



**PRG**

HOLDINGS BERHAD

Registration No.: 200101005950 (541706-V)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of PRG Holdings Berhad ("PRG" or "Company") will be conducted on a virtual basis through live streaming from the broadcast venue at Lot C601, Capital 3, Oasis Square, No. 2 Jalan PUJ 1A/7A, Ara Damansara, 47301 Petaling Jaya, Selangor for remote participation and voting via Cloud EGM Platform operated by ARB Wemeet Sdn. Bhd. at <https://member.arb.wemeet.com> on Monday, 8 August 2022 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION OF THE REMAINING 62.75% EQUITY INTEREST IN ENERGY SOLUTION GLOBAL LIMITED ("ESGL") BY FURNIWEB HOLDINGS LIMITED ("FURNIWEB" OR "PURCHASER") (A 54.19%-OWNED SUBSIDIARY OF PRG) FOR A TOTAL PURCHASE CONSIDERATION OF HK\$58,191,840 (EQUIVALENT TO RM31,423,594) TO BE SATISFIED VIA CASH AND ISSUANCE OF NEW ORDINARY SHARES IN FURNIWEB ("FURNIWEB SHARES") ("PROPOSED ACQUISITION")**

"THAT subject to passing of Ordinary Resolution 2, approvals of all relevant authorities or parties (where required) and the relevant conditions precedent as stipulated in the conditional shares sale agreement dated 8 June 2022 and supplemental shares sale agreement dated 13 June 2022 entered between Furniweb and Dato' Ng Yan Cheng ("Vendor") ("SSA") for the Proposed Acquisition being met or waived (as the case may be), approval be and is hereby given to the Board of Directors of PRG ("Board") to undertake the Proposed Acquisition.

AND THAT the Board be and is further authorised to do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents and/or arrangements as they may deem fit or expedient in order to carry out, finalise and give full effect to and complete the Proposed Acquisition with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board in the best interest of the Company."

### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF THE BUSINESSES OF THE COMPANY AND ITS SUBSIDIARIES ("PRG GROUP") TO INCLUDE THE ENERGY EFFICIENCY BUSINESS ("PROPOSED DIVERSIFICATION")**

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities or parties (where required), approval be and is hereby given by the diversified division of PRG Group's principal activities to include energy efficiency business.

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and enter into any arrangement and/or undertakings and to execute sign and deliver on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Diversification with full power 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 Diversification."

### ORDINARY RESOLUTION 3

**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN ("LTIP") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN PRG (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME THROUGHOUT THE DURATION OF THE LTIP FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF PRG AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED LTIP")**

"THAT approval be and is hereby given to the Board to:

- (i) establish, implement and administer the Proposed LTIP which comprises a share option plan ("SOP") and a share grant plan ("SGP") for all eligible employees of PRG Group including Directors of the Group (excluding PRG's dormant subsidiaries) who meet the criteria for eligibility for participation of the Proposed LTIP as set out in the By-laws of the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix VIII of the circular to shareholders of PRG dated 22 July 2022 ("Circular");
- (ii) allot and issue new ordinary shares in the Company ("PRG Shares") pursuant to the Proposed LTIP from time to time as may be required for the purpose of the Proposed LTIP, provided always that the total number of PRG Shares which may be made available under the Proposed LTIP and any other employee share issuance scheme to be implemented by the Company, if any, shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Proposed LTIP;
- (iii) modify and/or amend the Proposed LTIP and/or the By-Laws from time to time provided that such modifications and/or amendments are permitted and effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and
- (iv) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and terms of the By-Laws, with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant authorities."

### ORDINARY RESOLUTION 4

**PROPOSED GRANTING OF LTIP AWARDS TO DATO' LUA CHOON HANN**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Dato' Lua Choon Hann, being the Group Executive Vice Chairman of the Company, options to subscribe for such number of new PRG Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed LTIP, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued PRG Shares (excluding treasury shares, if any), does not exceed 10% of the LTIP Awards granted, and subject always to such terms and conditions of the Proposed LTIP as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new PRG Shares to Dato' Lua Choon Hann pursuant to the exercise of SOP options and/or vesting of SGP awards under the Proposed LTIP."

### ORDINARY RESOLUTION 5

**PROPOSED GRANTING OF LTIP AWARDS TO DATO' WEE CHENG KWAN**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Dato' Wee Cheng Kwan, being the Managing Director – Property & Construction of the Company, options to subscribe for such number of new PRG Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed LTIP, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued PRG Shares (excluding treasury shares, if any), does not exceed 10% of the LTIP Awards granted, and subject always to such terms and conditions of the Proposed LTIP as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new PRG Shares to Dato' Wee Cheng Kwan pursuant to the exercise of SOP options and/or vesting of SGP awards under the Proposed LTIP."

