



PETERLABS HOLDINGS BERHAD
Registration No. 201001025806 (909720-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 11th Annual General Meeting of **PETERLABS HOLDINGS BERHAD** will be held and conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by ShareWorks Sdn. Bhd. via its website at www.swsb.com.my on **Wednesday, 29 September 2021 at 10.00 a.m.** for the following purposes:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 10)**
- To approve the payment of Directors' fees of RM127,000 for the financial year ended 31 December 2020. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire pursuant to Clause 134 of the Company's Constitution:
 - Prof. Dr. Paul Cheng Chai Liou **(Ordinary Resolution 2)**
 - Ms. Yap Siaw Peng **(Ordinary Resolution 3)**
- To re-elect the following Directors who retire pursuant to Clause 119 of the Company's Constitution:
 - Dato' Ng Boon Siong **(Ordinary Resolution 4)**
 - Datuk Loh Saw Foong **(Ordinary Resolution 5)**
- To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company for the financial year ending 31 December 2021 at such remuneration to be determined by the Directors. **(Ordinary Resolution 6)**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, with or without modifications:

6. Retention of Independent Directors

To approve and retain the following Directors, whom have served as Independent Non-Executive Directors for a cumulative term of more than 9 years, to continue to act as Independent Directors of the Company:

- Dato' Hon Choon Kim **(Ordinary Resolution 7)**
 - Prof. Dr. Paul Cheng Chai Liou **(Ordinary Resolution 8)**
 - Dr. Vijaya Raghavan a/ M P Nair **(Ordinary Resolution 9)**
- (See Explanatory Note 11)**

7. Authority to Directors 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 always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad ("**Bursa Securities**") pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) of the total number of issued shares of the Company for the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 12th AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

(Ordinary Resolution 10)
(See Explanatory Note 12)

8. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution or CA 2016.

By Order of the Board

PETERLABS HOLDINGS BERHAD

WONG YUET CHYN

(MAICSA 7047163) (SSM PC 202008002451)

Company Secretary

Kuala Lumpur

30 August 2021

Notes:

- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member is an Authorised nominee as defined under The Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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 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 shall be 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, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or fax to 03-6201 3121 or email to ir-plabs@shareworks.com.my not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 September 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements ("AMLR") of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.
- The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.

Explanatory Note on Ordinary Business

10. Audited Financial Statements for financial year ended 31 December 2020

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 Notes on Special Business

11. Retention of Independent Non-Executive Directors

The Proposed Ordinary Resolutions 7, 8, and 9 in Agenda 6, if passed, will allow Dato' Hon Choon Kim, Prof. Dr. Paul Cheng Chai Liou and Dr. Vijaya Raghavan a/ M P Nair to be retained and continued acting as Independent Directors to fulfill the requirements of Rule 15.02 of AMLR of Bursa Securities and in line with the recommendation 5.3 of the Malaysian Code of Corporate Governance (updated as at 28 April 2021). The full details of the Board's justification and recommendations for the retention of Dato' Hon Choon Kim, Prof. Dr. Paul Cheng Chai Liou and Dr. Vijaya Raghavan a/ M P Nair as Independent Directors are set out on Page 27 of the Corporate Governance Overview Statement in the 2020 Annual Report.

12. Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016

The Proposed Ordinary Resolution 10, is for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 10, if passed, will give the Directors of the Company authority to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021, after that, the 10% limit under Rule 6.04 of AMLR will be reinstated (hereinafter referred to as the "**General Mandate**").

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide Bursa Securities' letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Rule 6.04 of the AMLR of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

A private placement of 21,473,990 new ordinary shares in the Company have been fully issued and the Company has raised a total of RM4,423,641.94 from the private placement on 26 August 2020.

The status of utilisation is as below:

Purpose	Proposed Utilisation RM'000	Actual Proceeds Raised RM'000	Actual Utilisation RM'000	Balance to be Utilised RM'000	Estimated Timeframe for the utilisation of Proceeds (from the date of listing of the Placement Shares)
Investment in new business	3,000	3,000	3,000	-	Within 12 months
Working capital	1,165	1,294	-	1,294	Within 12 months
Estimated listing expenses	130	130	62	68	The surplus shall be adjusted to be allocated for working capital.
	4,295	4,424	3,062	1,362	

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ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE 11TH ANNUAL GENERAL MEETING (“AGM”) OF PETERLABS HOLDINGS BERHAD

- Meeting Day & Date** : Wednesday, 29 September 2021
- Time** : 10.00 a.m.
- Platform for Communication** : Shareholders may submit questions to the Board of Directors (“**Board**”) prior to the AGM to ir-plabs@shareworks.com.my no later than 10.00 a.m. on 27 September 2021 or to use the Question and Answer (“**Q&A**”) Platform to transmit questions to the Board via Remote Participation and Voting (“**RPV**”) facilities during live streaming.
- Online Meeting Platform** : Fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting (“**RPV**”) facilities via www.swsb.com.my hosted by ShareWorks Sdn. Bhd.

