

# PESTECH

## PESTECH INTERNATIONAL BERHAD

(Registration No. 201101019901 (948035-U))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** an Extraordinary General Meeting ("EGM" or "Meeting") of PESTECH International Berhad ("PESTECH" or "Company") will be held at KEC Toh Yuen VIP Room, Ground Floor, Klang Executive Club, Persiaran Bukit Raja 2, Bandar Baru Klang, Selangor Darul Ehsan on Tuesday, 10 December 2024 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED RESTRICTED ISSUE OF 1,333,335,000 NEW ORDINARY SHARES IN PESTECH ("PESTECH SHARE(S)" OR "SHARE(S)") ("RESTRICTED SHARE(S)") REPRESENTING APPROXIMATELY 135.43% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES) TO DHAYA MAJU INFRASTRUCTURE (ASIA) SDN BERHAD ("DMIA" OR THE "SUBSCRIBER") FOR A TOTAL SUBSCRIPTION PRICE OF RM160,000,200 AT AN ISSUE PRICE OF RM0.12 PER RESTRICTED SHARE ("SUBSCRIPTION PRICE") ("PROPOSED RESTRICTED ISSUE")**

"**THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue 1,333,335,000 Restricted Shares at the Subscription Price of RM0.12 per Restricted Share to the Subscriber in a single tranche subject always to the terms and conditions of the subscription agreement dated 4 October 2024 ("**Subscription Agreement**");

**THAT** the Restricted Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the Restricted Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution which may be declared, made or paid, for which the entitlement date is prior to the date of allotment and issuance of the Restricted Shares;

**THAT**, pursuant to subsection 85(1) of the Companies Act 2016 ("**Act**") read together with Clause 14 of the Company's Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be first offered any new Shares ranking equally to the existing issued shares arising from the allotment and issuance of the new Shares pursuant to the Proposed Restricted Issue and that the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the Restricted Shares to the Subscriber pursuant to the Proposed Restricted Issue, which will consequently result in a dilution of the shareholders' shareholdings percentage in the Company;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Restricted Issue for such purposes as set out in the circular to shareholders of the Company dated 25 November 2024 and that the Board be and is hereby authorised with full power to vary the manner and/or purposes of the utilisation of such proceeds from the Proposed Restricted Issue in the manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and the approval of the relevant authorities (where required);

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Restricted Issue."

#### ORDINARY RESOLUTION 2

**PROPOSED CAPITALISATION OF THE DEPOSIT OF RM16,000,020, BEING 10% OF THE SUBSCRIPTION PRICE ("DEPOSIT") PAID BY THE SUBSCRIBER TO THE COMPANY UPON EXECUTION OF THE SUBSCRIPTION AGREEMENT FOR THE PROPOSED RESTRICTED ISSUE, THROUGH THE ISSUANCE OF 133,333,500 NEW SHARES ("CAPITALISATION SHARE(S)") AT AN ISSUE PRICE OF RM0.12 PER CAPITALISATION SHARE ("CAPITALISATION ISSUE PRICE"), IF REQUIRED PURSUANT TO THE TERMS OF THE SUBSCRIPTION AGREEMENT ("PROPOSED CAPITALISATION")**

"**THAT**, subject to approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to capitalise the Deposit paid by the Subscriber to the Company upon execution of the Subscription Agreement for the Proposed Restricted Issue;

**THAT** the Deposit shall be fully capitalised through the issuance of 133,333,500 Capitalisation Shares at the Capitalisation Issue Price of RM0.12 per Capitalisation Share to the Subscriber;

**THAT** the Capitalisation Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the Capitalisation Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution which may be declared, made or paid, for which the entitlement date is prior to the date of allotment and issuance of the Capitalisation Shares;

**THAT**, pursuant to subsection 85(1) of the Act read together with Clause 14 of the Company's Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be first offered any new Shares ranking equally to the existing issued shares arising from the allotment and issuance of the new Shares pursuant to the Proposed Capitalisation and that the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the Capitalisation Shares to the Subscriber pursuant to the Proposed Capitalisation, which will consequently result in a dilution of the shareholders' shareholdings percentage in the Company;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Capitalisation for such purposes as set out in the circular to shareholders of the Company dated 25 November 2024 and that the Board be and is hereby authorised with full power to vary the manner and/or purposes of the utilisation of such proceeds from the Proposed Capitalisation in the manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the compliance with the Listing Requirements and the approval of the relevant authorities (where required);

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Capitalisation."

#### ORDINARY RESOLUTION 3

**PROPOSED EXEMPTION FROM THE SECURITIES COMMISSION MALAYSIA ("SC") UNDER SUBPARAGRAPH 4.08(1) (B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") TO THE SUBSCRIBER AND ITS PERSONS ACTING IN CONCERT ("PACS") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE ALL THE REMAINING SHARES AND OUTSTANDING WARRANTS 2021/2028 ("WARRANT(S)") IN THE COMPANY NOT ALREADY OWNED BY THEM UPON COMPLETION OF THE PROPOSED RESTRICTED ISSUE ("MANDATORY OFFER") ("PROPOSED EXEMPTION")**

"**THAT** subject to the passing of the Ordinary Resolution 1 and the approvals from the Securities Commission Malaysia ("**SC**") and/or other relevant authorities or parties being obtained including such conditions as may be imposed by the SC, approval be and is hereby given for the Subscriber and its PACs to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining Shares and outstanding Warrants not already owned by them upon completion of the Proposed Restricted Issue;

**AND THAT** the Board of the Company be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Exemption."

By Order of the Board

**PESTECH INTERNATIONAL BERHAD**

**PAN SENG WEE (SSM PC No. 202008003688) (MAICSA 7034299)**

**CHUA SIEW KHUAN (SSM PC No. 201908002648) (MAICSA 0777689)**

Company Secretaries

Shah Alam

25 November 2024

#### Notes:-

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 December 2024 shall be eligible to attend, speak and vote at the EGM.
- (2) 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, speak and vote at the EGM shall have the same rights as the member to attend, speak and vote at the EGM.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (4) A member of the Company may appoint more than one (1) proxy to attend and vote the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- (5) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with shares of the Company standing to the credit of the said Securities Account.
- (6) 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 is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (7) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the share registrar, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than 48 hours before the time appointed for holding the EGM.
- (8) The resolutions set out in this Notice of EGM will be put to vote by poll.
- (9) The EGM will be conducted virtually at the broadcast venue. Members are advised to refer to the Administrative Guide on the registration and voting process for the EGM.

#### Explanatory note:

- (1) Please refer to Section 2.4 of Part A of the Circular for the explanation in relation to subsection 85(1) of the Act and Clause 14 of the Constitution.