### ORDINARY RESOLUTION 6

**PROPOSED GRANTING OF LTIP AWARDS TO NG TZEEN PENN**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Ng Tzee Penn, being the Executive Director of the Company, options to subscribe for such number of new PRG Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed LTIP, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued PRG Shares (excluding treasury shares, if any), does not exceed 10% of the LTIP Awards granted, and subject always to such terms and conditions of the Proposed LTIP as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new PRG Shares to Ng Tzee Penn pursuant to the exercise of SOP options and/or vesting of SGP awards under the Proposed LTIP."

### ORDINARY RESOLUTION 7

**PROPOSED GRANTING OF LTIP AWARDS TO LIM CHEE HOONG**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Lim Chee Hoong, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new PRG Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed LTIP, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued PRG Shares (excluding treasury shares, if any), does not exceed 10% of the LTIP Awards granted, and subject always to such terms and conditions of the Proposed LTIP as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new PRG Shares to Lim Chee Hoong pursuant to the exercise of SOP options under the Proposed LTIP."

### ORDINARY RESOLUTION 8

**PROPOSED GRANTING OF LTIP AWARDS TO JI HAITAO**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Ji Haitao, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new PRG Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed LTIP, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued PRG Shares (excluding treasury shares, if any), does not exceed 10% of the LTIP Awards granted, and subject always to such terms and conditions of the Proposed LTIP as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new PRG Shares to Ji Haitao pursuant to the exercise of SOP options under the Proposed LTIP."

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 July 2022

Notes:

1. The Company's Extraordinary General Meeting ("EGM") will be conducted on a virtual basis from the Broadcast Venue. Shareholder(s) or proxy(ies) or attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting.  
Shareholders are to participate and vote remotely at the EGM via the remote participation and voting facilities provided by the Poll Administrator, ARB Wemeet Sdn. Bhd.  
**Please refer to the Administrative Guide for the EGM and follow the procedures provided in order to participate and vote remotely at the EGM.**
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 August 2022 (General Meeting of Depositors) shall be eligible to attend, speak and vote at this meeting.
3. 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.
4. Where a member appoints two (2) proxies, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
5. 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.
6. To be valid, the original Form of Proxy, 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. Alternatively, the Form of Proxy can be submitted electronically to [arb.wemeet@arbberhad.com](mailto:arb.wemeet@arbberhad.com) not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof. Kindly refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of the Form of Proxy.
7. 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.
8. Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of this meeting will be put to vote by way of poll.
9. 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 and/or its agents the personal data which may include the name, contact details and mailing address, a member of the Company hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to the member for the purposes of issuing the notice of this meeting and convening the meeting (including any adjournment thereof), including but not limited to preparation and compilation of documents and other matters, whether or not supplied by the member. The member further confirms to have obtained the consent, agreement and authorisation of all persons whose personal data the member have disclosed and/or processed in connection with the foregoing.



**PRG**

HOLDINGS BERHAD

Registration No.: 200101005950 (541706-V)  
(Incorporated in Malaysia)

## Administrative Guide for the Extraordinary General Meeting ("EGM" or "the Meeting")

- Day, Date, and Time of Meeting** : Monday, 8 August 2022 at 10.00 a.m.
- Broadcast Venue** : Lot C601, Capital 3, Oasis Square, No. 2, Jalan PJU 1A/7A, Ara Damansara, 47301 Petaling Jaya, Selangor
- Remote Participation and Voting Facilities** : *Cloud EGM Platform operated by ARB Wemeet Sdn. Bhd. at <https://member.arbwemeet.com>*
- Domain Registration Numbers with MYNIC** : D1A457700

The EGM of the Company will be held and conducted on a virtual basis through live streaming from the Broadcast Venue for remote participation and voting ("RPV") via Cloud EGM Platform operated by ARB Wemeet Sdn. Bhd. ("ARB Wemeet") at <https://member.arbwemeet.com>.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, please ensure that internet connectivity throughout the duration of the EGM is maintained.

### ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Shareholders whose names appear in the Record of Depositors ("ROD") as at 2 August 2022 shall be eligible to attend, participate and vote remotely at the EGM, or appoint proxy(ies)/corporate representative(s) to attend, participate and/or vote on his/her behalf.

### PROCEDURES TO PARTICIPATE VIA RPV FACILITIES

Please follow the procedures to participate via the RPV facilities as summarised below:

#### BEFORE THE MEETING DAY

<b>A:</b>	<b>REGISTRATION</b>	
	<b>Description</b>	<b>Procedure</b>
i.	Shareholders to Register with ARB Wemeet <ul style="list-style-type: none"><li>Individual Shareholder</li></ul>	<ol style="list-style-type: none"><li>Access website at <a href="https://member.arbwemeet.com">https://member.arbwemeet.com</a>.</li><li>Select "<b>Sign Up</b>" to sign up as user.</li><li>Read and accept the 'Privacy Policy' and 'Terms &amp; Conditions'. Then select "<b>Next</b>".</li><li>Fill-in your details – (i) enter your valid email address (ii) create your own password (iii) enter the CDS account then click "<b>OK</b>"</li><li>Registration as user completed.</li><li>An email notification will be sent to you.</li><li>Click the link in the email to verify the account.</li></ol> <p><u>Note:</u> <i>If you have already signed up/registered as a user with ARB Wemeet, you are not required to register again.</i></p>

