THIS CIRCULAR TO SHAREHOLDERS OF PESTEC INTERNATIONAL BERHAD ("PESTEC" OR THE "COMPANY") ("CIRCULAR") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has perused the contents of this Circular on a limited review basis pursuant to the provision of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**").

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

PESTEC INTERNATIONAL BERHAD
(Registration No: 201101019901 (948035-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTS") AND PROPOSED NEW SHAREHOLERS' MANDATE FOR ADDITIONAL RRPTS OF A REVENUE OR TRADING NATURE

The resolution pertaining to the above proposal will be tabled as Special Business at the 15th Annual General Meeting ("**AGM**") of PESTEC to 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., or any adjournment thereof. The Notice of the AGM setting out the resolution together with the accompanying Form of Proxy are enclosed in the Annual Report of PESTEC for the financial year ended 31 March 2026 ("**Annual Report 2026**")

A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. In such event, the Form of Proxy must be deposited 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 less than 48 hours before the time stipulated for holding the AGM as indicated below. Alternatively, the Form of Proxy may be submitted electronically by email to info@sshsb.com.my or by fax to +603-20949940/+603-20950292. The lodging of the Form of Proxy will not preclude you from attending, speaking and voting in person at the AGM should you subsequently wish to do so.

Last day, date and time for you to lodge the Proxy Form	:	Monday, 7 September 2026 at 10.00 a.m.
Day, date and time of the AGM	:	Wednesday, 9 September 2026 at 10.00 a.m., or any adjournment thereof

This Circular is dated 31 July 2026

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

"Act"	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof.
"AGM"	:	Annual general meeting of our Company to be convened
"Annual Report"	:	Annual Report of the Company for the financial year ended 31 March 2026
"Audit Committee"	:	Our Audit Committee
"Additional RRPT(s)"	:	Being the new RRPT(s) entered or to be entered between the Company and its subsidiaries other than the RRPT(s) disclosed in the existing shareholders' mandate
"Board"	:	Our Board of Directors
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
"CCM"	:	Companies Commission of Malaysia
"Circular"	:	This circular to the shareholders of PESTEC dated 31 July 2026 in relation to the Proposed New Shareholders' Mandate.
"Director(s)"	:	The director(s) shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007, and where applicable, includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a director or chief executive of PESTEC, its subsidiaries or holding company
"DMIA"	:	Dhaya Maju Infrastructure (Asia) Sdn Berhad (Registration No. 199601013646 (385996-H))
"DMIA Group"	:	DMIA and its subsidiaries, collectively
"Existing Mandate"	:	The mandate obtained from the shareholders at the Company's 14th AGM held on 4 September 2025 for the Group to enter into RRPT(s)
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time.
"LPD"	:	26 June 2026, being the latest practicable date prior to the printing and despatch of this Circular
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares, is:- (i) 10% or more of the total number of voting shares in our Company; or (ii) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. Major Shareholder(s) shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction(s) were agreed upon, a Major Shareholder of PESTEC as defined above or any other company which is a subsidiary or holding company of PESTEC.

"Mandate Period"	:	The period during which the RRPTs are to be entered into for which the Proposed Shareholders' Mandate is being sought. This period shall commence immediately upon the passing of the ordinary resolution for the Proposed Shareholders' Mandate during the forthcoming AGM or any adjournment thereof until: (a) The conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; (b) The expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (c) Revoked or varied by an ordinary resolution passed by the shareholders in a general meeting. whichever is earlier.
"Person(s) Connected"	:	Person(s) connected to a Director or Major Shareholder as defined under Paragraph 1.01 of the Listing Requirements
"Proposed Renewal of Existing Shareholders' Mandate"	:	Proposed renewal of existing shareholders' mandate for the Group to enter into RRPT(s)
"Proposed New Shareholders' Mandate"	:	Proposed new shareholders' mandate for the Group to enter into RRPT(s) of a revenue or trading nature
"Proposed Shareholders' Mandate"	:	Collectively, Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Additional RRPT(s)
"PESTEC" or the "Company"	:	PESTEC INTERNATIONAL BERHAD (Registration No. 201101019901 (948035-U))
"PESTEC Group" or the "Group"	:	PESTEC and its subsidiaries, collectively
"PESTEC Shares" or "Shares"		Ordinary shares in PESTEC
"Related Party(ies)"	:	Directors(s), Major Shareholder(s) and/or Person(s) Connected with such Director(s) or Major Shareholder(s) as defined under Paragraph 1.01 of the Listing Requirements.
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"RRPT(s)"	:	Recurrent related party transaction(s) of a revenue or trading nature, which are necessary for our day-to-day operations and to be entered into by PESTEC and/or our subsidiaries and the Related Parties, which are in the ordinary course of business of our Group

<u>Our subsidiaries</u>

"ASF"	:	Astoria Solar Farm Sdn Bhd (Registration No. 201901004899 (1314226-H))
"FNX"	:	Fornix Sdn Bhd (Registration No. 200501023116 (705247-A))
"PCL"	:	PESTECH (Cambodia) PLC (Registration No. 00000957)
"PEN"	:	PESTECH Energy Sdn Bhd (Registration No. 200001001150 (503755-H))
"PHC"	:	PESTECH Hinthar Corporation Limited (Registration No. 120967363)
"PML"	:	PESTECH (Myanmar) Limited (Registration No. 117938093)
"PP1"	:	PESTECH Power One Sdn Bhd (Registration No. 201901020636 (1329965-D))

