

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

Minutes of the Extraordinary General Meeting of PRG Holdings Berhad (“PRG” or “Company”) held at the Broadcast Venue at Lot C601, Capital 3, Oasis Square, No. 2 Jalan PJU 1A/7A, Ara Damansara, 47301 Petaling Jaya, Selangor Darul Ehsan on Monday, 8 August 2022 at 10.00 a.m.

Directors Present: Dato’ Lua Choon Hann (*Group Executive Vice Chairman*)
Dato’ Wee Cheng Kwan (*Managing Director - Property & Construction*)
Mr. Lim Chee Hoong (*Independent Non-Executive Director*)
Mr. Ji Haitao (*Independent Non-Executive Director*)

In Attendance: Ms. Lim Fei Chia (*Company Secretary*)

By Invitation: Mr. Cheah Hannon (*Directors of Corporate Affairs*)
Ms. Vivien Ho (*Chief Financial Officer, Furniweb Holdings Limited*)

Representatives of TA Securities Holdings Berhad

Mr. Dominic Seah

Mr. Melvin Cheah

Representative of Messrs. Peter Ling & van Geyzel

Mr. Peter Ling

Representative of Asia Equity Research Sdn. Bhd.

Mr. Ong Tee Chin

1. **CHAIRMAN AND QUORUM**

Dato’ Lua Choon Hann, the Group Executive Vice Chairman presided as the Chairman of the Extraordinary General Meeting (“EGM” or “Meeting”) and welcomed all shareholders present at the Meeting which was conducted on a virtual basis through live streaming, to consider the business as set out in the Notice of the EGM issued on 22 July 2022.

The Chairman introduced to the shareholders his fellow Directors present at the Broadcast Venue and the Company Secretary. The Chairman further informed that the other Board member and the representative of the Adviser, TA Securities Holdings Berhad attended the Meeting remotely.

Upon confirming the presence of the requisite quorum, the Chairman called the Meeting to order.

2. **NOTICE**

The Chairman informed that the Notice convening the EGM had been sent to all the shareholders of the Company and the Notice was published in The New Straits Times on 22 July 2022.

The Notice convening the EGM was taken as read.

3. VOTING

The Chairman informed that the voting for the resolutions tabled at the EGM would be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Company has appointed ARB Wemeet Sdn. Bhd. as Poll Administrator to conduct the polling process and Aegis Communications Sdn. Bhd. as Scrutineers to verify the poll results.

The Chairman informed that poll voting for the resolutions tabled at the Meeting will be conducted electronically via Remote Participation and Voting (“RPV”) facilities provided by the Poll Administrator.

The Chairman then declared the opening of voting for the resolutions at 10.00 a.m. and shareholders or proxies could exercise their voting rights anytime until the announcement by the Chairman of the close of the voting session, which would be after the question-and-answer (Q&A) session.

The Chairman informed that questions relating to the resolutions tabled at the Meeting can be submitted via the ‘Submission of Question’ (real time) panel in the e-Portal, and the Company would try to answer the relevant questions at the Q&A session later after all the motions tabled at the Meeting have been considered.

A short video clip on the e-polling process was then presented by the Poll Administrator.

4. ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE REMAINING 62.75% EQUITY INTEREST IN ENERGY SOLUTION GLOBAL LIMITED (“ESGL”) BY FURNIWEB HOLDINGS LIMITED (“FURNIWEB” OR “PURCHASER”) (A 54.19%-OWNED SUBSIDIARY OF PRG) FOR A TOTAL PURCHASE CONSIDERATION OF HK\$58,191,840 (EQUIVALENT TO RM31,423,594) TO BE SATISFIED VIA CASH AND ISSUANCE OF NEW ORDINARY SHARES IN FURNIWEB (“FURNIWEB SHARES”) (“PROPOSED ACQUISITION”)

The Chairman proceeded to the first item on the Agenda. Shareholders’ approval was sought for the proposed acquisition by Furniweb Holdings Limited, a 54.19%-owned subsidiary of the Company of the remaining 62.75% equity interest in Energy Solution Global Limited, for a total purchase consideration of Hong Kong Dollar Fifty Eight Million One Hundred Ninety One Thousand Eight Hundred and Forty (HK\$58,191,840), equivalent to Ringgit Malaysia Thirty One Million Four Hundred Twenty Three Thousand Five Hundred and Ninety Four (RM31,423,594) to be satisfied via cash and issuance of new ordinary shares in Furniweb.