Virtual Meeting

In view of the coronavirus disease 2019 (“**COVID-19**”) pandemic and as part of safety measures against COVID-19, the 11th Annual General Meeting (“**AGM**”) will be held on a fully virtual basis through live streaming and online remote voting by using RPV facilities.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the Meeting as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

All Shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to participate the AGM will have to register to attend remotely by using the RPV facilities, the details of which is set out below:

RPV Facility

1. The AGM will be conducted on a fully virtual basis through live streaming and online remote voting. Should you wish to attend the AGM, you are required to register yourself using the RPV facility in accordance with the instructions as set out under paragraph 3 below.

With the RPV facility, you may exercise your rights as a Shareholder to participate including to pose questions (in the form of real-time submission of typed texts) to the Board of the Company and vote remotely at the AGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV facility to participate and vote remotely at the AGM. Please refer to the details as set out under RPV facility for information. If an Individual Shareholder is unable to participate in the online AGM, he/she is encouraged to appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Corporate Shareholders (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the AGM using the RPV facilities. Corporate Members who wish to participate and vote remotely at the AGM must contact the poll administrator, ShareWorks Sdn. Bhd. (“**ShareWorks**”) with the details set out below for assistance and will be required to provide the following documents to the Company no later than **27 September 2021 at 10.00 a.m.:**

- a. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back) / Passport; and
- c. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to the Corporate Shareholders' remote participation request.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the AGM, the Corporate Member is encouraged to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

In respect of **Nominee Company Members**, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the AGM using RPV facility. Nominee Company Members who wish to participate and vote remotely at the AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the AGM. Nominee Company must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company no later than **27 September 2021 at 10.00 a.m.**

- a. Form of Proxy under the seal of the Nominee Company;
- b. Copy of the proxy's identity card (MyKad) (front and back) / Passport; and
- c. Proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to the Nominee Company Members' remote participation request.

If a Nominee Company Member is unable to participate the AGM, he/she is encouraged to request its Nominee Company to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

3. The procedures for the RPV facilities in respect of the live streaming and remote voting at the AGM is as follows:

Procedures	Action
Before the AGM	
(i) Register as a user	<ul style="list-style-type: none"> • Access website www.swsb.com.my • Click "Login" and click "Register" to sign up as a user. The registration will be open from 10.00 a.m. on 31 August 2021 and close at 10.00 a.m. on 28 September 2021. • Complete the registration process and upload softcopy of MyKAD (front and back) or Passport for foreign shareholders. • Read and agree to the terms & condition and thereafter submit your request. • Upon submission, kindly login to the valid email address and verify your user ID within one (1) hour. • Upon verification of the user ID, ShareWorks will send an email notification to approve you as a user. • After verification of your registration against the General Meeting Record of Depositors of the Company as at 22 September 2021, the system will send you an email to notify you if your registration is approved or rejected after 23 September 2021.

Procedures		Action
Before the AGM		
		<ul style="list-style-type: none"> If your registration is rejected, you can contact ShareWorks or the Company for clarifications or to appeal.
On the day of AGM		
(ii)	Login to www.swsb.com.my	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the AGM at any time from 9.30 a.m. i.e. 30 minutes before the commencement of the AGM on 29 September 2021 at 10.00 a.m.
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the “Virtual Meeting” from main menu. Click the “Join Meeting” located next to the event. You are required to provide your full name as per CDS account and your user registered email address. Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming. If you have any question for the Chairperson/ Board, you may use the Q&A platform to transmit your question. The Chairperson/Board will try to respond to all questions submitted by remote participants during the AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
(iv)	Online remote voting	<ul style="list-style-type: none"> Select “Voting” located next to the “Join Meeting” and indicate your votes for the resolutions that are tabled for voting. Voting session will commence once the Chairperson of the Meeting declare that the voting platform is activated and will announce the completion of the voting session of the AGM. Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
(v)	End of RPV Facility	<ul style="list-style-type: none"> The RPV facility will end and the Messaging window will be disabled the moment the Chairperson of the Meeting announces the closure of the AGM.

Proxy

If a member is unable to participate the AGM, he/she may appoint a proxy or the Chairperson of the meeting as his/ her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please note that if an individual member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV facilities, the Individual Member shall proceed to contact ShareWorks or the Company with the details set out below to revoke the appointment of his/her proxy no later than **27 September 2021** at **10.00 a.m.**

Poll Voting

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed.

Pre-Meeting submission of question to the Board

To administer the proceedings of the AGM in orderly manner, shareholders may before the AGM, submit questions to the Board to to ir-plabs@shareworks.com.my **no later than 27 September 2021 at 10.00 a.m.** The Board will endeavour to address the questions received at the AGM.

No Recording or Photography

Strictly **NO recording** or **photography** of the proceedings of the AGM is allowed.

No Door Gifts or e-Vouchers

There will be **NO DISTRIBUTION** of door gifts or e-vouchers.

Digital Copies of AGM Documents

We further inform that the following items are now available at <https://peterlabs.com.my/>

1. Annual Report 2020
2. Notice of AGM
3. Proxy Form
4. Administrative Guide

Enquiry

If you have any enquiry prior to the virtual meeting, please contact Mr. Chan Wai Kian and Mr. Fong Wee Liam during office hours from 9.00 a.m. to 5.00 p.m. on Mondays to Fridays (except public holidays):

ShareWorks Sdn. Bhd.

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)

Telephone Number : 03-6201 1120
Fax Number : 03-6201 3121
Email : ir-plabs@shareworks.com.my