"PPW"	:	PESTECH Power Sdn Bhd (Registration No. 201501003451 (1128783-H))
"PSB"	:	PESTECH Sdn Bhd (Registration No. 199101010266 (220578-T))
"PTE"	:	PESTECH Technology Sdn Bhd (Registration No. 201301045990 (1075814-X))
"PTR"	:	PESTECH Transmission Sdn Bhd (Registration No. 201401002975 (1079049-H))

All references to "we", "us", "our" and "ourselves" are to PESTEC or PESTEC Group. All references to "you" in this Circular are to the shareholders of PESTEC.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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PESTEC INTERNATIONAL BERHAD
(Registration No: 201101019901 (948035-U))
(Incorporated in Malaysia)

Registered Office
45, Jalan Medan Setia 1
Bukit Damansara
50490 Kuala Lumpur
W.P. Kuala Lumpur

31 July 2026

Board of Directors

Tan Sri Dato' Seri Mohd Zuki Bin Ali (Independent Non-Executive Chairman)
Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai (Group Executive Director)
Datuk Mohamed Razeek Bin Md Hussain Maricar (Group Managing Director)
Dato' Wee Yiaw Hin @ Ong Yiaw Hin (Non-Independent Non-Executive Director)
Puan Roza Shahnaz Binti Omar (Independent Non-Executive Director)
Puan Masnizam Binti Hisham (Non-Independent Executive Director)
Puan Nazeera Binti Alias (Independent Non-Executive Director)
Mr Haymandhra Pillai A/L Subramaniam Pillai (Alternate Director to Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai)

To: The shareholders of PESTEC

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE ("RRPTS") AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RRPTS OF A REVENUE OR TRADING NATURE

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1. INTRODUCTION

The Company had at Fourteenth ("14th") AGM held on 4 September 2025 obtained approval of its shareholders for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature in the ordinary course of its business 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. Such approval shall continue to be in full force until the conclusion of the forthcoming AGM of the Company scheduled on 9 September 2026 unless approval for its renewal is obtained from the shareholders of the Company at the AGM.

On 23 July 2026, the Board announced to Bursa Securities that the Company proposed to seek its shareholders' approval on the following which are necessary for Group's day-to-day operations and are in the ordinary course of business, which the Group may from time to time enter into in accordance with Paragraph 10.09 of the Listing Requirements:-

(i) Proposed Renewal of the shareholders' mandate for existing RRPTs; and
(ii) Proposed new shareholders' mandate for additional RRPTs.

The purpose of this Circular is to provide you with the details of the Proposed Shareholders' Mandate for RRPT, to set out the recommendations of the Board thereon and to seek your approval for the ordinary resolution pertaining to the Proposed Shareholder' Mandate for RRPTs to be tabled at the forthcoming AGM.

2. PROVISIONS UNDER THE LISTING REQUIREMENTS

Pursuant to Paragraph 10.09(2), Part E of Chapter 10 of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of the RRPTs which are necessary for its day-to-day operations subject to the following:-

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

(ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:-

(a) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or

(b) the percentage ratio of such RRPTs is 1% or more,

whichever is the higher;

(iii) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by Bursa Securities;

(iv) in a meeting to obtain shareholders' mandate, the relevant Related Party shall comply with the following:-

(a) a Related Party with any interest, whether direct or indirect, in the RRPT ("**Interested Related Party**"), must not vote on the resolution in respect of the RRPT;

(b) an Interested Related Party who is a Director or Major Shareholder must ensure that the Persons Connected abstain from voting on the resolution in respect of the RRPT; and

(c) where the Interested Related Party is a Person Connected, such persons, as the case may be, must not vote on the resolution in respect of the RRPT; and

(v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement;

The PESTEC Group had, in its ordinary course of business, entered into certain RRPTs and it is anticipated that the companies within PESTEC Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 4.2 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Accordingly, the Board proposes to seek its shareholders' approval for the Proposed Shareholders' Mandate for future RRPT(s) to be entered into during the Mandate Period.

These RRPT(s), which are necessary for the day-to-day operations of PESTEC Group, have been/will be entered into at arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of PESTEC's minority shareholders.

3. VALIDITY PERIOD OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate, if approved by the shareholders at the forthcoming AGM, will take effect from the date of passing of the proposed ordinary resolution at the forthcoming AGM and shall continue to be in force until:

(i) conclusion of the next AGM of the Company, unless the authority is renewed by a resolution passed at the next AGM;

(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.

For information of shareholders, the approval from the shareholders of the Company for the renewal of the mandate will be sought at each subsequent AGM of the Company, if the Board decides that the renewal of the Proposed Shareholders' Mandate is desirable.

4. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

4.1 Principal activities of our Group

We are principally involved in investment holding, general trading and provision of management services. The principal activities of our subsidiaries as at the LPD are as follows:-

Company	Effective equity interest (%)	Principal activities
ENERSOL Co Ltd	100	Investment holding, provision of comprehensive power system engineering and technical solution for procurement, and installation of substations, transmission lines and underground cables for electric power transmission and distribution
FNX	100	Investment holding
PCL	94.7	Construction of electrical substation and transmission line
PESTECH (PNG) Ltd	100	Provision of project management, electrical substations and transmission line erection and installation, supervision of testing and commissioning and civil works
PESTECH (Sarawak) Sdn Bhd	100	Provision of electrical mechanical and civil engineering, subcontracting and engineering services and its related products
PEN	100	Provision of design and supply of remote-control systems and data communication products, renewable energy and its related services
PPW	100	Investment holding and provision of establishing electric power transmission concessions
PESTECH Aerotrain Sdn Bhd	100	Investment holding
PSB	100	Provision of comprehensive power system engineering and technical solutions for design, procurement and installation of substations, transmission lines and underground cables for electricity transmission and distribution. PSB is also principally involved in investment holding
PESTECH System Siam Ltd	99.99	Inactive
PTE	100	Provision of design, engineering, supply and commissioning of plant systems for power plants and rail electrification projects
PTR	100	Provision of comprehensive power system engineering and technical solutions for design, procurement, construction, commissioning of high voltage and extra high voltage substations, transmission lines and underground cables
PESTECH Vietnam Company Limited	100	Inactive
Subsidiary of PCL		
PML	94.7	Provision of project management, electrical substations, transmission line erection and installation, supervision of testing and commission and civil works
Subsidiary of PML		
PHC	56.8	Establish infrastructure for power sector and promote the power segments such as power generation, power transmission and power distribution

Company	Effective equity interest (%)	Principal activities
Subsidiary of PEN		
PESTECH Solutions Sdn Bhd	100	Marketing and trading of meters, high-voltage direct current (HVDC) electrical power transmission system and any other ancillary peripherals and/or products
Subsidiary of PHC		
PESTECH Microgrid Company Limited	51.1	Provision of microgrid system and other power infrastructure to the rural areas in Myanmar
Subsidiaries of PPW		
Diamond Power Ltd	60	Supplying, installing, maintaining, repairing and operating power substation and power transmission (Inactive after the disposal of concession asset)
PP1	100	Establish, commissioning, operating, maintaining, distributing and dealing in electric power transmission concessions
ASF	100	Investment holding
PESTECH REI Sdn Bhd	90	Inactive
PESTECH Pluginfinite Sdn Bhd	100	Investment holding and provision of electric vehicles charging facilities, green renewable energy services and other ancillary services
Subsidiary of PP1		
ODM Power Line Company Limited	70	Construction of electrical substation and transmission line
Subsidiary of ASF		
Green Sustainable Ventures (Cambodia) Co Ltd	94	Establish infrastructure for power sector such as electric power generation, power transmission, power distribution and operation in Cambodia
Subsidiaries of PSB		
PESTECH (Brunei) Sdn Bhd	90	Inactive
PESTECH Transmission Limited	100	Inactive
Subsidiary of PTE		
CRSE Sdn Bhd	100	Provision of project management, engineering, design, procurement, construction and related support services in relation to railway electrical and mechanical projects
Subsidiary of PTR		
PESTECH Transmission CDI SARL	100	Construction services

Principal activities of DMIA Group

DMIA is principally involved in the engineering, procurement, construction and commissioning of public mobility and transportation (railways and highways), railway engineering and technology and real estate development. The principal activities of the subsidiaries of DMIA as at the LPD are as follows:-

Company	Effective equity interest (%)	Principal activities
Silver Field Land Sdn Bhd	100	Construction, property development, project management and purchase and sale of properties and land
Dhaya Maju PVATM (M) Sdn Bhd	*80	Construction and development of properties and infrastructure
Richfield Builder (M) Sdn Bhd	100	Construction and development of properties
DMIA Kansai Resources Sdn Bhd	100	Construction and engineering
Monorail Mobility Int Berhad	100	Railway technology and manufacturing
Dhaya Maju Resources Ltd	100	Holding company, road and railway construction
DMIA Builders (Thailand) Co Ltd	100	Construction of railways, roads and infrastructure
Dhaya Maju LTAT Sdn Bhd	*80	Construction of roads and railways
DMIA Land (India) Private Limited	*99.99	Infrastructure development
Jabalpur Corridor (India) Private Limited	*99.89	Infrastructure development
Eastern Railways Sdn Bhd	64	Dealing in railway business
Dhaya Maju Corporation Limited	100	Construction of railways, engineering, infrastructure, motorway builder, investment and others
Zelleco Engineering Sdn Bhd	70	Steel structure fabrication, engineering, procurement and construction and operation of power generation from renewable energy and solar.
Citaglobal Energy Sdn Bhd	80	Construction and fabrication of oil and gas equipment and materials.

