



PRG

HOLDINGS BERHAD

(Registration No.: 200101005950 (541706-V))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING II

NOTICE IS HEREBY GIVEN THAT the fully virtual Extraordinary General Meeting II of PRG Holdings Berhad ("**PRG**" or "**Company**") will be conducted at the Broadcast Venue located at Lot C601, Capital 3 Oasis Square, No. 2, Jalan PJU 1A/7A, Ara Damansara, 47301 Petaling Jaya, Selangor on Wednesday, 10 June 2020 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting I of PRG to be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 60% EQUITY INTEREST IN PREMIER DE MUARA SDN BHD ("PDMSB") BY PRG PROPERTY SDN BHD ("PRG PROPERTY"), A WHOLLY-OWNED SUBSIDIARY OF PRG, FOR A CASH CONSIDERATION OF RM7.20 MILLION ("PROPOSED DISPOSAL")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to PRG Property to dispose its 60% equity interest in PDMSB to Liveintent Sdn Bhd ("**Liveintent**") for a cash consideration of RM7.20 million, subject to such terms and conditions as stipulated in the share sale agreement dated 26 July 2019 and supplemental share sale agreement dated 19 February 2020 entered into between PRG, PRG Property, PDMSB and Liveintent for the Proposed Disposal;

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Disposal, with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Disposal."

By Order of the Board

YEOH CHONG KEAT (MIA 2736)
SSM PC No. 201908004096

LIM FEI CHIA (MAICSA 7036158)
SSM PC No. 202008000515

Company Secretaries
Kuala Lumpur
Date: 22 May 2020

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 June 2020 (General Meeting Record of Depositors) shall be eligible to participate, speak and vote at this meeting.*
- A member shall be entitled to appoint not more than two (2) proxies to participate, speak and vote at this meeting. A proxy may but need not be a member of the Company.*
- 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.*
- 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.*
- The duly completed Form of Proxy must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. Alternatively, the Form of Proxy can be submitted electronically via email to egm-support.prg@megacorp.com.my before the Form of Proxy lodgement cut-off time as mentioned above.*
- If the appointor is a corporation the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.*
- By submitting the duly executed Form of Proxy, 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.*