PESTEC

PESTEC INTERNATIONAL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Fifteenth Annual General Meeting ("**15th AGM**") of PESTEC International Berhad ("**PESTEC**" or "**the Company**") will be held at Conference Room, Wisma Masyhur 2, No. 3, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur on Wednesday, 9 September 2026 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice:-

AGENDA — **Ordinary Resolutions**

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2026 together with the Reports of the Directors and the Auditors thereon.
(See Explanatory Note 1)

2. a) To approve the payment of Directors' fees for an amount up to RM659,100/-, payable on monthly basis from the conclusion of the 15th AGM until the next Annual General Meeting to be held in 2027. **Resolution 1**
(See Explanatory Note 2)

   b) To approve the payment of Directors' benefits of up to RM187,200/- to the Non-Executive Directors from the conclusion of the 15th AGM until the next Annual General Meeting to be held in 2027. **Resolution 2**
(See Explanatory Note 2)

3. To re-elect the following directors who retire by rotation in accordance with Clause 118 of the Constitution of the Company and being eligible, have offered themselves for re-election:

   a) Tan Sri Dato' Seri Mohd Zuki bin Ali **Resolution 3**
   b) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai **Resolution 4**

4. To re-elect Pn Nazeera binti Alias who retires in accordance with Clause 117 of the Constitution of the Company and being eligible, has offered herself for re-election. **Resolution 5**
(See Explanatory Note 3)

5. To re-appoint Messrs Nexia SSY PLT as the Company's Auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without any modification, to pass the following resolutions as Ordinary Resolutions:-

6. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85(1) OF THE COMPANIES ACT READ TOGETHER WITH CLAUSE 14 OF THE CONSTITUTION OF THE COMPANY** **Resolution 7**

"**THAT** subject to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 ten per centum (10%) of the total number of issued shares of the Company for the time being, and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 14 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, such new shares when issued, to rank pari passu with the existing shares in the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
(See Explanatory Note 4)

7. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **Resolution 8**

"**THAT** subject to the provisions of the Constitution of the Company and the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the recurrent related party transactions ("**RRPTs**") of a revenue or trading nature with the related parties as stated in Section 4.2 of the Circular to Shareholders dated 31 July 2026 provided that:

a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
b) the disclosure will be made in the Annual Report on the breakdown of the aggregate value of the RRPTs conducted pursuant to the Proposed Shareholders' Mandate during the financial year on the types of RRPTs made, the names of the related parties involved in each type of RRPTs and their relationships with the Company.

THAT the authority conferred shall continue to be in force until:

i) the conclusion of the next AGM of the Company following the forthcoming 15th AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."
(See Explanatory Note 5)

8. **PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN PESTEC INTERNATIONAL BERHAD ("PESTEC SHARES"), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT PLAN ("DRP") OF THE COMPANY WHICH WILL PROVIDE THE SHAREHOLDERS OF PESTEC ("SHAREHOLDERS") WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN PESTEC SHARES ("PROPOSED RENEWAL OF DRP AUTHORITY")** **Resolution 9**

"**THAT** pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting of the Company held on 9 October 2013 and subject to the approval of the relevant regulatory authorities (if any), approval be and is hereby given to the Company to allot and issue such number of new PESTEC Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors, may in their absolute discretion, deem fit and in the best interest of the Company, **PROVIDED THAT** the issue price of the said new PESTEC Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the five (5)-day volume weighted average market price ("**VWAP**") of PESTEC Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company."
(See Explanatory Note 6)

9. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

TAI YIT CHAN (MAICSA 7009143) (SSM PC No. 202008001023)
TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)
Company Secretaries

Selangor Darul Ehsan
31 July 2026

Notes:

(1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 September 2026 shall be eligible to attend, speak and vote at the 15th AGM.

(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 15th AGM shall have the same rights as the member to attend, speak and vote at the 15th AGM.

(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, speak and vote at the same meeting. Where a member appoints two (2) proxies to attend, speak 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 appointment of proxy may be made in the form of hardcopy or by electronic means as specified below and must be received by the Share Registrar, Securities Services (Holdings) Sdn Bhd no later than Monday, 7 September 2026 at 10:00 a.m. or any adjournment thereof:-

   i) In hard form
   Deposited at the office of the Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.

   ii) By electronic means
   Alternatively, the instrument appointing of proxy may also be lodged electronically by email to info@sshsb.com.my or by fax to +603-20949940/+603-20950292.

(8) Pursuant to paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions set out in this Notice of Annual General Meeting will be put to vote by poll. Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.

(9) The 15th AGM will be conducted on physical basis. Members are advised to refer to the Administrative Guide on the registration and voting process for the 15th AGM.

