



PETERLABS HOLDINGS BERHAD (909720-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second (2nd) Annual General Meeting of **PETERLABS HOLDINGS BERHAD** will be held at Putra I, Nilai Springs Golf & Country Club, PT4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan on **Tuesday, 19 June 2012 at 10.00 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2011 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**
2. To approve the payment of Directors' fees of RM112,000 in respect of the financial year ended 31 December 2011. **(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire by rotation pursuant to Article 90 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
(i) Lim Tong Seng **(Ordinary Resolution 3)**
(ii) Dr. Teo Kooi Cheng **(Ordinary Resolution 4)**
4. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act, 1965:-
"THAT Dr. Vijaya Raghavan a/l M P Nair, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." **(Ordinary Resolution 5)**
5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

6. **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
"THAT, pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 7)**
7. **Proposed Amendments to Articles of Association**
"THAT, subject to the relevant approvals being obtained, the proposed amendments to the Articles of Association of the Company in the manner as set out in Appendix 1 to this Annual Report ('Proposed Amendments') be and are hereby approved and in consequence thereof, the new set of Memorandum and Articles of Association incorporating all Proposed Amendments be adopted AND THAT the Director and Secretary be and are hereby authorised to sign, do and execute all relevant documents, acts and things as may be required for or in connection with and to give effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities." **(Special Resolution)**
8. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

By Order of the Board
PETERLABS HOLDINGS BERHAD
WONG KEO ROU (MAICSA 7021435)
Company Secretary
Kuala Lumpur
28 May 2012

Notes:-

1. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Depositories Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
5. To be valid the proxy form duly completed must be deposited at the registered office not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 13 June 2012 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 2nd Annual General Meeting.

Explanatory Notes on Special Business

Ordinary Resolution 7 – Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Share Mandate"). This Share Mandate is a new mandate and will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

This Share Mandate will provide flexibility of the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.

Special Resolution – Proposed Amendments to Articles of Association

The proposed Special Resolution, if passed, will bring the Company's Articles of Association in line with the recent amendments made to Chapter 7 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements in relation to Appointment of Multiple Proxies by an Exempt Authorised Nominee, Qualification of Proxy and Rights of Proxy to Speak.