

## ANNOUNCEMENT

### The General Meeting of Shareholders of PESTECH (Cambodia) PLC

**NOTICE IS HEREBY GIVEN THAT** in accordance with the Board's resolution dated 22 September 2023, the General Meeting of Shareholders of PESTECH (Cambodia) PLC ("PCL") will be held on Wednesday, 8 November 2023 at 10:00 a.m.

The details of this meeting are as follows:

Meeting Date : Wednesday, 8 November 2023  
Record Date : Monday, 16 October 2023  
Venue : TRIBE Phnom Penh Hotel, The Studio Room on "R Floor"  
No. 47, Corner St. 01 and St. 94, Village 9, Sangkat Wat Phnom,  
Khan Daun Penh, Phnom Penh 12021, Cambodia.

Time	Agenda
9:00 a.m. to 10:00 a.m.	<b>OPENING REMARK</b>
	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 2023
	Question and Answer Session
11:00 a.m. to 11:50 a.m.	<b>RESOLUTIONS FOR APPROVAL</b>
	Resolution 1: Approval on the remuneration of the Board of Directors
	Resolution 2: Approval on the re-election of Mr. Paul Lim Pay Chuan, the Executive Chairman of the Company, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 3: Approval on the re-election of Mr. Han Fatt Juan, the Executive Director and Chief Executive Officer of the Company, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 4: Approval on the re-election of Mr. Lim Ah Hock, the Executive Director of the Company, in accordance with Article 18.1 of the Company's Articles of Incorporation
	Resolution 5: Approval on the election of Mr. Dav Ansan, Independent Non-Executive Director, in accordance with Article 18.1 of the Company's Articles of Incorporation

### PESTECH (CAMBODIA) PLC.

(Registration No.: 00000957)

(A **PESTECH** Company)

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

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Time	Agenda	
	Resolution 6:	Approval on decision not to declare and distribute dividend for the financial year ended 30 June 2023
	Resolution 7:	Approval on authority to declare and distribute dividend for the financial year ending 30 June 2024
	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 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>
11:50 a.m. to 12:30 p.m.	<b>VOTING PROCESS &amp; RESULTS</b>	
		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 three (3) 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 2024 to 31 December 2024.

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## **Resolutions 2 - 4 – Approval on the re-election of the Directors**

These resolutions are tabled for approval on the re-election of Mr. Paul Lim Pay Chuan, Mr. Han Fatt Juan and Mr. Lim Ah Hock in accordance with Article 18.1 of the Company's Articles of Incorporation.

Under Article 18.1 of the Company's Articles of Incorporation, directors must be elected by an ordinary resolution of shareholders. Unless otherwise provided by the resolution, each director shall be elected for a term of two (2) years and may be re-elected.

Mr. Paul Lim Pay Chuan, Mr. Han Fatt Juan and Mr. Lim Ah Hock were last re-elected during the General Meeting of Shareholders held on 10 December 2021. As per the aforesaid two (2) years' term, they are subject to re-election by 10 December 2023.

These resolutions, if approved, will enable Mr. Paul Lim Pay Chuan, Mr. Han Fatt Juan and Mr. Lim Ah Hock to be re-elected to the Board upon the conclusion of the General Meeting of Shareholders.

## **Resolution 5 – Approval on the election of Mr. Dav Ansan as Independent Non-Executive Director**

This resolution is tabled for approval on the election of Mr. Dav Ansan in accordance with Article 18.1 of the Company's Articles of Incorporation.

During the General Meeting of Shareholders held on 3 November 2022, Mr. Dav Ansan was re-elected as Director of the Company and his term of office shall expire by 31 December 2023.

Under Article 18.1 of the Company's Articles of Incorporation, directors must be elected by an ordinary resolution of shareholders. Unless otherwise provided by the resolution, each director shall be elected for a term of two (2) years and may be re-elected.

This resolution, if approved, will enable Mr. Dav Ansan to be elected to the Board with immediate effect for another three (3) years up to 31 December 2026.

## **Resolution 6 - Approval on decision not to declare and distribute dividend for the financial year ended 30 June 2023**

PCL recorded a Loss After Tax of KHR23,246 million, representing a decrease of KHR25,716 million as compared to the Profit After Tax for the financial year 30 June 2022 at KHR2,470 million. The Board of PCL had proposed not to declare dividend for the financial year ended 30 June 2023 due to the loss-making position.

## **Resolution 7 - Approval on authority to declare and distribute dividend for the financial year ending 30 June 2024**

Under PCL'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.

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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. 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.

Phnom Penh, 29 September 2023

PESTECH (Cambodia) PLC



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## Notes:-

1. Shareholders whose names are in the shareholder list on the record date on Monday, 16 October 2023 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 Monday, 16 October 2023 to Monday, 6 November 2023.
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 6 November 2023 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 PCL's General Meeting.
6. For further information, please contact to ACLEDA Bank PLC or PEPC as follows:

<b>ACLEDA Bank PLC</b>	<b>PESTECH (Cambodia) PLC</b>
<b>Mr. Huot Sophy</b> , AVP and Manager of RTP Operation Mobile: (855) 15 900 538 Email: <a href="mailto:huot.sophy@acledabank.com.kh">huot.sophy@acledabank.com.kh</a>	<b>Ms. Lynda Pan</b> , Corporate Secretary Contact No.: (855) 23 882 105 Email: <a href="mailto:info@pestech.com.kh">info@pestech.com.kh</a>
<b>Mr. Ken Rithputhea</b> , Junior RTP Operation Specialist Mobile: (855) 15 800 663 Email: <a href="mailto:ken.rithputhea@acledabank.com.kh">ken.rithputhea@acledabank.com.kh</a>	<b>Ms. Pin Sokun Tevy</b> , Assistant to Disclosure Officer Mobile: (855) 77 383 191/ 10 966 222 Email: <a href="mailto:pinsokuntevy@pestech.com.kh">pinsokuntevy@pestech.com.kh</a>
<b>Mrs. Samreth Vannybopharat</b> , Senior Staff of RTP Operation Unit Mobile: (855) 61 287 766 Email: <a href="mailto:op.rtp@acledabank.com.kh">op.rtp@acledabank.com.kh</a>	

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