

**THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in doubt as to the course of action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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**PRG**

**HOLDINGS BERHAD**

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

**SHARE BUY-BACK STATEMENT**

**IN RELATION TO THE**

**PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN  
SHARES OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED  
SHARES OF THE COMPANY**

The resolution in respect of the above proposal will be tabled at the Twenty-Fifth (“25<sup>th</sup>”) Annual General Meeting (“AGM”) of the Company to be convened and held at Arcadia I, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 June 2026 at 10.00 a.m.. The Notice of the 25<sup>th</sup> AGM of the Company together with the Form of Proxy are enclosed in the Annual Report 2025 of the Company.

A shareholder entitled to attend and vote at the 25<sup>th</sup> AGM is entitled to appoint a proxy or proxies to attend and vote on his behalf. In such event, the Form of Proxy must be completed and lodged at the registered office of the Company at Suite 12.02, Level 12, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not later than forty-eight (48) hours before the time appointed for holding the 25<sup>th</sup> AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating and voting in person at the 25<sup>th</sup> AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 23 June 2026 at 10.00 a.m.

Date and time of the 25<sup>th</sup> AGM : Thursday, 25 June 2026 at 10.00 a.m.

This Circular is dated 30 April 2026

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Statement:

“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of PRG
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“Code”	:	The Malaysian Code on Take-Overs and Mergers 2016, including any amendments thereto that may be made from time to time
“Director(s)”	:	Directors of the Company
“Listing Requirements”	:	The Main Market Listing Requirements of the Bursa Securities, including any amendments thereto that may be made from time to time
“LPD”	:	31 March 2026, being the latest practicable date prior to the printing of this Statement
“LTIP”	:	Long-Term Incentive Plan involves the granting of option under the Share Option Plan (“SOP Options”) and the granting of shares under the Share Grant Plan (“SGP Shares”) to the eligible Directors and employees of the Company and its non-dormant subsidiaries
“SOP Options”	:	Options granted to the eligible Directors and employees of the Company and its non-dormant subsidiaries pursuant to the LTIP Awards
“SGP Shares”	:	Shares granted to eligible Directors (except for the Non-Executive Director of the Company) and employees of the Company and its non-dormant subsidiaries pursuant to the LTIP Awards
“PRG” or “Company”	:	PRG Holdings Berhad (Registration No. 200101005950 (541706-V))
“PRG Group” or “Group”	:	PRG and its subsidiary companies, collectively
“Proposed Share Buy-Back”	:	The proposed authority for the Company to purchase its own shares of an amount, which, when aggregated with the existing treasury shares, does not exceed 10% of the total number of issued shares of the Company
“Purchased Shares”	:	The share(s) of the Company purchased pursuant to the Proposed Share Buy-Back
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“Shares”	:	Ordinary shares in PRG
“Statement”	:	The Statement to Shareholders dated 30 April 2026 in relation to the Proposed Share Buy-Back
“Treasury Shares”	:	The Shares purchased by the Company which are or will be retained in treasury

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**PRG**

**HOLDINGS BERHAD**

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

**Registered Office:**

Suite 12.02, Level 12, The Gardens South Tower,  
Mid Valley City, Lingkaran Syed Putra,  
59200 Kuala Lumpur, WP Kuala Lumpur

30 April 2026

**Board of Directors:**

Tan Sri Datuk Seri (Dr) Mazlan bin Lazim (*Independent Non-Executive Chairman*)  
Andrew Chan Lim-Fai (*Group Managing Director*)  
Lim Chee Hoong (*Non-Independent Non-Executive Director*)  
Ng Khang Chyi (*Non-Independent Non-Executive Director*)  
Datin Arlina binti Ariff (*Independent Non-Executive Director*)  
Joyce Tan Soo Yuen (*Independent Non-Executive Director*)

**To: The Shareholders of PRG Holdings Berhad**

Dear Sir/Madam,

**PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY**

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**1. INTRODUCTION**

It was announced on 15 April 2026 that the Company proposes to seek the shareholders' approval for the Proposed Share Buy-Back at the forthcoming AGM.

