work together with our customers to develop training solutions and courses that are in line with industry development and market needs.
- Promote and market our Group's services and capabilities by conducting briefings and seminars to students, staff and lecturers from public higher education institutions, as well as civil servants from the Malaysian Government agencies. This is to increase product and service awareness among our existing and potential customers, and to highlight the benefits and needs of continuous assessment by way of training and certification specifically for ICT skills and knowledge.
- Focus on areas of growth and opportunities which we foresee will be in the area of basic ICT training and certification. In addition, our provision of ICT training and certification also aims to provide upskilling opportunities for graduating students and practising professionals to help them expand their skill sets for career advancement.
- Carry out research to develop new training solutions and certification programmes to address new requirements to stay ahead of the competition and enlarge our customer base.

As at the LPD, we have a team of eight (8) personnel in sales and marketing focusing on sales, marketing and business development functions.

To implement the above marketing strategies, we will adopt the following broad based approaches:-

- raise and enhance our corporate profile and market awareness to gain market share by actively participating in exhibitions, universities' activities, and seminars;
- establish strategic alliances with business partners and principals so as to cultivate mutually beneficial relationships; and
- explore geographical expansion strategies to address areas of growth and opportunities.

Our Group has participated in various events including the following:-

Year	Names Of Events	Location
2006	Pameran Teknologi Pendidikan Peringkat Gabungan Tawau	Sabah
	35th National Teachers' Day	Kuala Lumpur
	Konvensyen Guru Kebangsaan Dalam ICT 2006	Kuala Lumpur

4. INFORMATION ON OUR GROUP (Cont'd)

Year	Names Of Events	Location
2007	Microsoft 3rd Regional Innovative Teachers' Conference	Siem Reap, Cambodia
	Pameran Program Perkongsian Pintar Ke Arah Pembastarian Sekolah Kebangsaan 2007	Melaka
	UITM ICT Symposium	Universiti Teknologi MARA, Pulau Pinang
	MSDNAA Academic Day 2007 (Community Colleges)	Jitra, Kedah
	MSDNAA Academic Day 2007 (Polytechnics)	Seberang Prai, Pulau Pinang
	MSDNAA Academic Day 2007 (Community Colleges)	Kuala Langat, Selangor
	Autodesk National Education Conference 2007	Langkawi, Kedah
	IT Security Seminar 2007, Microsoft Malaysia Sdn Bhd	Kuala Lumpur
	Microsoft Tech.Ed	Kuala Lumpur
2008	Snap-A-Job 2008	Kuala Lumpur
	MUSE 3 rd Annual Seminar	Langkawi, Kedah
2009	Karnival Kerjaya & Keusahawanan 2009	Kuala Lumpur
	Snap-A-Job 2009	Kuala Lumpur
	MUSE 4 th Annual Seminar	Kota Kinabalu, Sabah
2010	Karnival Kerjaya & Keusahawanan 2010	Kuala Lumpur
	Autodesk Education Summit 2010, UTM International	Kuala Lumpur
	Autodesk Special Interest Group (SIG) Seminar & Workshop	Universiti Malaysia Kelantan, Kelantan

(ii) Distribution Strategies**Direct Distribution Model**

As an ICT service provider for ICT training and certification, and software licence distribution and management, we primarily adopt a direct distribution model strategy for the provision of our services whereby we market directly to customers using our own sales and marketing personnel.

This model enables us to work and interact closely with our customers as well as participants and users to attain a better understanding of their needs, which serves as a feedback mechanism for continuous improvements.

Indirect Distribution/Channel Model

In addition, we also adopt an indirect distribution model using intermediary, mainly providers of authorised test centres.

The strategy of adopting an indirect distribution model enables us to utilise the existing network of providers of authorised test centres to expand our market coverage without the need of significant investment in marketing and logistics.

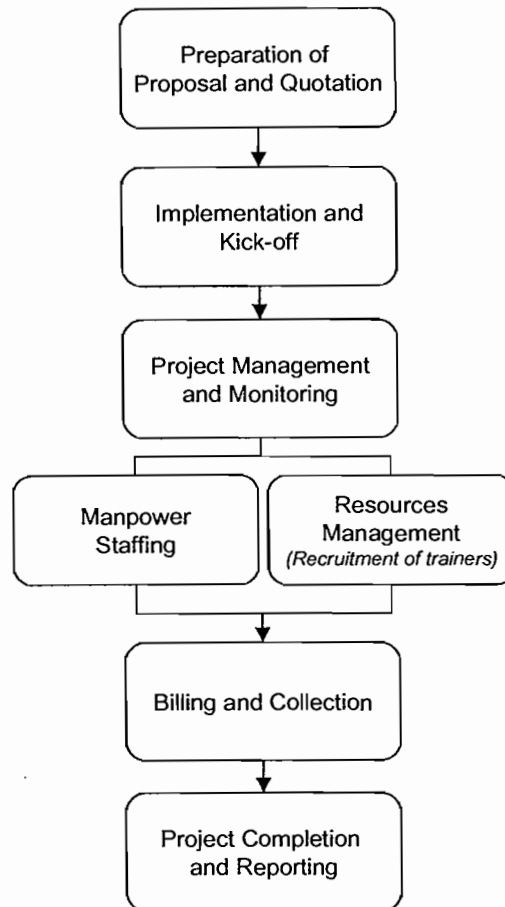
4. INFORMATION ON OUR GROUP (Cont'd)

In 2010, we signed a partnership agreement with Certiport from the US, to market our "IC CITIZEN" training and certification programme. Certiport has a network of approximately 10,000 centres in 142 countries.

4.3.6 Business Process

(i) Process Flow For ICT Training And Certification

Our Group's general process flow for ICT training and certification is as follows:-



Upon the identification of a potential project, a project team consisting of a project manager and assistant manager, representative from the accounts and finance department, site managers, and support staff is formed. The project team carries out a detailed cost analysis, and prepares and submits the proposal and quotation documents to the customer, for example the MOHE.

Once the proposal is approved and a contract awarded to us, the project implementation and kick-off process begins with a technical evaluation on the clients facilities, for instance the higher public education institutions, and technical capabilities to ensure sufficient facilities are available including classrooms and computer facilities.

The next process is project management and monitoring. Certified trainers and other third party services providers are identified and recruited upon evaluation and confirmation from the project manager. In addition, sub-contractors and suppliers are appointed to supply the course materials.

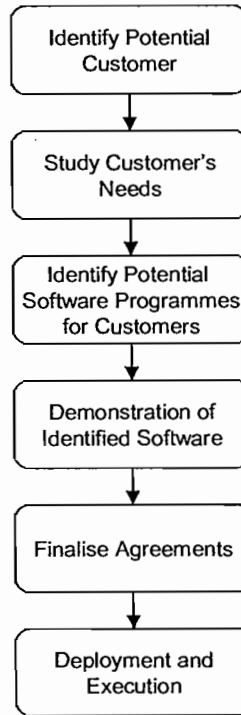
Under the billing and collection process, an invoice is produced based on information such as operational costs contained in the progress report and submitted to the client.

4. INFORMATION ON OUR GROUP (Cont'd)

Upon completion of the project, a final report is prepared by the project team and presented to the client.

(ii) Process Flow For Software Licence Distribution And Management

The general process flow for software licence distribution and management is as follows:-



Upon the identification of a potential customer, an opportunity assessment is made which identifies budget, facility and user requirements including software programmes and software licences.

We then undertake a study on customer's requirements and needs to establish sponsor relationships in supplying the relevant software licences solutions that optimise customer's needs.

The customer is presented with a range of software programmes that would complement the ICT training and certification courses.

A trial run displaying the functions of the identified software programmes is demonstrated to the customer.

Once contractual agreements have been reached and finalised, the software programmes and software licences are deployed and provided to the customer. An invoice is produced and submitted to the customer.

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4. INFORMATION ON OUR GROUP (Cont'd)

4.3.7 Quality Management Procedures

The quality of our training services is critical to our Group. We continuously strive to position ourselves as a reputable provider of ICT training and certification in the industry providing quality training and services.

Some of the measures that we have adopted in ensuring the quality of our training services include:-

- Implementing a series of adequate quality assurance procedures to ensure the provision of our teaching and learning services are consistent and complies with our standards. The procedures encompass all aspects of staffing, training and induction, teaching and learning, management, administration and other services.
- Development of training solutions including enhancement of curriculum of existing training courses as well as introduction of new courses in line with industry development and needs.
- Continuous development of the knowledge and skills of our professional trainers, technical and administrative staff to keep abreast with current teaching methodologies while enhancing the quality of the learning experience in terms of content or pedagogy, as well as to ensure that courses are well managed and consistently presented. We also adopt overseas best practices through attending training and conferences overseas to improvise knowledge into our procedures and programmes to ensure the quality of our training services.

In addition, we also work closely with our vendors to adhere to the necessary standards of our training solutions including assessments, original training material and mapping the necessary certifications to local standards.