Explanatory Notes

1. This item of the agenda is meant for discussion only, in accordance with Section 340 (1) of the Companies Act, 2016 which requires the laying of the audited financial statements, and the reports of the directors and auditors at an annual general meeting ("AGM"). Hence, this agenda item will not be put forward for voting.

2. Payment of Directors' fees and Directors' benefits

Section 230(1)(b) of the Companies Act, 2016 provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiary companies shall be approved at a general meeting.

The Company is requesting shareholders' approval for the payment of Directors' fees, payable on monthly basis, in respect of the period commencing from the conclusion of 15th AGM until the conclusion of the next Annual General Meeting of the Company in 2027, and Directors' benefits to Non-Executive Directors of the Company from the conclusion of 15th AGM until the conclusion of the next Annual General Meeting of the Company in 2027 ("**Mandate Period**") in accordance with the remuneration structure set out below. The Directors' benefits payable to the Non-Executive Directors comprises meeting allowances, which will only be accorded based on actual attendance of meetings by the Non-Executive Directors during the Mandate Period.

Directors' Fees	RM659,100
Meeting Allowance - RM2,000 per meeting for Audit Committee Chairman - RM1,500 per meeting for:- • Chairman of Nomination Committee • Chairman of Remuneration Committee • Members of committees	RM187,200

The Directors' Fees and meeting allowance were determined after taking into consideration, the number of scheduled Board and committees' meeting to be held, including a provisional sum as a contingency should there be new appointment of non-executive directors and additional Board or committees' meetings to be held.

In the event that the proposed Non-Executive Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the 16th AGM of the Company for the additional Directors' fees and benefits payable to meet the shortfall.

3. Re-election of directors

Section 340(1)(b) of the Companies Act, 2016 provides that the election of directors in place of those retiring shall be approved at annual general meeting. The profiles of the Directors who are standing for re-election as per Agenda items no. 3 and 4 are set out in the Directors' profile of the Annual Report 2026.

Based on the recommendation of the Nomination Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:-

(a) Ordinary Resolution 3 – Re-election of Tan Sri Dato' Seri Mohd Zuki bin Ali as an Independent Non-Executive Chairman

Tan Sri Dato' Seri Mohd Zuki bin Ali fulfils the requirements of independence set out in the MMLR of Bursa Securities as well as the Malaysian Code on Corporate Governance. He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process. He has exercised due care and carried out his professional duties during his tenure as an Independent Non-Executive Chairman of the Company.

(b) Ordinary Resolution 4 – Re-election of Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai as an Executive Director

Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai has demonstrated strong strategic direction, deep industry knowledge and effective oversight of key operational areas. His re-election will provide continuity and support the Company's ongoing growth and long term value creation.

(c) Ordinary Resolution 5 – Re-election of Pn Nazeera binti Alias as an Independent Non-Executive Director

Pn Nazeera binti Alias was appointed to the Board on 23 July 2026 to fill a casual vacancy. She fulfills the requirements of independence set out in the MMLR of Bursa Securities and Malaysian Code on Corporate Governance. She also brings relevant experience, fresh perspective, and valuable expertise to the Board. Her re-election will ensure continuity of the Company's ongoing growth and strengthen the Board's overall composition.

4. Authority to Issue Shares pursuant to the Companies Act, 2016

The Company had, during its 14th AGM held on 4 September 2025, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act, 2016. As of the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

Ordinary Resolution 7 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act and empowering the Directors of the Company to issue and allot shares in the Company from time to time, provided that the aggregate number of such shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate").

The Proposed General Mandate, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of funding investment project(s), working capital and/or acquisition(s), without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

By approving the issuance and allotment of shares pursuant to Sections 75 and 76 of the Act and the Constitution of the Company, the shareholders, having agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Act read together with Clause 14 of the Constitution of the Company which will result in a dilution to their shareholding percentage in the Company, allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the Proposed General Mandate.

Should there be a decision to issue new shares after the Proposed General Mandate is obtained, the Company will make an announcement in respect thereof.

5. Proposed Shareholders' Mandate

The proposed Ordinary Resolution 8, if passed, will allow the Company and its subsidiaries to enter into RRPTs in accordance with Paragraph 10.09 of MMLR of Bursa Securities.

For further information on Ordinary Resolution 8, please refer to the RRPT Circular to Shareholders dated 31 July 2026 accompanying the Annual Report of the Company for the financial year ended 31 March 2026.

6. Proposed Renewal of DRP Authority

The proposed Ordinary Resolution 9, if passed, will allow the Company to allot and issue new PESTEC Shares pursuant to DRP until the conclusion of the next AGM of the Company. It would also allow the Directors to fix the issue price of such new PESTEC Shares at a discount of up to 10% of the five (5)-day volume weighted average market price of PESTEC Shares immediately prior to the price-fixing date.