The purpose of this Statement is to provide the shareholders with the relevant information on the Proposed Share Buy-Back, to set out the recommendation of the Board and to seek the shareholders' approval for the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming AGM of the Company.

**SHAREHOLDERS ARE ADVISED TO READ THIS STATEMENT CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK TO BE TABLED AT OUR FORTHCOMING AGM.**

**2. DETAILS OF THE PROPOSED SHARE BUY-BACK**

**2.1 Quantum**

The maximum number of Shares which may be purchased by the Company, when aggregated with the existing Treasury Shares, does not exceed ten percent (10%) of the total number of issued Shares of the Company. As at the LPD, the Company has purchased a total of 417,800 Shares which are presently kept as Treasury Shares and none of the Purchased Shares have been cancelled.

The Proposed Share Buy-Back will be undertaken in accordance with the Companies Act 2016, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase and/or resale and/or transfer.

## **2.2 Effective Period**

The approval from the shareholders of the Company for the Proposed Share Buy-Back shall be effective immediately upon the passing of the ordinary resolution at the forthcoming AGM to be convened and will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company at which time the said authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever occurs first.

## **2.3 Source of Funds**

The Proposed Share Buy-Back will be financed through internally generated funds and shall be made out of the retained profits of the Company. The maximum amount of funds to be utilised by the Company for the purchase of its own shares shall not exceed the aggregate of the retained earnings of the Company. Based on the latest audited financial statements of the Company for the financial year ended 31 December 2025, the Company's retained profits amounted to RM3.148 million.

## **2.4 Treatment of the Purchased Shares**

In accordance with the Companies Act 2016, the Directors may deal with the Purchased Shares in either of the following manner:-

- (i) cancel the Purchased Shares; or
- (ii) retain the Purchased Shares as Treasury Shares; or
- (iii) retain part of the Purchased Shares as Treasury Shares and cancel the remainder.

In addition, the Companies Act 2016 also states that where such Purchased Shares are retained as Treasury Shares the Directors may at their discretion:-

- (i) distribute the shares as dividends to shareholders, such dividends to be known as "shares dividends";
- (ii) resell the shares or any of the shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the shares or any of the shares for the purposes of or under an employees' share scheme;
- (iv) transfer the shares or any of the shares as purchase consideration;
- (v) cancel the shares or any of the shares; or
- (vi) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe.

While the Purchased Shares are held as Treasury Shares, the rights attached to Treasury Shares as to voting, dividends and participation in other distributions and otherwise are suspended, and the Treasury Shares will not be taken into account in calculating the number or percentage of Shares or of a class of shares in the Company for any purposes including, without limiting the generality of this provision, the provisions of any law or requirements of the Constitution of the Company or the Listing Requirements on substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote at a meeting.

## **2.5 Regulatory Requirements**

Based on the Listing Requirements, the Company may only purchase its own shares at a price which is not more than fifteen percent (15%) above the weighted average market price for the shares for the five (5) market days immediately before the date of purchase.

In the case of a resale or transfer of Treasury Shares, the Company may only resell Treasury Shares in the open market or transfer Treasury Shares at: -

- (i) a price which is not less than the weighted average market price for the shares for the five (5) market days immediately before the resale or transfer; or

- (ii) a discounted price of not more than five percent (5%) to the weighted average market price for the shares for the five (5) market days immediately before the resale or transfer provided that:-
  - (a) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
  - (b) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

Pursuant to the Companies Act 2016, the Company shall not purchase its own shares unless:-

- (a) the Company is financially solvent at the time of purchase and will remain so, even after incurring the debts associated with fulfilling its obligation to pay for the purchased shares.
- (b) the purchase is made through the stock exchange on which the shares of the Company are quoted and in accordance with the relevant rules of the stock exchange; and
- (c) the purchase is made in good faith and in the interests of the Company.

The Company will have to satisfy a solvency test that the share buy-back would not result in the Company being insolvent and its capital being impaired at the date of the solvency declaration and the Company will remain solvent after each buy-back during the period of six months after the date of the solvency declaration.

