

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

Minutes of the Extraordinary General Meeting II (“EGM II” 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 11.00 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 Company’s EGM II.

The Chairman informed that the EGM II 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 Managing Director - Property & Construction, Dato’ Wee Cheng Kwan who was sitting beside him, the Company Secretary and the representatives of TA Securities Holdings Berhad, the Adviser 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 II had been sent to all the shareholders of the Company and was published in The New Straits Times on 22 May 2020.

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

3. **SHAREHOLDERS’ VOTING RIGHTS AND VOTING PROCEDURE**

The Chairman informed that the voting of the EGM II 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. The Chairman further informed that 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**

##### **PROPOSED DISPOSAL OF 60% EQUITY INTEREST IN PREMIER DE MUARA SDN BHD BY PRG PROPERTY SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF PRG HOLDINGS BERHAD, FOR A CASH CONSIDERATION OF RM7.20 MILLION (“PROPOSED DISPOSAL”)**

The Chairman proceeded to the only item of the agenda of the Meeting which was to seek shareholders’ approval for PRG Property Sdn Bhd (“PRG Property”) to dispose its 60% equity interest in Premier De Muara Sdn Bhd (“PDMSB”) to Liveintent Sdn Bhd (“Liveintent”) for a cash consideration of RM7.20 million, subject to such terms and conditions as stipulated in the share sale agreement dated 26 July 2019 and supplemental share sale agreement dated 19 February 2020 entered into between PRG, PRG Property, PDMSB and Liveintent for the Proposed Disposal.

PDMSB is principally involved in property development and related activities. PDMSB’s sole purpose is to carry out and develop a property development project named Picasso Residence.

The Chairman informed that the Proposed Disposal would enable the Group to focus on its property development projects other than Picasso Residence, and provide the Group with the flexibility to re-allocate its cash and other resources efficiently amongst its other property development projects.

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

The Chairman then invited questions from the shareholders on the Proposed Disposal.

There being no questions received by the Meeting, the Chairman informed that the Meeting would conduct the voting on the resolution by poll.

#### 5. **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 while the Scrutineers verify the votes.

*-The Meeting was adjourned for the polling process-*

At 11.20 a.m., the Chairman reminded the shareholders to vote as the voting session would continue for another 3 minutes. At 11.23 a.m., the Chairman then announced that the voting session for the EGM II had closed.

#### 6. **ANNOUNCEMENT OF POLL RESULTS**

At 11.26 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 the Ordinary Resolution tabled at the Meeting was CARRIED as follows:

Resolution	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution -Proposed Disposal	226,508,414	100.0	Nil	-	Carried

#### 7. **CLOSURE**

There being no other business, the EGM II ended at 11.26 a.m. with a vote of thanks to the Chairman.

READ AND CONFIRMED BY

**-SIGNED-**

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 CHAIRMAN

Date: 29 June 2020