



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 12th Annual General Meeting (“AGM”) of **PETERLABS HOLDINGS BERHAD** will be held on a virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at Boardroom, 16014 (PT No. 24341), Jalan Nilam 3, Bandar Nilai Utama, 71800 Nilai, Negeri Sembilan Darul Khusus on **Wednesday, 29 June 2022 at 11.30 a.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 10)**
2. To approve the payment of Directors’ fees of up to RM127,200 for the financial year ended 31 December 2021. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Clause 134 of the Company’s Constitution:
(i) Mr. Lim Tong Seng; **(Ordinary Resolution 2)**
(ii) Mr. Teo Chin Heng; **(Ordinary Resolution 3)**
(See Explanatory Note 11)
Prof. Dr. Paul Cheng Chai Liou and Dr. Vijaya Raghavan a/I M P Nair who retire pursuant to Clause 134 of the Company’s Constitution, indicated their intentions of not seeking re-election. Hence, they will remain in office until at the conclusion of this AGM.
4. To re-appoint Messrs. Grant Thornton Malaysia as Auditors of the Company for the financial year ending 31 December 2022 at such remuneration to be determined by the Directors. **(Ordinary Resolution 4)**

SPECIAL BUSINESS

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

5. **Retention of Independent Director** **(Ordinary Resolution 5)**
(See Explanatory Note 12)
To approve and retain Dato’ Hon Choon Kim, who has served as Independent Non-Executive Director for a cumulative term of more than 9 years, to continue to act as an Independent Director of the Company.
6. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”)** **(Ordinary Resolution 6)**
(See Explanatory Note 13)
“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 allot and issue shares of the Company at any time and upon such terms and conditions and for such purposes as 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 twenty percent (20%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being to be utilised until 31 December 2022 as empowered by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) pursuant to Bursa Malaysia Berhad’s letter dated 23 December 2021 to grant additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) or up to the threshold as approved by Bursa Securities 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 13th Annual General Meeting (“**13th 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.”
7. 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)
YOUNG WOU JIAN
(MAICSA 7049158) (SSM PC 202008004385)
Company Secretaries

Kuala Lumpur
29 April 2022

Notes:

1. 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.
2. 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.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. 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.
5. 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.
6. 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.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 June 2022, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
8. 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.
9. 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 2021

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.

11. Re-election of Directors who will be retiring by rotation

The Proposed Ordinary Resolutions 2 and 3, if passed, will allow Mr. Lim Tong Seng (“**Mr. Lim**”) and Mr. Teo Chin Heng (“**Mr. Teo**”), to be re-elected and continued acting as Directors of the Company. Mr. Lim and Mr. Teo being eligible, have offered themselves for re-election at this AGM pursuant to Clause 134 of the Constitution. The profiles of Mr. Lim and Mr. Teo are set out in the Directors’ Profile section of the 2021 Annual Report.

The Board (with exception of the retiring Directors who abstained) supported the retiring Directors to seek for re-election as they are the Executive Directors who have deep understanding on the Company and its group of companies and vast experiences on the industry. Their contributions will bring benefits and opportunities to the Company and its group of companies.

Explanatory Note on Special Business

12. Retention of Independent Non-Executive Director

The Proposed Ordinary Resolution 5, if passed, will allow Dato’ Hon Choon Kim (“**Dato’ Hon**”) to be retained and continued acting as an Independent Director 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 as an Independent Director are set out in the Corporate Governance Overview Statement of the 2021 Annual Report.

The Proposed retention of Dato’ Hon as Independent non-Executive Director of the Company will be voted through a two-tier voting process.

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

The proposed Ordinary Resolution 6, is proposed 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 6, if passed, will give the Directors of the Company authority to allot and issue 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 2022, after that, the 10% limit under Rule 6.04 of AMLR of Bursa Securities 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 Malaysia Berhad’s letter dated 23 December 2021 allow a listed issuer to seek a higher General Mandate under Rule 6.03 of AMLR of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares, if any) for the general issue of new securities.

As at the date of this Notice, no shares had been allotted and issued since the General Mandate granted to the Directors at the last AGM held on 29 September 2021.

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.