



PENTAMASTER

PENTAMASTER CORPORATION BERHAD
200201004644 (572307-U)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Pentamaster Corporation Berhad ("**PCB**" or "**Company**") will be held at the Conference Room of PCB at Plot 18 & 19 Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Tuesday, 5 May 2020 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 237,439,049 NEW ORDINARY SHARES IN PENTAMASTER CORPORATION BERHAD ("PCB SHARES**") ("**BONUS SHARES**") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING PCB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("**PROPOSED BONUS ISSUE**")**

"**THAT** subject to all relevant approvals being obtained from the relevant authorities and/or parties, the Board of Directors of the Company ("**Board**") be and is hereby authorised to allot and issue up to 237,439,049 Bonus Shares in the share capital of the Company, at no consideration and without any capitalisation from the Company's reserves, credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined and announced later by the Board, on the basis of one (1) Bonus Share for every two (2) existing PCB shares held.

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit or expedient, and in the best interest of the Company.

THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing PCB Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment of the Bonus Shares.

AND THAT the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By order of the Board

Lim Kim Teck
(MAICSA 7010844)

Kong Sown Kaey
(MAICSA 7047655)
Secretaries

Penang
Date : 30 March 2020

NOTES

- (a) For the purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 78(b) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record 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 proxies to attend, speak and/or vote on his/her behalf.
- (b) Subject to Paragraph (d) 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.
- (c) 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.
- (d) 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 it holds.
- (e) 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.
- (f) 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.