

ANNOUNCEMENT

The General Meeting of Shareholders of PESTECH (Cambodia) PLC

NOTICE IS HEREBY GIVEN THAT in accordance with the Board's resolution dated 11 November 2021, the General Meeting of the Shareholders of PESTECH (Cambodia) PLC ("**PEPC**") will be held on Friday, 10 December 2021 at 10:00 a.m. The meeting will be conducted with full observant of Covid-19 policies in Cambodia and social distancing measures as defined by the competent authorities. All the participants will have their temperature checked before entering into the meeting.

The detail of this meeting is as follows:

Meeting Date : Friday, 10 December 2021
Record Date : Wednesday, 17 November 2021
Venue : Phokethra 1, Sofitel Phnom Penh Phokeethra, 26 Old August Site, Sothearos Blvd, Sangkat Tonle Bassac, Khan Chamkamorn Phnom Penh, Kingdom of Cambodia.

Time	Agenda
9:00 a.m.	OPENING REMARK
to	Registration of Shareholders
10:00 a.m.	Outline the meeting agenda and presentation on the voting process
10:00 a.m.	Opening Speech by Chairman of PESTECH (Cambodia) PLC, Mr. Paul Lim Pay Chuan
to	
10:15 a.m.	Report of Annual Business Performance for financial year ended 30 June 2021
to	Question and Answer Session
11:00 a.m.	RESOLUTIONS FOR APPROVAL
to	Resolution 1: Approval on the remuneration of the Board of Directors
11:50 a.m.	Resolution 2: Approval on the re-election of Mr. Paul Lim Pay Chuan, Executive Chairman, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 3: Approval on the re-election of Mr. Lim Ah Hock, Executive Director, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 4: Approval on the re-election of Mr. Han Fatt Juan, Executive Director/Chief Executive Officer, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 5: Approval on the re-election of Mr. Charles Tan Pu Hooi, Executive Director, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 6: Approval on the dividend distribution of USD0.0065 per share for the financial year ended 30 June 2021
	Resolution 7: Approval on authority to declare and distribute dividend for the financial year ending 30 June 2022

PESTECH (CAMBODIA) PLC.

(Registration No.: 00000957)

(A **PESTECH** Company)

No. 06, St. 588, Sangkat Boeung Kok II, Khan Toul Kork, Phnom Penh, CAMBODIA.

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	Resolution 8:	<p>Authority to Issue shares pursuant to the Company's Articles of Incorporation</p> <p><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></p> <p><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 issued on the CSX.</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 9:	Approval on the change of registered office's address
	Resolution 10:	Approval on the amendments to the Company's Articles of Incorporation by deleting the old Articles in its entirety and replace with the new Articles, details of which are set out as per Annexure A.
11:50 a.m. to 12:30 pm	VOTING PROCESS & RESULTS	
	Collect Voting Card	
	Coffee Break	
	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. If approved, the remuneration shall take effect from 1 January 2022 to 31 December 2022.

Resolution 2 to 5 – Approval on the re-election of the Directors

These resolutions are tabled for approval on the re-election of the following Directors in accordance with Article 18.1 of the Company's Articles of Incorporation:

- Mr. Paul Lim Pay Chuan, Executive Chairman
- Mr. Lim Ah Hock, Executive Director
- Mr. Han Fatt Juan, Executive Director/Chief Executive Officer
- Mr. Charles Tan Pu Hooi, Executive Director

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Resolution 6 - Approval on the dividend distribution of USD0.0065 per share or the financial year ended 30 June 2021

The Company had on 17 August 2021, announced that the Board had determined the dividend of USD0.0065 per share in respect of the financial year ended 30 June 2021. The dividend may be subjected to change in accordance with the audit results of the external auditor and the resolution of the general meeting of shareholders.

The record date and payment date will be announced by the Company accordingly if this resolution is approved by shareholders at the general meeting.

Resolution 7 - Approval on authority to declare and distribute dividend for the financial year ending 30 June 2022

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 8 - 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.