A summary of the number of participants for ICT training and certification under the 3P Programme and the RBTCS Programme is presented in the table below:-

	FYE 2006	FYE 2007	FYE 2008	FYE 2009	FYE 2010	From 1 January 2011 up to the LPD
3P Programme						
Number of Participants	1,063	3,513	3,569	5,357	5,289	(a)
% of Certified Participants	52%	75%	86%	72%	77%	-
RBTCS Programme						
Number of Participants	-	-	-	161	1,096	406
% of Certified Participants	-	-	-	69%	50%	49%

Note:-

(a) For 2011, the training and certification for the 3P Programme commenced in May 2011.

4.3.8 Interruptions In Operation

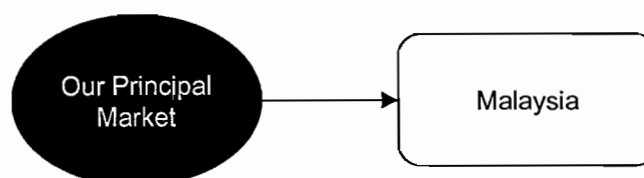
As at the LPD, we have not experienced any material interruptions to our business operations over the past 12 months.

4. INFORMATION ON OUR GROUP (Cont'd)

4.3.9 Principal Markets And Seasonality

(i) Principal Markets

For FYE 2010, our principal market is Malaysia where we provide ICT training and certification, and software licence distribution and management.



(ii) Seasonality

The provision of our ICT training and certification under the 3P Programme experiences a peak in activities during the semester breaks for public higher education institutions in Malaysia. This commonly falls during the months from May to July, and November to December. However, throughout the year, we conduct ICT literacy training to civil servants under the RBTCS Programme coordinated by the MOF.

4.3.10 Major Customers

Our Group's major customers who contributed at least 10.00% of our total revenue for the past three (3) FYEs 2008 to 2010 are as follows:-

Customer	Percentage Of Total Revenue		
	FYE 2008	FYE 2009	FYE 2010
MOHE ^(a)	67.41	90.92	63.14
IRB ^(b)	-	-	11.74
MOH ^(c)	29.32	-	0.03
Our Group's Total Revenue (RM'000)	46,358	39,425	58,520

Notes:-

- (a) Up to FYE 2010, we have approximately five (5) years of relationship with this customer, of which we provided ICT training and certification under the 3P Programme and software licence distribution and management under the MUSE Programme.
- (b) Up to FYE 2010, we have approximately one (1) year of relationship with this customer, of which we supplied and managed Microsoft software licences.
- (c) Up to FYE 2010, we have approximately three (3) years of relationship with this customer, of which we provided software licence distribution and management service under the ICMS Programme in FYE 2008 and provided basic ICT training in FYE 2010.

MOHE, IRB and MOH are Government entities/related entities and we are highly dependent on them.

From FYE 2008 to FYE 2010, the MOHE has been our top customer who contributed more than 63% of our Group's revenue. The revenue from the MOHE was mainly generated from the 3P Programme and MUSE Programme.

4. INFORMATION ON OUR GROUP (Cont'd)

In FYE 2009, our Group's revenue was mainly derived from the 3P Programme and MUSE Programme awarded by the MOHE following the completion of the BPPT Programme and ICMS Programme in FYE 2007 and FYE 2008 respectively.

Our dependency on the MOHE has reduced in FYE 2010 as compared to FYE 2009 as we managed to secure a new contract from the MOE to supply Microsoft software licences to schools and matriculation colleges. We also managed to broaden our customer base by securing a contract from the IRB to supply and manage Microsoft software licences as well as to provide ICT training to the IRB. In addition, we also have other contracts with customers to undertake the other projects such as the RBTCs programme. All these additional contracts will help us secure continuous revenue stream and provide some assurance of business continuity for the duration of the contracts.

The total revenue contribution from customers that are Government entities/related entities for the past three (3) FYEs 2008 to 2010 are as follows:-

	Percentage Of Total Revenue		
	FYE 2008	FYE 2009	FYE 2010
Customers who are Government entities/related entities	98.78	96.35	89.47
Our Group's Total Revenue (RM'000)	46,358	39,425	58,520

We believe that our established track record and reputation which is associated with quality, reliability, service excellence, good deliverable record as well as our continuing business relationship with our major customers will provide the basis for continuing business growth.

Apart from Government entities/related entities, we also service other types of customers including systems and network integrators, hardware suppliers as well as maintenance service providers for hardware and equipment. However, revenue derived from this customer base is relatively insignificant at the moment.

4.3.11 Major Suppliers

Our Group's major supplier with purchases of at least 10.00% of our total purchases for the past three (3) FYEs 2008 to 2010 are as follows:-

Supplier	Percentage Of Total Purchases		
	FYE 2008	FYE 2009	FYE 2010
Microsoft Regional Sales Corporation, Singapore ^(a)	27.93	44.64	67.44
Prometric group of companies ^(b)	10.34	5.86	3.74
ACA Pacific Technology (M) Sdn Bhd ^(c)	15.57	14.55	-
Our Group's Total Purchases (RM'000)	27,693	23,193	39,878

Notes:-

(a) Up to FYE 2010, we have approximately seven (7) years of relationship with this supplier for the purchase of Microsoft software licences.

(b) Up to FYE 2010, we have approximately five (5) years of relationship with this supplier mainly for the purchase of examination vouchers.

(c) For FYE 2008 and FYE 2009, we have approximately two (2) years of relationship with this supplier for the purchase of Autodesk software licences.

4. INFORMATION ON OUR GROUP (Cont'd)

From FYEs 2008 to 2010, the percentage of our purchases from Microsoft Regional Sales Corporation, Singapore has been increasing to support our business expansion and the projects undertaken by us. Our purchases from Microsoft Regional Sales Corporation, Singapore was mainly for the purchases of Microsoft software licences including those under the Microsoft MLA, and also other licences under the Microsoft CASA and Microsoft SELECT for public higher education institutions, and courseware for the 3P Programme.

Our Group purchased less examination vouchers from the Prometric group of companies in FYEs 2009 and 2010 as it stopped conducting examinations for certain courses. Accordingly, we purchased the examination vouchers for such courses from Pearson Vue.

For FYEs 2008 and 2009, ACA Pacific Technology (M) Sdn Bhd accounted for 15.57% and 14.55% of our Group's total purchases respectively. This was mainly for the supply of Autodesk software licences for business operations. In 2010, we started to deal directly with Autodesk for the purchase of Autodesk software licences, of which our purchases from Autodesk accounted for 6.83% of our Group's total purchases.

4.3.12 Types, Sources And Availability Of Resources

(i) Purchases And Sources Of Products And Services

Following are the major types of purchases for our business operations for FYE 2010:-

	FYE 2010	
	Value (RM'000)	Percentage Of Our Group's Purchases (%)
Software licences ^(a)	29,230	73.30
Third party trainers' fees	4,216	10.57
Examination vouchers and courseware	4,871	12.21
Others ^(b)	1,561	3.92
TOTAL	39,878	100.00

Notes:-

(a) Includes Microsoft, Autodesk and Adobe software licences.

(b) Includes purchases of books and materials, and travelling and accommodation expenses incurred by the trainers.

For FYE 2010, our Group's main purchases are for software licences, which represented 73.30% of our total purchases. The purchases of our key software and licences, namely Microsoft and Autodesk are transacted with their respective regional offices. Nevertheless our main point of contact is still the local offices of Microsoft and Autodesk to drive sales and to build customer relationship.

We also engage external certified trainers to conduct training under our supervision and control. For the FYE 2010, external certified trainers' fees accounted for 10.57% of our Group's total purchases. For the FYE 2010, we sourced all our certified trainers locally in Malaysia.

For the FYE 2010, purchases of examination vouchers and courseware materials accounted for 12.21% of our Group's total purchases. These were all sourced directly from technology and software vendors and organisations.

4. INFORMATION ON OUR GROUP (Cont'd)

For the FYE 2010, other purchases represented 3.92% of our Group's total purchases. These include the purchases of books and materials, and travelling and accommodation expenses incurred by the trainers.

Thus far, we have not experienced any material shortages in sourcing the above products and services for our operations.

(ii) Availability Of Inputs

To date, we have not faced any material shortages in the availability of products, third party certified trainers or any of the other inputs required by our Group.

4.3.13 Dependency On Patents, Licences, Industrial, Commercial Or Financial Contracts Or New Manufacturing Processes

Our Board is of the opinion that, as at the LPD, save as disclosed in Section 4.3.3 of this Prospectus and below, we are not highly dependent on any single contract/arrangement/licences.

(i) Highly Dependent Suppliers' Contracts

- (a) By an agreement dated 31 January 2011 entered into between APM Group Limited ("APMG") and PSSB, APMG has granted to PSSB, a non-exclusive and non-transferable licence in Malaysia to use the trade marks for performance of marketing and promotional services and the provision of marketing and promotional material by the contracted affiliate organisation in Malaysia on behalf of an accreditation training organisation (which hold current accreditation by APMG for the provision of training and examinations courses in ITIL) relating to the Office of Government Commerce ("OGC") product ITIL®.

