

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m.

Attendance

As per Attendance List

The Meeting commenced at 10.00 a.m. with the requisite quorum being present.

1. CHAIRMAN'S ADDRESS

The Chairman, Mr. Chuah Choon Bin, welcomed all members present and thanked them for their attendance at the Company's Twentieth Annual General Meeting. The Chairman then proceeded to introduce the other Board members, Company Secretary and the auditors' representative. Upon the Secretary's confirmation of a quorum being present, the Chairman called the meeting to order.

2. NOTICE

The notice of the meeting was taken as read.

3. PROCEEDINGS OF MEETING AND VOTING PROCEDURE

The Chairman explained the proceedings of the Meeting. He informed the shareholders that in line with Bursa Malaysia Securities Berhad's Listing Requirements, voting on all the resolutions set out in the notice of the Meeting would be carried out by way of poll and that SS E Solutions Sdn. Bhd. has been appointed as the polling agent and Commercial Quest Sdn. Bhd. has been appointed as the independent scrutineer ("Scrutineer") for the polling process. He further informed that polling would be conducted electronically via the remote participation and voting ("RPV") facility provided by SS E Solutions Sdn. Bhd. The voting session commenced from 10.00 a.m. and remained open for voting until the announcement of the end of the voting session. The Chairman informed the shareholders and proxy holders that they could post their questions in real time during the meeting by using the text box in the RPV facility. The polling administrator then showed a presentation on how to vote through the RPV facility.

4. MEETING AGENDA AND QUESTION AND ANSWER

The Chairman proceeded to table each and every item on the agenda as set out in the notice of the Meeting.

The Chairman informed the shareholders and proxy holders that the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors were laid in accordance with Section 340(10)(a) of the Companies Act 2016 for discussion only and did not require shareholders' approval and hence would not be put for voting.

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m. (Continued...)

4. MEETING AGENDA AND QUESTION AND ANSWER (CONTINUED...)

The Chairman and Executive Director then answered the questions posted by the shareholders through the query box in the RPV facility, as set out in Appendix A.

5. VOTING AND POLL RESULTS

There being no other question relating to the items on the agenda for the Meeting, the Meeting proceeded to voting by poll on each and every resolution on the agenda. The Meeting was adjourned for the votes to be counted by the polling agent and validated by the Scrutineer. Upon completion of the poll, the Chairman announced the results of the poll which had been verified by the Scrutineer as follows:-

ORDINARY BUSINESSES

Ordinary Resolution No. 1

APPROVAL OF PAYMENT OF A FINAL SINGLE TIER DIVIDEND OF 2 SEN PER SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
326	383,193,352	99.5051	7	1,905,714	0.4949	Carried

Accordingly, it was resolved that a final single tier dividend of 2 sen per share for the financial year ended 31 December 2021 be and is hereby approved for payment on 22 July 2022 to shareholders of the Company and the entitlement date shall be on 8 July 2022.

Ordinary Resolution No. 2

APPROVAL OF DIRECTORS' FEES TO THE DIRECTORS OF THE COMPANY

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
304	384,983,039	99.9697	27	116,627	0.0303	Carried

Accordingly, it was resolved that Directors' fees amounting to RM226,270 be and is hereby approved for payment to Directors of the Company for the financial year ended 31 December 2021.

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m. (Continued...)

5. VOTING AND POLL RESULTS (CONTINUED...)

Ordinary Resolution No. 3

APPROVAL OF DIRECTORS' FEES TO THE DIRECTORS OF THE SUBSIDIARY COMPANY

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
291	384,862,725	99.9595	39	155,881	0.0405	Carried

Accordingly, it was resolved that Directors' fees amounting to HKD885,720 (which is approximately equivalent to RM478,000) per annum be and is hereby approved for payment to Directors of the subsidiary company commencing from the financial year ending 31 December 2022 and that such fees to the Directors of the subsidiary company shall continue until otherwise resolved.

Ordinary Resolution No. 4

APPROVAL OF BENEFITS TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
298	384,952,959	99.9613	33	149,207	0.0387	Carried

Accordingly, it was resolved that benefits of up to RM35,000 be and is hereby approved for payment to the Non-Executive Directors of the Company from 1 June 2022 until the next Annual General Meeting of the Company.