Note:-

* *The minority interest is held by the nominees of DMIA and hence it has been consolidated as a wholly-owned subsidiary of DMIA without minority interest.*

4.2 Classes of Related Party and nature of the RRPTs

The RRPTs which will be entered into by our Group and the Related Parties are set out below:-

(i) Proposed Renewal of Shareholders' Mandate for Existing RRPTs

Transacting parties		Nature of the RRPTs	Interested Directors/Major Shareholders	#Estimated value in current Proposed Shareholders' Mandate for RRPTs	Actual Value Transacted from the date of preceding year's shareholders' mandate obtained up to the LDP	Estimated Value as disclosed in the preceding year's Circular to Shareholder dated 3 August 2025	*Reason for deviation where (A) exceeds (B) by 10% or more
Companies involved	Related Parties			(RM'000)	(RM'000) (A)	(RM'000) (B)	
PESTEC Group	DMIA Group	(i) PESTEC Group to provide services and/or sales of related products to DMIA Group in respect of the engineering, procurement, construction and commissioning of public mobility and transportation (railways and highways), railway engineering and technology, which includes but not limited to the following:- (a) provision of subcontracting services of design and build turnkey for power supply and distribution system, rail electrification which covers overhead catenary systems, conductor rail and traction power systems (AC and DC), replacement with hydrogen-powered or battery-powered systems, signaling, communications, automated people mover and other rail related services; (b) provision of operation, repair and maintenance services for rail equipment and other ancillary services; (c) procurement of rail related components required for the projects undertaken by PESTEC Group and/or DMIA Group;	Interested Major Shareholders (i) DMIA(3) (ii) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai(1)(2) (iii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(2) Interested Directors (i) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai(1)(2) (ii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(2)	500,000	47,722	500,000	N.A.

Transacting parties		Nature of the RRPTs	Interested Directors/Major Shareholders	#Estimated value in current Proposed Shareholders' Mandate for RRPTs	Actual Value Transacted from the date of preceding year's shareholders' mandate obtained up to the LDP	Estimated Value as disclosed in the preceding year's Circular to Shareholder dated 3 August 2025	*Reason for deviation where (A) exceeds (B) by 10% or more
Companies involved	Related Parties			(RM'000)	(RM'000) (A)	(RM'000) (B)	
		(d) provision of training and technical knowledge transfer to develop and upskill the project teams of PESTEC Group and/or DMIA Group; (e) project management services for the projects undertaken by PESTEC Group and/or DMIA Group to ensure timely delivery of the projects; (f) development and system integration of solutions relating to the projects undertaken by PESTEC Group and/or DMIA Group; and (g) supply of advisory and/or manpower to support the projects undertaken by PESTEC Group and/or DMIA Group.					
PESTEC Group	DMIA Group	(ii) PESTEC Group to provide services and/or sales of related products to DMIA Group in respect of the engineering, procurement, construction and commissioning of renewable energy projects such as large scale solar, Battery Energy Storage System ("BESS") and other renewable energy electrification projects, which includes but not limited to the following:- (a) design, installation and commissioning of electrical power system and infrastructures; (b) technical advisory and support in respect of electrical power system and infrastructures;	<u>Interested Major Shareholders</u> (i) DMIA(3) (ii) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai(1)(2) (iii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(2) <u>Interested Directors</u> (i) Datuk Seri (Dr.) Subramaniam Pillai	500,000	-	500,000	N.A.

Transacting parties		Nature of the RRPTs	Interested Directors/Major Shareholders	#Estimated value in current Proposed Shareholders' Mandate for RRPTs	Actual Value Transacted from the date of preceding year's shareholders' mandate obtained up to the LDP	Estimated Value as disclosed in the preceding year's Circular to Shareholder dated 3 August 2025	*Reason for deviation where (A) exceeds (B) by 10% or more
Companies involved	Related Parties			(RM'000)	(RM'000) (A)	(RM'000) (B)	
		(c) electrification and power automation services for energy related plants, which includes solar farm, battery energy storage system, thermal, hydro and waste energy facilities; (d) sale and/or installation of power related products and solutions, which includes systems to monitor substations, renewable energy solutions for power microgrids, electric vehicle (EV) charging and Advanced Metering Infrastructure (AMI) solutions; (e) design, engineer, construct civil and structural substation building or foundation for containerized BESS in greenfield or brownfield location and/or manpower undertaken by PESTEC Group and/or DMIA Group; (f) civil construction management; (g) architectural, civil & structural, building mechanical & electrical and civil construction work; and (h) civil construction for transmission line.	A/L Sankaran Pillai(1)(2) (ii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(2)				
PESTEC Group	DMIA Group	(iii) DMIA Group to provide services and/or sales of related products to PESTEC Group in respect of the engineering, procurement, construction and commissioning of infrastructure, civil and structural works, which includes but not limited to the following:-	<u>Interested Major Shareholders</u> (i) DMIA(4) (ii) Datuk Seri (Dr.) Subramaniam	250,000	-	250,000	N.A.