The salient terms of the agreement are as follows:-

- (1) APMG has worldwide rights to licence, market, distribute, support and develop the accreditation of organisations to deliver ITIL training courses and administer ITIL examinations under the trademarks of the OGC. APMG is the certification body for the accreditation of ITIL training organisations, the approval of ITIL trainers and certification of ITIL examination graduates.
- (2) APMG has the right (granted to it by OGC) to sub-licence to PSSB certain intellectual property rights in connection with the marketing and promotion of accredited ITIL training courses, on behalf of one or more ATOs.
- (3) The agreement is effective for a period of one (1) year commencing from the date of the agreement.
- (4) PSSB warrants to APMG that:-
 - It will not provide or attempt to provide training courses, examinations or consultancy services in its own right in any way in connection with the ITIL for the duration of the agreement.
 - The use of its marketing and promotional services by an ATO will not cause such organisations to exceed the territorial boundaries set for their accreditation in respect of ITIL by APMG.
 - Financial arrangements between PSSB and the ATOs, its represents and between PSSB and its clients are the sole responsibility of PSSB.

4. INFORMATION ON OUR GROUP (Cont'd)

- The PSSB will indemnify APMG for any losses, claims and professional or administrative costs incurred as a result of any action taken or contemplated by a third party in relation to any claim brought against APMG as a result, whether direct or otherwise, of the PSSB's action, inaction or breach of the agreement. Provided that PSSB shall not be required to indemnify APMG in respect of any losses or claims arising which could not be said to be a reasonably foreseeable consequence of PSSB's action, inaction or breach of the agreement.
- (5) PSSB is obliged to inform APMG forthwith in writing as to changes in its ownership or control, legal or commercial status and location of its premises.
- (6) In the event of termination of the agreement:-
- the licence granted under the agreement shall terminate;
 - PSSB shall if so requested by APMG execute an assignment in favour of the OGC (or such person as APMG may direct) of any and all goodwill in the trademarks as may have accrued to PSSB by reason of the use of the trademarks and by PSSB being connected with the trademarks in the course of trade and all such rights (if any) as may have accrued to PSSB in relation to the trademarks by reason of such one;
 - PSSB shall not later than one (1) week from the date of termination or expiry remove or obliterate the trademarks from any marketing and/or promotional goods and materials which are in its possession custody or control;
 - Any provision of the agreement which in order to give it effect needs to survive the termination of the agreement shall remain in full force and effect after termination.
- (b) By a Microsoft channel agreement (resellers) entered into between Microsoft and PSSB, Microsoft has renewed the non-exclusive right of PSSB to participate in the selected list of Microsoft software licenses under various Microsoft volume licensing programmes to the customers. This renewal is effective from 1 September 2010 to 31 August 2011. The agreement has continuously been renewed on a yearly basis since year 2006. Under the agreement, PSSB is authorised to continue offering the following programmes within the geographical boundary of Malaysia:-
- Campus Agreement
 - School Agreement
 - Enterprise Agreements (Indirect)
 - Select
 - Select Plus
 - Get Genuine Windows Agreement (Large Corporations)

The salient terms of the agreement/renewal are set out as follows:-

- (1) Without Microsoft's prior written consent, PSSB may not assign or transfer the agreement or its rights or obligation under it, whether by contract or by operation of law (such as merger or sale of PSSB's stock). Any prohibited assignment is void.

4. INFORMATION ON OUR GROUP (Cont'd)

- (2) If a party breaches any terms of the agreement, the other party can terminate the agreement for cause. The terminating party will give the breaching party not less than 30 days' written notice and opportunity to cure the breach if the cause for termination is curable. A party will be allowed to cure breach once, if a party breaches the agreement for the same reason as a prior breach such as late payment, then the other party may terminate the agreement immediately. If the cause for termination is not curable, termination is effective immediately upon written notice from the terminating party.
- (3) Microsoft may terminate any programme designation form for cause without terminating the entire agreement. Microsoft will give PSSB not less than 30 days' written notice and opportunity to cure the breach if the cause is curable. If the cause for termination is not curable, termination is effective immediately upon written notice from Microsoft. If Microsoft terminates a programme designation form with cause, Microsoft will ask each of PSSB's customers to choose a new channel partner. PSSB will not receive compensation for any customer orders for which payments are received after the date of PSSB's termination.
- (4) When the agreement ends or is terminated:-
- PSSB must immediately stop using all rights granted by the agreement.
 - PSSB must also pay Microsoft any amounts due under the agreement.
 - Termination of the agreement terminates all programme designation forms and all programme guides under the agreement, and any amendments or addenda.
 - Each party waives any right or obligation under applicable law or regulation to request or obtain intervention of the courts to terminate the agreement.
- (c) By a Autodesk education partner agreement dated 1 November 2009 between Autodesk and PSSB, Autodesk agreed to supply to PSSB the educational and student version of Autodesk's software ("**Product**") and for PSSB to supply the Product to the end user within the geographical boundary of Malaysia, namely the public institutes of higher learning as instructed by the MOHE of the Government of Malaysia ("**End User**").

The agreement period commences from 1 November 2009 to 31 October 2012. By a letter of amendment (No.1) issued by Autodesk to PSSB, the effective date of the agreement has been changed from 1 November 2009 to 3 June 2010.

The salient terms of the agreement are set out as below:-

- (1) PSSB may not assign, sub-licence, delegate or subcontract its rights, duties or obligations under the agreement without the express prior written consent of Autodesk.
- (2) the rights and obligations of PSSB under the agreement may not be transferred or assigned and its duties may not be delegated directly or indirectly without prior written consent of Autodesk in its sole and absolute discretion. PSSB acknowledges that any change of ownership, sale of all or substantially all of PSSB's assets, or attempted assignment by PSSB of the agreement, or any part thereof, without Autodesk's prior written consent may result in immediate termination of the agreement by Autodesk.

4. INFORMATION ON OUR GROUP (Cont'd)

(3) PSSB shall not reproduce, modify, translate, adopt, reverse engineer or decompile any Autodesk software in whole or in part. PSSB shall not supplement, amend or modify any terms and conditions without the prior written consent of Autodesk.

(4) Either party may terminate this agreement by written notice:-

- upon the breach by one party of any of its obligations under the agreement and failure to remedy the breach within 30 days following written notice from the other party; or
- without cause upon 30 days written notice to the other party.

In the event the entire agreement or PSSB's appointment to distribute any products expires or terminates, neither party shall be liable to the other party for compensation, reimbursement or damages on account of the loss of prospective profits or anticipated sales or on account of expenditures, inventory, investments, leases or commitments in connection with a party's business or goodwill. Termination shall not, however, relieve either party of obligations incurred prior to the termination and still remaining to be fulfilled following such termination. Further, neither party shall be entitled to any indemnification as a result of termination of the agreement.

(5) PSSB will keep Confidential Information made available by Autodesk in strictest confidence and PSSB shall limit the use of and access to Autodesk Confidential Information to PSSB's employees or authorised representatives who have (i) a need to know and have been notified that such information is Confidential Information to be used solely for purposes consistent with PSSB's obligations pursuant to the agreement, and (ii) enter into binding confidentiality obligations no less protective of Autodesk than those contained in the agreement.

In compliance with item (5) above, we have obtained a letter of consent on 3 December 2010 to disclose the contents of the agreement in this Prospectus.

(d) By a Autodesk Value Added Reseller ("**VAR**") authorisation form effective from 8 September 2008 together with the general terms and conditions issued by Autodesk to PSSB, PSSB has been appointed as a indirect VAR reseller of various Autodesk commercial and not for resale ("**BFR**") versions of software product ("**Products**").

The agreement period commences from 8 September 2008 until the then current Autodesk Fiscal Year, namely 31 January 2009 and shall renew automatically on an annual basis for up to two (2) successive 12 months periods commencing to the Autodesk Fiscal Year.

By a letter of renewal dated 24 January 2011, the agreement has been renewed for a period of 12 months for the next Autodesk Fiscal Year commencing from 1 February 2011 to 31 January 2012.

The salient terms of the agreement are set out as below:-

- (1) PSSB shall not appoint any sub-reseller broker, or grant any agency concerning Products, or purchase product through the agreement for PSSB or its affiliates' own internal data processing needs without express written consent of Autodesk.
- (2) PSSB shall not reproduce, modify, translate, adapt, reverse engineer or decompile any Product in whole or in part without the express prior written consent of Autodesk and Autodesk, Inc.

4. INFORMATION ON OUR GROUP (Cont'd)

- (3) PSSB shall not assign its rights or delegate its duties without the prior written consent of Autodesk.
- (4) Autodesk may terminate the agreement according to written notice given upon the following events:-
- breach by PSSB of any of its obligations under the agreement and failure to remedy the breach within 30 days following written notice of Autodesk;
 - transfer or cessation by PSSB of any part of its business relating to distribution of Products or transfer by PSSB owners or shareholders of a controlling interest in PSSB; or
 - a receiver or similar officer is appointed for the benefit of PSSB's creditors, or if PSSB becomes the object of any proceedings for bankruptcy, insolvency or the like; or
 - if PSSB contents Autodesk's or any of its affiliates' IP rights, or attempts to register any domain name using an Autodesk product or service name, trademark, trade name, logo or any designation communicated confidentially to PSSB by Autodesk.
- (5) PSSB will keep Confidential Information made available by Autodesk in strictest confidence and PSSB shall limit the use of and access to Autodesk Confidential Information to PSSB's employees or authorised representatives who have (i) a need to know and have been notified that such information is Confidential Information to be used solely for purposes consistent with PSSB's obligations pursuant to the agreement, and (ii) enter into binding confidentiality obligations no less protective of Autodesk than those contained in the agreement.

