



**PRG**

**HOLDINGS BERHAD**

(Company No. 541706-V)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of PRG Holdings Berhad ("PRG" or "Company") will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 August 2016 at 10.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:

### ORDINARY RESOLUTION

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH IN PRG ("PRG SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED ("ENTITLEMENT DATE") INTO TWO (2) ORDINARY SHARES OF RM0.25 EACH IN PRG ("SUBDIVIDED SHARES") ("PROPOSED SHARE SPLIT")**

**"THAT** subject to passing of the Special Resolution and the approvals of all relevant regulatory authorities being obtained, the Board of Directors of the Company ("**Board**") be and is hereby authorised to:

- (i) subdivide every one (1) PRG Share held on the Entitlement Date into two (2) Subdivided Shares held by the shareholders of PRG whose names appear in the Record of Depositors of the Company on the Entitlement Date ("**Entitled Shareholders**"); and
- (ii) allot and issue any such additional warrants 2014/2019 ("**Additional Warrants**") as may be required or permitted to be issued pursuant to the adjustments made in accordance with the deed poll dated 2 June 2014 ("**Deed Poll**");

**THAT** the Subdivided Shares will upon allotment and issuance, rank *pari passu* in all respects with each other;

**THAT** the Additional Warrants to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing warrants 2014/2019;

**THAT** the Company shall allot and issue such appropriate number of new Subdivided Shares arising from the exercise by the holders of Additional Warrants in accordance with the provisions of the Deed Poll;

**THAT** the new Subdivided Shares to be issued arising from the exercise of the Additional Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the Subdivided Shares, save and except that the new Subdivided Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the new Subdivided Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Share Split, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company."

### SPECIAL RESOLUTION

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION ("MEMORANDUM") OF PRG TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED SHARE SPLIT ("PROPOSED AMENDMENT")**

**"THAT** subject to the passing of Ordinary Resolution, approval be and is hereby given for the following amendment to the Company's Memorandum:

Memorandum	Existing Clause	Proposed Amendment
Clause 5	The share capital of the Company is RM1,000,000,000 Malaysian Ringgit divided into <b>2,000,000 ordinary shares of RM0.50 each.</b> The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights or privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The share capital of the Company is RM1,000,000,000 Malaysian Ringgit divided into <b>4,000,000 ordinary shares of RM0.25 each.</b> The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights or privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Amendment, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company."

### By Order of the Board,

**YEOH CHONG KEAT** (MIA 2736)

**LIM FEI CHIA** (MAICSA 7036158)

Secretaries

29 July 2016

### Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 August 2016 shall be eligible to attend, speak and vote at this meeting.
2. To be valid, the original proxy form, duly completed must be deposited at the registered office of PRG at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
3. A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at this meeting. Where a member appoints two (2) proxies, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid. A proxy may but need not be a member of the Company and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
5. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents, proceedings of the meeting and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.