Ordinary Resolution No. 5

APPROVAL OF BENEFITS TO NON-EXECUTIVE DIRECTORS OF THE SUBSIDIARY COMPANY

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
298	384,953,959	99.9600	35	154,207	0.0400	Carried

Accordingly, it was resolved that benefits of up to RM35,000.00 be and is hereby approved for payment to the Non-Executive Directors of the subsidiary company from 1 June 2022 until the next Annual General Meeting of the Company.

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m. (Continued...)

5. VOTING AND POLL RESULTS (CONTINUED...)

Ordinary Resolution No. 6

RE-ELECTION OF MR. LENG KEAN YONG AS A DIRECTOR

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
277	353,673,979	92.6473	49	28,068,252	7.3527	Carried

Accordingly, it was resolved that Mr. Leng Kean Yong, who retired in accordance with Clause 109(a) and (b) of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

Ordinary Resolution No. 7

RE-ELECTION OF MS. GAN PEI JOO AS A DIRECTOR

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
303	378,976,388	99.2755	23	2,765,843	0.7245	Carried

Accordingly, it was resolved that Ms. Gan Pei Joo, who retired in accordance with Clause 116 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

Ordinary Resolution No. 8

RE-APPOINTMENT OF AUDITORS

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
322	385,048,532	99.9847	11	58,934	0.0153	Carried

Accordingly, it was resolved that Messrs Grant Thornton Malaysia PLT be and is hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m. (Continued...)

5. VOTING AND POLL RESULTS (CONTINUED...)

SPECIAL BUSINESSES

Ordinary Resolution No. 9

MANDATE TO CONTINUE TO ACT AS INDEPENDENT NON-EXECUTIVE DIRECTOR

In accordance with the Practice 5.3 of the Malaysian Code on Corporate Governance 2021, voting on Ordinary Resolution No. 9 to approve Mr. Loh Nam Hooi, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director was carried out through a two tier voting process.

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
2	Tier 1 140,420,120	100.00	0	0	0.00	Carried
267	Tier 2 123,577,993	51.2087	57	117,744,118	48.7913	

Accordingly, it was resolved that the following resolution be passed as an Ordinary Resolution:-

That authority be and is hereby given to Mr. Loh Nam Hooi who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company.

Ordinary Resolution No. 10

AUTHORITY TO ISSUE SHARES

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
297	367,999,551	95.5576	37	17,108,215	4.4424	Carried

Accordingly, it was resolved that the following resolution be passed as an Ordinary Resolution:-

THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m. (Continued...)

5. VOTING AND POLL RESULTS (CONTINUED...)

Ordinary Resolution No. 11

PROPOSED RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
316	244,648,459	99.9848	15	37,087	0.0152	Carried

Accordingly, it was resolved that the following resolution be passed as an Ordinary Resolution:-

THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company's subsidiaries to enter into any of the category of recurrent transactions of a revenue or trading nature falling within the types of transactions as detailed in Section 2.2(b) of the Company's Circular to Shareholders dated 26 April 2022 ("Said Circular") involving the interests of Directors, major shareholders or persons connected with such Directors or major shareholders of the Company ("Related Parties") as detailed therein provided that such transactions are necessary for the day-to-day operations and they are carried out in the ordinary course of business and are made on an 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 are not to the detriment of the minority shareholders of the Company.

(the "Proposed Renewal of Shareholders' Mandate for RRPT").

THAT the Proposed Renewal of Shareholders' Mandate for RRPT is subject to annual renewal and shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("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 ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to give effect to the Proposed Renewal of Shareholders' Mandate for RRPT.

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m. (Continued...)

5. VOTING AND POLL RESULTS (CONTINUED...)

Ordinary Resolution No. 12

PROPOSED PURCHASE BY THE COMPANY OF ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES

Vote For			Vote Against			Results
No. of shareholders	No. of shares	Percentage (%)	No. of shareholders	No. of shares	Percentage (%)	
326	385,101,999	99.9985	8	5,767	0.0015	Carried

Accordingly, it was resolved that the following resolution be passed as an Ordinary Resolution:-

THAT, subject to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares ("Shares") in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors of the Company may deem fit and expedient in the best interest of the Company provided that :-

- (i) The aggregate number of Shares in the Company which may be purchased and/or held by the Company as treasury Shares shall not exceed ten percent (10%) of the total number of its issued Shares at any point in time; and
- (ii) The maximum funds to be allocated by the Company for the purpose of purchasing its own Shares shall not exceed the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction.

