

# 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 10.00 a.m., 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 RESTRICTED ISSUE OF 800,000,000 NEW ORDINARY SHARES IN PESTECH INTERNATIONAL BERHAD (“PESTECH” OR THE “COMPANY”) (“PESTECH SHARE(S)” OR “SHARE(S)”) (“RESTRICTED SHARE(S)”) REPRESENTING APPROXIMATELY 81.25% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF PESTECH (EXCLUDING TREASURY SHARES) TO IJM CORPORATION BERHAD (“IJM”) AT AN ISSUE PRICE OF RM0.155 PER RESTRICTED SHARE (“PROPOSED RESTRICTED ISSUE”)**

“THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to issue and allot 800,000,000 Restricted Shares at an issue price of RM0.155 per Restricted Share to IJM in a single tranche subject always to such terms and conditions of the subscription agreement dated 24 July 2023;

THAT the Restricted Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PESTECH Shares, save and except that the Restricted Shares shall not be entitled to any dividends, rights, allotments and/ or other forms of distribution which may be declared, made or paid, for which the entitlement date is prior to the date of allotment and issuance of the Restricted Shares;

THAT, pursuant to Section 85(1) of the Companies Act 2016 (“Act”) read together with Clause 14 of the Company’s 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 the new Shares pursuant to the Proposed Restricted Issue and that the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the Restricted Shares to IJM pursuant to the Proposed Restricted Issue, which will consequently result in a dilution of the shareholders’ shareholdings percentage in the Company;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Restricted Issue for such purposes as set out in the circular to shareholders of the Company dated 12 October 2023 and that the Board be and is hereby authorised with full power to vary the manner and/ or purposes of the utilisation of such proceeds from the Proposed Restricted Issue in the manner as the Board may deem fit, necessary and/ or expedient in the best interest of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant authorities (where required);

AND THAT the Board be and is 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 the 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 to 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 Restricted Issue.”

#### ORDINARY RESOLUTION 2

**PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS FOR IJM AND ITS PERSONS ACTING IN CONCERT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE ALL THE REMAINING PESTECH SHARES AND OUTSTANDING WARRANTS IN PESTECH NOT ALREADY OWNED BY THEM UPON COMPLETION OF THE PROPOSED RESTRICTED ISSUE (“PROPOSED EXEMPTION”)**

“THAT subject to the passing of the Ordinary Resolution 1 and the approvals from the Securities Commission Malaysia (“SC”) and/ or other relevant authorities or parties being obtain including such conditions as may be imposed by the SC, approval be and is hereby given for IJM and its persons acting in concert to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining PESTECH Shares and outstanding warrants not already owned by them upon completion of the Proposed Restricted Issue;

AND THAT the Board of the Company 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 the 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 to 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 Exemption.”

#### 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:-

- 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.
- 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.
- 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 its common 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 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.
- 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 Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than 48 hours before the time appointed for holding the EGM.
- The resolutions set out in this Notice of EGM will be put to vote by poll.
- 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:-

- Please refer to Section 2.8 of Part A of this Circular for the explanation in relation to Section 85(1) of the Act and Clause 14 of the Constitution.