



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("5th AGM") of **PETERLABS HOLDINGS BERHAD** will be held at Springs 1, Nilai Springs Resort Sdn Bhd, PT4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan on **Thursday, 25 June 2015 at 11.30 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial (Ordinary Resolution 1) year ended 31 December 2014 and the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees of RM96,000 in respect of the financial (Ordinary Resolution 2) year ended 31 December 2014.
3. To re-elect Prof. Dr. Paul Cheng Chai Liou, who is retiring under Article 90 of (Ordinary Resolution 3) the Company's Articles of Association and being eligible, offers himself for re-election.

Dr. Teo Kooi Cheng who retires pursuant to Article 90 of the Company's Article of Association, has expressed his intention of not seeking re-election. Hence, he will retain office until the conclusion of the 5th AGM.

4. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act, 1965:
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dr. Vijaya (Ordinary Resolution 4) Raghavan a/l M P Nair who is over the age of 70 years and retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company."
5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company for the (Ordinary Resolution 5) ensuing year and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

6. **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
"THAT, pursuant to Section 132D of the Companies Act, 1965 and subject (Ordinary Resolution 6) to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
7. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

By Order of the Board
PETERLABS HOLDINGS BERHAD

WONG KEO ROU (MAICSA 7021435)
Company Secretary

Kuala Lumpur
29 May 2015

Notes:

1. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Depositories Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. Where a Member 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.
5. 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 the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid the proxy form duly completed must be deposited at the registered office not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 16 June 2015 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 5th AGM.

Explanatory Notes on Special Business

Ordinary Resolution 6 – Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Share Mandate"). This Share Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company. The Share Mandate sought for issue of shares is a renewal Share Mandate.

As at the date of this Notice, no shares had been issued and allotted since the Share Mandate granted to the Directors at the last Annual General Meeting held on 25 June 2014 and this authority will lapse at the conclusion of the 5th Annual General Meeting of the Company.

This Share Mandate will provide flexibility of the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.