



**PRG**

HOLDINGS BERHAD

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING II

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting II of **PRG Holdings Berhad** ("**PRG**" or "**Company**") ("**EGM II**") 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 10.30 a.m. or immediately after the conclusion or adjournment of the EGM scheduled to be held on the same day at 10.00 a.m., whichever is later for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED PARTIAL SETTLEMENT OF DEBT OWING BY THE COMPANY AND ITS SUBSIDIARIES ("GROUP") TO DATO' LUA CHOON HANN, BEING THE GROUP EXECUTIVE VICE CHAIRMAN OF THE COMPANY ("DATO' LUA") AMOUNTING TO RM6,482,290.32 TO BE SATISFIED VIA ISSUANCE OF 30,333,600 NEW ORDINARY SHARES OF THE COMPANY ("PRG SHARES") ("SETTLEMENT SHARES") ("PROPOSED DEBT SETTLEMENT OF DATO' LUA")**

"THAT subject to the approvals of the relevant authorities and/or parties having been obtained, and the relevant conditions precedent stipulated in the settlement agreement dated 25 August 2023 entered into between the Company and Dato' Lua for the Proposed Debt Settlement of Dato' Lua ("**Settlement Agreement with Dato' Lua**") being fulfilled or waived (as the case may be), approval be and is hereby granted to the Company to settle the debt owing to Dato' Lua amounting to RM6,482,290.32 to be satisfied via the issuance of 30,333,600 Settlement Shares, subject to and upon such terms and conditions as set out in the Settlement Agreement with Dato' Lua;

THAT approval be and is hereby granted to the Company to allot and issue 30,333,600 Settlement Shares to Dato' Lua in accordance with the terms and conditions as set out in the Settlement Agreement with Dato' Lua;

THAT such Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PRG Shares, save and except that the Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the Settlement Shares;

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 Debt Settlement of Dato' Lua 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 PARTIAL SETTLEMENT OF DEBT OWING BY THE GROUP TO DATO' NG YAN CHENG BEING THE DIRECTOR OF ENERGY SOLUTION GLOBAL LIMITED, AN INDIRECT WHOLLY OWNED SUBSIDIARY OF THE COMPANY AND A SUBSTANTIAL SHAREHOLDER OF THE COMPANY ("DATO' NG") AMOUNTING TO RM4,993,271.46 TO BE SATISFIED VIA ISSUANCE OF 23,365,800 SETTLEMENT SHARES ("PROPOSED DEBT SETTLEMENT OF DATO' NG")**

"THAT subject to the approvals of the relevant authorities and/or parties having been obtained, and the relevant conditions precedent stipulated in the settlement agreement dated 25 August 2023 entered into between the Company and Dato' Ng for the Proposed Debt Settlement of Dato' Ng ("**Settlement Agreement with Dato' Ng**") being fulfilled or waived (as the case may be), approval be and is hereby granted to the Company to settle the debt owing to Dato' Ng amounting to RM4,993,271.46 to be satisfied via the issuance of 23,365,800 Settlement Shares, subject to and upon such terms and conditions as set out in the Settlement Agreement with Dato' Ng;

THAT approval be and is hereby granted to the Company to allot and issue 23,365,800 Settlement Shares to Dato' Ng in accordance with the terms and conditions as set out in the Settlement Agreement with Dato' Ng;

THAT such Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PRG Shares, save and except that the Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the Settlement Shares;

AND THAT the 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 Debt Settlement of Dato' Ng 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."

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 2024

#### Notes:

- The Company's EGM II 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 II in person at the Broadcast Venue on the day of the meeting. Shareholders are to participate and vote remotely at the EGM II 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 II and follow the procedures provided in order to participate and vote remotely at the EGM II.***
- 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.*
- 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.*
- 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.*
- 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.*
- 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](mailto: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 II on the procedures for electronic lodgement of the Form of Proxy.*
- 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.*
- 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.*
- 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 II of PRG Holdings Berhad (“EGM II”)

<b>Day and Date</b>	:	Friday, 16 August 2024
<b>Time</b>	:	10.30 a.m.
<b>Broadcast Venue</b>	:	Unit 4.02, Level 4, Plaza Damansara Block A, Bukit Damansara, 50490 Kuala Lumpur, WP Kuala Lumpur
<b>Remote Participation and Voting Facilities</b>	:	Vote2U at <a href="https://web.vote2u.my">https://web.vote2u.my</a> operated by Agmo Digital Solutions Sdn. Bhd.
<b>Domain Registration</b>	:	D6A471702
<b>Numbers with MYNIC</b>	:	

The EGM II 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 II is maintained.

### Entitlement to Participate and Vote Remotely in the EGM II

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 II

##### 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"><li>Access website at <a href="https://web.vote2u.my">https://web.vote2u.my</a>.</li><li>Click “<b>Sign Up</b>” to sign up as a user.</li><li>Read the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ on a small box <input type="checkbox"/>. Then click “<b>Next</b>”.</li><li>*Fill-in your details (note: create your own password). Then click “<b>Continue</b>”.</li><li>Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li><li>Click “<b>Submit</b>” to complete the registration.</li><li>Your registration will be verified and an email notification will be sent to you. Please check your email.</li></ol>

		<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**

	<b>Description</b>	<b>Procedure</b>
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 <b>registered office</b> 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 II i.e. no later than 14 August 2024 at 10.30 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 <b>registered office</b> 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 10.30 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 "<b>Register Proxy Now</b>" 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 &amp; 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 <a href="mailto:vote2u@agmostudio.com">vote2u@agmostudio.com</a> not later than 14 August 2024 at 10.30 a.m.</p> <p>b. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address &amp; password, to log in to Vote2U.</p>
iii.	Revocation of Proxy	For revocation of proxy(ies), please email to <a href="mailto:vote2u@agmostudio.com">vote2u@agmostudio.com</a> no later than 14 August 2024 at 10.30 a.m..

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

### 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 <b>9.30a.m., Friday, 16 August 2024</b>, one (1) hour before the commencement of the EGM II.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, "PRG Holdings Berhad's EGM II").</p> <p>c. Check your details.</p> <p>d. Click "<b>Watch Live</b>" button to view the live streaming.</p>

**B: ASK QUESTION****Individual Shareholders & Proxies**

	Description	Procedures
i.	Ask Question during EGM II (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 “<b>Ask Question</b>” button to post question(s). b. Type in your question and click “<b>Submit</b>”.</p> <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the EGM II.</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 “<b>Confirm Details &amp; Start Voting</b>”.</p> <p>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click “<b>Next</b>” to continue voting for all resolutions.</p> <p>c. To change your vote, click “<b>Back</b>” 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 “<b>Confirm</b>” to submit your vote.</p> <p>e. The live webcast will end following the announcement by the Chairman on the closure of the EGM II.</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 II 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 II.

## **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](mailto:vote2u@agmostudio.com)