Further, by Letter of Amendment No. 1 to the aforesaid agreement dated 29 April 2009, the effective date has been amended to start from 1 February 2009. All terms and conditions of the aforesaid agreement which are not modified in the amendment shall remain in full and effect and in the event of a conflict between the terms of the agreement and the amendment, the terms of the amendment shall apply.

In compliance with item (5) above, we have obtained a letter of consent on 3 December 2010 to disclose the contents of the agreement in this Prospectus.

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4. INFORMATION ON OUR GROUP (Cont'd)**(ii) Highly Dependent Customers' Contracts**

- (a) By a letter of award dated 15 March 2011 issued by the MOHE to PSSB, PSSB has been appointed to provide the 3P Programme at the selected universities, polytechnics and community colleges for a period of four (4) years with a total consideration of RM80 million (RM20 million per year). PSSB has obtained a performance bonds from Bank Muamalat Malaysia Berhad in favour of the MOHE on 24 March 2011 for a sum of equivalent to 5% of one (1) year of the agreement price amounting RM1,000,000.00 to secure due performance of PSSB under the agreement.
- (b) By a letter of award dated 15 March 2011 issued by the MOHE to PSSB, PSSB has continued to be appointed for the Supply of Software under "Pembekalan Perisian Microsoft untuk semua IPTA, Politeknik dan Kolej Komuniti di bawah Kementerian Pengajian Tinggi" for a period of four (4) years commencing upon the expiration of item (i) below, namely 1 July 2011. The agreement price of this agreement is RM40 million (RM10 million per year) and PSSB has obtained a performance bonds from Bank Muamalat Malaysia Berhad in favour of the MOHE on 24 March 2011 for a sum of equivalent to 5% of one (1) year of the agreement price amounting to RM500,000.00 to secure due performance of PSSB under the agreement.
- (c) By a letter of award dated 25 January 2011 issued by the MOE to PSSB, PSSB has been appointed to supply Microsoft software licence for the District Academic Department, Institutes of Teacher Education and other MOE agencies (excluding matriculation colleges and schools) for a period of three (3) years. The agreement price is RM8,052,920.74 and PSSB has obtained a performance bonds from Bank Muamalat Malaysia Berhad in favour of MOE on 8 February 2011 for a sum of equivalent to 5% of the agreement price amounting to RM134,215.35 to secure the due performance of PSSB under the agreement.

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4. INFORMATION ON OUR GROUP (Cont'd)

- (d) By a letter of agreement dated 24 July 2010 issued by the Microsoft (Malaysia) Sdn Bhd to LSB, LSB has been appointed as a provider of ICT training for teachers and student development activities under the Partnership for Technology Access initiative by the MOHE (the "Initiative").

The salient terms of the letter of agreement are as follows:-

- (1) Microsoft (Malaysia) Sdn Bhd will make available English language versions of the Windows 7 starter edition software product and will invest an investment funds for each unit of such software product that the MOHE acquires for distribution to students, teachers and schools under the Initiative. The investment per unit will be available only in connection with the Windows Starter Edition PPP Stock Keeping Unit ("PPP SKU") through Original Equipment Manufacturers ("OEMs") or system builders authorised to distribute the PPP SKU in Malaysia.
- (2) Microsoft (Malaysia) Sdn Bhd will pay the investment funds to LSB and such funds will be used solely for teacher training, student development activities and MOHE-endorsed initiatives connected to the Initiative. LSB agrees to act as the Initiative's authorised agent to receive the investment funds and will ensure the investment funds are used for the benefit of the Initiative and in accordance with its own, the MOHE's and Microsoft guidelines.
- (3) The terms and conditions of the letter of agreement are confidential and will be treated by the parties with upmost regards to their confidential nature. LSB agrees not to disclose or release any information related to the Initiative, the investment funds, the actual or proposed amount of investment funds, or the administrative requirements related to the investment funds or any other related confidential information without the express written consent of Microsoft (Malaysia) Sdn Bhd.
- (4) The letter of agreement will expire on 22 July 2011 or the date when the 150,000 units of the PPP SKUs are distributed and sold under the Initiative.

In compliance with item (3) above, we have obtained letters of consent from the Microsoft on 12 January 2011 and on 10 June 2011 for us to disclose the content of the letter of agreement in this Prospectus save and except for any information in relation to pricing as contained in the letter of agreement.

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4. INFORMATION ON OUR GROUP (Cont'd)

- (e) By a letter of agreement dated 25 August 2010 issued by Microsoft (Malaysia) Sdn Bhd to LSB, LSB has been appointed as a provider of ICT training to student under the Malaysian Broadband PC Initiative ("**Initiative**") sponsored by the Ministry of Information Communications and Culture ("**Ministry**").

The salient terms of the letter of agreement are as follows:-

- (1) Microsoft (Malaysia) Sdn Bhd will make available English language versions of the Windows 7 starter software product, Live @ Edu, communication and collaboration services, Microsoft digital literacy curriculum, Microsoft learning suite and will invest an investment funds for each unit of such software product that the Ministry acquires for distribution to students under the Initiative. The investment per unit will be available only in connection with the PPP SKU (as described in item (a) above) through OEMs (as described in item (a) above) or system builders authorised to distribute the PPP SKU in Malaysia.
- (2) Microsoft (Malaysia) Sdn Bhd will pay the investment funds to LSB and such funds will be used solely for the Microsoft training and support program connected to the Initiative. LSB agrees to act as the Initiative's authorised agent to receive the investment funds and will ensure the investment funds are used for the benefit of the Initiative and in accordance with its own, the MOHE's and Microsoft guidelines.
- (3) The terms and conditions of the letter of agreement are confidential and will be treated by the parties with upmost regards to their confidential nature. LSB agrees not to disclose or release any information related to the Initiative, the investment funds, the actual or proposed amount of investment funds, or the administrative requirements related to the investment funds or any other related confidential information without the express written consent of Microsoft (Malaysia) Sdn Bhd.
- (4) The letter of agreement will expire on 1 July 2011 or the date when the 123,000 units of the PPP SKUs are distributed and sold under the Initiative.

In compliance with item (3) above, we have obtained letters of consent from the Microsoft on 12 January 2011 and on 10 June 2011 for us to disclose the content of the letter of agreement in this Prospectus save and except for any information in relation to pricing as contained in the letter of agreement.

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4. INFORMATION ON OUR GROUP (Cont'd)

- (f) By a letter of award dated 14 July 2010 issued by the MOE to PSSB and by an agreement dated 18 January 2011 between the MOE and PSSB, PSSB has been appointed to supply and manage Microsoft licences for public schools and matriculation colleges in Malaysia under the EAA Programme.

The salient terms of the agreement are as follows:-

- (1) The agreement is effective for a period of one (1) year and eight (8) months commencing from 19 July 2010 to 18 March 2012. PSSB may apply to the MOE in writing for an extension of a contract period not less than three (3) months prior to the agreement expiry date.
- (2) The agreement price is RM12 million.
- (3) PSSB shall provide within 14 days after the receipt of the letter of award, a performance bond issued by an approved licensed bank or financial institution incorporated in Malaysia in favour of the MOE for a sum equivalent to 5% of the agreement price amounting to RM600,000 to secure the performance of the PSSB under the agreement by the PSSB and such performance bond shall remain valid until 12 months after the expiry of the agreement.
- (4) PSSB shall not without written consent of the MOE sub-let the whole or any portion of the agreement nor shall it assign its right and obligations under the agreement to any party.
- (5) In the event PSSB without reasonable cause:-
 - suspend the performance of its obligations under the agreement and fails to proceed regularly and diligently with the performance of its obligations under the agreement; or
 - fails to execute its obligations under the agreement in accordance with the agreement or persistently neglects to carry out its obligations under the agreement; or
 - default in performing the duties under the agreement; or
 - breaches any of its obligations or fails to comply with any other term and conditions of the agreement;

the MOE shall give notice in writing to PSSB specifying the default and requiring PSSB to remedy the default within 30 days or such longer period as the MOE may agree from the receipt of the default notice. If PSSB shall fail to remedy such default or shall at any time thereafter repeat such default whether previously repeated or not, then the MOE shall be entitled to forthwith terminate the agreement, without prejudice to any other rights or remedies it may possess against PSSB under any law or the agreement.

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4. INFORMATION ON OUR GROUP (Cont'd)

- (A) The agreement and all matters pertaining hereto shall be considered as confidential information.
 - (B) In the agreement, "Confidential Information" shall include all information and materials disclosed or made available to PSSB under the agreement; generated, collected or utilised by PSSB that relates to the Government, the MOE or any of its affairs; or resulting from any work performed by PSSB under the agreement, and includes all tools, templates, methodologies, know-how and information utilised by PSSB in the course of performing its services.
 - (C) Except with the prior written consent of the Government, both the Government and PSSB and their personnel, servants, agents or employees shall not at any time communicate to any person or body or entity, any Confidential Information disclosed to him for the purpose of the agreement.
 - (D) No advertisement in respect of the agreement shall be published in any newspaper, magazine or any other forms of advertisement without prior written approval from the Government.
- (6) The agreement and all matters pertaining thereto shall be considered as confidential information and except with the prior written consent of MOE, both MOE and PSSB and their personnel, servants, agents or employees shall not at any time communicate to any person or body or entity, any confidential information disclosed to him for the purpose of the agreement. Further, no advertisement in respect of the agreement shall be published in any newspaper, magazine or any other forms of advertisement without prior written approval of MOE.

