

ANNOUNCEMENT

The General Meeting of Shareholders of PESTECH (Cambodia) PLC

NOTICE IS HEREBY GIVEN THAT in accordance with the Board's resolution dated 30 September 2022, the General Meeting of Shareholders of PESTECH (Cambodia) PLC ("**PEPC**") will be held on Thursday, 3 November 2022 at 10:00 a.m. The meeting will be conducted with full observant of Covid-19 policies in Cambodia as defined by the competent authorities.

The details of this meeting are as follows:

Meeting Date : Thursday, 3 November 2022
Record Date : Thursday, 13 October 2022
Venue : Meeting Suite 4, 2nd Floor, Hyatt Regency Phnom Penh, #55, Street 178, Sangkat Chey Chumnas, Phnom Penh, 12206 Kingdom of Cambodia.

Time	Agenda
9:00 a.m. to 10:00 a.m.	OPENING REMARK Registration of Shareholders Outline the meeting agenda and presentation on the voting process
10:00 a.m. to 10:15 a.m.	Opening Speech by Chairman of PESTECH (Cambodia) PLC, Mr. Paul Lim Pay Chuan
10:15 a.m. to 11:00 a.m.	Report of Annual Business Performance for financial year ended 30 June 2022 Question and Answer Session
11:00 a.m. to 11:50 a.m.	RESOLUTIONS FOR APPROVAL
	Resolution 1: Approval on the remuneration of the Board of Directors
	Resolution 2: Approval on the re-election of Mr. Dav Ansan, Independent Non-Executive Director, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 3: Approval on authority to declare and distribute dividend for the financial year ending 30 June 2023
	Resolution 4: Authority to Issue shares pursuant to the Company's Articles of Incorporation <i>"THAT subject always to the Law of Commercial Enterprise, the Articles of Incorporation of the Company and the approvals from Securities and Exchange Regulator of Cambodia ("SERC") , Cambodia Securities Exchange ("CSX") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered 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.</i> <i>AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so</i>

PESTECH (CAMBODIA) PLC.

(Registration No.: 00000957)

(A **PESTECH** Company)

10th Floor, Building No. 35, Mao Tse Toung Boulevard, Phum 09,
Sangkat Boeung Keng Kang I, Khan Boeung Keng Kang, Phnom Penh, CAMBODIA.

Tel: +855 23 882 105 Fax: +855 23 882 106

Website: www.pestech-international.com

Time	Agenda							
		<p><i>issued on the CSX and to make consequential changes to the Articles of Incorporation of the Company accordingly.</i></p> <p><i>AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next General Meeting of Shareholders of the Company.”</i></p>						
	Resolution 5:	<p>Approval on the amendments to the Company’s Articles of Incorporation, to update the details of directors’ new passport number and to replace Article 54.1 in its entirety and replace with the new Articles as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;">Article</th> <th style="width: 45%;">Old</th> <th style="width: 40%;">New</th> </tr> </thead> <tbody> <tr> <td>54.1</td> <td>The ordinary general meeting shall appoint an independent auditor or audit firm for the period of three (3) years.</td> <td> <p>The appointment of external auditors shall be done at the general meeting of shareholders.</p> <p>The external audit firm shall not be in office exceeding five (5) years consecutively and the Company shall not re-use the auditing services for period of three (3) years after the service contract ends.</p> </td> </tr> </tbody> </table>	Article	Old	New	54.1	The ordinary general meeting shall appoint an independent auditor or audit firm for the period of three (3) years.	<p>The appointment of external auditors shall be done at the general meeting of shareholders.</p> <p>The external audit firm shall not be in office exceeding five (5) years consecutively and the Company shall not re-use the auditing services for period of three (3) years after the service contract ends.</p>
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	VOTING PROCESS & RESULTS							
11:50 a.m.	Collect Voting Card							
to	Coffee Break							
12:30 p.m.	Announcement of Voting Result							
	End of Meeting							

Explanatory Note to resolutions: -

Resolution 1 - Approval on the remuneration of the Board of Directors

The resolution is tabled for approval on the remuneration of the Board of Directors, which comprises four (4) executive directors and one (1) independent non-executive director. There is no change in the remuneration of the Board of Directors. This resolution if approved, shall take effect from 1 January 2023 to 31 December 2023.