Transacting parties		Nature of the RRPTs	Interested Directors/Major Shareholders	#Estimated value in current Proposed Shareholders' Mandate for RRPTs	Actual Value Transacted from the date of preceding year's shareholders' mandate obtained up to the LDP	Estimated Value as disclosed in the preceding year's Circular to Shareholder dated 3 August 2025	*Reason for deviation where (A) exceeds (B) by 10% or more
Companies involved	Related Parties			(RM'000)	(RM'000) (A)	(RM'000) (B)	
		(a) provision of subcontracting services of design and build turnkey for infrastructure, civil and structural works and other rail related services; (b) provision of operation, repair and maintenance services for infrastructure, civil and structural works and other rail related services, rail equipment and other ancillary services; (c) procurement of rail related components required for the projects undertaken by PESTEC Group and/or DMIA Group; (d) provision of training and technical knowledge transfer to develop and upskill the project teams of PESTEC Group and/or DMIA Group; (e) project management services for the projects undertaken by PESTEC Group and/or DMIA Group to ensure timely delivery of the projects; (f) development and system integration of solutions relating to the projects undertaken by PESTEC Group and/or DMIA Group; and (g) supply of advisory and/or manpower to support the projects undertaken by PESTEC Group and/or DMIA Group.	Pillai A/L Sankaran Pillai(1)(2) (iii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(2) Interested Directors (i) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai(1)(2) (ii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(2)				

Notes:-

The estimated value is based on historical records and the extrapolation of the Company's actual turnover figures as of 31 March 2026. The estimated value may vary from the actual value and subject to change.

* *The aggregate actual value transacted of the RRPT did not exceed by 10% or more of the aggregate estimated value as approved under the existing shareholders' mandate obtained by the Company at the 14th AGM held on 4 September 2025.*

(1) *Deemed interested by virtue of his direct shareholdings in DMIA pursuant to Section 8 of the Act.*

(2) *Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai and Datuk Mohamed Razeek Bin Md Hussain Maricar are both the directors and major shareholders of PESTEC and DMIA.*

(3) *As at the LPD, the details of the Shareholders of DMIA are as follows:-*

Name	No. of shares held	%
Datuk Mohamed Razeek Bin Md Hussain Maricar	31,000,000	31
Datuk Shaharddin Bin Md Som	9,000,000	9
DYTM Tuanku Syed Faizuddin Putra Ibni Tuanku Syed Sirajuddin Jamalullail	25,000,000	25
HJH Siti Saffur Binti Mansor	5,000,000	5
Subramaniam Pillai A/L Sankaran Pillai Datuk Seri	30,000,000	30
Total	100,000,000	100

(ii) Proposed New Mandate

Transacting parties		Nature of the RRPTs	Interested Directors/Major Shareholders	#Estimated value from forthcoming 15th AGM to the next AGM in 2027	Actual value transacted from the date of 1st transaction to LPD^^	Estimated value to be transacted from the LPD up to the forthcoming AGM^^
Companies involved	Related Parties			(RM'000)	(RM'000)	(RM'000)
PESTEC Group	Richfield Builder (M) Sdn Bhd ("Richfield Builder")	PESTEC Group to rent premises from Richfield Builder, a wholly owned subsidiary of DMIA, for use as offices and/or other business premises of the PESTEC Group, including the payment of rental, service charges and other related outgoings. The premises are located at Level PL, Wisma Masyhur, No. 45, Jalan Medan Setia 1, Bukit Damansara, 50490 Kuala Lumpur, comprising a total floor area of 3,153 square metres. The rental shall be payable on a monthly basis. The tenancy shall commence on 1 July 2026 and expire on 30 June 2027, being an initial term of one (1) year, with an option to renew for a further term of two (2) years. The total tenancy period, including the renewal term, shall not exceed three (3) years.	Interested Major Shareholders (i) DMIA (ii) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai(1)(2) (iii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(3) Interested Directors (i) Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai(1)(2) (ii) Datuk Mohamed Razeek Bin Md Hussain Maricar(1)(3)	500	0	90

Notes:-

\# *The estimated value as set out above is based on our management's estimates of the value of transactions to be undertaken for the period from the forthcoming AGM to the next AGM. However, the value of transactions may be subject to changes.*

^^ *The aggregated percentage ratios of the RRPT transacted from the first transaction up to the date of the forthcoming AGM is less than 5% and hence, no shareholders' approval is required.*

(1) *Deemed interested by virtue of his direct shareholdings in DMIA pursuant to Section 8 of the Act.*

(2) *Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai is a director and major shareholder of PESTEC and DMIA.*

(3) *Datuk Mohamed Razeek Bin Md Hussain Maricar is the Director of PESTEC and major shareholder of both PESTEC and DMIA.*

4.3 Amount due and owing to our Group by the Related Parties

As at 31 March 2026, the total outstanding amounts due from the Related Parties pursuant to the RRPTs which exceeded the credit terms for the following periods are set out below:

1 year or less RM'000	More than 1 year to 3 years RM'000	More than 3 years to 5 years RM'000	More than 5 years RM'000
18,030	-	-	15,920

The above amounts due from the Related Parties are related to 2 projects awarded to PESTEC Group in 2016 and 2026 for contract sum of RM318 million and RM270 million respectively. The Related Party became a major shareholder of PESTEC on 18 December 2024.

There were no interest and late payments charges imposed on the overdue trade receivables as they were trade in nature. The Management is constantly following up with those trade receivables on the outstanding amounts. The Board of Directors is of the opinion that there will be no recoverability issue as those related parties are the Group's long trading partners with good credit standing.