PSSB has obtained a performance bonds from Bank Muamalat Malaysia Berhad in favour of MOHE on 26 July 2010.

In compliance with (5) above, we have obtained letters of consent from MOE dated 20 May 2011 and 31 May 2011 for us to disclose the contents of the agreement in this Prospectus.

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4. INFORMATION ON OUR GROUP (Cont'd)

- (g) By a letter of award dated 13 May 2010 issued by the IRB to PSSB and by an agreement dated 5 August 2010 between IRB and PSSB, PSSB has been appointed to supply, renewal and delivery of Microsoft Licence, provide Microsoft premier Support and Microsoft IT Architecture & Planning, and training to the IRB ("**Works**").

The salient terms of the agreement are as follows:-

- (1) The duration of the Works shall be from 17 May 2010 to 28 February 2013.
- (2) The agreement price is RM21,476,530.31.
- (3) PSSB shall guarantee that the Microsoft software licences offered shall be available to the IRB at the terms and conditions stipulated in the agreement throughout the warranty period. The warranty period for the Microsoft licences shall be 36 months effective from 1 March 2010 to 28 February 2013 and the warranty period for the Microsoft Premier Support shall be 36 months effective from 01 March 2010 to 28 February 2013.
- (4) PSSB shall not, without the written consent of the IRB first obtained, assign any rights or liabilities under the agreement or appoint any sub-contractor to carry out his duties and obligations.
- (5) PSSB shall not, without authority of the IRB enter into any agreement on behalf of the IRB or bind or attempt to bind the IRB in agreement or otherwise.

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4. INFORMATION ON OUR GROUP (Cont'd)

- (6) The IRB shall have right to terminate the agreement at any time thereafter by giving 14 days written notice to PSSB, if PSSB fails to remedy the following default within 30 days after the date of the IRB's notice to PSSB requiring PSSB to remedy such default:-
- partially or wholly suspends, without reasonable cause, the supply and delivery, of the items before their respective date(s) of completion.
 - fails to proceed with the works with reasonable diligence after the issue of purchase order(s).
 - without reasonable cause wholly or partially fails to complete the delivery of the items after any extended period granted.
 - commits a breach of any of the clauses or stipulation in this IRB agreement.
 - becomes insolvent or enter into voluntary or compulsory liquidation or pass an effective winding up or make an arrangement or composition with its creditors; or if any receiver be appointed on behalf of the debenture holders or otherwise.
 - fails to inform the IRB in respect of changes its shareholdings.
 - execution is levied against a substantial portion of PSSB's assets, unless it has instituted proceedings in good faith to set aside such execution.
- (7) Except without the written consent of the IRB, PSSB shall not at any time communicate to any person or body or entity any confidential information disclosed to PSSB for the purpose of the provision of services or discovered by PSSB in the course of the provision and performance of services. Nor shall PSSB make public any information as to the recommendation, assessment and opinion formulated in the course or as a result of the provision and performance of services, nor shall PSSB or its personnel make any statement relating to the services without consent of the IRB.

In compliance with item (7) above, we have obtained letters of consent from the IRB dated 12 November 2010 and 8 June 2011 for us to disclose the content of the agreement in this Prospectus.

- (h) By a letter of award dated 13 November 2009 issued by the Government of Malaysia as represented by the MOHE to PSSB and the agreement dated 15 December 2009 between the MOHE and PSSB, PSSB has been appointed to supply Software & Services under "Pembekalan Perisian Autodesk Selari dengan Program Pentauliahan Professional Untuk Semua IPTA Politeknik dan Kolej Komuniti di bawah Kementerian Pengajian Tinggi Bagi Tahun 2009-2012" ("**Works**").

The agreement commences from 1 November 2009 continue for three (3) years ending 31 October 2012.

PSSB has obtained a performance bonds from Bank Muamalat Malaysia Berhad in favour of the MOHE on 25 November 2009. The Performance Bond would remain valid from 1 November 2009 to 31 October 2013.

4. INFORMATION ON OUR GROUP (Cont'd)

The salient terms of the agreement are as set out below:-

- (1) the MOHE shall purchase Autodesk products each year for all IPTAs for three (3) years in accordance with the product list as set out in the agreement. The purchase shall be limited to a ceiling price of RM20 million.
- (2) PSSB is not to assign its rights or transfer any of its liabilities under the agreement or any part thereof to any person without the MOHE's prior written consent.
- (3) PSSB shall procure a performance bond to be issued by a bank licensed under the Banking and Financial Institutions Act 1989 or Islamic banking Act 1984, and approved by the MOHE for 5% of the ceiling agreement price of the agreement amounting to RM1 million to guarantee the due performance of PSSB under the agreement and the performance bond shall be remained valid for 12 months after expiry of the agreement or upon termination of the agreement.
- (4) If PSSB commits any of the following defaults:-
 - PSSB commits a breach of any provision of the agreement, and if such breach is capable of remedy but is not remedied by PSSB within 14 days from the date the MOHE notifies PSSB to do so; or
 - PSSB:-
 - Has a winding up order made against it;
 - Becomes insolvent or compounds with or makes arrangements with its creditors; or goes into liquidation whether voluntarily (save for the purpose of permitted amalgamation or reconstruction) or compulsorily; or
 - Has a provisional liquidator, receiver or manager or receiver and manager appointed in respect of its business or undertaking or possession of its property is taken by or on behalf of creditors or debenture holders secured by a floating charge.

Then MOHE may give notice in writing to PSSB specifying the default and if PSSB fails to remedy such default within 14 days after receipt of the said notice or shall at any time thereafter repeat such default, the MOHE shall be entitled, without prejudice to any other rights or remedies it may possess against PSSB, to forthwith terminate the agreement.

- (5) The agreement and all matters pertaining thereto shall be considered as confidential information and except with prior written consent of the MOHE, PSSB and its personnel shall not at any time communicate to any person except those employees, agents, sub-contractors and other suppliers on a need-to-know basis, make public any information or make or cause to be made any press statement or otherwise relating to the Agreement.

In compliance with item five (5) above, we have obtained letters of consent from the MOHE dated 11 November 2010 and 8 June 2011 for us to disclose the contents of the agreement in this Prospectus.

4. INFORMATION ON OUR GROUP (Cont'd)

- (i) By a letter of award dated 3 July 2006 issued by the MOHE to PSSB and the agreement dated 14 November 2006 between the MOHE and PSSB, PSSB has been appointed to for the Supply of Software under "Kontrak Pembekalan Perisian Microsoft selari dengan 3P untuk semua IPTA, Politeknik dan Kolej Komuniti di bawah Kementerian Pengajian Tinggi" to the MOHE for a period of three (3) years with RM10 million per year. The agreement has expired on 2 July 2009.

Subsequently by a letter of renewal dated 8 April 2009 and an Addendum to the agreement dated 15 April 2009 between the MOHE and PSSB, the agreement has been renewed for another two (2) years commencing from the expiry date of the agreement, namely 2 July 2009 to 1 July 2011 with the consideration of RM10 million per year. All terms and conditions in the agreement shall remain the same.

The salient terms of the addendum are as set out below:-

- (1) PSSB shall not assign its rights or transfer any of its liabilities under the addendum or any part thereof to any person without the MOHE's prior written consent.
- (2) PSSB shall procure a performance bond to be issued by a bank licensed under the Banking and Financial Institutions Act 1989 and approved by the MOHE for a sum equivalent to 5% of the agreement price amounting to RM500,000 to guarantee the due performance of its obligations under the addendum.
- (3) If PSSB commits any of the following defaults:-
 - PSSB commits any breach of any provision of the addendum but is not remedied by PSSB within 14 days from the date the Government of Malaysia notifies PSSB to do so; or
 - if PSSB has a winding up order against it, becomes insolvent or compounds with or makes arrangements with its creditors; or goes into liquidation whether voluntarily (save for the purpose of permitted amalgamation or reconstruction) or compulsorily; or
 - has a provisional liquidator, receiver or manager or receiver and manager appointed in respect of its business or undertaking or possession of its property is taken by or on behalf of creditors or debenture holders secured by a floating charge,

Then the MOHE may give notice in writing to PSSB specifying the default and if PSSB shall fail to remedy such default within 14 days after receipt of the notice or shall at any time thereafter repeat such default, the Government of Malaysia shall be entitled, without prejudice to any other rights or remedies it may possess against PSSB, to terminate the Addendum.

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4. INFORMATION ON OUR GROUP (Cont'd)

- (4) Except prior written consent of the MOHE is obtained, PSSB and its personnel shall not at any time communicate to any person except those employees, agents, sub-contractors and other suppliers on a need-to-know basis, make public any information, make or cause to be made any press statement or otherwise relating to the Project.

PSSB has obtained performance bonds from Bank Muamalat Malaysia Berhad in favour of the MOHE to secure the due performance of PSSB under the agreement and the addendum.