### **3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back is expected to benefit the Company and its shareholders in the following manner:-

- (i) enable the Company to utilise its surplus financial resources which are not immediately required for other uses to purchase its own shares when appropriate at favorable prices and stabilise the supply of and demand for Shares in the open market, thereby supporting the fundamental values of the Shares;
- (ii) enhance the earning per share and consequently, the market price of the Shares if the Purchased Shares are held as Treasury Shares or otherwise cancelled, thereby reducing the number of the Shares used for the purpose of computing the earning; and
- (iii) the Purchased Shares may be held as Treasury Shares which may be resold at a gain without affecting the total number of issued shares of the Company. The Company may also utilise the Treasury Shares as dividend payouts to shareholders.

### **4. POTENTIAL DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back will:-

- (i) reduce the financial resources of the Group, which may result in it having to forego other feasible investment opportunities that may emerge in the future; and
- (ii) reduce the amount of financial resources available for distribution to the shareholders of the Company as the funds to be allocated for the Proposed Share Buy-Back can only be made out of retained earnings of the Company.

The financial resources of the Group may recover and increase in the event the Purchased Shares held as Treasury Shares are subsequently resold at a gain.

The Board is of the view that the Proposed Share Buy-Back is not expected to have any potential material disadvantage to the Company as it will be implemented only after careful consideration of the financial resources of the Company and the resultant impact on the Company and the shareholders of the Company.

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## 5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

Based on the assumption that the Proposed Share Buy-Back is carried out in full, the effects on share capital, earnings, net assets and working capital are illustrated below:-

### 5.1 Share Capital

The effect of the Proposed Share Buy-Back on the share capital of the Company will depend on the treatment of the Purchased Shares.

In the event the Purchased Shares are retained as Treasury Shares, resold or distributed to its shareholders, the Proposed Share Buy-Back will have no effect on the total number of issued shares of the Company. However, if the Purchased Shares are cancelled, the Proposed Share Buy-Back will result in the total number of issued shares of the Company to be reduced as set out below:-

	Minimum Scenario <sup>(1)</sup>	Maximum Scenario <sup>(2)</sup>
	No. of Shares	No. of Shares
Total number of issued Shares as at the LPD	488,462,035	488,462,035
Assuming full exercise of SOP Options and SGP Shares being vested	-	14,609,634
Enlarged issued shares	488,462,035	503,071,669
Less: Shares purchased and held as Treasury Shares as at the LPD	(417,800)	(417,800)
Issued Shares net of Shares purchased and held as Treasury Shares as at the LPD	488,044,235	502,653,869
Less: Maximum number of Shares that may be purchased pursuant to the Proposed Share Buy-Back	(48,428,404)	(49,889,367)
Issued shares after the Proposed Share Buy-Back and cancellation of Shares purchased	439,615,832	452,764,502

**Notes:-**

(1) Assuming none of the SOP Options and SGP Shares are exercised/vested.

(2) Assuming full exercise of the LTIP Options and LTIP Shares being vested.

### 5.2 Earnings

The effects of the Proposed Share Buy-Back on the consolidated earnings of the Company will depend on the purchase price, the number of Shares purchased and the effective funding cost to the Company in implementing the Proposed Share Buy-Back.

The reduction in the total number of issued Shares of the Company pursuant to the Proposed Share Buy-Back will, generally, all else being equal, have a positive impact on the consolidated earnings per share of the Company.

There will be a positive effect on the consolidated earnings per share of the Company if the Purchased Shares are subsequently resold at a gain in the open market.

### **5.3 Net Assets**

The effect of the Proposed Share Buy-Back on the consolidated net assets of PRG will depend on the price at which the PRG Shares are purchased and resold in the open market.

Depending on the purchase price of the PRG Shares, the Proposed Share Buy-Back will reduce the consolidated net assets per share if the purchase price exceeds the consolidated net assets per share at the time of purchase and conversely will increase the consolidated net assets if the purchase price is less than the consolidated net assets per share.

