



PRG
HOLDINGS BERHAD

(Reg No. 200101005950 (541706-V)) (Incorporated in Malaysia)

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting ("AGM") of PRG Holdings Berhad ("PRG" or "the Company") will be conducted on a virtual basis through live streaming from the Broadcast Venue at Unit 4.02, Level 4, Plaza Damansara Block A, Bukit Damansara, 50490 Kuala Lumpur on Thursday, 25 May 2023, at 1.00 p.m. for the following purposes:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees and allowances to the Non-Executive Directors of up to RM325,000 from 26 May 2023 until the next AGM of the Company.
- To re-elect the following Directors who retire in accordance with Clause 92 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Ng Tzee Penn
 - Ji Haitao
- To re-elect the following Directors who retire in accordance with Clause 99 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Tan Sri Datuk Seri (Dr) Mazlan bin Lazim
 - Datin Arlina binti Ariff
- To re-appoint Messrs. BDO PLT as the Company's Auditors and to authorise the Directors to fix their remuneration.

Resolution 1

**Resolution 2
Resolution 3**

**Resolution 4
Resolution 5**

Resolution 6

SPECIAL BUSINESS

To consider if and/or to fit, to pass with or without modification(s), the following resolutions:-

**6. ORDINARY RESOLUTION
AUTHORITY FOR DIRECTORS TO ISSUE SHARES**

Resolution 7

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approvals of the relevant governmental and/or regulatory authorities (if applicable), the Directors be and are hereby empowered to issue and allot new shares in the Company at any time, to such person or persons at such price, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 60(a) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

**7. ORDINARY RESOLUTION
PROPOSED SHARE BUY-BACK AUTHORITY**

Resolution 8

"THAT subject to the Companies Act 2016, provisions of the Constitution of the Company and the Listing Requirements and approvals of any other relevant authorities, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of the Company through Bursa Securities ("Proposed Share Buy-Back Authority"), provided that:-

- the maximum number of ordinary shares purchased and/or held as treasury shares by the Company shall not exceed 10% of the total number of issued shares of the Company;
- the maximum amount of funds to be utilised shall not exceed the retained profits of the Company; and
- upon completion of the purchase(s) of its shares by the Company, the shares shall be dealt with in the following manner:-
 - to cancel the shares so purchased; or
 - to retain the shares so purchased as treasury shares (which may be dealt with in accordance with Section 127(7) of the Companies Act 2016); or
 - to retain part of the shares so purchased as treasury shares and cancel the remainder.

AND THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:-

- the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at that meeting, either unconditionally or subject to conditions;
- the expiry of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever so occurs first, but not to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date, and in any event, in accordance with the provisions of the Listing Requirements or any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver all such documents as they may deem necessary or expedient in the best interest of the Company, with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities to give effect to the Proposed Share Buy-Back Authority."

**8. ORDINARY RESOLUTION
PROPOSED GRANTING OF LTIP AWARDS TO TAN SRI DATUK SERI (DR) MAZLAN BIN LAZIM**

Resolution 9

"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the Long Term Incentive Plan ("LTIP"), to offer and grant to Tan Sri Datuk Seri (Dr) Mazlan bin Lazim, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new ordinary shares in the Company ("PRG Shares") to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the 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 Share Option Plan ("SOP") Awards and Share Grant Plan ("SGP") Awards ("LTIP Awards") granted, and subject always to such terms and conditions of the 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 Tan Sri Datuk Seri (Dr) Mazlan bin Lazim pursuant to the exercise of SOP options under the LTIP."

**9. ORDINARY RESOLUTION
PROPOSED GRANTING OF LTIP AWARDS TO DATO' NG YAN CHENG**

Resolution 10

"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the LTIP, to offer and grant to Dato' Ng Yan Cheng, being the major shareholder 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 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 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' Ng Yan Cheng pursuant to the exercise of SOP options and/or vesting of SGP Awards under the LTIP."

**10. ORDINARY RESOLUTION
PROPOSED GRANTING OF LTIP AWARDS TO DATIN ARLINA BINTI ARIFF**

Resolution 11

"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the LTIP, to offer and grant to Datin Arlina binti Ariff, 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 LTIP, provided that the allocation to any eligible participant who, either singly or collectively through person connected with her, 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 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 Datin Arlina binti Ariff pursuant to the exercise of SOP options under the LTIP."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

**YEOH CHONG KEAT (MIA 2736)
(SSM PC NO. 201908004096)**

**LIM FEI CHIA (MAICSA 703615)
(SSM PC NO. 20200800515)**

Company Secretaries
Kuala Lumpur
27 April 2023

NOTES:

1. The Company's Twenty-Second AGM 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 Twenty-Second AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to participate and vote remotely at the Twenty-Second AGM via the remote participation and voting facilities provided by the Poll Administrator of the Company, ARB Weemest Sdn. Bhd..