4.4 Review procedures for the RRPTs

Our Board has in place the following internal control procedures to ensure that the RRPT(s) are undertaken on transaction prices and terms not favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders :-

(i) the pricing of transactions with a Related Party will take into account the pricing, prevailing market rates and conditions, quality, availability, timing of delivery and other related facts. The final pricing of transactions with a Related Party shall not be at terms more favourable than the prevailing market practices;

(ii) all transactions entered/to be entered into pursuant to the Proposed Shareholders' Mandate have been/will be tabled to our Audit Committee on a quarterly basis for its review of compliance with the above. In its review of such transactions, our Audit Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources;

(iii) records will be maintained by our Company to capture all RRPTs entered into pursuant to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;

(iv) our Audit Committee shall continuously review the adequacy and appropriateness of the procedures, as and when required, with the authority to sub-delegate to individuals or committee(s) within our Company as they deem appropriate;

(v) where any of our Directors has an interest, whether direct or indirect, in a RRPTs, such Director(s) shall abstain from all deliberations and voting on that matter in our Board's deliberations of such transaction. Where any member of our Audit Committee is interested in a RRPTs, that member shall abstain from voting on any matter relating to any decisions to be taken by our Audit Committee with respect to such transaction;

(vi) immediate announcement will be made when the actual amount of a RRPTs exceeds the estimated value of the RRPTs disclosed in this Circular by 10% or more;

(vii) disclosure will be made in our Annual Report of the aggregate value of transactions conducted pursuant to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate; and

(viii) at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that the quotations or comparative pricings from unrelated third parties could not be obtained, the transaction prices will then be based on normal business practice of our Group to ensure that the RRPTs are not detrimental to our Group. There are no thresholds for approval of RRPTs within our Group. However, all RRPTs are reviewed and authorised by 2 personnel of at least managerial level, provided always that such personnel has no interest in the transaction.

4.5 Statement by our Audit Committee

Our Audit Committee has reviewed the procedures set out in Section 4.4 of this Circular and is of the view that the review procedures for RRPTs are sufficient to ensure that the RRPTs will be entered into at arm's length and in accordance with our Group's normal commercial terms, and on terms which are not more favourable to the Related Party than those generally available to the public, and hence, will not be detrimental to the minority shareholders. Any member of our Audit Committee who is interested in any RRPTs shall not be involved in the review of the RRPTs.

Our Audit Committee is satisfied that our Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and the review of these procedures and processes will be conducted on an annual basis.

5. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The RRPTs to be entered into by our Group with the Related Parties are in the ordinary course of business and are deemed necessary for our Group's day-to-day operations and growth prospects. The RRPTs are recurring transactions of a revenue or trading nature that contribute either directly or indirectly to the generation of our Group's revenue and cost structures. It should also be noted that engaging in these transactions with Related Parties will offer a distinct advantage to our Group as we able to leverage on our familiarity with their background, reputation track record, financial standing and management practices. This familiarity empowers us to make well-informed commercial decisions. The close collaboration between our Group and the Related Parties at arm's length basis is expected to reap mutual benefits and strengthen our operations and business moving forward. We expect this strategic cooperation to deliver enhanced value to our Group's businesses, driving growth and sustained success.

These RRPTs are likely to occur with some degree of frequency and may arise at any time and/or from time to time thus, the procurement of the Proposed Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPTs arise, thereby substantially reducing administrative time and expenses in convening such meetings.

The RRPTs to be entered into are undertaken at an arm's length basis on normal commercial terms and on terms 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 our Company.

6. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on our Company's issued share capital and substantial shareholders' shareholdings. The Proposed Shareholders' Mandate is not expected to have any material effect on the earnings, earnings per share, net assets and gearing of our Group.

7. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to the approval being obtained from the shareholders of our Company at the forthcoming 15^{th} AGM or at any adjournment thereof.

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

Save as disclosed below, none of our Directors, Major Shareholders and/or Persons Connected have any interest, whether direct or indirect, in the Proposed Shareholders' Mandate.

The direct and indirect shareholdings of the interested Directors and Major Shareholders in our Company as at the LPD are as follows:-

	Direct		Indirect	
	No. of shares	(1)%	No. of shares	(1)%
Interested Directors and Major Shareholders				
Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai	18,781,000	0.74	1,565,124,037	(2)61.39
Datuk Mohamed Razeek Bin Md Hussain Maricar	2,000,000	0.08	1,565,124,037	(2)61.39
Interested Major Shareholder				
DMIA	1,565,124,037	61.39	-	-

Notes:-

(1) *Based on the total number of issued Shares of the Company of 2,549,679,408 Shares (excluding treasury shares of 7,666,100) as at the LPD.*

(2) Deemed interested by virtue of his direct shareholdings in DMIA pursuant to Section 8 of the Act.

	Direct		Indirect	
	No. of shares	(1)%	No. of shares	(1)%
Name of Persons Connected to Interested Directors to Interested Directors and Interested Major Shareholders				
Haymandhra Pillai A/L Subramaniam Pillai	33,550,000	1.32	-	-

Notes:-

(1) *Based on the total number of issued Shares of the Company of 2,549,679,408 Shares (excluding treasury shares of 7,666,100) as at the LPD.*

(2) *Mr Haymandhra Pillai A/L Subramaniam Pillai is the son of Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai. Datuk Seri (Dr.) Subramaniam Pillai A/L Sankaran Pillai is a director and major shareholder of PESTEC and DMIA.*

Accordingly, the interested Directors have abstained and will continue to abstain from deliberating and voting at the relevant Board meetings in relation to the Proposed Shareholders' Mandate. The interested Directors, interested Major Shareholders and/or persons connected to them, will also abstain from voting, in respect of their direct and/or indirect interest, if any, on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

The interested Directors and interested Major Shareholders have undertaken that they shall ensure that the person connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming 15th AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

9. DIRECTORS' STATEMENT/RECOMMENDATION

After considering all aspects of the Proposed Shareholders' Mandate, our Board (save for the interested Directors) is of the opinion that the Proposed Shareholders' Mandate is in the best interest of our Company and recommend that you vote in favour of the Ordinary Resolution 8 pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 15th AGM.

