



PETERLABS HOLDINGS BERHAD (909720-W)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting ("9th AGM") of **PETERLABS HOLDINGS BERHAD** will be held at Springs 1, Nilai Springs Resort Hotel, PT4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan on **Thursday, 30 May 2019 at 11.30 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. [See Explanatory Note 9]
- To approve the payment of Directors' fees of RM120,000 for the financial year ended 31 December 2018. (Ordinary Resolution 1)
- To re-elect the following Directors who are retiring under Article 90 of the Company's Constitution:-
(i) Mr Lim Tong Seng (Ordinary Resolution 2)
(ii) Mr Teo Chin Heng (Ordinary Resolution 3)
(iii) Dr. Vijaya Raghavan A/L M P Nair (Ordinary Resolution 4)
- To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 5)

AS SPECIAL BUSINESS

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

- Ordinary Resolution**
Proposed Retention of Independent Directors

To approve and retain the following Directors, each of whom will have served as an Independent Non-Executive Director for a cumulative term of more than 9 years, to continue to act as Independent Directors of the Company:-
(i) Dato' Hon Choon Kim (Ordinary Resolution 6)
(ii) Prof. Dr. Paul Cheng Chai Liou (Ordinary Resolution 7)
(iii) Dr. Vijaya Raghavan A/L M P Nair (Ordinary Resolution 8)
(iv) Encik Azman Bin Abdul Jalil (Ordinary Resolution 9)
(See Explanatory Note 10)
- Ordinary Resolution**
Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016")

"THAT pursuant to Sections 75 and 76 of the CA 2016 and subject 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."
(Ordinary Resolution 10)
(See Explanatory Note 11)
- Ordinary Resolution**
Proposed Removal of Director

"THAT Mr Lau Kin Wai be and is hereby removed from his office as Director of the Company with immediate effect."
(Ordinary Resolution 11)
(See Explanatory Note 12)
- Special Resolution**
Proposed Adoption of the New Constitution of the Company

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix I accompanying the Company's Annual Report for the financial year ended 31 December 2018, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
(Special Resolution 1)
(See Explanatory Note 13)
- To transact any other business of the Company for which due notice shall have been received in accordance with the CA 2016.

By Order of the Board
PETERLABS HOLDINGS BERHAD

WONG YUET CHYN (MAICSA 7047163)
Company Secretary
Kuala Lumpur

30 April 2019

Notes:

- 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. 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.
- 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.
- 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.
- 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.
- 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.
- To be valid the proxy form duly completed must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 21 May 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 9th AGM.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes on Ordinary Business

- Audited Financial Statements for financial year ended 31 December 2018**
The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Explanatory Note on Special Business

- Retention of Independent Non-Executive Directors**
The Proposed Ordinary Resolutions 6, 7, 8 and 9 in Agenda 5, if passed, will allow Dato' Hon Choon Kim, Prof. Dr. Paul Cheng Chai Liou, Dr. Vijaya Raghavan A/L M P Nair and Encik Azman bin Abdul Jalil to be retained and continue acting as Independent Directors to fulfill the requirements of Rule 15.02 of Bursa Malaysia's ACE Market Listing Requirements and in line with the recommendation No. 4.2 of the Malaysian Code of Corporate Governance. The full details of the Board's justification and recommendations for the retention of Dato' Hon, Prof. Dr. Paul Cheng, Dr. Vijaya Raghavan and Encik Azman as Independent Directors are set out on Page 21 of the Board's Corporate Governance Overview Statement in the 2018 Annual Report.
- Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**
Ordinary Resolution 10 is proposed for the purpose of granting a renewed General Mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Sections 75 and 76 of the CA 2016 to issue and allot new ordinary shares each in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, 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, or during the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.
As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 30 May 2018 and this authority will lapse at the conclusion of the 9th AGM of the Company.
The Renewed Mandate will provide flexibility to 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.
- Proposed Removal of Director**
A copy of the notice of requisition dated 12 April 2019 received from Mr. Kho Siaw Sua and Mr. Chan Bee Chuan incorporating a Special Notice under Section 206(3) and 322 of the CA 2016 is enclosed and set out as Appendix A.
- Proposed Adoption of the New Constitution of the Company**
The Special Resolution 1, if passed, will bring the Company's Constitution in line with the CA 2016 which came into force on 31 January 2017, the updated provisions of the ACE Market Listing Requirements and the prevailing statutory and regulatory requirements, details of which are set out in Appendix I accompanying the Company's Annual Report 2018. Pursuant to Section 36 of the CA 2016, the proposed adoption of the new Constitution of the Company, if passed as a Special Resolution by a majority of not less than 75% of the members who are entitled to vote, and do vote in person or by proxy, shall take immediate effect and it shall bind the Company and the members accordingly.