

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Fourteenth Annual General Meeting ("14th AGM") of PESTEC International Berhad (formerly known as PESTECH International Berhad) ("PESTEC" or "the Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian and Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 4 September 2025 at 10.00 a.m. for the purpose of transacting the following businesses:-

- AGENDA
1. To receive the Audited Financial Statements for the financial period from 1 October 2023 to 31 March 2025 together with the Reports of the Directors and the Auditors thereon.
(See Explanatory Note 1)

2. a) To approve the payment of Directors' fees for an amount up to RM659,100/-, payable on monthly basis from the conclusion of the 14th AGM to next Annual General Meeting to be held in 2026.
(See Explanatory Note 2)
b) To approve the payment of Directors' benefits of up to RM187,200/- to the Non-Executive Directors for the period from 1 August 2025 until the next Annual General Meeting to be held in 2026.
(See Explanatory Note 2)

3. To re-elect Mr. Lim Pay Chuan who retires in accordance with Article 118 of the Constitution of the Company. (See Explanatory Note 3)

4. To re-elect the following directors who retire in accordance with Article 117 of the Constitution of the Company:
a) Tan Sri Dato' Seri Mohd Zuki bin Ali
b) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai
c) Datuk Mohamed Razeek bin Md Hussain Maricar
d) Dato' Wee Yaw Hin @ Ong Yaw Hin
e) Roza Shahnaz Binti Omar
f) Masnizam Binti Hisham
(See Explanatory Note 3)

5. Note that Messrs Grant Thornton Malaysia PLT has informed their intention not to seek for re-appointment as Auditors of the Company.
(See Explanatory Note 4)

AS SPECIAL BUSINESS

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

6. 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 CONSTITUTION OF THE COMPANY
- "THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company 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, and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Article 14 of the Constitution of the Company, 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 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."

(See Explanatory Note 5)

7. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")
- The text of the above resolution together with details of the Proposed New Shareholders' Mandate are set out in the Circular to Shareholders dated 3 August 2025.

(See Explanatory Note 6)

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

(See Explanatory Note 7)

9. To transact any other business for which due notice shall have been given.
- By Order of the Board

LEE SOOK PING (SSM PC No. 201908002872) (MAICSA 7057094)
CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)
Company Secretaries

Kuala Lumpur
3 August 2025

Notes:

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 August 2025 shall be eligible to attend, speak and vote at the 14th AGM.

- (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 14th AGM shall have the same rights as the member to attend, speak and vote at the 14th AGM.
- (3) 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.
- (4) A member of the Company may appoint more than one (1) proxy to attend and vote at 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 Company's 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 14th AGM.
- (8) The resolutions set out in this Notice of Annual General Meeting will be put to vote by poll.
- (9) The 14th AGM will be conducted on physical basis. Members are advised to refer to the Administrative Guide on the registration and voting process for the 14th AGM.

Explanatory Notes

1. This item of the agenda is meant for discussion only, in accordance with Section 340 (1) of the Companies Act, 2016 which requires the laying of the audited financial statements, and the reports of the directors and auditors at an annual general meeting ("AGM"). Hence, this agenda item will not be put forward for voting.
2. Payment of Directors' fees and Directors' benefits

The Company is requesting shareholders' approval for the payment of Directors' fees, payable on monthly basis, in respect of the period commencing from the conclusion of 14th AGM until the conclusion of the next Annual General Meeting of the Company in 2026, and Directors' benefits to Non-Executive Directors of the Company for the period from 1 August 2025 until the conclusion of the next Annual General Meeting of the Company in 2026 ("Mandate Period") in accordance with the remuneration structure set out below. The Directors' benefits payable to the Non-Executive Directors comprises meeting allowances, which will only be accorded based on actual attendance of meetings by the Non-Executive Directors during the Mandate Period.

Directors' Fees	RM659,100
Meeting Allowance	
- RM2,000 per meeting for Audit Committee Chairman	RM187,200
- RM1,500 per meeting for:-	
• Chairman of Nomination Committee	
• Chairman of Remuneration Committee	
• Members of committees	

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 non-executive directors and additional Board or committees' meetings to be held.

3. Re-election of directors
- Mr. Lim Pay Chuan retires pursuant to Article 118 of the Constitution of the Company, and being eligible, has offered himself for re-election as a Director of the Company. His position, qualifications and experience, directorships in listed companies, and relationship with other directors and/or major shareholders of the Company are set out in the Directors' Profiles section in the Annual Report 2025.

Ms Helen Tan Miang Kiang retires pursuant to Article 118 of the Constitution of the Company, and will not be seeking for re-election at the 14th AGM due to her other personal commitment. Hence, she shall retire as a Director of the Company at the conclusion of the 14th AGM.

Tan Sri Dato' Seri Mohd Zuki bin Ali, Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai, Datuk Mohamed Razeek bin Md Hussain Maricar, Dato' Wee Yaw Hin @ Ong Yaw Hin, Puan Roza Shahnaz Binti Omar and Puan Masnizam Binti Hisham retire pursuant to Article 117 of the Constitution of the Company, and have offered themselves for re-election. Their positions, qualifications and experience, directorships in listed companies, and relationship with other directors and/or major shareholders of the Company are set out in the Directors' Profiles section in the Annual Report 2025.

The Nomination Committee ("NC") has carried out the necessary assessment of the Directors retiring in accordance with Article 117 of the Constitution of the Company 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. Dato' Wee Yaw Hin @ Ong Yaw Hin, Puan Roza Shahnaz binti Omar and Puan Masnizam binti Hisham have also received independent assessment by the NC and were considered to be independent in character and judgement. The Board (save for the above retiring directors who have abstained from deliberation and discussions relating to their own re-election at the NC and Board meetings) supports the re-election of the above Directors retiring pursuant to Article 117 of the Constitution of the Company.

4. Re-appointment of Auditors
- Messrs. Grant Thornton Malaysia PLT has informed their intention not to seek for re-appointment as auditors of the Company at this 14th AGM. The Company shall appoint a new auditor. Further announcement will be released once the proposed appointment has been confirmed.
5. Authority to Issue Shares pursuant to the Companies Act 2016

The proposed Ordinary Resolution 10 is to seek a renewal of the general mandate for the issue of up to 10% of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the last AGM in 2024. The Company did not issue any new shares after the mandate was obtained at the last AGM.

The proposed Ordinary Resolution 10, 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 10, 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.

6. Proposed New Shareholders' Mandate
- The proposed Ordinary Resolution 11 is to enable the Company and/or its subsidiaries to enter into RRPTs which are necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not detrimental to the minority shareholders of the Company. This would also eliminate the need to make regular announcements to Bursa Malaysia Securities Berhad or convene separate general meetings from time to time to seek shareholders' approval as and when RRPTs arise, thereby reducing substantial administrative time and expenses in convening such meetings.

Further information on the Proposed New Shareholders' Mandate is set out in the Circular to Shareholders dated 3 August 2025 which shall be read together with this Notice.
7. Proposed Renewal of DRP Authority

The proposed Ordinary Resolution 12, if passed, will allow the Company to allot and issue new PESTEC 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 PESTEC Shares at a discount of up to 10% of the five (5)-day volume weighted average market price of PESTEC Shares immediately prior to the price-fixing date.