The consolidated net assets per share will increase if a gain is realised from the resale of the Treasury Shares, and vice versa.

### **5.4 Working Capital**

The Proposed Share Buy-Back will reduce the cash flow and financial resources available for working capital depending on the purchase price and the number of Shares purchased.

However, the cash flow position and financial resources of the Company will increase if the Company realises gain from the resale of the Purchased Shares.

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## 5.5 Directors' and Substantial Shareholders' Shareholdings

The effect of the Proposed Share Buy-Back implemented in full on the shareholdings of the Directors and Substantial Shareholders of the Company based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at the LPD is as follows:

### (a) Directors' Shareholdings

Name of Director	As at the LPD <sup>(1)</sup>				Assuming the Proposed Share Buy-Back is effected in full							
					Minimum Scenario <sup>(2)</sup>				Maximum Scenario <sup>(3)</sup>			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%
Tan Sri Datuk Seri (Dr) Mazlan bin Lazim	475,800	0.10	-	-	475,800	0.11	-	-	675,800	0.15	-	-
Andrew Chan Lim-Fai	-	-	-	-	-	-	-	-	-	-	-	-
Lim Chee Hoong	154,000	0.03	134,000 <sup>(5)</sup>	0.03	154,000	0.04	134,000 <sup>(5)</sup>	0.03	354,000	0.08	134,000 <sup>(5)</sup>	0.03
Ng Khang Chyi	2,206,000	0.45	-	-	2,206,000	0.50	-	-	2,206,000	0.49	-	-
Datin Arlina binti Ariff	-	-	-	-	-	-	-	-	-	-	-	-
Joyce Tan Soo Yuen	-	-	-	-	-	-	-	-	-	-	-	-

#### Notes:-

- (1) Based on the Company's total number of issued Shares of 488,044,235, excluding 417,800 Shares purchased by the Company and retained as Treasury Shares as at LPD.
- (2) Assuming none of the SOP Options and SGP Shares are exercised/vested.
- (3) Assuming full exercise of the SOP Options and SGP Shares being vested.
- (4) Held through nominee company/ies.
- (5) Disclosure of interest held by spouse pursuant to Section 59(1)(c) of the Companies Act 2016.

**(b) Substantial Shareholders' Shareholdings**

Name of Substantial Shareholders	As at the LPD <sup>(1)</sup>				Assuming the Proposed Share Buy-Back is effected in full							
					Minimum Scenario <sup>(2)</sup>				Maximum Scenario <sup>(3)</sup>			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%
Ng Yan Cheng	80,294,454 <sup>(4)</sup>	16.45	2,178,600 <sup>(5)</sup>	0.45	80,294,454 <sup>(4)</sup>	18.26	2,178,600 <sup>(5)</sup>	0.50	80,491,336 <sup>(4)</sup>	17.78	2,178,600 <sup>(5)</sup>	0.48
Dato' Sheah Kok Fah	39,730,000 <sup>(4)</sup>	8.14	-	-	39,730,000 <sup>(4)</sup>	9.04	-	-	39,730,000 <sup>(4)</sup>	8.77	-	-
Wang Jing	28,232,800 <sup>(4)</sup>	5.78	-	-	28,232,800 <sup>(4)</sup>	6.42	-	-	28,232,800 <sup>(4)</sup>	6.24	-	-

**Notes:-**

- (1) Based on the Company's total number of issued Shares of 488,044,235, excluding 417,800 Shares purchased by the Company and retained as Treasury Shares as at LPD.
- (2) Assuming none of the SOP Options and SGP Shares are exercised/vested.
- (3) Assuming full exercise of the SOP Options and SGP Shares being vested.
- (4) Held through nominee company/ies.
- (5) Held through Kenanga Nominees (Asing) Sdn Bhd Exempt and for Goutai Junan Securities (Hong Kong) Limited. Deemed interested pursuant to Section 8(4)(c) of the Companies Act 2016.

**6. PUBLIC SHAREHOLDING SPREAD**

The public shareholding spread of the Company as at the LPD is approximately 67.63% (excluding 417,800 ordinary shares already purchased and held as Treasury Shares).