Resolution 9 - Approval on the change of registered office's address

It is proposed that the Company's registered office's of the Company be changed to 10th Floor, Building No. 35, Mao Tse Toung Boulevard, Phum 06, Sangkat Boeung Keng Kong I, Khan Boeung Keng Kong, Phnom Penh, Kingdom of Cambodia, in line with the Company's growth and expansion.

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Resolution 10 - Approval on the amendments to the Company's Articles of Incorporation by deleting some of the old Articles in its entirety and replace with the new Articles, details of which are set out as per Annexure A.

The proposed amendments to the Company's Articles of Incorporation is meant to update the business objectives, Company's registered office address, update the relevant provisions upon listing of PEPC as well as to facilitate the use of electronic means for conduct of meetings of directors and shareholders.

Phnom Penh, 16 November 2021

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Article	Old	New
2	<p>Business Objectives</p> <p>The purpose and objectives of the Company are, inter alia:</p> <p>422 Construction of utility projects 42202 Construction of utility projects for electricity and telecommunications</p>	<p>Business Objectives</p> <p>The purpose and objectives of the Company are, inter alia:</p> <p>422 Construction of utility projects 42202 Construction of utility projects for electricity and telecommunications</p> <p>829 Business support service activities n.e.c. 82990 Other Business support service activities n.e.c.</p> <p>432 Electrical, plumbing and other construction installation activities 43210 Electrical installations</p>
5	<p>Registered Office</p> <p>5.1. The registered address and investment site of the Company is at No. 6, Street No. 588, Sangkat Boeung Kok 2, Khan Toul Kork, Phnom Penh, Kingdom of Cambodia.</p>	<p>Registered Office</p> <p>5.1. The registered address and investment site of the Company is at 10th Floor, Building No. 35, Mao Tse Toung Boulevard, Phum 06, Sangkat Boeung Keng Kong I, Khan Boeung Keng Kong, Phnom Penh, Kingdom of Cambodia.</p>
7	<p>Registered Share Capital</p> <p>The total number of issued shares is 71,000,000 (Seventy One Million) ordinary shares, with a Par Value of USD 0.10 per share (being KHR 400 (Four Hundred Khmer Riels) at the date of execution of these Articles of Incorporation) ("Ordinary Shares"). Except as otherwise provided in accordance with these Articles of Incorporation, the Ordinary Shares shall, be entitled to one (01) vote and the manner of voting is to be carried out by way of polling. Upon dissolution of the Company, each ordinary share shall confer with the rights to receive distribution of assets and monies of the company, in accordance with the proportion of shareholdings.</p>	<p>Registered Share Capital</p> <p>The total number of issued shares is 74,945,000 (Seventy Four Million Nine Hundred and Forty Five Thousand) ordinary shares, with a Par Value of USD0.10 per share (being KHR400 (Four Hundred Khmer Riels) at the date of execution of these Articles of Incorporation) ("Ordinary Shares"). Except as otherwise provided in accordance with these Articles of Incorporation, the Ordinary Shares shall, be entitled to one (01) vote and the manner of voting is to be carried out by way of polling. Upon dissolution of the Company, each ordinary share shall confer with the rights to receive distribution of assets and monies of the company, in accordance with the proportion of shareholdings.</p>

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Article	Old	New
11	<p>Share Certificates</p> <p>Every person whose name is entered as a member in the share register shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class of shares held by him, or upon payment of such reasonable expenses as the Board of Directors may from time to time decide for every certificate after the first, several certificates, each for one or more of his shares. Where a member has transferred part of the shares comprised in his holding, he shall be entitled to a certificate for the balance of his holding free of charge. Every share certificate shall be issued under the seal and shall specify the number and class of shares to which it relates and the amount paid up thereon and (subject as hereinafter provided) shall bear the autographic signatures of at least one director provided that the Board of Directors may by resolution determine that such signatures, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorized by the Board of Directors or some method or system of mechanical signature.</p>	<p>Share Certificates</p> <p>Subject to the relevant regulations, the Company shall allot or issue securities and despatch notices of allotment to successful allottees and make an application for the quotation of such securities in accordance with the period prescribed or allowed by the regulators.</p> <p>The Company shall issue and deliver to the securities depository the appropriate certificates in such denomination as may be specified by the securities depository registered in the name of the depositor or its nominee company.</p> <p>Every certificate shall be issued and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means and is to be affixed in accordance with the Articles of Incorporation, and shall specify the number and class of securities to which it relates, and the amount paid thereon.</p>
20	<p>Board of Directors' meeting</p> <p>New insertion</p>	<p>Board of Directors' meeting</p> <p>20.4 Director may participate in the meeting of the Board of Directors by tele-conference, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The participation by a person in a meeting by tele-conference, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the venue where the meeting is to be held.</p>

