

PRG HOLDINGS BERHAD
Registration No. 200101005950 (541706-V)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting I (“EGM I” or the “Meeting”) of PRG Holdings Berhad (“PRG” or the “Company”) held at Lot C601, Capital 3, Oasis Square, No. 2 Jalan PJU 1A/7A, Ara Damansara, 47301 Petaling Jaya, Selangor Darul Ehsan (“Broadcast Venue”) on Wednesday, 10 June 2020 at 10.00 a.m.

1. CHAIRMAN AND QUORUM

The Chairman of the Board, Dato’ Dr. Awang Adek Bin Hussin presided as the Chairman of the meeting and welcomed all shareholders to the EGM I of the Company.

The Chairman informed that the EGM I would be conducted fully virtual via the online platform which allowed remote participation and voting by the shareholders or proxy holders, and all eligible shareholders or proxy holders would have received Digital Ballot Form via email to enable them to participate and vote at the Meeting.

The Chairman introduced the Group Executive Vice Chairman, Dato’ Lua Choon Hann, who was sitting beside him, the Company Secretary and the representatives of TA Securities Holdings Berhad, the Advisers who were present at the Broadcast Venue. Other Board members were joining the Meeting online.

Upon confirming the presence of a quorum, the Chairman called the meeting to order.

2. NOTICE

The Chairman informed that the Circular to Shareholders containing the Notice convening the EGM I had been sent to all the shareholders of the Company and the Notice was published in The New Straits Times on 22 May 2020.

There being no objection, the Notice convening the EGM I was taken as read.

3. SHAREHOLDERS’ VOTING RIGHTS AND VOTING PROCEDURE

The Chairman informed that the voting of the EGM I would be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities. The Company has appointed Mega Corporate Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

The polling process for the resolutions tabled at the Meeting would be conducted upon completion of deliberation of the items to be transacted at the Meeting.

The Chairman informed the shareholders and proxy holders present virtually at the Meeting their right to ask question on the proposed resolutions tabled at the Meeting, and if the Company was unable to address all the questions received, the Company would reply via email as soon as possible after the Meeting.

A video clip guiding the shareholders and proxy holders on how to post their questions was presented to the Meeting.

4. **ORDINARY RESOLUTION 1**

PROPOSED SETTLEMENT OF DEBT OWING TO A DIRECTOR OF THE COMPANY, NAMELY DATO' LUA CHOON HANN, THROUGH THE ISSUANCE OF 55,679,200 NEW PRG SHARES ("SETTLEMENT SHARES") TO BE ISSUED TO DATO' LUA AND/OR ANY OTHER PERSONS NOMINATED BY HIM AT THE ISSUE PRICE OF RM0.1796 EACH ("PROPOSED DEBT SETTLEMENT")

The Chairman proceeded to the first item of the agenda of the Meeting which was to seek shareholders' approval for the Proposed Debt Settlement. The Proposed Debt Settlement was intended to partially settle the advances provided by Dato' Lua in the amount of RM9,999,984.32 ("Settlement Sum") via the issuance of the Settlement Shares.

The issue price of RM0.1796 per Settlement Share was based on the 5-day volume weighted average market price of PRG Shares of RM0.1796 up to and including 30 March 2020, being the latest practicable date prior to the execution of the Settlement Agreement.

The Chairman informed that the Board considered the repayment of the Settlement Sum via the issuance of Settlement Shares to Dato' Lua to be the most appropriate option as it would enable PRG and its subsidiaries ("Group") to reduce debt while preserving its cash and bank balances, which can be used for other purposes including working capital and expanding the Group's business. The issuance of Settlement Shares was expected to further strengthen the Company's equity base as well as the net assets and gearing ratio of the Group as a result of the increase in the issued share capital of the Company.

The shareholders were advised to refer to Section 2 of the Circular to Shareholders dated 22 May 2020 for further details of the Proposed Debt Settlement.

The Chairman informed that Dato' Lua, being the party to the Settlement Agreement, would abstain from voting and he has also undertaken to ensure that any persons connected with him would abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed Debt Settlement at the EGM I.

The Chairman then invited questions from the shareholders on the Proposed Debt Settlement. There being no questions received, the Chairman proceeded to the next item on the agenda.

5. **ORDINARY RESOLUTION 2**

PROPOSED ISSUANCE OF UP TO 249,425,060 FREE WARRANTS ON THE BASIS OF 1 WARRANT FOR EVERY 2 PRG SHARES HELD BY ENTITLED SHAREHOLDERS ON THE ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED ISSUE OF FREE WARRANTS")

The Chairman proceeded to the second item of the agenda of the Meeting which was to seek shareholders' approval for the Proposed Issue of Free Warrants. The basis of 1 Warrant for every 2 PRG Shares was arrived at in order to maximise the number of Warrants while complying with Paragraph 6.50 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Warrants would be issued at no cost to the entitled shareholders. The exercise price of the Warrants would be determined and fixed by the Board at a later date before the announcement of an entitlement date to be determined later by the Board. The Warrants are exercisable at any time for a tenure of 3 years from the date of issuance of the Warrants.

The Proposed Issue of Free Warrants was intended to provide opportunity for the shareholders of the Company to further increase their equity participation in PRG if they exercise the Warrants. The Proposed Issue of Free Warrants would be implemented after the completion of the Proposed Debt Settlement.

The shareholders were advised to refer to Section 3 of the Circular to Shareholders dated 22 May 2020 for further details of the Proposed Issue of Free Warrants.

The Chairman then invited questions from the shareholders on the Proposed Issue of Free Warrants.

The following questions were received by the Meeting which was duly answered by the Director of Corporate Affairs of the Company.

Question: When is the entitlement date for the warrants?

Answer: The entitlement date would be determined and announced later by the Board.

There being no other questions, the Chairman informed that the Meeting would conduct the voting on both resolutions by poll.

6. **POLLING PROCESS**

The Chairman informed that every shareholder and proxy holder who has registered via the designated link would have been given a Digital Ballot Form containing a QR code where it is linked to the polling system.

A video clip guiding the shareholders and proxy holders on the procedures of voting was then presented to the Meeting.

The Chairman reminded the shareholders that once they have submitted their votes, they would not be allowed to modify the votes. The shareholders were also advised to remain online after casting their votes as the poll results would be announced as soon as they are available.

-The Meeting was adjourned for the polling process-

At 10.40 a.m., the Chairman reminded the shareholders to vote as the voting session would continue for another 2 minutes. At 10.42 a.m., the Chairman then announced that the voting session for the EGM I had closed.

7. **ANNOUNCEMENT OF POLL RESULTS**

At 10.49 a.m., the Meeting reconvened and the Chairman called the Meeting to order for the declaration of results.

The Chairman informed that he had received the poll results from the Poll Administrator and Scrutineers and read out the poll results and further DECLARED that both Ordinary Resolutions 1 and 2 tabled at the Meeting were NOT CARRIED as follows:

Resolution	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1 - Proposed Debt Settlement	79,201,762	40.92	114,331,410	59.0	Not Carried
Ordinary Resolution 2 - Proposed Issue of Free Warrants	113,175,662	49.74	114,331,410	50.2	Not Carried

8. **CLOSURE**

There being no other business, the EGM I ended at 10.50 a.m. with a vote of thanks to the Chairman.

READ AND CONFIRMED BY

-SIGNED-

 CHAIRMAN

Date: 29 June 2020