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Resolution 2 – Approval on the re-election of the Director

This resolution is tabled for approval on the re-election of Mr. Dav Ansan, Independent Non-Executive Director in accordance with Article 18.1 of the Company’s Articles of Incorporation. This resolution if approved, will enable Mr. Dav Ansan to be re-elected to the Board with immediate effect and his term of office shall expire by 31 December 2023.

Resolution 3 - Approval on authority to declare and distribute dividend for the financial year ending 30 June 2023

Under PEPC’s Dividend Policy, it intends to recommend and distribute a minimum dividend of 30% of its Profit After Tax, subject to financial performance, cash flow requirements, availability of retained earnings, capital expenditure requirements and any other factors considered relevant by our Board. The Group may consider making payment of such dividend in the form of cash, shares in the Company for reinvestment opportunities or the combination of the above.

This resolution, if passed will enable the Board of Directors to propose and declare dividend from time to time at such rate and upon such terms and conditions, as the Directors may in their absolute discretion deem fit. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next General Meeting of Shareholders of the Company.

Resolution 4 - Authority to Issue shares pursuant to the Company’s Articles of Incorporation

The proposed resolution, if passed, would provide flexibility to the Directors to issue shares and undertake fund raising activities, including but not limited to placement of shares for the funding of the Company’s future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next General Meeting of Shareholders of the Company. The Directors shall also be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the CSX and to make consequential changes to the Articles of Incorporation of the Company accordingly.

Resolution 5 - Approval on the amendments to the Company’s Articles of Incorporation by updating the details of directors’ new passport number and to replace Article 54.1 in its entirety and replace with the new Article.

The proposed amendments to the Company’s Articles of Incorporation are meant to update the details of directors’ new passport number and the regulations in relation to the appointment of Auditors in accordance with the Prakas on Corporate Governance issued by SERC.

Phnom Penh, 5 October 2022

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Notes:-

1. Shareholders whose names are in the shareholder list on the record date on Thursday, 13 October 2022 will receive the invitation via electronic means or through its appointed securities transfer agent.
2. After receiving the abovementioned invitation, the shareholders shall confirm their attendance to ACLEDA Bank PLC via electronic means or through its appointed securities transfer agent from Thursday, 13 October 2022 to Tuesday, 1 November 2022.
3. In case of any shareholder who is unable to attend the Shareholders' meeting in person, such shareholder may appoint any other person as his/her proxy to attend the meeting.
4. The Proxy Form is sent to shareholders together with the notice of the General Meeting. The Shareholder or proxy holder shall submit this proxy form to ACLEDA Bank PLC with no later than 1 November 2022 via electronic means or through its appointed securities transfer agent.
5. Shareholders who do not confirm their attendance or do not provide proxy form to ACLEDA Bank PLC or its appointed securities transfer agent by the above deadline will not be permitted to attend PEPC's General Meeting.
6. For further information, please contact to ACLEDA Bank PLC or PEPC as follows:

ACLEDA Bank PLC	PESTECH (Cambodia) PLC
Mr. Lim An , AVP and Manager of RTP Operation Mobile: (855) 15 600 743 Email: lim.an@acledabank.com.kh	Ms. Lynda Pan , Corporate Secretary Contact No.: (855) 23 882 105 Email: info@pestech.com.kh
Mr. Huot Sophy , AVP and Assistant Manager of RTP Mobile: (855) 15 900 538 Email: huot.sophy@acledabank.com.kh	
Ms. Samreth Vannybopharat , Staff of RTP Operation Unit Mobile: (855) 81 686 988 / 61 287 766 Email: op.rtp@acledabank.com.kh	

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