



PRG

HOLDINGS BERHAD

PRG HOLDINGS BERHAD

(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 Darul Ehsan, Malaysia on Wednesday, 16 January 2019 at 2.30 p.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS' MANDATE FOR THE DISPOSAL OF UP TO 60,480,000 ORDINARY SHARES IN FURNIWEB HOLDINGS LIMITED ("FURNIWEB") ("FURNIWEB SHARES"), REPRESENTING UP TO 12% EQUITY INTEREST IN FURNIWEB, TO BUYER(S) TO BE IDENTIFIED AND AT PRICE(S) TO BE DETERMINED LATER IN THE OPEN MARKET AND/OR VIA DIRECT BUSINESS TRANSACTIONS, IN CASH ("PROPOSED DISPOSAL MANDATE")

"THAT approval be and is hereby given to the Company to dispose up to 60,480,000 Furniweb Shares for cash to buyer(s) to be identified and at price(s) to be determined later in the open market and/or via direct business transactions, subject to the following:

- (i) The disposal price for the Furniweb Shares shall not be less than HKD0.3656 (being a price equivalent to the net assets per Furniweb Share of RM0.1946, based on Furniweb's latest announced unaudited interim financial results for the 9-month financial period ended 30 September 2018); and
- (ii) The Proposed Disposal Mandate will be valid for a period of 12 months from the date of the shareholders' approval being obtained at this meeting.

AND THAT the Board of Directors of the Company be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed Disposal Mandate."

By Order of the Board

YEOH CHONG KEAT (MIA 2736)
LIM FEI CHIA (MAICSA 7036158)

Company Secretaries

Kuala Lumpur

Date: 31 December 2018

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 January 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.*
2. *A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at this meeting. A proxy may but need not be a member of the Company.*
3. *Where a member appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.*
4. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
5. *To be valid, the original proxy form, duly completed must be deposited at the Registered Office of the Company 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 appointed for holding the meeting or at any adjournment thereof.*
6. *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.*
7. *By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, processing, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.*