<b>B: APPOINTMENT AND REGISTRATION OF PROXY</b>		
	<b>Description</b>	<b>Procedure</b>
i.	<p>Submission of Proxy Form (hard copy)</p> <ul style="list-style-type: none"> <li>• Individual Shareholder</li> <li>• Corporate Shareholder</li> <li>• Authorised Nominee</li> <li>• Exempt Authorised Nominee</li> </ul>	<p>a. The appointment of proxy(ies) or corporate representative may be made via a hardcopy form or electronic means.</p> <p>b. For submission of Form of Proxy in hardcopy, please ensure that the original Form of Proxy is 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 EGM i.e. latest by 6 August 2022 at 10.00 a.m.</p> <p>c. For body corporate, the original Certificate of Appointment of Corporate Representative/ Power of Attorney/ other documents evidencing the appointment (i.e Corporate Representative's NRIC No., e-mail address and contact number) must be submitted to the registered office of the Company at Suite 11.1A, Level 11, Menara Weld, 76, Jalan Raja Chulan, 50200 Kuala Lumpur no later than 6 August 2022 at 10.00 a.m.</p> <p>d. The submitted Form of Proxy and Certificate of Appointment of Corporate Representative/ Power of Attorney/ other documents evidencing the appointment will be verified.</p> <p>e. After verification, the proxy(ies) or corporate representative will receive email notification. (Please refer to the steps stated in the email notification in order to participate in the Meeting.</p> <p>f. Please click the "WeMeet" button in the notification email and you will be directed to the login page at <a href="https://member.arbwemeet.com">https://member.arbwemeet.com</a>.</p> <p>g. Login with your email and you will be prompted to change password.</p>
ii.	Submission of Proxy Form via Electronic Means	<p>a. For submission of Form of Proxy electronically, please send the duly signed Form of Proxy or Certificate of Appointment of Corporate Representative/ Power of Attorney/ other documents evidencing the appointment (i.e Corporate Representative's NRIC No., e-mail address and contact number) to <a href="mailto:arbwemeet@arbbberhad.com">arbwemeet@arbbberhad.com</a>, no later than 6 August 2022 at 10.00 a.m.</p> <p>b. After verification, the proxy(ies) or corporate representative will receive email notification.</p> <p>c. Please refer to the steps stated in the email notification in order to participate in the Meeting.</p> <p>d. Please click the "WeMeet" button in the notification email and you will be directed to the login page at <a href="https://member.arbwemeet.com">https://member.arbwemeet.com</a>.</p> <p>e. Login with your email and you will be prompted to change password.</p>
iii.	Revocation of Proxy	For revocation of proxy(ies), please email to <a href="mailto:arbwemeet@arbbberhad.com">arbwemeet@arbbberhad.com</a> no later than 6 August 2022 at 10.00 a.m.

## ON THE DAY OF EGM

1. Log in to <https://member.arbwemeet.com> with your registered email address and password.
2. Cloud EGM Platform will be opened for log in one (1) hour before the commencement of the Meeting.
3. Log in and select the general meeting event that you are attending. On the main page, you are able to access the following:

	Description	Procedures
i.	Live Streaming	a. Click on the live streaming link to view the live streaming.
ii.	Submission of Question (real-time)	a. Select “ <b>Ask Question</b> ” button to pose a question. b. Type in your question and select “ <b>Submit</b> ”.  <i>Note:</i> <i>The Company will endeavour to respond to the questions submitted during the Meeting.</i>
iii.	Online Remote Voting	a. On the main page, scroll down and select “ <b>Select CDS Account &amp; Vote Now</b> ”. b. To vote, select your voting choices from the options provided. A confirmation screen will appear to show your selected votes. Select “ <b>Next</b> ” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page will appear to show all the resolutions with your voting choices. Select “ <b>Finish Voting</b> ” to submit your votes. d. To change your votes, re-select your voting choices in “ <b>View My Vote</b> ” before the end of the voting session.
iv.	View Voting Results	On the main page, scroll down and select “ <b>View My Vote</b> ”.
v.	End of Cloud EGM Platform	Upon the announcement by the Chairman of the closure of the EGM, the live streaming will end.

## POLL VOTING PROCEDURE

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. The Company has appointed ARB Wemeet Sdn. Bhd. as the poll administrator to conduct the polling process and Aegis Communication Sdn. Bhd. as the independent scrutineers to verify the results of the poll.

## NO E-VOUCHER, GIFT, AND FOOD VOUCHER

There will be no e-Voucher, gift, and food voucher for shareholders, proxies and corporate representatives who participate in the EGM.

## ENQUIRY

For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact ARB Wemeet helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone : 03 2276 1143  
No. Email : [supportsales@arbberhad.com](mailto:supportsales@arbberhad.com)