The Board shall endeavour to ensure that the Proposed Share Buy-Back will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed issuer must not purchase its own shares on Bursa Securities if the purchase(s) will result in the listed issuer being in breach of the public shareholding spread requirements as set out in Paragraph 8.02(1) of the Listing Requirements.

**7. IMPLICATIONS OF THE CODE**

The Board is mindful of the requirements of the Code and does not intend to undertake the Proposed Share Buy-Back in a manner that will trigger the obligation by any of the Company's substantial shareholders and/or parties acting in concert with them to undertake a mandatory offer under the Code.

In the event the Proposed Share Buy-Back results in any major shareholder and/or parties acting in concert with them triggering a mandatory offer obligation under the Code, the relevant parties shall make the necessary application to the Securities Commission Malaysia for a waiver to undertake a mandatory offer pursuant to the Code.

**8. PURCHASES, RESALE, CANCELLATION OR TRANSFER OF TREASURY SHARES**

At as the LPD, PRG has purchased a total of 417,800 of its own shares and retained the Shares as treasury shares. These Shares have no right to voting, dividends, bonus issue and participation in other distribution.

The Company has not purchased any of its own Shares, retained its Shares as treasury shares, or resold, cancelled nor transferred any Treasury Shares in the previous twelve (12) months preceding the date of this Statement.

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## 9. MARKET PRICES OF PRG SHARES

The monthly highest and lowest market prices of PRG Shares for the past twelve (12) months are as follows:-

	<b>High RM</b>	<b>Low RM</b>
<b>2025</b>		
April	0.090	0.075
May	0.095	0.075
June	0.090	0.070
July	0.100	0.075
August	0.140	0.080
September	0.095	0.085
October	0.100	0.085
November	0.090	0.075
December	0.085	0.075
<b>2026</b>		
January	0.085	0.075
February	0.090	0.075
March	0.085	0.070

The last transacted price of the Shares prior to the announcement of the Proposed Share Buy-Back

0.080

The last transacted price of the Shares on 31 March 2026, being the latest practicable date prior to the printing of this Statement

0.085

*(Source: The Wall Street Journal)*

## 10. APPROVALS REQUIRED

The Proposed Share Buy-Back is subject to the approval of the shareholders of the Company at the forthcoming AGM to be convened.

## 11. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the consequential increase in the percentage of shareholdings and/or voting rights of the substantial shareholders and Directors of the Company as a result of the Proposed Share Buy-Back, none of the Directors and substantial shareholders of the Company and persons connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back.

## 12. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interests of the Company and its shareholders. The Board therefore recommends that the shareholders vote in favour of the relevant resolution to be tabled at the forthcoming AGM.

**13. AGM**

The 25<sup>th</sup> AGM of the Company, the notice of which is enclosed in the Company's Annual Report 2025, will be held at Arcadia I, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 June 2026 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution pertaining to the Proposed Share Buy-Back as set out in the Notice of the 25<sup>th</sup> AGM.

Shareholders who are unable to participate and vote at the 25<sup>th</sup> AGM are requested to complete and lodge the Form of Proxy in accordance with the instructions therein to the Registered Office of the Company at Suite 12.02, Level 12, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not later than forty-eight (48) hours before the time set for convening the 25<sup>th</sup> AGM. The lodging of the Form of Proxy will not preclude the shareholders from participating and voting at the 25<sup>th</sup> AGM should they subsequently wish to do so.

**14. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board  
**PRG HOLDINGS BERHAD**

**TAN SRI DATUK SERI (DR) MAZLAN BIN LAZIM**  
Independent Non-Executive Chairman

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Statement and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Statement misleading.

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the following documents is available for inspection during normal office hours (except on public holidays) from the date of this Statement up to and including the date of the forthcoming 25<sup>th</sup> AGM, at the registered office of the Company at Suite 12.02, Level 12, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur:

- (i) the Constitution of the Company; and
- (ii) the audited consolidated financial statements of the Group and the Company for the two (2) financial years ended 31 December 2024 and 31 December 2025.