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(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS AND/OR PROXIES ATTENDING THE 15TH ANNUAL GENERAL MEETING ("AGM")

1. Date, Time and Venue of AGM

Day and Date	:	Wednesday, 9 September 2026
Time	:	10:00 a.m.
Venue	:	Conference Room, Wisma Masyhur 2, No. 3, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur.

2. ENTITLEMENT TO ATTEND

Only members whose names appear in the Record of Depositors as at 1 September 2026 shall be entitled to attend, participate, speak and vote at the AGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf in respect of the number of shares registered in his/her name at that mentioned date.

3. LODGEMENT OF PROXY FORM

(a) If you are unable to attend the AGM and wish to appoint proxy(ies) to vote on your behalf, you may:-

(i) By hardcopy

deposit your Form of Proxy at the office of our Share Registrar, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not later than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof, i.e., **latest by Monday, 7 September 2026 at 10:00 a.m.**; or

(ii) By electronic means
lodge the Form of Proxy by email to info@sshsb.com.my or via facsimile transmission to +603-20949940/+603-20950292.

(b) If you wish to attend the AGM yourself, please do not submit any Form of Proxy for the AGM. You will not be allowed to attend the AGM together with a proxy appointed by you. Only one (1) of you is allowed to attend and enter the meeting venue.

(c) If you have submitted your Form of Proxy prior to the AGM and subsequently decided to attend the AGM yourself, please revoke your proxy appointment at the time of registration. Upon revocation, proxy/revocation, proxy/proxies appointed earlier will not be allowed to participate at the AGM. In such event, shareholders should advise their proxy/proxies accordingly.

4. CORPORATE MEMBER

Any corporate member who wishes to appoint a representative instead of a proxy to attend the AGM should submit the original Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority, under the corporation's seal to the office of our Share Registrar, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur at any time before the time appointed for holding the AGM or to the registration staff on the meeting day for the Company's records.

5. PARPKING

Parking is available at Wisma Masyhur 2 ONLY based on first-come, first-served basis.

6. DOOR GIFTS OR FOOD VOUCHERS

No door gifts or food vouchers will be given. Light refreshments will be provided

7. RECORDING OR PHOTOGRAPHY

No recording or photography of proceedings of AGM is allowed.

PESTEC

GUIDANCE FOR ATTENDANCE AT THE AGM

1. Registration for the AGM

(a) Registration will start at 8:30 a.m. and end before the voting session begins or such time as the Chairman of the meeting may be determined.

(b) Please present your original National Registration Identification Card ("**NRIC**") or Passport (for Non-Malaysian) for verification by the Share Registrar against the Record of Depositors as of 1 September 2026. Please ensure that you collect your NRIC or Passport thereafter.

(c) After verification, you are required to write your name and sign on the attendance list provided by the Share Registrar. Thereafter, you will be given an identification wristband.

(d) **NO** individual will be allowed to enter the meeting venue without the identification wristband. There will be no replacement if you lose or misplace the identification wristband.

(e) **NO** person will be allowed to register on behalf of another person, even with the original NRIC or Passport of that person.

(f) The registration counter is solely for verification of identity and registration purposes.

If you have any enquiries on other matters, please refer to our staff for assistance.

2. Poll Voting

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Securities Services (Holdings) Sdn Bhd as Poll Administrator to conduct the polling process and Commercial Quest Sdn. Bhd. as independent scrutineers to verify the poll results.

Shareholders/proxies/corporate representatives/attorneys can proceed to vote on the resolutions upon the conclusion of the deliberations of all businesses transacted at the AGM.

Upon completion of the voting session for the AGM, the scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

3. Submission of Questions prior to the AGM

Shareholders are encouraged to submit questions ahead and email your questions to info@sshsb.com.my **latest by Wednesday, 2 September 2026 at 10:00 a.m.**

The Company will endeavour to answer your question(s) in relation to the proposed resolutions at the AGM if time permits or by email after the AGM.

4. Enquiry

Should you have any enquiries on the foregoing, please do not hesitate to contact our Share Registrar at their general line: +603 2084 9000 during office hours from Monday to Friday 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m., details as follows:

Securities Services (Holdings) Sdn. Bhd.

General Line:	+603-2084 9000
Fax Number:	+603-2094 9940/ +603-2095 0292
Email:	info@sshsb.com.my
Officers:	Mr. Wong Piang Yoong (DID: +603 2084 9168) Encik Afiq Aiman bin Halim (DID: +603 2084 9012)