

**PENTAMASTER**PENTAMASTER CORPORATION BERHAD
200201004644 (572307-U)**IN NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of Pentamaster Corporation Berhad will be held at the Conference Room of Pentamaster Corporation Berhad at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Tuesday, 5 May 2020 at 12.00 noon for the following purposes :-

AS ORDINARY BUSINESSES

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. Ordinary Resolution 1
- To approve the payment of a final single tier dividend of 1.5 sen per share for the financial year ended 31 December 2019. Ordinary Resolution 2
- To approve the payment of Directors' fees amounting to:- Ordinary Resolution 3
 - RM211,200 to Directors of the Company for the financial year ended 31 December 2019; and
 - HKD805,200 (approximately RM459,000 equivalent) per annum to Directors of the subsidiary company commencing from the financial year ending 31 December 2020 and that such fees to the Directors of the subsidiary company shall continue until otherwise resolved.
- To approve the payment of benefits of up to:- Ordinary Resolution 4
 - RM35,000 to the Non-Executive Directors of the Company from 6 May 2020 until the next Annual General Meeting of the Company; and
 - RM35,000 to the Non-Executive Directors of the subsidiary company from 6 May 2020 until the next Annual General Meeting of the Company.
- To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions :- Ordinary Resolution 5
 - "THAT Mr. Leng Kean Yong, who retires pursuant to Clause 109(a) and (b) of the Company's Constitution, be and is hereby re-elected as a Director of the Company."
 - "THAT Mr. Lee Kean Cheong, who retires pursuant to Clause 109(a) and (b) of the Company's Constitution, be and is hereby re-elected as a Director of the Company."
- To re-appoint Messrs Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 6
- To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions :- Ordinary Resolution 7
 - "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 twelve (12) years to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 8

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions :- Ordinary Resolution 9
 - "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 twelve (12) years to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 9

Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

- "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." Ordinary Resolution 10

Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

- "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 30 March 2020 ("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 of the Company 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 Shareholders' Mandate for RRPT"). THAT the Proposed Shareholders' Mandate for RRPT is subject to annual renewal and shall continue to be in force until:-
 - the conclusion of the next annual general meeting ("AGM") 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
 - the expiration of the period within which the next AGM 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
 - 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 Shareholders' Mandate for RRPT." Ordinary Resolution 11

Proposed renewal of shareholders' mandate for purchase by the Company of its own shares of up to ten percent (10%) of its total number of issued shares

- "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 up to ten percent (10%) of its total number of issued shares of 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 :-
 - 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
 - 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 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") THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") 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
 - the expiration of the period within which the next AGM 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
 - 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." Ordinary Resolution 12

- To consider any other business for which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of shareholders at the Eighteenth Annual General Meeting of the Company, the final single tier dividend of 1.5 sen per share for the financial year ended 31 December 2019 will be paid to shareholders on 17 June 2020. The entitlement date for the proposed dividend shall be on 27 May 2020. A depositor shall qualify for the entitlement to the dividend only in respect of:

- Shares transferred to the depositor's securities account before 4:30 p.m. on 27 May 2020 in respect of ordinary transfer; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board
Lim Kim Teck
(MAICSA 7010844)

Kong Sown Kaey
(MAICSA 7047655)
Secretaries

Penang
Date: 30 March 2020

NOTES

- Appointment of Proxy**
 - Subject to Paragraph (c) below, a member entitled to attend and vote is entitled to appoint more than one (1) proxy to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
 - A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy.
 - Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account if holds.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
 - The instrument appointing a proxy must be deposited at the Registered Office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- Members entitled to attend 18th AGM**

For the purpose of determining a member who shall be entitled to attend the Eighteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 75(a) of the Company's Constitution and Section 341(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Register of Depositors as at 28 April 2020. Only a depositor whose name appears in the Record of Depositors as at 28 April 2020 shall be entitled to attend the said meeting or appoint proxy to attend, speak and/or vote on his/her behalf.
- Audited Financial Statements for the financial year ended 31 December 2019**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Ordinary Resolution No. 2 - Proposed payment of Directors' fees**

The proposed Ordinary Resolution 2 is to facilitate the payment of Directors fees on current year basis. In the event, the Directors' fees proposed is insufficient, the Board will seek the approval from the shareholders at the next Annual General Meeting for additional fees to meet the shortfall.
- Ordinary Resolution No. 3 - Proposed payment of Directors' benefits (excluding Directors' fees)**

The Directors' benefits (excluding Directors' fees) comprises the allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 6 May 2020 until the next Annual General Meeting. This authority unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
- Ordinary Resolution No. 9 - Retention of Independent Non-Executive Director, Mr. Loh Nam Hooi**

Mr. Loh Nam Hooi has served as an Independent Non-Executive Director of the Company for 17 years. The Board has carried out an assessment of Mr. Loh Nam Hooi and determined that he has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the criteria of independence recognised by the Board. The Board has determined that Mr. Loh Nam Hooi is able to bring objective and independent judgement to the Board and recommended him to continue to act as an Independent Non-Executive Director of the Company.

In accordance with Practice 4.2 of the Malaysian Code on Corporate Governance 2017, shareholders' approval through a two-tier voting process will be sought at the Eighteenth Annual General Meeting to retain Mr. Loh Nam Hooi as an Independent Non-Executive Director of the Company.
- Ordinary Resolution No. 10 - Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed resolution if passed will empower the Directors of the Company to issue and allot shares up to 10% of the total number of issued shares of the Company from time to time. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company or the period within which the next Annual General Meeting of the Company is required by law to be held whichever is the earlier.

As at the date of this notice no shares have been issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 10 June 2019, after which it will lapse at the conclusion of the Eighteenth Annual General Meeting.
- Ordinary Resolution No. 11 - Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed resolution in relation to the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature will eliminate the requirement for the Company to make regular announcements and convene separate general meetings from time to time in respect of the aforesaid Related Party Transactions.

Please refer to Part A of the Circular and Statement to Shareholders dated 30 March 2020 for further information.
- Ordinary Resolution No. 12 - Proposed renewal of shareholders' mandate for purchase by the Company of its own shares of up to ten percent (10%) of its total number of issued shares**

The proposed resolution if passed will empower the Directors of the Company to purchase up to ten percent (10%) of the total number of issued shares of the Company at any point in time subject to compliance with Section 127 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other prevailing laws, rules and regulations.

Please refer to Part B of the Circular and Statement to Shareholders dated 30 March 2020 for further information.