

# PESTECH

## PESTECH INTERNATIONAL BERHAD

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

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting ("12th AGM") of PESTECH International Berhad ("PESTECH" or "the Company") will be conducted virtually via remote participation and voting at the Broadcast Venue at No. 26, Jalan Utarid U5/14, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 26 March 2024 at 10:00 a.m. or at any adjournment thereof, to transact the following business:-

#### AGENDA

- To receive the Audited Financial Statements for the financial period from 1 July 2022 to 30 September 2023 together with the Reports of the Directors and the Auditors thereon.
- To approve the payment of shortfall in the Directors' benefits of RM77,000/- to the Non-Executive Directors for the period commencing from the Eleventh Annual General Meeting up to the date of the 12th AGM.
- To re-elect the following Directors who retire in accordance with Article 118 of the Company's Constitution, and being eligible, have offered themselves for re-election:
  - Mr. Lim Ah Hock
  - Ir. Amir Bin Yahya
- To re-appoint Grant Thornton Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.
- To transact any other business for which due notice shall have been given.

[Please refer to  
Explanatory Note (i)]

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

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  
31 January 2024

#### NOTES:

- The Company has changed its financial year end from 30 June to 30 September and an announcement has been made to Bursa Malaysia Securities Berhad on 17 October 2023 on the change of financial year end. Section 340(1) of the Companies Act 2016 states that an AGM must be held once in every calendar year. The Companies Commission of Malaysia had granted its approval for an extension of time until 31 March 2024 for the Company to hold its AGM in respect of the calendar year 2023. The Company did not hold any AGM in the calendar year 2023. Hence, the 12th AGM will be held to table the 15-months' Audited Financial Statements made up from 1 July 2022 to 30 September 2023 as well as other ordinary businesses, and this Meeting shall be deemed to be held for the calendar year 2023.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 March 2024 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- 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 and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- A member of the Company may appoint more than one (1) proxy to attend 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.
- 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.
- 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.
- 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 Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
- The resolutions set out in this Notice of Annual General Meeting ("AGM") will be put to vote by poll.
- The AGM 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 AGM.
- Explanatory Notes on Ordinary and Special Business

- Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- Ordinary Resolution 1 - Approval for the payment of the shortfall in Directors' benefits of RM77,000 to the Non-Executive Directors for the period commencing from the Eleventh Annual General Meeting up to the date of the 12th AGM.

The shortfall of RM77,000 in the Directors' benefits for the period commencing on the date immediately after the Eleventh Annual General Meeting to the date of the 12th AGM was mainly due to change in financial year end as well as the increase in the number of Board and Board Committee meetings held during that period, which was higher than anticipated.

- Ordinary Resolutions 2 and 3 – Re-election of Directors

The Directors who are subject for re-election at the 12th AGM of the Company, are as follows:-

#### Article 118

- Mr. Lim Ah Hock
- Ir. Amir Bin Yahya

(collectively referred to as "Retiring Directors")

Article 118 of the Company's Constitution provides that one-third (1/3) or the number nearest to one-third (1/3) of the Directors for the time being, shall retire from office in every subsequent AGM and shall then be eligible for re-election.

In line with Practice 6.1 of the Malaysian Code on Corporate Governance 2021, the Board, through the Nomination Committee ("NC"), has conducted an assessment on the suitability of the directors who are seeking re-election at the 12th AGM of the Company and agreed that the aforesaid directors who are standing for re-election meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as directors.

The profiles of the Retiring Directors are set out in Directors' Profile of the Annual Report 2023. Based on the annual assessment conducted for the financial year ended 30 June 2023, the NC is satisfied with the performance and contribution of the Retiring Directors. The Retiring Directors meet the criteria prescribed under Paragraph 2.20A of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

Save as disclosed, none of the Retiring Directors has any conflict of interest or potential conflict of interest, including interest in any business that is in competition with the Group. The NC has also assessed the Retiring Directors in accordance with the Guidelines on Fit and Proper Person of the Company and found them to have met the criteria for a fit and proper person as outlined in the said guidelines. The Retiring Directors, who are the Executive Chairman and Senior Independent Non-Executive Director, have a wealth of experience and deep understanding of the Group's operations and strategies and are able to provide valuable insights to the Board. Furthermore, their presence ensure continuity and stability to the operations of the Group.

The Board (save for the Retiring Directors who have abstained from deliberation on discussions relating to their own re-election at the NC and Board meetings) supports the re-election of the Retiring Directors.

- Ordinary Resolution 4 - Re-appointment of Grant Thornton Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration

The Board, through the Audit Committee, having considered the External Auditors' performance and quality of work, ability to meet deadlines, timeliness of service deliverables, non-audit services provided and the Engagement Partner's period of service, had recommended the re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company at the 12th AGM of the Company.

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

As at the date of this notice, there was no Director standing for election (excluding the above Directors who are standing for re-election) at the forthcoming 12th AGM.