



PRG

HOLDINGS BERHAD

(Registration No. 20011005950 (541706-V)) (Incorporated in Malaysia)

NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third 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 Friday, 28 June 2024, at 10.00 a.m. for the following purposes:-

ORDINARY BUSINESS

- 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees and allowances to the Non-Executive Directors of up to RM335,000 from 29 June 2024 until the next AGM of the Company.
3. 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:
(i) Dato' Lua Choon Hann
(ii) Dato' Wee Cheng Kwan
4. 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:
(i) Ng Khang Chyi
(ii) Joyce Tan Soo Yuen
(iii) Andrew Chan Lim-Fai
5. 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

Resolution 7

SPECIAL BUSINESS

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

6. ORDINARY RESOLUTION AUTHORITY FOR DIRECTORS TO ISSUE SHARES

"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 as 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.

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 annual general meeting of the Company."

7. ORDINARY RESOLUTION PROPOSED SHARE BUY-BACK AUTHORITY

"THAT subject to the Companies Act 2016, provisions of the Constitution of the Company and the Listing Requirements of Bursa Securities 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:-

- (i) 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;
(ii) the maximum amount of funds to be utilised shall not exceed the retained profits of the Company; and
(iii) upon completion of the purchase(s) of its shares by the Company, the shares shall be dealt with in the following manner:-
(a) to cancel the shares so purchased; or
(b) 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
(c) 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:-

- (a) 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;
(b) the expiry of the period within which the next AGM is required by law to be held; or
(c) 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 of Bursa Securities 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 NG KHANG CHYI

"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 Ng Khang Chyi, being the Non-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 Ng Khang Chyi pursuant to the exercise of SOP options under the LTIP."

Resolution 10

9. ORDINARY RESOLUTION PROPOSED GRANTING OF LTIP AWARDS TO JOYCE TAN SOO YUEN

"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 Joyce Tan Soo Yuen, 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 Joyce Tan Soo Yuen pursuant to the exercise of SOP options under the LTIP."

Resolution 11

10. ORDINARY RESOLUTION PROPOSED GRANTING OF LTIP AWARDS TO ANDREW CHAN LIM-FAI

Resolution 12

"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 Andrew Chan Lim-Fai, being the Group Managing 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 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 Andrew Chan Lim-Fai pursuant to the exercise of SOP options and/or vesting of SGP Awards under the LTIP."

11. 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 7036158)

(SSM PC NO. 202008000515)

Company Secretaries

Kuala Lumpur

30 April 2024

NOTES:

1. The Twenty-Third Annual General Meeting ("AGM") will be conducted on a virtual basis on the Broadcast Venue. Shareholders (or proxy(ies) or attorney(s) or authorised representative(s)) WILL NOT BE ALLOWED to attend the Twenty-Third AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to participate and vote remotely at the Twenty-Third AGM via the remote participation and voting facilities provided by the Poll Administrator, Agmo Digital Solutions Sdn. Bhd..

Please refer to the Administrative Guide for the Twenty-Third 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 21 June 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the AGM.

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 vote2u@agmostudio.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-Third AGM 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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.

EXPLANATORY NOTES

10. Audited Financial Statements for the financial year ended 31 December 2023

The Audited Financial Statements for the financial year ended 31 December 2023 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. Resolution 1 - 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 estimate 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. Resolutions 2 to 6 - Re-election of Directors

Dato' Lua Choon Hann and Dato' Wee Cheng Kwan are retiring in accordance with Clause 92 of the Company's Constitution, while Mr. Ng Khang Chyi, Ms. Joyce Tan Soo Yuen and Mr. Andrew Chan Lim-Fai 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 and recommends the re-election of the 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. Resolution 7 - 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 2023 and recommends to the shareholders for approval the re-appointment of Messrs. BDO PLT at the AGM.

14. Resolution 8 - Authority for the Directors to issue shares

This proposed resolution, if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time, 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 2023 which was not exercised by the Company during the year, will expire at the Twenty-Third 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 without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

15. Resolution 9 - 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 to 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. Resolutions 10 to 12 - 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.

Mr. Ng Khang Chyi, Ms. Joyce Tan Soo Yuen and Mr. Andrew Chan Lim-Fai 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 allocation to them.

