



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**”) (“**EGM**”) 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 for remote participation and voting via Vote2U operated by Agmo Digital Solutions Sdn. Bhd. at <https://web.vote2u.my> on Friday, 16 August 2024 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 DISPOSAL BY PRG OF 50 UNITS OF PICASSO RESIDENCE CONDOMINIUM (“SUBJECT PROPERTIES”) TO PRG LAND SDN BHD (“PLSB”), A WHOLLY-OWNED SUBSIDIARY OF FURNIWEB HOLDINGS LIMITED (“FURNIWEB”) WHICH IN TURN IS A 50.45%-OWNED SUBSIDIARY OF PRG, FOR A TOTAL CONSIDERATION OF RM61,982,000 (“DISPOSAL CONSIDERATION”) TO BE SATISFIED VIA A COMBINATION OF CASH CONSIDERATION OF RM7,437,840 AND THE ISSUANCE OF 321,756,000 NEW ORDINARY SHARES IN FURNIWEB AT ISSUE PRICE OF HKD0.30 EACH AMOUNTING TO RM54,544,160 (“PROPOSED DISPOSAL”)

“THAT subject to the passing of Ordinary Resolution 2 and approvals being obtained from all relevant parties and/or authorities, approval be and is hereby given to PRG to dispose of the Subject Properties to PLSB for the Disposal Consideration subject to and upon the terms and conditions of the master agreement dated 27 April 2023, supplemental master agreement dated 7 June 2023 and supplemental master agreement no. 2 dated 29 June 2024 entered into between PRG, Furniweb and PLSB being met or waived (as the case may be);

AND THAT the Board of Directors of PRG (“**Board**”) be and is 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 Disposal 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 BUSINESS OF PRG AND ITS SUBSIDIARIES (“PRG GROUP” OR “GROUP”) TO INCLUDE THE PROPERTY INVESTMENT 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 for the diversification of PRG Group’s principal activities to include property investment 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.”

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: 12 July 2024

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, Agmo Digital Solutions 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 8 August 2024 (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 vote2u@agmostudio.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 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.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

For the Extraordinary General Meeting of PRG Holdings Berhad (“EGM”)

Day and Date	: Friday, 16 August 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	D6A471702
Numbers with MYNIC	:

The EGM 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 EGM is maintained.

Entitlement to Participate and Vote Remotely in the EGM

Shareholders whose names appear on the Record of Depositors as at 8 August 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 EGM

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.

		<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>
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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 EGM i.e. no later than 14 August 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 14 August 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><i>Note:</i> <i>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.</i></p>
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@aqmostudio.com not later than 14 August 2024 at 10.00 a.m.</p> <p>b. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.</p>
iii.	Revocation of Proxy	For revocation of proxy(ies), please email to vote2u@aqmostudio.com no later than 14 August 2024 at 10.00 a.m..

Shareholders who wishes to appoint proxy(ies) to participate in the EGM 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 EGM

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
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, 16 August 2024, one (1) hour before the commencement of the EGM.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, "PRG Holdings Berhad's EGM").</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	Procedures
i.	Ask Question during EGM (real-time)	<p>Questions submitted online using <u>typed text</u> 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). 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 EGM.</p>

C: VOTING REMOTELY**Individual Shareholders & Proxies**

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <p>a. Click “Confirm Details & Start Voting”.</p> <p>b. 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.</p> <p>c. To change your vote, click “Back” and select another voting choice.</p> <p>d. 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.</p> <p>e. The live webcast will end following the announcement by the Chairman on the closure of the EGM.</p> <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 EGM 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 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 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