

PESTECH

PESTECH INTERNATIONAL BERHAD

(Registration No. 201101019901 (948035-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM” or “Meeting”) of PESTECH International Berhad (“PESTECH” or the “Company”) will be conducted on a virtual basis through remote participation and online voting at the broadcast venue at No. 26, Jalan Utarid U5/14, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan on Friday, 27 October 2023 at 11.30 a.m. or immediately following the conclusion or adjournment of another EGM held earlier on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME (“ESOS”) OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED SHARES OF PESTECH (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME DURING THE DURATION OF THE PROPOSED ESOS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF PESTECH AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) (“PROPOSED ESOS”)

“THAT, subject to the approvals of all relevant authorities and/ or parties being obtained, approval be and is hereby given to the Board of Directors of PESTECH (“Board”) to establish, implement and administer an ESOS of up to 5% of the total number of issued shares of the Company (excluding treasury shares) at any point in time during the duration of the Proposed ESOS for the benefit of the eligible Directors and employees of PESTECH and its subsidiaries (excluding dormant subsidiaries, if any) who fulfil the criteria of eligibility for participation in the Proposed ESOS (“Eligible Person(s)”), under which options will be granted to subscribe for new ordinary shares in PESTECH (“PESTECH Share(s)” or “Share(s)”) (“ESOS Options”) in accordance with the by-laws governing the Proposed ESOS (“By-Laws”) as set out in Appendix I of the circular to shareholders for the Proposed ESOS dated 12 October 2023 (“Circular”);

THAT the Board be and is hereby authorised to establish, appoint and authorise an ESOS committee to implement and administer the Proposed ESOS (“ESOS Committee”) for the benefit of the Eligible Persons, in accordance with provisions of the By-Laws as set out in Appendix I of the Circular. The members of the ESOS Committee shall comprise Directors and/ or senior management personnel of the Company as shall be appointed and duly authorised from time to time by the Board;

THAT the Board be and is hereby authorised to allot and issue from time to time such number of new PESTECH Shares as may be required to be allotted and issued upon the exercise of the ESOS Options, PROVIDED THAT the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 5% of the total number of issued shares of PESTECH (excluding treasury shares) at any point in time during the duration of the Proposed ESOS and that such new Shares to be allotted and issued upon the exercise of the ESOS Options will be subject to the provisions of the Constitution of the Company (“Constitution”) relating to voting, transfer, transmission or otherwise of the Shares including the rights of the holder of the Shares on the winding up of the Company. The new PESTECH Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PESTECH Shares, save and except that the new PESTECH Shares shall not be entitled to any dividends, rights, allotments, and/ or any other distribution which may be declared, made or paid, for which the entitlement date is prior to the date of allotment and issuance of such new PESTECH Shares;

THAT the Board be and is hereby authorised to do all things necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options;

THAT the Board be and is hereby authorised to add, modify, and/ or amend the Proposed ESOS, By-Laws, all terms and conditions relating to the Proposed ESOS from time to time as may be required or permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or the ESOS Committee, PROVIDED THAT such modifications, variations and/ or amendments are effected in accordance with the provisions of the By-Laws relating to modification, variation and/ or amendment;

THAT the Board be and is hereby authorised to extend the duration of the Proposed ESOS at the Board's sole and absolute discretion upon recommendation of the ESOS Committee, for a further period of five (5) years or such shorter period as the Board deems fit immediately from the expiry of the first five (5) years (“Extension”), PROVIDED ALWAYS that the initial duration of five (5) years of the Proposed ESOS and such Extension made pursuant to the By-Laws shall not in aggregate exceed 10 years from the effective date of the Proposed ESOS or such longer period as may be allowed by the relevant authorities and that the Board be and is hereby authorised to implement the Extension and do all acts and things and to execute all necessary documents with full power to assent to or make any modifications, variations and/ or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/ or expedient to finalise, implement and give full effect to and complete the Extension;

THAT pursuant to Section 85(1) of the Companies Act 2016 (“Act”) read together with Clause 14 of the Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be first offered any new Shares ranking equally to the existing issued Shares arising from the allotment and issuance of new PESTECH Shares to any third parties who are not the existing shareholders of the Company pursuant to the Proposed ESOS, which will consequently result in a dilution of their shareholdings percentage in the Company;

THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with full powers to amend and/ or assent to any conditions, modifications, variations and/ or amendments as may be required or imposed by the relevant authorities, and to take all steps and enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed ESOS and terms of the By-Laws;

AND THAT the proposed By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO LIM PAY CHIN, WHO IS A PERSON CONNECTED TO A DIRECTOR OF PESTECH, PURSUANT TO THE PROPOSED ESOS

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/ or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any point in time during the duration of the Proposed ESOS, to offer and grant the ESOS Options to Lim Pay Chin, who is a person connected to a Director, major shareholder of PESTECH and the Group Chief Executive Officer, to subscribe for new Shares under the Proposed ESOS, provided always that:-

- i. the abovementioned person must not participate in the deliberation and/ or discussion of his own respective allocation and the allocation to any persons connected to him;
- ii. not more than 10% of the total number of new Shares to be issued under the Proposed ESOS would be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares of the Company; and
- iii. the allocation of ESOS Options to the abovementioned person shall be subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

THAT, pursuant to Section 85(1) of the Act read together with Clause 14 of the Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be first offered any new Shares ranking equally to the existing issued Shares arising from the allotment and issuance of new PESTECH Shares pursuant to the Proposed ESOS;

AND THAT the Board is also authorised to allot and issue the corresponding number of new Shares upon the exercise of the ESOS Options that may be granted to the abovementioned person under the Proposed ESOS.”

By Order of the Board

PAN SENG WEE (SSM PC No. 202008003688) (MAICSA 7034299)

TEH BEE CHOO (SSM PC No. 202008002493) (MIA 7562)

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)

Company Secretaries

Shah Alam

12 October 2023

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 October 2023 shall be eligible to attend, speak and vote at the EGM.
2. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, speak and vote at the EGM shall have the same rights as the member to attend, speak and vote at the EGM.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. A member of the Company may appoint more than one (1) proxy to attend and vote the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with shares of the Company standing to the credit of the said Securities Account.
6. Where a member of the Company 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.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the share registrar, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than 48 hours before the time appointed for holding the EGM.
8. The resolutions set out in this Notice of EGM will be put to vote by poll.
9. The EGM will be conducted virtually at the broadcast venue. Members are advised to refer to the Administrative Guide on the registration and voting process for the EGM.

Explanatory note:-

1. Please refer to Section 2.14 of the Circular for the explanation in relation to Section 85(1) of the Act and Clause 14 of the Constitution.