10. 15TH AGM

The Notice dated 31 July 2026 to convene the 15th AGM of the Company to inter alia, consider and if thought fit, to pass the ordinary resolution pursuant to the Proposed Shareholders' Mandate has been despatched to shareholders. The 15th AGM 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.

If you are unable to attend, speak and vote in person at the 15th AGM, please complete, sign and return the Form of Proxy which has been despatched to you, in accordance with the instructions contained therein as soon as possible, and in any event so as to arrive 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 less than 48 hours before the time and date stipulated for the holding of the AGM or any adjournment thereof. The Form of Proxy should be completed strictly in accordance with the instructions contained therein. The lodging of the Form of Proxy will not prevent you from attending, speaking and voting in person at the AGM should you subsequently wish to do so.

11. FURTHER INFORMATION

You are advised to refer to the Appendices set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
PESTEC INTERNATIONAL BERHAD

TAN SRI DATO' SERI MOHD ZUKI BIN ALI
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor the Group has entered into any contracts which are or may be material (not being contracts entered into the ordinary course of business of the Group) within 2 years immediately preceding the date of this Circular:-

(i) sale and purchase agreement dated 6 August 2024 entered into between FNX, a direct wholly-owned subsidiary of PESTEC and A2Z Warehouse Sdn Bhd for the disposal of freehold industrial land at Daerah Kuala Selangor, measuring approximately 12,205 square metre in area, for a total cash consideration of RM8.4 million;

(ii) heads of agreement dated 16 August 2024 entered into between PESTEC and DMIA ("**Subscriber**") for the subscription by the Subscriber of a minimum of 1,032,720,000 new Shares, representing not less than 51% of the total enlarged issued share capital of PESTEC, at a subscription price of RM0.155 per Share for cash;

(iii) shares sale agreement dated 30 August 2024 entered into between PSB and Mr. Haresh Mirpuri for the disposal of PSB's 38% equity interest in PESTECH Corporation in Philippines for a total cash consideration of PHP13,020,000;

(iv) conditional subscription agreement dated 4 October 2024 entered into between PESTEC and DMIA for the subscription by DMIA of 1,333,335,000 new Shares to be issued by our Company to DMIA ("**Restricted Share(s)**") for a total subscription price of RM160,000,200 at an issue price of RM0.12 per Restricted Share for cash ("**Restricted Issue**"). The Restricted Issue was completed on 18 December 2024; and

(v) conditional subscription agreement dated 10 March 2025 entered into between PESTEC and DMIA for the subscription by DMIA of 231,789,037 new Shares to be issued by our Company to DMIA ("**Restricted Share(s)**") for a total subscription price of RM27,814,684.44 at an issue price of RM0.12 per Restricted Share for cash ("**Restricted Issue**"). The Restricted Issue was completed on 13 June 2025.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, neither the Company nor the Group is engaged in any other material litigation, claims or arbitration, either as a plaintiff or defendant, which has a material effect on the financial position or the business of our Group, and our Board does not have any knowledge of any proceeding pending or threatened against our Group, or of any fact likely to give rise to any proceeding, which may materially or adversely affect the financial position or business of our Group.

(i) <u>Arbitration Proceedings, AIAC/D/AD-1225-2023, Syarikat Pembenaan Yeoh Tiong Lay Sdn Bhd ("SPYTL") (Claimant) vs PTE and PESTEC (Respondents)</u>

On 24 August 2018, PTE was appointed by SPYTL as the subcontractor to undertake the contract works for the design, construction, supply, installation, completion, testing, commissioning and maintenance of the electrified double track rail project from Gemas to Johor Bahru ("Gemas Project").

On 18 December 2018, SPYTL and PTE entered into the sub-contracting agreement for the Gemas Project ("SPYTL Sub-contracting Agreement").

On 10 May 2023, PTE received a Notice of Termination for Default from SPYTL terminating PTE as the sub-contractor for the Gemas Project ("Notice of Termination for Default").

On 11 September 2023, SPYTL issued a Notice of Arbitration against PTE for, amongst others, a declaration that the Notice of Termination for Default is valid and for damages to be assessed in respect of alleged breaches of the SPYTL Sub-contracting Agreement.

Parties are scheduled for hearing on the following dates 26,27 and 30 November 2026; and 1-4, 7-11 and 14-15 December 2026.

(ii) Kuala Lumpur High Court, Civil Suit No. WA-22C-44-06/2023, PESTECH Sdn Bhd (“PSB”) (Plaintiff) vs SPYTL (Defendant)

On 20 June 2023, PSB filed a Writ and an Ex-Parte Notice of Application seeking to restrain SPYTL from trespassing, utilising and tampering with PSB’s machineries, and the recovery of its machineries.