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Article	Old	New
29	<p>Nomination Committee</p> <p>29.1. The Nomination Committee shall be composed of at least three (03) members, all of whom shall be non-executive directors with at least one (01) independent director.</p> <p>29.3. The Nomination Committee may also include responsibility for setting or reviewing and recommending the compensation and remuneration of the Directors and Senior Officers.</p> <p>29.4. Under the PCG, Senior Officers means a person holding a position from head of department to chief executive officer, or equivalent, including the Corporate Secretary and Head of Internal Audit and any other important positions as the Board may determine from time to time.</p>	<p>Remuneration and Nomination Committee</p> <p>29.1. In the case the Remuneration and Nomination Committee is constituted, it shall comprise at least three (3) members, all of whom shall be non-executive directors.</p> <p>29.3. The Remuneration and Nomination Committee may also include responsibility for setting or reviewing and recommending the compensation and remuneration of the Directors and Senior Officers.</p>
33	<p>General Meeting</p> <p>New insertion</p>	<p>General Meeting</p> <p>33.4 The shareholders may participate in a general meeting at more than one (1) venue using tele-conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future which would permit all shareholders participating in the meeting to communicate with each other simultaneously and instantaneously and to vote at such meeting.</p>
34	<p>Proxy</p> <p>34.2. If a proxy proposes to vote at a meeting, the instrument of appointment of the proxy must be deposited with the Chairperson of the Board of Directors at or before the commencement of that meeting.</p>	<p>Proxy</p> <p>34.2. If a proxy proposes to vote at a meeting, the instrument of appointment of the proxy must be deposited with the Company before the commencement of that meeting.</p>

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35	<p>Notice of the General Meeting</p> <p>Written or electronic notice of each shareholders' meeting stating the date, time, and place and, for special meeting, the purpose(s) for which the meeting is called, shall be given by the Company not less than twenty (20) nor more than fifty (50) days prior to the date of the meeting, to each shareholder of record, to the shareholder's address as it appears on the current record of shareholders of the Company.</p>	<p>Notice of the General Meeting</p> <p>Written or electronic notice of each shareholders' meeting stating the date, time, and place and, for ordinary and special meeting, the purpose(s) for which the meeting is called, shall be given by the Company not less than twenty (20) nor more than fifty (50) days prior to the date of the meeting, to each shareholder of record, to the shareholder's address as it appears on the current record of shareholders of the Company.</p>
39	<p>Record Date and Transfer Books</p> <p>39.1. For the purpose of determining shareholders who are entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a record date for any such determination of shareholders, which date shall not be more than fifty (50) days and, in case of a meeting of shareholders, not less than twenty (20) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.</p>	<p>Record Date and Transfer Books</p> <p>39.1. For the purpose of determining shareholders who are entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a record date for any such determination of shareholders, in accordance with the Prakas and/or any regulations or guidelines issued by SERC or CSX, and, in case of a meeting of shareholders, not less than twenty (20) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.</p>
40	<p>Voting Record</p> <p>New insertion</p>	<p>Voting Record</p> <p>40.2. Voting by way of a poll includes the use of a ballot or voting papers or tickets or various forms of electronic voting devices shall be permitted and the result of the poll shall be deemed to be the resolution of the meeting.</p>
43	<p>Special Resolution</p> <p>43.1. Notwithstanding Article 42 above, all Special Resolutions of the Shareholder require two-thirds of the affirmative votes</p>	<p>Special Resolution</p> <p>43.1. Notwithstanding Article 42 above, all Special Resolutions of the Shareholder require two-thirds of the affirmative</p>