ADMINISTRATIVE GUIDE

FOR THE TWENTY-THIRD ANNUAL GENERAL MEETING OF PRG HOLDINGS BERHAD (“23RD AGM”)

Day and Date	: Friday, 28 June 2024
Time	: 10.00 a.m.
Broadcast Venue	: Unit 4.02, Level 4, Plaza Damansara, Block A, Bukit Damansara, 50490 Kuala Lumpur, WP Kuala Lumpur
Remote Participation and Voting Facilities	: Vote2U at https://web.vote2u.my operated by Agmo Digital Solutions Sdn. Bhd.
Domain Registration Numbers with MYNIC	: D6A471702

The 23rd AGM of the Company will be held virtually through live streaming from the Broadcast Venue and voting via the Remote Participation and Voting Facilities (“**RPV**”) provided by Agmo Digital Solutions Sdn. Bhd. (“**AGMO**”) via its **Vote2U Online**, at <https://web.vote2u.my>.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the 23rd AGM is maintained.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY IN THE 23RD AGM

Shareholders whose names appear on the Record of Depositors as at 21 June 2024 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/corporate representative(s) to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedure to participate in RPV facilities as summarised below:

BEFORE THE DAY OF THE 23RD AGM

A: REGISTRATION		
Individual Shareholders		
	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none">Access website at https://web.vote2u.my.Click “Sign Up” to sign up as a user.Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/>. Then click “Next”.*Fill-in your details (note: create your own password). Then click “Continue”.Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Click “Submit” to complete the registration.Your registration will be verified and an email notification will be sent to you. Please check your email.

ADMINISTRATIVE GUIDE (CONT'D)

A: REGISTRATION		
Individual Shareholders		
	Description	Procedure
		<p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>
B. REGISTER PROXY		
Individual Shareholder / Corporate Shareholder / Authorised Nominee / Exempt Authorised Nominee		
	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>a. Fill-in details on the hardcopy Form of Proxy and ensure the email address of proxy(ies) is/are stated correctly in the Form of Proxy.</p> <p>b. Submit/Deposit the hardcopy Form of Proxy to the registered office of the Company at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur, WP Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 23rd AGM i.e. no later than 26 June 2024 at 10.00 a.m..</p> <p>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, WP Kuala Lumpur not later than 26 June 2024 at 10.00 a.m..</p> <p><u>Note:</u> The submitted Form of Proxy and Certificate of Appointment of Corporate Representative/ Power of Attorney/ other documents evidencing the appointment will be verified. After verification, an email notification will be sent to the Proxy(ies) and corporate representative(s) with a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p>
ii.	Electronic Lodgement of Proxy Form (e-Proxy Form) (For individual shareholders only)	<p>a. Individual shareholders to log in to Vote2U with your email address and password that you have registered with Vote2U.</p> <p>b. Click "Register Proxy Now" for e-Proxy registration.</p> <p>c. Select the general meeting event that you wish to attend.</p> <p>d. Select/ add your Central Depository System ("CDS") account number and number of shares.</p> <p>e. Select "Appoint Proxy".</p> <p>f. Fill-in the details of your proxy(ies) – ensure proxy(ies) email address(es) is/are valid.</p> <p>g. Indicate your voting instruction should you prefer to do so.</p> <p>h. Thereafter, select "Submit".</p> <p>i. Your submission will be verified.</p> <p>j. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.</p> <p><u>Note:</u> You need to register as a shareholder before you can appoint a proxy and submit the e-Proxy Form. Please refer to section 'A: Registration' to register as shareholder.</p>

ADMINISTRATIVE GUIDE (CONT'D)

B: REGISTER PROXY		
Individual Shareholder / Corporate Shareholder / Authorised Nominee / Exempt Authorised Nominee		
	Description	Procedure
iii.	Electronic Lodgement of Proxy Form (For Corporate Representatives/ Power of Attorney)	<p>a. 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 vote2u@agmostudio.com not later than 26 June 2024 at 10.00 a.m.</p> <p>b. After verification, the corporate representative will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.</p>
iv.	Revocation of Proxy	For revocation of proxy(ies), please email to vote2u@agmostudio.com no later than 26 June 2024 at 10.00 a.m..

Shareholders who wishes to appoint proxy(ies) to participate in the 23rd AGM must ensure that the hardcopy Form of Proxy or e-Proxy Form is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

ON THE DAY OF 23RD AGM

A: WATCH LIVE STREAMING		
Individual Shareholders & Proxies		
	Description	Procedure
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from 9.00a.m., Friday, 28 June 2024, one (1) hour before the commencement of the AGM.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, "PRG Holdings Berhad's 23rd AGM").</p> <p>c. Check your details.</p> <p>d. Click "Watch Live" button to view the live streaming.</p>
B: ASK QUESTION		
Individual Shareholders & Proxies		
	Description	Procedure
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using typed text will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <p>a. Click "Ask Question" button to post question(s).</p> <p>b. Type in your question and click "Submit".</p> <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

ADMINISTRATIVE GUIDE (CONT'D)

C. VOTING REMOTELY		
Individual Shareholders & Proxies		
	Description	Procedure
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click “Confirm Details & Start Voting”.To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click “Next” to continue voting for all resolutions.To change your vote, click “Back” and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click “Confirm” to submit your vote.The live webcast will end following the announcement by the Chairman on the closure of the 23rd AGM. <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by Poll Administrator (Agmo Digital Solutions Sdn Bhd) and Independent Scrutineer (Aegis Communication Sdn Bhd) will be appointed to conduct the polling process and verify the results of the poll respectively.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at the 23rd 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 Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com