Details of the Proposed Acquisition were set out in Part A of the Company’s Circular to Shareholders dated 22 July 2022.

In view of the interests of Dato’ Ng Yan Cheng, being the vendor and also the major shareholder of the Company and Mr. Ng Tzee Penn, being the Director of the Company and the son of Dato’ Ng Yan Cheng, the Proposed Acquisition is deemed to be a related party transaction pursuant to Paragraph 10.08 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Accordingly, the Company has appointed Asia Equity Research Sdn. Bhd. as the Independent Adviser to advise whether the Proposed Acquisition is fair and reasonable insofar as the non-interested shareholders are concerned; whether the Proposed Acquisition is to the detriment of the minority shareholders; and to advise PRG's non-interested shareholders on whether they should vote in favour of the Proposed Acquisition.

The shareholders were informed that they could refer to Part B of the Circular to Shareholders for the Independent Advice Letter to the non-interested shareholders of the Company in relation to the Proposed Acquisition.

Dato' Ng Yan Cheng and Mr. Ng Tzee Penn abstained from voting on this resolution and had also undertaken to ensure that any persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed Acquisition at this EGM.

5. **ORDINARY RESOLUTION 2**
PROPOSED DIVERSIFICATION OF THE BUSINESSES OF THE COMPANY AND ITS SUBSIDIARIES ("PRG GROUP") TO INCLUDE THE ENERGY EFFICIENCY BUSINESS ("PROPOSED DIVERSIFICATION")

The Chairman moved on to the next item on the Agenda to seek the shareholders' approval for the Proposed Diversification of the businesses of the Company and its subsidiaries' to include the energy efficiency business.

The Group intends to mitigate its reliance on its current principal activities by diversifying its business to include energy efficiency businesses, through the Proposed Acquisition. Following the Proposed Acquisition, it is anticipated that the energy efficiency business may potentially contribute 25% or more to the Group's net profits and/or result in a diversion of 25% or more of the Group's net assets towards the business.

In view of the positive overview and outlook of the energy efficiency business, the Group believes that the Proposed Diversification will improve the future earnings and financial position of the Group, moving forward.

Further details of the Proposed Diversification were set out in Section 3 of Part A of the Company's Circular to Shareholders dated 22 July 2022.

6. **ORDINARY RESOLUTION 3**
PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN ("LTIP") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN PRG (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME THROUGHOUT THE DURATION OF THE LTIP FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF PRG AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED LTIP")

The Chairman proceeded to the next item on the Agenda. Shareholders' approval was sought for the proposed establishment of a long term incentive plan of up to 15% of the total number of issued shares in the Company (excluding treasury shares, if any) at any one time throughout the duration of the LTIP for eligible directors and employees of the Company and its non-dormant subsidiaries.

The Proposed LTIP will involve the Share Option Plan and the Share Grant Plan for the eligible directors and employees of the Company and its non-dormant subsidiaries to subscribe for new shares at a prescribed option price, subject to terms and conditions of the By-Laws of the Proposed LTIP.

Further details of the Proposed LTIP were set out in Part C of the Circular to Shareholders dated 22 July 2022.

7. **ORDINARY RESOLUTIONS 4 TO 8**
PROPOSED GRANTING OF LTIP AWARDS TO DIRECTORS

The Chairman then proceeded to the next item on the Agenda in relation to the proposed granting of LTIP Awards to the Directors of the Company, namely Dato' Lua Choon Hann, Dato' Wee Cheng Kwan, Mr. Ng Tzee Penn, Mr. Lim Chee Hoong and Mr. Ji Haitao.

The Chairman informed that all the Directors of the Company are eligible to participate in the Proposed LTIP to the extent of their respective allocations, if any, as well as allocations to persons connected with them, if any, under the Proposed LTIP.

