



*(Company No. 541706-V)
(Incorporated in Malaysia)*

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 Arcadia II, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor on Friday, 21 July 2017 at 11.00 a.m. for the purpose of considering and if thought fit, passing the following ordinary resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED LISTING OF FURNIWEB HOLDINGS LIMITED, A SUBSIDIARY OF PRG HOLDINGS BERHAD, ON THE GROWTH ENTERPRISE MARKET OPERATED BY THE STOCK EXCHANGE OF HONG KONG LIMITED

“**THAT**, subject to the passing of Ordinary Resolution 2 and all relevant approvals being obtained from the relevant authorities, approval be and is hereby given for the proposed listing of Furniweb Holdings Limited, a subsidiary of PRG Holdings Berhad, on the Growth Enterprise Market operated by the Stock Exchange of Hong Kong Limited (“**Proposed Listing**”);

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 Listing, 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.”

ORDINARY RESOLUTION 2

THE MATERIAL DILUTION OF EQUITY INTEREST OF PRG HOLDINGS BERHAD (“PRG”) IN FURNIWEB HOLDINGS LIMITED (“LISTCO”), A SUBSIDIARY OF PRG AS A RESULT OF THE PROPOSED LISTING OF LISTCO ON THE GROWTH ENTERPRISE MARKET OPERATED BY THE STOCK EXCHANGE OF HONG KONG LIMITED

“**THAT**, subject to the passing of Ordinary Resolution 1, the approvals of relevant authorities being obtained and the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the material dilution of equity interest of PRG Holdings Berhad in Furniweb Holdings Limited, a subsidiary of PRG from 100% to up to a maximum of 72.3% pursuant to the Proposed Listing (“**Proposed Dilution**”);

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 Dilution, 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

6 July 2017

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 July 2017 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 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.*
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, this 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 the Company or its 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.*