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	<p>of voting shares held by Shareholder and Proxies present at the meeting. No special resolution shall be binding on the Company unless approved in this manner.</p> <p>43.2 The following matters shall require a Special Resolution of the Shareholder, meaning a Resolution passed by a majority of not less than 2/3 (Two-Thirds) of the votes cast by the Shareholder who voted on the particular Special Resolution or a Special Resolution signed by all Shareholder entitled to vote on the particular Resolution (a “Special Resolution”):</p> <ul style="list-style-type: none"> (i) changing the Company’s name; (ii) change of the Authorized Registered capital of the Company; (iii) approval for a merger or dissolution of the Company; (iv) an increase, decrease or change with respect to the Company’s business objectives, purposes or undertaking of the Company; (v) a redistribution of the number of shares in a class with the change resulting in a change to the absolute or relative characteristics of any particular class of shares; (vi) a change in the dividends payable to any class of shares; (vii) increasing the Company’s capital by the creation of new classes of shares of which the absolute or relative characteristics are superior or inferior to an existing class of shares; (viii) decreasing the Company’s stated capital by reducing the par value of any class or series of shares or the authorized shares of the Company; (ix) changing the duration of existence of the Company; (x) changing the registered address of the Company; (xi) changing the quorum requirements for a Shareholders’ meeting or a Board of Directors’ meeting; and 	<p>votes of voting shares held by Shareholder and Proxies present at the meeting. No special resolution shall be binding on the Company unless approved in this manner.</p> <p>43.2. The following matters shall require a Special Resolution of the Shareholder, meaning a Resolution passed by a majority of not less than 2/3 (Two-Thirds) of the votes cast by the Shareholder who voted on the particular Special Resolution or a Special Resolution signed by all Shareholder entitled to vote on the particular Resolution (a “Special Resolution”):</p> <ul style="list-style-type: none"> (i) changing the Company’s name; (ii) change of the Authorized Registered capital of the Company; (iii) approval for a merger or dissolution of the Company; (iv) an increase, decrease or change with respect to the Company’s business objectives, purposes or undertaking of the Company; (v) a redistribution of the number of shares in a class with the change resulting in a change to the absolute or relative characteristics of any particular class of shares; (vi) a change in the dividends payable to any class of shares; (vii) increasing the Company’s capital by the creation of new classes of shares of which the absolute or relative characteristics are superior or inferior to an existing class of shares; (viii) decreasing the Company’s stated capital by reducing the par value of any class or series of shares or the authorized shares of the Company; (ix) changing the duration of existence of the Company; (x) changing the registered address of the Company;

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Article	Old	New
	(xii) as otherwise required by these Articles of Incorporation.	(xi) changing the quorum requirements for a Shareholders' meeting or a Board of Directors' meeting; and (xii) as otherwise required by these Articles of Incorporation
48	Notice of Dividend Notice of any dividend that may have been declared shall be given by letter to the Shareholder.	Notice of Dividend Notice of any dividend that may have been declared shall be given by letter or by any mode of electronic means to the Shareholders.

Notes:-

- Shareholders whose names are in the shareholder list on the record date on 17 November 2021 will receive the invitation via electronic means or through its appointed securities transfer agent.
- 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 Wednesday, 17 November 2021 to Wednesday, 8 December 2021.
- 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.
- 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 8 December 2021 via electronic means or through its appointed securities transfer agent.
- 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.
- For further information, please contact to ACLEDA Bank PLC or PEPC as follows:

ACLEDA Bank PLC

Mr. Lim An, AVP and Manager of RTP Operation
Mobile: (855) 15 600 743
Email: lim.an@acledabank.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

PESTECH (Cambodia) PLC

Ms. Sameoun Va, Corporate Secretary
Contact No.: (855) 23 882 105
Email : sameoun@pestech.com.kh

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