In compliance with item (4) above, we have obtained letters of consent from MOHE dated 11 November 2010 and 8 June 2011 for us to disclose the contents of the agreement in this Prospectus.

4.3.14 Material Capital Expenditures And Divestments

Description	FYE 2008 RM'000	FYE 2009 RM'000	FYE 2010 RM'000	1 January 2011 up to the LPD RM'000	Total RM'000
<u>Capital Expenditure</u>					
Computer systems and equipment	41	-	84	42	167
Motor vehicles	496	-	1,523	343	2,362
Freehold buildings	-	1,166 ^(a)	-	1,793 ^(a)	2,959
Construction in progress	2,295 ^(a)	-	-	-	2,295
Others ^(b)	2	2,214	217	660	3,093
	2,834	3,380	1,824	2,838	10,876
<u>Capital Divestment</u>					
Computer systems and equipment	1	2	-	-	3
Motor vehicles	387	-	-	-	387
Freehold buildings	-	-	-	-	-
Construction in progress	-	-	-	-	-
Others ^(b)	1	-	-	-	1
	389	2	-	-	391

Notes:-

- (a) *Strata shop office units held under the master title GRN 267134, Lot 44028, Mukim Dengkil, Daerah Sepang, Negeri Selangor which we use as our Head/Management Office. The construction of the strata shop office units was completed in FYE 2009 and we started to move in August 2009. We purchased additional strata shop office units under the same master title for RM1.79 million during the period from 1 January 2011 up to the LPD. Please refer to Section 8.1 of this Prospectus for further details on the strata shop office units.*
- (b) *Includes office equipment, furniture and fittings and renovation.*

4. INFORMATION ON OUR GROUP (Cont'd)

During the past three (3) financial years FYEs 2008 to 2010 and up to the LPD, our Group's total material capital expenditures amounted to approximately RM10.88 million, principally relating to the acquisition of the new strata shop office units at NeoCyber, Lingkaran Cyber Point Barat, Cyberjaya, and its related expenses such as renovation as well as furniture and fittings for these shop office units. During the same period, material capital divestments by our Group, mainly from the disposal of motor vehicles amounted to approximately RM0.39 million.

The capital expenditures were undertaken locally. Our capital expenditures were financed by a combination of internally generated funds and bank borrowings as well as hire purchase financing.

4.3.15 Technology Used/To Be Used

(i) Design, Formulation And Administration Of ICT Training And Certification Programmes

With our in-house expertise, we are involved in the design, formulation and administration of ICT training and certification programmes to cater to different needs of technology users ranging from beginners to advanced specialists.

The design of our ICT training and certification programmes involve the conceptualisation of various aspects such as establishing the goals and objectives, content development and delivery, content materials, structure, timeline, costs, competency and relevance of the certification programmes to the participants.

The design phase of the overall ICT training and certification programme is depicted in the following diagram:-



The preliminary stages in ICT training and certification programme design is the establishment of goals and objectives of the programme such as supporting Malaysia's strategy towards becoming a knowledge intensive and innovation-led economy, and improving the level of skills and competency amongst graduates of higher learning institutions or participants.

The identification of content materials for the ICT training and certification programmes include, amongst others, software programmes, textbooks and examination materials, that are relevant or in-line with current technologies and trends to meet industry needs.

Formulation of localised content refers to the translation of foreign languages to the local language to enable local participants to better understand the course materials.

Content delivery refers to the identification of certified instructors who are proficient and efficient with the certification courses, and training processes as a basis to form standard operating procedures to be used as guidelines for the instructors to carry out their tasks such as tracking, marking and publishing the results of the students.

We have been involved in the design, formulation and administration of ICT training and certification programmes for various projects including the BPPT Programme, the 3P Programme, the RBTCS Programme and "IC CITIZEN", our first in-house training and certification programme.

4. INFORMATION ON OUR GROUP (Cont'd)

Through our in-house R&D effort, PSSB has obtained the several statutory declarations for the copyrights in relation to our business operations in 2009 and 2010, as disclosed in Section 4.3.4 of this Prospectus.

(ii) ICT

The knowledge and skills of ICT is required for our business operations specifically in the provision of ICT training and certification, as well as software licence distribution and management.

ICT incorporates computing hardware, software, communications and services, while the relevant ICT knowledge and skills that apply to our business are closely linked to specific software, hardware and communications technologies.

In general, software refers to the digitally stored data such as computer programmes and other types of information that can be read and written by computers. A computer programme is a sequence of instructions that are written to perform a specified task for a computer. A computer requires programmes to function, and typically executes the programme instructions in a central processor. Most programmes contain an executable form that the computer can use directly to execute the instructions, and a source code that can be read by humans.

Hardware is commonly related to the physical computing related devices and is segmented into three major subsections:-

- Processor hardware such as mainframes, mid-range computers, desktop computers, notebooks, server hardware and others;
- Input/output devices such as keyboards, scanners, desktop monitors, printers, speakers and others; and
- Storage devices such as solid-state drives, optical disks and hard disks.

We apply ICT technology into our provision of ICT training and certification to impart the knowledge and skills to the participants including graduates, lecturers, and ICT users. In general, individuals who intend to build on basic ICT competencies usually would specialise in a particular ICT discipline such as development tools and programming language, data base systems, operating systems, and networking protocols and applications. We apply various ICT knowledge and skills into our training programmes with the aim to realise the range of benefits including training individuals to enter the ICT field as a new workforce, or to update and expand their skill sets, as well as prepare them for career advancement.

4.3.16 Research And Development

(i) Policy On Research And Development

Our R&D activities are mainly focused on process improvements on programme and procedure enhancement, as well as the development of new learning/training and certification programmes.

Through the R&D activities listed above, we aim to realise the following benefits:-

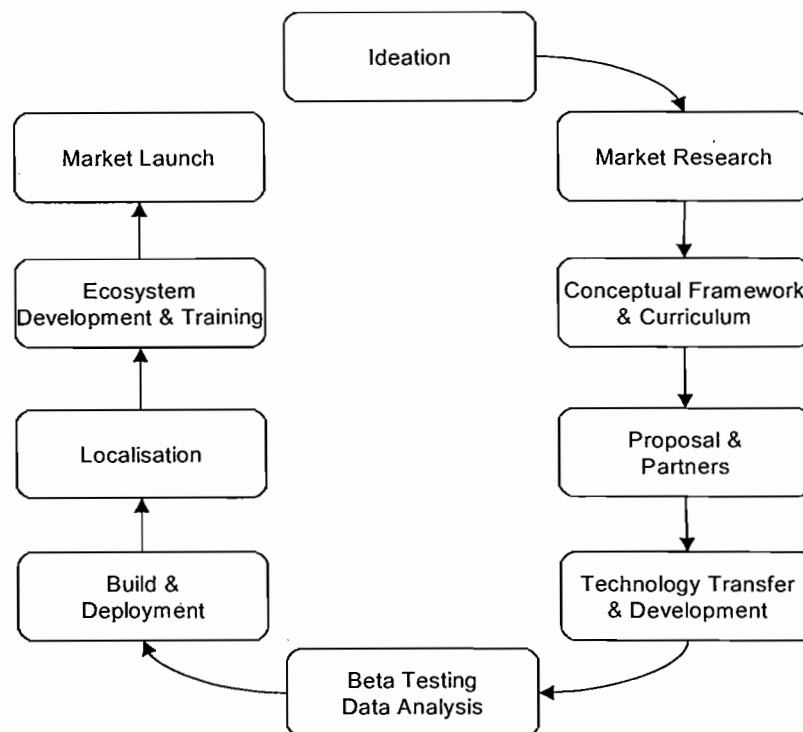
- Sustain and grow our business;
- Increase revenue and profitability; and
- Sustain our competitive advantages.

4. INFORMATION ON OUR GROUP (Cont'd)

We are currently undertaking R&D work on our new learning/training and certification programmes and these are as follows:-

- English language learning and certification for ICT related industries to meet the industry needs in terms of basic English language proficiency;
- Islamic finance training and certification involve the development of curriculum and procedures based on Islamic principles and practices; and
- Green IT certification is designed to enhance IT professional's experience, knowledge and existing IT credentials to incorporate emerging technologies in shaping the global green IT industry today.

Our R&D processes are as follows:-



We begin our R&D by going through a process of identifying various programmes that may be commercially attractive.

Once we have identified a potential programme, we conduct market research on the proposed programme to identify potential customers' needs and to ascertain commercial viability. Our market research involves various activities including the identification of course subjects and discussions with relevant authorities, stakeholders and related parties such as the MOHE.

After identifying the course subjects, we will produce a framework depicting the course of actions to be taken to successfully launch the programme. The proposed actions include, among others, identifying various partners, technologies to be used, testing and data analysis framework, and delivery methods.

The programme framework is then submitted to various partners that may be able to assist us in developing the programme. These partners would have the expertise in technology and product development, and commercialisation activities.

4. INFORMATION ON OUR GROUP (Cont'd)

Under the technology transfer and development phase, we will send a project team to undergo a customised training workshop prepared by our partners to learn more about the technology or product developed by them.