Accordingly, the Directors have abstained and will continue to abstain from all deliberations and voting on the resolution pertaining to the specific allocations of the Proposed LTIP to the Directors and/or persons connected to them, if any. Further, the Directors have also undertaken that they shall ensure that persons connected with them will abstain from voting in respect of their direct and indirect shareholdings, if any, on the resolutions pertaining to the specific allocations of the Proposed LTIP to themselves as well as persons connected with them, if any, to be tabled at this EGM.

8. **QUESTION AND ANSWER SESSION**

There being no notice received to transact any other business, the Chairman proceeded to the Q & A Session.

Mr. Cheah Hannon, the Director of Corporate Affairs was invited to address the questions received from the shareholders.

Question 1

Any profit guarantee for the Proposed Acquisition?

Answer

As set out in the SSA, the Vendor is providing a Profit Guarantee to Furniweb that ESGL Group will achieve the guaranteed profit after tax to be translated at the Agreed Exchange Rate of no less than HK\$34,500,000 (equivalent to RM18,630,000) for the Profit Guarantee Period.

Question 2

Under Section 3 of the Circular to Shareholders (*Details of the Proposed Diversification*), on details of the audited revenue and profit before tax of PRG Group for the audited FYE 31 December 2019 to 31 December 2021 and the unaudited 3M-FPE March 2022, with zero turnover in Q12022 for the Agriculture segment, is there still a trajectory for the Agriculture segment?

Answer

The response to the question would be emailed to the shareholder after the EGM.

There being no other questions received from the shareholders relating to the resolutions, the Chairman proceeded to the voting session.

9. **POLLING PROCESS**

The Chairman invited the shareholders to cast their votes if they have not done so within the next 5 minutes via the e-voting platform and declared the close of the e-polling process. The Meeting was then adjourned for approximately 5 minutes for the Scrutineers to validate the poll votes.

10. **ANNOUNCEMENT OF POLL RESULTS**

The Chairman resumed the Meeting at 10.20 a.m. for the announcement of poll results.

The Chairman informed that the Scrutineers have completed their report and based on the poll results displayed on the screen, the Chairman declared that **all Resolutions** tabled at the Meeting were declared **Carried**.

Resolution	Vote For		Vote Against		Total Votes	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1 Proposed Acquisition	41,812,945	99.9999	23	0.0001	41,812,968	100.0
Ordinary Resolution 2 Proposed Diversification	41,812,945	99.9999	23	0.0001	41,812,968	100.0
Ordinary Resolution 3 Proposed LTIP	67,914,593	99.9992	523	0.0008	67,915,116	100.0
Ordinary Resolution 4 Proposed Granting of LTIP Awards to Dato' Lua Choon Hann	37,076,893	99.9986	523	0.0014	37,077,416	100.0
Ordinary Resolution 5 Proposed Granting of LTIP Awards to Dato' Wee Cheng Kwan	62,599,693	99.9992	523	0.0008	62,600,216	100.0
Ordinary Resolution 6 Proposed Granting of LTIP Awards to Ng Tzee Penn	40,633,393	99.9987	523	0.0013	40,633,916	100.0
Ordinary Resolution 7 Proposed Granting of LTIP Awards to Lim Chee Hoong	67,932,993	99.9992	523	0.0008	67,933,516	100.0

Ordinary Resolution 8 Proposed Granting of LTIP Awards to Ji Haitao	67,303,993	99.9992	523	0.0008	67,304,516	100.0
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IT WAS RESOLVED: -

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE REMAINING 62.75% EQUITY INTEREST IN ENERGY SOLUTION GLOBAL LIMITED (“ESGL”) BY FURNIWEB HOLDINGS LIMITED (“FURNIWEB” OR “PURCHASER”) (A 54.19%-OWNED SUBSIDIARY OF PRG) FOR A TOTAL PURCHASE CONSIDERATION OF HK\$58,191,840 (EQUIVALENT TO RM31,423,594) TO BE SATISFIED VIA CASH AND ISSUANCE OF NEW ORDINARY SHARES IN FURNIWEB (“FURNIWEB SHARES”) (“PROPOSED ACQUISITION”)

THAT subject to passing of Ordinary Resolution 2, approvals of all relevant authorities or parties (where required) and the relevant conditions precedent as stipulated in the conditional shares sale agreement dated 8 June 2022 and supplemental shares sale agreement dated 13 June 2022 entered between Furniweb and Dato’ Ng Yan Cheng (“Vendor”) (“SSA”) for the Proposed Acquisition being met or waived (as the case may be), approval be and is hereby given to the Board of Directors of PRG (“Board”) to undertake the Proposed Acquisition.