Please refer to the Administrative Guide for the Twenty-Second AGM and follow the procedures provided in order to participate and vote remotely at the AGM.

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 May 2023 (General Meeting Record 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 Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 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 arbwemest@arbberhad.com not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. Kindly refer to the Administrative Guide for the Twenty-Second AGM or 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. Personal Data Privacy

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 consents 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.

EXPLANATORY NOTES

10. Audited Financial Statements for year ended 31 December 2022

The Audited Financial Statements for the financial year ended 31 December 2022 are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under the first item of the Agenda and do not require shareholders' approval. As such, this item will not be put forward for voting by shareholders of the Company.

11. Directors' fees and allowances to the Non-Executive Directors

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. The estimated amount of Directors' fees and benefits payable to the Non-Executive Directors from the date immediately after this AGM until the conclusion of the next AGM of the Company takes into consideration the size of the Board and the estimated number of meetings of the Board to be held during the period.

12. Re-election of Directors

Mr. Ng Tzee Penn and Mr. Ji Haitao are retiring in accordance with Clause 92 of the Company's Constitution, while Tan Sri Datuk Seri (Dr) Mazlan bin Lazim and Datin Arlina binti Ariff are retiring pursuant to Clause 99 of the Company's Constitution. All the retiring Directors, being eligible, have offered themselves for re-election.

The Board had through the Nomination Committee ("NC") carried out fit and proper assessment on the retiring Directors and agreed that they met the criteria as set out in the Directors' Fit and Proper Policy on character and integrity, experience and competence, time and commitment to effectively discharge their role as Directors. The NC had also noted the Directors Evaluation conducted encompassing fit and proper assessment on the Directors of the Company and satisfied that the Directors including the retiring Directors have effectively discharge their role as Directors of the Company.

13. Re-appointment of Auditors

The Board had through the Audit and Risk Management Committee performed an annual evaluation on the performance, independence and objectivity of the External Auditors, Messrs. BDO PLT. The Board is satisfied with the service and performance of the External Auditors for the financial year ended 31 December 2022 and recommends to the shareholders for approval the re-appointment of Messrs. BDO PLT at the AGM.

14. Authority for the Directors to issue shares

This proposed resolution, if passed, will renew the authority given to and empower the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to the General Mandate, when aggregated with the number of shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate procured and approved in the preceding year 2022 which was not exercised by the Company during the year, will expire at the Twenty-Second AGM of the Company.

With the renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investments, projects, working capital and/or corporate proposals including placement of shares without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

15. Proposed Share Buy-Back Authority

This proposed resolution, if passed, will renew the authority given to the Company to purchase its own shares and/or hold up to 10% of the total number of issued shares of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company. Please refer to the Share Buy-Back Statement for further details of the Proposed Share Buy-Back Authority.

16. Proposed Granting of LTIP Awards

The LTIP of the Company which comprises a SOP and SGP of up to 15% of the total number of issued shares in the Company (excluding treasury shares, if any) for eligible Directors and employees of the Company and its non-dormant subsidiaries, was implemented on 1 November 2022.

Tan Sri Datuk Seri (Dr) Mazlan bin Lazim, Dato' Ng Yan Cheng and Datin Arlina binti Ariff are persons eligible to participate in the LTIP and are deemed interested in the resolutions to the extent of their respective allocation of LTIP Awards and accordingly have abstained and shall continue to abstain from deliberation and voting in respect of their direct and indirect interest in the Company in the respective allocation to them.



