

PESTECH

PESTECH INTERNATIONAL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting (“13th 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 Utari U5/14, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 26 March 2024 at 12.00 noon or immediately following the conclusion or adjournment (as the case may be) of the Twelfth Annual General Meeting (“12th AGM”) which will be held at 10.00 a.m. on the same day and at the same venue, whichever is later, for the purpose of transacting the following businesses:-

AGENDA

- To approve the payment of Directors’ fees for an amount up to RM240,000/- which is payable on a quarterly basis and Directors’ benefits up to RM152,500/- to the Non-Executive Directors for the period commencing from 26 March 2024 until the next Annual General Meeting in year 2025.
- To re-elect Ms. Hoo Siew Lee who retires in accordance with Article 118 of the Company’s Constitution, and being eligible, had offered herself for re-election.
- 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.

As Special Business

To consider and, if thought fit, with or without any modification, to pass the following resolutions as Ordinary Resolutions:-

ORDINARY RESOLUTION

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85(1) OF THE COMPANIES ACT READ TOGETHER WITH ARTICLE 14 OF THE COMPANY’S CONSTITUTION

“THAT subject always to the Companies Act 2016 (“the Act”), the Company’s Constitution and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Article 14 of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, such new shares when issued, to rank pari passu with the existing shares in the Company.

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARE OF PESTECH INTERNATIONAL BERHAD (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

“THAT subject always to the Companies Act 2016 (“the Act”), the provisions of the Company’s Constitution, the Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:

- the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per cent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

Ordinary Resolution 1

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:

- cancel all the shares so purchased; and/or
 - retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
 - retain part thereof as treasury shares and cancel the remainder; or
- in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

Ordinary Resolution 3

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;
- whichever occurs first;

Ordinary Resolution 4

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Authority for Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

6. PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN PESTECH INTERNATIONAL BERHAD (“PESTECH SHARES”), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT PLAN (“DRP”) OF THE COMPANY WHICH WILL PROVIDE THE SHAREHOLDERS OF PESTECH (“SHAREHOLDERS”) WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN PESTECH SHARES (“PROPOSED RENEWAL OF DRP AUTHORITY”)

“THAT pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting of the Company held on 9 October 2013 and subject to the approval of the relevant regulatory authorities (if any), approval be and is hereby given to the Company to allot and issue such number of new PESTECH Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors, may in their absolute discretion, deem fit and in the best interest of the Company, PROVIDED THAT the issue price of the said new PESTECH Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the five (5)-day volume weighted average market price (“VWAP”) of PESTECH Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company.”

Ordinary Resolution 6

7. To transact any other business for which due notice shall have been given

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:

- Section 340 (1) of the Companies Act, 2016 states that an AGM must be held once in every calendar year. Therefore, the forthcoming 13th AGM of the Company will be held in respect of the calendar year 2024. There will be no Audited Financial Statements tabled at this AGM. The 15-months Audited Financial Statements for the financial period from 1 July 2022 to 30 September 2023 will be tabled at the 12th AGM held on the same day.
- 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 Damania, 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 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

(i) Ordinary Resolution 1 – Approval for the payment of Directors’ fees and Directors’ benefits

The proposed Resolution 1, if passed, will authorise the payment of the Directors’ fees which is payable on quarterly basis and Directors’ benefits to the Non-Executive Directors with effect from 26 March 2024 until the next AGM of the Company in year 2025. The Directors’ benefits payable to the Non-Executive Directors comprise meeting allowances, which will only be accorded based on actual attendance of meetings by the Non-Executive Directors during the period from 26 March 2024 until the next Annual General Meeting in year 2025.

	RM (From 13th AGM up to next AGM in 2025)
Directors’ Fees	240,000
Meeting Allowance - RM2,000 per meeting for Audit Committee Chairman - RM1,500 per meeting for:- • Chairman of Nomination Committee • Chairman of Remuneration Committee • Members of committees	152,500

The Directors’ Fees and meeting allowance were determined after taken into consideration, the number of scheduled Board and committees’ meeting to be held, including a provisional sum as a contingency should there be new appointment of an non-executive director and additional Board or committees’ meetings to be held.

(ii) Ordinary Resolution 2 – Re-election of Directors

The Directors who are subject to retirement and being eligible for re-election at the 13th AGM of the Company, are as follows:-

Article 118

- Mr. Ng Chee Hoong
- Ms. Hoo Siew Lee

(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 13th 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 the Directors’ Profile of the Annual Report 2023. Based on the annual assessment conducted for the financial period from 1 July 2022 to 30 September 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 Independent Non-Executive Directors, 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 ensures 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. However, Mr. Ng Chee Hoong had expressed his intention not to seek for re-election at the 13th AGM due to his personal time commitment. Hence, he shall retire as a Director of the Company at the conclusion of the 13th AGM.

(iii) Ordinary Resolution 3 - 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 13th AGM of the Company.

(iv) Ordinary Resolution 4 – Authority to Issue Shares pursuant to the Companies Act 2016.

The Ordinary Resolution 4 is tabled to seek for shareholders’ approval of a general mandate for issuance of up to 10% of the total number of issued shares of the Company under Section 76 of the Companies Act 2016 (“10% General Mandate”).

The Company had been granted a general mandate by its shareholders at the Eleventh Annual General Meeting of the Company held on 25 November 2022 to issue up to 10% of the total number of issued shares for issue of new securities (“Previous Mandate”).

This 10% General Mandate, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company’s future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

Pursuant to Section 85(1) of the Companies Act 2016 read together with Article 14 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities. The proposed Ordinary Resolution 4, if passed, will exclude your pre-emptive rights to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

As at the date of the Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence no proceeds were raised therefrom.

(v) Ordinary Resolution 5 – Proposed Renewal Share Buy-Back Authority

The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total number of issued share of the Company by utilising the funds allocated which shall not exceed the retained profit of the Company.

Please refer to the Statement to Shareholders dated 31 January 2024 for further information.

(vi) Ordinary Resolution 6 – Proposed Renewal of DRP Authority

The proposed resolution, if passed, will allow the Company to allot and issue new PESTECH Shares pursuant to DRP until the conclusion of the next AGM of the Company. It would also allow the Directors to fix the issue price of such new PESTECH Shares at a discount of up to 10% of the five (5)-day volume weighted average market price of PESTECH Shares immediately prior to the price-fixing date.

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 Director who is standing for re-election) at the forthcoming 13th AGM.

The Company will seek shareholders’ approval on the general mandate for issuance of shares in the Company in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed Ordinary Resolution 4 as stated in the Notice of 13th AGM for the details.