Upon completion of the customised training workshop, our project team will utilise the knowledge obtained to carry out product testing and data analysis to identify and rectify any weak points or issues relating to the technology or product.

The build and deployment phase is carried out once all the issues and weaknesses of the technology or product have been rectified. The finalised technology or product is then produced, incorporating localised content to benefit local participants.

Our next procedure involves the identification of course materials and training instructors. The instructors will attend a specialised workshop conducted by us to familiarise themselves with our programme and standard operating procedures.

Finally, our programme is commercialised and delivered with the assistance of our partners.

The names of the partners which we intend to work with and their contribution for the new learning/training and certification programmes we are currently working on are as set out below:-

Programme	Partner	Contribution
English language learning and certification	Prometric	Provide technical know-how assistance in developing the contents of the programmes. In addition, we can also leverage on the marketing and distribution channels of our partners to promote our programmes.
Islamic finance training and certification	Prometric/Institute of Islamic Banking & Finance International Islamic University Malaysia	
Green IT certification	e2Readiness	

Further details on our Group's new learning/training and certification programmes are set out in Section 4.4.2 of this Prospectus.

(ii) Research And Development Expenditure

Our R&D expenditure for the past three (3) FYEs 2008 to 2010 is as follows:-

	FYE 2008	FYE 2009	FYE 2010
R&D Capital Expenses (RM'000)	n/a	244	1,141
R&D Operating Expenses (RM'000)	n/a	-	40
TOTAL R&D Expenses (RM'000)	n/a	244	1,181
Total R&D Expenses As A Proportion Of Our Groups's Total Revenue (%)	n/a	0.62	2.02

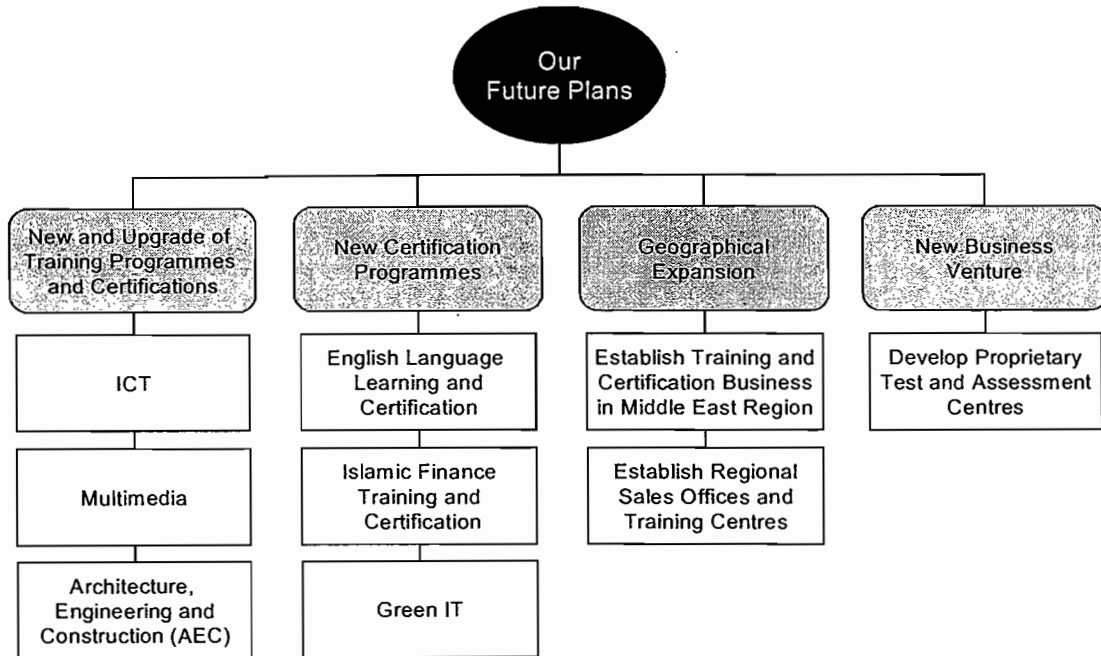
Note:-

n/a Not available as our Group did not capitalise R&D expenses incurred nor maintain a separate expense account for our R&D activities for FYE 2008.

4. INFORMATION ON OUR GROUP (Cont'd)

4.4 FUTURE PLANS AND STRATEGIES

Our future plans are focused in four (4) key areas as depicted in the figure below:-



4.4.1 New And Upgrade Of Training Programmes And Certifications

Our technology and software vendor partners are constantly improving and upgrading existing training programmes and certifications, as well as introducing new training programmes and certifications.

As such, our future plans will also incorporate a continuous process of introducing new and upgrading existing training programmes and certifications. This will ensure that we keep up with technological and software advances, especially in tandem with our technology and software vendor partners.

Areas that we will cover include the following:-

- **ICT**, which currently constitutes the majority of our training programmes and certifications;
- **Multimedia**, which we envisage will grow in importance and thus we will aim to increase our offerings in this area; and
- **AEC**, which is closely related to our suite of AutoCAD training and certification, will continue to be enhanced to ensure relevance as well as to enlarge our customer base.

4. INFORMATION ON OUR GROUP (Cont'd)

4.4.2 New Certification Programmes

Our business currently focuses on professional ICT training and certification, and software licence distribution and management. We plan to expand our services and capabilities to provide the following new certification programmes:-

- English language learning and certification;
- Islamic finance training and certification; and
- Green IT.

(i) English Language Learning And Certification

We recognise the importance of English language as the most common form of communication in the use, application and advancement of ICT in general and the Internet in particular.

As part of our future plans, we plan to develop and introduce English language learning and certification, targeting ICT related industries. English is a common communication tool used within the industry. As such, English language proficiency is important for graduates and professionals to meet industry requirements.

We plan to utilise our existing capabilities in developing curriculum and assessment procedures for our new language learning programme taking into consideration the following factors:-

- Type of courses including general and basic instructor-led English courses, as well as computer based English courses; and
- Focusing on five (5) main areas:-
 - listening
 - reading
 - speaking
 - grammar
 - writing
 - language workbooks and materials
 - conversation and interpersonal skills

We plan to introduce this English language learning and certification programme by the second half of 2011.

(ii) Islamic Finance Training And Certification

There is a growing need for Islamic finance in Malaysia as well as overseas, particularly in the Middle East and other Islamic countries.

We intend to develop and introduce Islamic finance training and certification to address new areas for business growth.

The proposed development of this training programme and certification will be focused on technical and product oriented training courses. We aim to provide courses to increase awareness and understanding of the principles and use of Shariah compliant products that meet the requirements of the Islamic law.

Some of the areas we intend to incorporate into our training programme and certification include capital markets, Islamic funds, and other related finance products and fields.

In line with our Government's initiatives, we will place emphasis on skill training in human capital development to meet industry requirements as well as to drive productivity improvements.

4. INFORMATION ON OUR GROUP (Cont'd)

We intend to deliver the Islamic finance training and certification programme with the collaboration of our identified partners and their respective roles are as set out below:-

- (a) Institute of Islamic Banking & Finance International Islamic University Malaysia – to be the subject matter experts in conducting needs analysis, developing the body of knowledge and career roadmap through the Islamic finance certification; and
- (b) Prometric – to assist in marketing promotion and distribution activities as well as in developing and validating training modules.

We plan to launch the Islamic finance training and certification programme by the first half of 2012.

(iii) Green IT

Green IT certification is designed to enhance an IT professional's experience, knowledge, and existing IT credentials to incorporate emerging technologies in shaping the global green IT industry today. IT professionals that pass the Green IT examination would serve to validate that they have the aptitude needed to effectively implement and measure green IT programmes and investments, including:-

- A specialised knowledge of current IT methodologies;
- The ability to develop, deploy and calculate true return on investment for green IT initiatives;
- Knowledge of cost-cutting power management and IT virtualisation techniques;
- Proven understanding of environmentally-sound waste disposal;
- An awareness of global organisations mandating standards and regulations.

The Green IT certificate is ideal for IT professionals who have decision making authority over a company's IT infrastructure or work in implementing green IT initiatives. Such professionals would include IT manager, data centre or facilities/operations manager, IT technician, and system or network administrator.

We plan to launch the Green IT certification programme in the second half of 2011.

4.4.3 Geographical Expansion

(i) Establish Training And Certification Business In The Middle East Region

Our existing provision of ICT training and certification operations is located in Malaysia. We intend to leverage on our core competency in ICT training and certification to expand our business to the Middle East region to provide ICT training and certification, and Islamic finance training and certification.

We believe we have an advantage in expanding into the Middle East region as Malaysia is regarded as relatively advance in ICT and Islamic finance compared to some of the Middle East countries.

Our new business in the Middle East region will provide us with opportunities for business growth, as well as to diversify any over-dependency in Malaysia.

Our expansion in the Middle East region will be undertaken via a partnership arrangement.

Based on the recent political unrest in the Middle East including Syria, Yemen, Jordan, Algeria, Bahrain, Iraq and Palestine Territories, in addition to those in the neighbouring North African countries namely Libya and Egypt, we will continue to evaluate and review the market and political situation on an on-going basis. We are currently focusing our expansion plans on Saudi Arabia and United Arab Emirates.