PSB filed an Amended Statement of Claim, and the application has been sealed by the court on 3 November 2025.

Trial dates were fixed and commenced on 20-21 & 24 April 2026 for the application of the return of the machinery and damages for the loss of rental of its machineries on a daily rate.

The decision was delivered by the High Court on 14 July 2026 in favour of SPYTL. PSB is appealing the decision.

(iii) Shah Alam High Court, Civil Suit No. BA-22NCvC-118-03/2024, Jalur Tegas Sdn Bhd (“Jalur Tegas”) (Plaintiff) vs PTE (Defendant) (In the Original Action); PTE (Plaintiff) vs Jalur Tegas and Mohd Rizal bin Abdul Ghani (“Mohd Rizal” (Defendants) (In the Counterclaim)

On 21 March 2024, Jalur Tegas Sdn Bhd (“Jalur Tegas”) commenced a claim against PESTECH Technology Sdn Bhd (“PTE”) for RM1,037,369.76 for alleged outstanding payments under a manpower supply contract. PTE filed a Counterclaim seeking RM3,000,000.00 in damages for breach of contract and unlawful conspiracy involving Jalur Tegas and Mohd Rizal bin Abdul Ghani, alleging the latter’s undisclosed conflict of interest while also employed by Syarikat Pembenaan Yeoh Tion Lay Sdn Bhd (“SPYTL”).

Jalur Tegas filed a Summary Judgment Application and an application to strike out PTE’s Counterclaim. On 21 June 2025, the High Court dismissed both applications, except for the strike-out application by the second defendant (Mohd Rizal), which was allowed—resulting in the Counterclaim against him being struck out. PTE has filed an appeal against the latter ruling on 8 July 2025. Hearing for the Appeal is scheduled on 2nd March 2026. Case is fixed for trial from 19-21 October 2026.

(iv) Arbitration, Shandong Power Equipment Co Ltd (“SPECO”) (Claimant) vs PSB (Respondent)

On 17 October 2024, Shandong Power Equipment Co Ltd (“SPECO”) issued four Notices of Arbitration against PESTECH Sdn Bhd (“PSB”) for outstanding balances under four transformer supply contracts, with a total claim amounting to approximately RM7.47 million (in CNY and USD).

PSB denied liability, asserting material breach by SPECO. Proceedings commenced on 30 October 2024 under the AIAC Arbitration Rules 2023. Pursuant to meetings on 26 and 28 November 2024, the parties executed a settlement agreement. Under the settlement, PSB paid USD595,101.35 in two instalments: the first instalment to be made by end of January 2025 and the second instalment before 28 February 2025. Rectification costs of USD516,910.34 were agreed to be offset. SPECO to withdraw the arbitration proceedings in due course.

(v) Winding-Up Petition High Court of Malaya, Kuala Lumpur, Petition No. WA-28NCC-1326-12/2025 by PESTECH Engineering Technology (China) Co. Ltd. served on PESTECH SDN BHD

On 22 December 2025, Pestech Sdn. Bhd. (“PSB”), was served with a winding-up petition dated the same day (“Petition”) by Messrs. Ravindran Advocates & Solicitors, acting for Pestech Engineering Technology (China) Co. Ltd. (“Petitioner”). The Petitioner is not related to the Company or its subsidiaries, notwithstanding the similarity in name.

The Petition was filed in the High Court of Malaya at Kuala Lumpur for an alleged sum of USD 2,394,052.01. PESTEC in its official statement dated 16 January 2026 emphasised that the Petition and the alleged debt is disputed, and based on the current assessment, the Company does not expect any material adverse impact on the financial position or operations of the Company or the Group arising from the Petition. The Company has sought legal advice and is taking the necessary and appropriate steps in relation to the Petition and in reference to the alleged debt not limited to opposing the Petition.

On 26 May 2026, PSB, through its solicitors, filed a Summons in Chambers seeking, amongst others, a stay of the winding-up proceedings pending the determination of the related proceedings. The application remains pending before the High Court of Kuala Lumpur.

The winding-up petition, which was initially fixed for hearing on 8 June 2026, was subsequently converted to case management. The petition remains pending before the High Court of Malaya at Kuala Lumpur and continues to be actively contested by PSB.

The next case management of the winding-up petition has been fixed on 6 August 2026 for further directions.

To date, no winding-up Order has been made against PSB.

Any material development in respect of the above matter will be announced in due course, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at 45, Jalan Medan Setia 1, Bukit Damansara, 50490 Kuala Lumpur, W.P. Kuala Lumpur during normal business hours between Mondays and Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming 15th AGM:-

(i) the Constitution of PESTEC;

(ii) the audited consolidated financial statements of the PESTEC Group for the financial periods from 1 October 2023 to 31 March 2025 and for the financial year ended 31 March 2026;

(iii) the unaudited consolidated financial statements of PESTEC for the financial period ended 31 March 2026;

(iv) the material contracts referred to in **Section 2** of **Appendix I**; and

(v) the relevant cause papers in relation to the material litigation referred to in **Section 3** of **Appendix I**.

ORDINARY RESOLUTION 8

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")

"**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.