



# PETERLABS HOLDINGS BERHAD

Registration No. 201001025806 (909720-W)

(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 14th Annual General Meeting ("AGM") of PETERLABS HOLDINGS BERHAD will be held at **Springs I, Nilai Springs Resort Hotel, PT4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan Darul Khusus** on **Wednesday, 29 May 2024 at 1.30 p.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

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (See Explanatory Note 9)
- To approve the payment of Directors' fees of up to RM119,100 for the financial year ended 31 December 2023. (Ordinary Resolution 1)
- To re-elect the following Directors who retire pursuant to Clause 134 of the Company's Constitution:  
(i) Ms. Yap Siaw Peng (Ordinary Resolution 2)  
(ii) Dato' Ng Boon Siong (Ordinary Resolution 3)  
(See Explanatory Note 10)
- To re-elect Dato' Lim Tai Soon as Director who retires pursuant to Clause 119 of the Company's Constitution. (Ordinary Resolution 4)  
(See Explanatory Note 10)
- To re-appoint Messrs. TGS TW PLT as Auditors of the Company for the financial year ending 31 December 2024 at such remuneration to be determined by the Directors. (Ordinary Resolution 5)

#### SPECIAL BUSINESS

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

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") ("Proposed General Mandate")** (Ordinary Resolution 6)  
(See Explanatory Note 11)

**"THAT** subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in 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 that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury share, if any) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 15th 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.

**THAT** the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 65 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

**AND THAT** the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

- 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 No. 202008002451)

Company Secretary

Kuala Lumpur

30 April 2024

#### 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 Share Registrar of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, W.P. Kuala Lumpur or fax to 03-6201 3121 or email to ir@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, 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 21 May 2024, 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 AMLR of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.

#### Explanatory Note on Ordinary Business

##### 9. Audited Financial Statements for financial year ended 31 December 2023

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.

##### 10. Re-election of Directors

The Proposed Ordinary Resolutions 2, 3 and 4, if passed, will allow Ms. Yap Siaw Peng ("Ms. Yap"), Dato' Ng Boon Siong ("Dato' Ng") and Dato' Lim Tai Soon ("Dato' Lim") to be re-elected and continued acting as Directors of the Company. Ms. Yap, Dato' Ng and Dato' Lim being eligible, have offered themselves for re-election at this AGM pursuant to Clause 134 and Clause 119 of the Constitution respectively. The profiles of Ms. Yap, Dato' Ng and Dato' Lim are set out in the Directors' Profile section of the Annual Report 2023.

The Board (with exception of the retiring Director who abstained) supported Ms. Yap to seek for re-election as she is the Executive Director who has deep understanding on the Company and its group of companies and vast experiences on the industry. Her contributions will bring benefits and opportunities to the Company and its group of companies.

The Board (with exception of the retiring Directors who abstained) was further satisfied that Dato' Ng and Dato' Lim have complied with the criteria of independence based on the AMLR and remain their independent in exercising their judgement and carry out their roles as Independent Directors.

#### Explanatory Note on Special Business

##### 11. 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 Proposed 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 10% of the total number of issued shares of the Company.

The Proposed 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.

By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 65 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

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 30 May 2023 and this authority will lapse as the conclusion of the 14th AGM of the Company.

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

##### 12. Personal Data Privacy

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the Purpose); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's (or its agents') processing of such proxy(ies) and/or representative(s) personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.