THAT, upon the purchase by the Company of its own Shares, the Directors are authorised to retain the Shares so purchased as treasury Shares or cancel the Shares so purchased or retain part of the Shares so purchased as treasury Shares and cancel the remainder. The Directors are further authorised to distribute the treasury Shares as dividends to the shareholders of the Company and/or resell the Shares on the Bursa Securities in accordance with the relevant rules of the Bursa Securities or subsequently cancel the treasury Shares or any combination thereof.

(the "Proposed Share Buy-Back").

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting (the "Meeting") of the members of the Company held on a virtual basis through live streaming from the Broadcast Venue at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang and online remote voting via remote voting and participation facilities on Tuesday, 31 May 2022 at 10:00 a.m. (Continued...)

5. VOTING AND POLL RESULTS (CONTINUED...)

Ordinary Resolution No. 12 (Continued...)

PROPOSED PURCHASE BY THE COMPANY OF ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES (CONTINUED...)

THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting after that date 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 ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all such acts and things as they may consider necessary or expedient to implement and give effect to the Proposed Share Buy-Back.

6. CONCLUSION

There being no further matters to discuss, the meeting concluded at 10.39 a.m.

PENTAMASTER CORPORATION BERHAD
Company No: 200201004644 (572307-U)
(Incorporated in Malaysia)

QUESTION AND ANSWER

Q1. How much did the Company spend on this virtual AGM? Would the board kindly consider giving participants e-voucher as a token of appreciation for attending the meeting?

A1 The pandemic has transformed the mode of holding the AGM from a physical to a virtual AGM. The virtual AGM has opened up a platform for many shareholders to participate and such arrangement facilitates better engagement with shareholders. The incremental cost of holding the virtual AGM is less than half of the original cost of a physical meeting. The setting of the broadcast venue and online voting makes the whole AGM process more efficient.

At the moment, the company does not consider giving out e-vouchers but the objective is more towards having active engagement with shareholders. The board of directors express their appreciation to shareholders that participated actively at the AGM.

Q2. The Capital Commitments budgeted for FY2021 was RM7.993 million (page 156 of Annual Report). The Statements of Cash Flows on page 107 reported spending to RM37.587 million on property plant and equipment.

1. Can the Board provide a broad breakdown on the RM37.587 million spent in FY2021?

A2(1) The capital commitment of RM7.9 million pertained to the purchase of machineries for Pentamaster MediQ Sdn. Bhd. ("PMSB") in order for PMSB to undertake its research and development activity and to manufacture as well as produce its single use medical devices item such as intravenous catheter, dual safety pen needles and surgical sutures.

The amount of RM37.6 million spent on the property, plant and equipment mainly pertained to the cost of acquisition of land in Batu Kawan amounting to approximately RM28.0 million for the construction of the Group's campus 3. The main purpose of campus 3 is to further expand the Group's Factory Automation Solutions ("FAS") segment and medical devices segment.

The remaining balance of the breakdown pertained to the purchase of machineries for PMSB as well as computers and software for its engineers.

2. What is the budgeted capex for FY2022 and in which business segments will the capex be spent on?

A2(2) The budgeted capital expenditure for year 2022 is about RM100 million for the construction of campus 3 in Batu Kawan which will be built in two phases. First phase involves the construction of the first block starting 2022, with a built-up area measuring approximately 300,000sqft. Currently, both campus 1 and 2 are fully occupied.

There are plans to expand the Group's medical devices segment and FAS segment. Particularly on the medical devices segment, it requires a bigger production floor to undertake its research and development activity and manufacturing activity.

Apart from the above, the Group targets to increase its total workforce to 1,000 staff over the next few years due to the opportunity arising from FAS and electric vehicle sector as the Company foresees strong demand from customers. As such, there is a need to expand now in order to meet the customers' requirements and needs.