AND THAT the Board be and is further 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 Acquisition 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 BUSINESSES OF THE COMPANY AND ITS SUBSIDIARIES (“PRG GROUP”) TO INCLUDE THE ENERGY EFFICIENCY 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 energy efficiency 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.

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN (“LTIP”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN PRG (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME THROUGHOUT THE DURATION

**OF THE LTIP FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF PRG AND ITS
NON-DORMANT SUBSIDIARIES (“PROPOSED LTIP”)**

THAT approval be and is hereby given to the Board to:

- (i) establish, implement and administer the Proposed LTIP which comprises a share option plan (“SOP”) and a share grant plan (“SGP”) for all eligible employees of PRG Group including Directors of the Group (excluding PRG’s dormant subsidiaries) who meet the criteria for eligibility for participation of the Proposed LTIP as set out in the by-laws of the Proposed LTIP (“By-Laws”), a draft of which is set out in Appendix VIII of the circular to shareholders of PRG dated 22 July 2022 (“Circular”);
- (ii) allot and issue new ordinary shares in the Company (“PRG Shares”) pursuant to the Proposed LTIP from time to time as may be required for the purpose of the Proposed LTIP, provided always that the total number of PRG Shares which may be made available under the Proposed LTIP and any other employee share issuance scheme to be implemented by the Company, if any, shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Proposed LTIP;
- (iii) modify and/or amend the Proposed LTIP and/or the By-Laws from time to time provided that such modifications and/or amendments are permitted and effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and
- (iv) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and terms of the By-Laws, with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant authorities.

**ORDINARY RESOLUTION 4
PROPOSED GRANTING OF LTIP AWARDS TO DATO’ LUA CHOON HANN**

THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Dato’ Lua Choon Hann, being the Group Executive Vice Chairman 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 Proposed 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 Proposed LTIP as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“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 Dato’ Lua Choon Hann pursuant to the exercise of SOP options and/or vesting of SGP awards under the Proposed LTIP.

ORDINARY RESOLUTION 5
PROPOSED GRANTING OF LTIP AWARDS TO DATO' WEE CHENG KWAN

THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Dato' Wee Cheng Kwan, being the Managing Director – Property & Construction 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 Proposed 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 Proposed 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 Dato' Wee Cheng Kwan pursuant to the exercise of SOP options and/or vesting of SGP awards under the Proposed LTIP.

ORDINARY RESOLUTION 6
PROPOSED GRANTING OF LTIP AWARDS TO NG TZEE PENN

THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Ng Tzee Penn, being the 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 Proposed 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 Proposed 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 Tzee Penn pursuant to the exercise of SOP options and/or vesting of SGP awards under the Proposed LTIP.

ORDINARY RESOLUTION 7
PROPOSED GRANTING OF LTIP AWARDS TO LIM CHEE HOONG

THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Lim Chee Hoong, 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 Proposed 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 Proposed 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 Lim Chee Hoong pursuant to the exercise of SOP options under the Proposed LTIP.

ORDINARY RESOLUTION 8
PROPOSED GRANTING OF LTIP AWARDS TO JI HAITAO

THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed LTIP, to offer and grant to Ji Haitao, 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 Proposed 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 Proposed 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 Ji Haitao pursuant to the exercise of SOP options under the Proposed LTIP.

11. **CLOSURE**

There being no other business, the EGM ended at 10.22 a.m. with a vote of thanks to the Chairman.

READ AND CONFIRMED BY

- SIGNED -

CHAIRMAN

Date: 19 August 2022