PRG

HOLDINGS BERHAD

(Registration No. 200101005950 (541706-V))

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

General Meeting	:	Twenty-Second Annual General Meeting (“22nd AGM”)
Day, Date, and Time of Meeting	:	Thursday, 25 May 2023 at 1.00 p.m.
Broadcast Venue	:	Unit 4.02, Level 4, Plaza Damansara Block A, Bukit Damansara, 50490 Kuala Lumpur
Remote Participation and Voting Facilities	:	Cloud AGM Platform operated by ARB Wemeet Sdn. Bhd. at https://member.arbwemeet.com
Domain Registration Numbers with MYNIC	:	D1A457700

The 22nd AGM 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 AGM Platform operated by ARB Wemeet Sdn. Bhd. (“ARB Wemeet”) at its website 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 22nd AGM is maintained.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Shareholders whose names appear in the Record of Depositors (“ROD”) as at 18 May 2023 shall be eligible to attend, participate and vote remotely in the 22nd AGM, 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 22ND AGM

A:	REGISTRATION	
	Description	Procedure
i.	Shareholders to Register with ARB Wemeet - Individual Shareholders	<p>a. Access website at https://member.arbwemeet.com.</p> <p>b. Select “Sign Up” to sign up as user.</p> <p>c. Read and accept the ‘Privacy Policy’ and ‘Terms & Conditions’. Then select “Next”.</p> <p>d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password, (iii) add the CDS account then click “OK”</p> <p>e. Registration as user completed.</p> <p>f. An email notification will be sent to you.</p> <p>g. Click the link in the email to verify the account.</p> <p><i>Note:</i> If you have already signed up/registered as a user with ARB Wemeet, you are not required to register again.</p>

B:	APPOINTMENT AND REGISTRATION OF PROXY	
	Description	Procedure
i.	Submit Proxy Form (hard copy) <ul style="list-style-type: none"> - Individual Shareholder - Corporate Shareholder - Authorised Nominee - Exempt Authorised Nominee 	<ul style="list-style-type: none"> a. The appointment of proxy(ies) or corporate representative(s) may be made vide a hardcopy form or electronic means. b. For submission of Form of Proxy in hardcopy, please ensure that the original copy of Form of Proxy is deposited at the registered office of the Company at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 22nd AGM i.e. latest by 23 May 2023 at 1.00 p.m.. c. For body corporate, the original copy of 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 Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur no later than 23 May 2023 at 1.00 p.m.. d. The submitted Form of Proxy and Certificate of Appointment of Corporate Representative/ Power of Attorney/ other documents evidencing the appointment will be verified. e. After verification, the proxy(ies) and corporate representative(s) will receive email notification. (Please refer to the steps stated in the email notification in order to participate in the Meeting.) f. Please click the "WeMeet" button in the notification email and you will be directed to the login page at https://member.arbwemeet.com. g. Login with your email and you will be prompted to change password.
ii.	Submit Proxy Form via Electronic Means	<ul style="list-style-type: none"> 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 Nos., e-mail address and contact number) to arbwemeet@arbberhad.com, no later than 23 May 2023 at 1.00 p.m.. b. After verification, proxy(ies) and corporate representative will receive email notification. c. Please refer to the steps stated in the email notification in order to participate in the Meeting. d. Please click the "WeMeet" button in the notification email and you will be directed to the login page at https://member.arbwemeet.com. e. Login with your email and you will be prompted to change password.

B:	APPOINTMENT AND REGISTRATION OF PROXY	
	Description	Procedure
iii	Revocation of Proxy	For revocation of proxy(ies), please email to arbwemeet@arbberhad.com no later than 23 May 2023 at 1.00 p.m..

ON THE DAY OF 22nd AGM

1. Log in to <https://member.arbwemeet.com> with your registered email address and password.
2. Cloud AGM 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	Procedure
i.	Live Streaming	Click on the live streaming link to view the live streaming.
ii.	Submission of Question (real-time)	<ol style="list-style-type: none"> a. Select “Ask Question” button to pose a question. b. Type in your question and select “Submit”. <p><i>Note:</i> The Company will endeavour to respond to the questions submitted during the Meeting.</p>
iii.	Online Remote Voting	<ol style="list-style-type: none"> a. On the main page, scroll down and select “Select CDS Account & Vote Now”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected votes. Select “Next” 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 “Finish Voting” to submit your votes. d. To change your votes, re-select your voting choices in “View My Vote” before the end of the voting section.
iv.	View Voting Results	On the main page, scroll down and select “ View My Vote ”.
v.	End of Cloud AGM Platform	Upon the announcement by the Chairman of the closure of the 22 nd AGM, the live streaming will end.

POLL VOTING PROCEDURE

Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 22nd AGM 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 distribution of e-voucher, gift, or food voucher for the 22nd AGM.

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 No. : 03-2276 1143
 Email : supportsales@arbberhad.com