4. INFORMATION ON OUR GROUP (Cont'd)

At this stage, we have started working on the translation of our "IC CITIZEN" certification programme into Arabic to service this part of the market. We plan to commence our expansion into the Middle East region by the second half of 2011.

(ii) Establish Regional Sales Offices And Training Centres

We are authorised to provide ICT training and certification in any location in Malaysia. This enables us to have the flexibility to expand our business operations and services within Malaysia.

As part of our expansion plans, we intend to establish sales offices and training centres in Penang, Johor and Sarawak. Furthermore, this will enable us to work and interact closely with our customers as well as participants and users to serve them better.

We plan to establish our sales offices and training centres in Penang, Johor and Sarawak by the second half of 2011.

4.4.4 New Business Venture

Develop Proprietary Test And Assessment Centres

We are currently an authorised provider of test and assessment centre to conduct examinations for professional certification. We are authorised by the Prometric Premier Test Center and Pearson Vue Authorised Test Centre.

Part of our future plans includes developing our own proprietary test and assessment centres of which we will develop a set of in-house proprietary procedures and systems including preparation of examination, examination monitoring and supervising which meet the necessary requirements and standards of our software vendors and organisations.

Upon the successful launch of our proprietary test and assessment centre, we can utilise our existing training centre in Cyberjaya, our future training centres in Penang, Johor and Sarawak and/or third parties' training centres such as those owned by INTAN or public higher learning institutions to conduct examinations for courses such as those offered under the 3P Programme and/or our in-house developed certification programmes such as the IC Citizen Programme.

In addition, we may also authorise third parties who can adopt our proprietary procedures and systems and meet our requirements and standards to conduct examinations.

We plan to launch our proprietary test and assessment centres by the first half of 2012.

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4. INFORMATION ON OUR GROUP (Cont'd)

4.4.5 Milestones

The following table indicates the timing for implementing our future plans:-

	YEAR OF COMMENCEMENT	
	2011	2012
New and Upgrade of Training Programmes and Certifications		
ICT	On-going	On-going
Multimedia	On-going	On-going
Architecture, Engineering and Construction (AEC)	On-going	On-going
New Certification Programmes		
English language learning and certification	√	
Islamic finance training and certification		√
Green IT	√	
Geographical Expansion		
Training and certification business in the Middle East region	√	
Establish Regional Sales Offices and Training Centres	√	
New Business Venture		
Develop proprietary test and assessment centres		√

4.5 OUR GROUP'S FUTURE PROSPECTS

The prospects of our Group are favourable in light of the following factors:-

- Our good business performance as a platform for future growth and success;
- Our competitive advantages to win market share and to grow our business;
- Our future plans to provide sustainable growth; and
- The favourable industry outlook to provide us with growth opportunities.

(i) Good Business Performance

Our good business performance is supported by the following financial achievements between FYE 2006 and FYE 2010:-

- Our PBT increased from RM5.42 million for FYE 2006 to RM15.15 million for FYE 2010. This represented a compounded annual growth rate of 29.31% per annum between FYE 2006 and FYE 2010.
- Our PBT margin grew from 8.48% for FYE 2006 to 25.88% for FYE 2010.

Our relatively high PBT margin and the continuing growth of our financial performance over the last five (5) years will provide us with the platform for continuing business success and growth.

4. INFORMATION ON OUR GROUP *(Cont'd)*

(ii) Competitive Advantages

Our competitive advantages will provide a platform for continuing growth and success. This includes the following:-

- (a) Our track record and established reputation since commencement of our business in 2003 and reinforced by the following achievements:-
- Between 2004 and 2007, we have provided ICT literacy training to approximately 100,000 teachers from local public schools under the BPPT Programme.
 - As at the LPD, approximately 18,790 participants have participated in our training and certification programme since 2006 under the 3P Programme.
 - As at the LPD, we have provided ICT literacy training to approximately 1,660 civil servants since 2009 under the RBTCs Programme.
 - As at the LPD, we managed and distributed approximately 878,621 Microsoft licences and 15,410 Autodesk licences to various Government bodies in Malaysia since 2006.
- (b) Our high value contracts where each contract enables us to service a large group of individuals or organisations. This enables us to grow our business substantially while optimising our management, administrative, sales and marketing efforts.
- (c) We have medium to long-term contracts that will help us secure continuous revenue streams and provide some assurance of business continuity for the duration of the contracts.
- (d) We have Government contracts, which provide us with several key advantages:-
- the aggregate value of each contract is relatively higher to contracts with the private sector; and
 - some assurance of a continuous revenue stream and less risk of non-payment during the duration of these contracts.
- (e) We enjoy economies of scale through the large number of individuals that we train and certify, and the large number of software licences that we distribute and manage.
- (f) We have "IC CITIZEN", an in-house developed training and certification programme that provides us with the following benefits:-
- able to resell our proprietary programme without constraints;
 - able to appoint resellers to expand our global coverage;
 - able to customise our programme;
 - able to enhance our programme to keep abreast of changing needs of customers and environment as well as technologies; and
 - not reliant on third party principals.
- (g) Potential global markets for our proprietary "IC CITIZEN" training and certification programme.

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4. INFORMATION ON OUR GROUP (Cont'd)

(iii) Future Plans To Provide Sustainable Growth

We have in place a sound business plan for moving forward, and are focused in the following area:-

- (a) New and upgraded titles of certification including ICT, Multimedia and Architecture Engineering and Construction (AEC).
- (b) New certification programmes including English language learning and certification for the ICT industry, Islamic finance training and certification, and Green IT to address new markets for business growth.
- (c) Geographic expansion into the Middle East region for the provision of ICT training and certification, and the establishment of regional sales offices and training centres in Malaysia.
- (d) New business venture to develop proprietary test and assessment centres.

Our future plans would provide us with the platform to grow and sustain our business.

(iv) Favourable Industry Outlook

The outlook for the ICT Services Industry including the provision of professional ICT training and certification, and distribution of proprietary software licences in Malaysia is favourable. This is substantiated by the following:-

- Favourable economic conditions;
- Stimulus from the 2011 Budget;
- Increasing expenditure on public education;
- Growth in public education institutions and student enrolment;
- Growth provided by the 10th Malaysia Plan; and
- Positive impact of the Economic Transformation Programme.

(Source: Independent Assessment of the ICT Services Industry Focusing on Professional ICT Training and Certification, and Distribution of Proprietary Software Licences in Malaysia prepared by Vital Factor)

The favourable industry outlook would provide growth opportunities for our business.

Please refer to the Independent Market Research Report as disclosed in Section 11 of this prospectus for the overview of the industry in which our Group operates.

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5. INFORMATION ON PROMOTERS/SUBSTANTIAL SHAREHOLDERS/DIRECTORS AND KEY MANAGEMENT**5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS****5.1.1 Particulars And Shareholdings**

The details of our Promoters and substantial shareholders and their shareholdings before and after the IPO are as follows:-

Name Promoters and Substantial Shareholders	Country Of Incorporation / Nationality	No. Of Shares Held Before The IPO ^(a)		No. Of Shares Held After The IPO					
		Direct (%)	Indirect (%)	Direct (%)	Indirect (%)				
Dr Abu	Malaysian	77,000,000	38.89	90,650,700 ^(b)	45.78	-	-	90,650,700 ^(b)	41.20
EkoHati	Malaysia	50,000,900	25.25	117,649,800 ^(c)	59.42	50,000,900	22.73	40,649,800 ^(d)	18.47
Sigma Dedikasi	Malaysia	31,409,800	15.86	136,240,900 ^(e)	68.81	31,409,800	14.27	59,240,900 ^(f)	26.93
Anjakan Evolusi	Malaysia	9,240,000	4.67	158,410,700 ^(g)	80.00	9,240,000	4.20	81,410,700 ^(h)	37.00
Substantial Shareholders									
KMP	Malaysia	20,849,300	10.53	-	-	20,849,300	9.48	-	-
Minister of Finance, Incorporated	Malaysia	-	-	20,849,300 ⁽ⁱ⁾	10.53	-	-	20,849,300 ⁽ⁱ⁾	9.48
Datuk Ahmad Fikri	Malaysian	-	-	31,409,800 ^(j)	15.86	-	-	31,409,800 ^(j)	14.27
Shahirul Azian	Malaysian	-	-	167,650,700 ^(k)	84.67	-	-	90,650,700 ^(l)	41.20
Zubaidah Binti Ismail	Malaysian	-	-	167,650,700 ^(m)	84.67	-	-	90,650,700 ⁽ⁿ⁾	41.20

Notes:-

- (a) Based on shareholdings after the Acquisition.
 (b) Deemed interest by virtue of his interest in EkoHati, Sigma Dedikasi and Anjakan Evolusi pursuant to Section 6A of the Act.
 (c) Deemed interest by virtue of the interest of Dr Abu and Dr Abu's interest in Sigma Dedikasi and Anjakan Evolusi pursuant to Section 6A of the Act
 (d) Deemed interest by virtue of Dr Abu's interest in Sigma Dedikasi and Anjakan Evolusi pursuant to Section 6A of the Act.
 (e) Deemed interest by virtue of the interest of Dr Abu and Dr Abu's interest in EkoHati and Anjakan Evolusi pursuant to Section 6A of the Act.