

**PENTAMASTER CORPORATION BERHAD (572307-U)**  
**(Incorporated in Malaysia)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Tenth 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 25 June 2012 at 10.30 a.m. for the following purposes :-

**AS ORDINARY BUSINESSES**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2011 together with the Reports of the Directors and Auditors thereon. Ordinary Resolution 1
2. To approve the payment of Directors' fees of RM168,000 for the financial year ended 31 December 2011. Ordinary Resolution 2
3. To re-elect the following Directors who retire in accordance with Article 95(1) of the Company's Articles of Association and being eligible, offer themselves for re-election :-
  - (a) Dato' Dr Zainuddin Bin Md. Wazir Ordinary Resolution 3
  - (b) Dato' Seri Kiew Kwong Sen Ordinary Resolution 4
4. To re-appoint Messrs Folks DFK & Co as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

**AS SPECIAL BUSINESSES**

5. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution :-

**Authority to Issue Shares**

“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 in the Company from time to time upon such terms and conditions and for such purposes and to such person or persons as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital 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 6

6. To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution :-

**Proposed Amendments to the Articles of Association of the Company**

“THAT the amendments to the Articles of Association of the Company in the manner set out in Appendix I to the Notice of Annual General Meeting dated 1 June 2012 contained in the Annual Report 2011 be and are hereby approved.”

Special Resolution 1

7. To consider any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

Lim Kim Teck  
(MAICSA 7010844)

Kong Sown Kaey  
(MAICSA 7047655)  
Secretaries

Penang  
Date : 1 June 2012

**NOTES**

**1. Appointment of Proxy**

- (a) Only a Depositor whose name appear in the Record of Depositors as at 18 June 2012 shall be regarded as a member entitled to attend, speak and vote at the Tenth General Meeting.
- (b) Subject to Paragraph (d) below, a member entitled to attend and vote is entitled to appoint not more than two (2) proxies 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 and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company.
- (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, 1<sup>st</sup> 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.

## **2. Explanatory Note on Special Businesses**

### **Ordinary Resolution 6 – Authority to issue shares**

The proposed resolution if passed will empower the Directors of the Company to issue and allot shares up to 10% of the issued and paid-up share capital 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 23 June 2011 and which will lapse at the conclusion of the Tenth Annual General Meeting.

The Directors seek a renewal of the mandate to provide flexibility to the Company for possible raising of funds, including but not limited to placing of shares, for purpose of additional working capital, funding of investments, acquisitions or reduction of borrowings.

### **Special Resolution 1 – Proposed Amendments to the Articles of Association of the Company**

The proposed special resolution 1, if passed, will amend the Articles of Association of the Company to be in line with the Listing Requirements of Bursa Malaysia Securities Berhad and to provide for payment of any dividend, interest or other money payable by the Company to its shareholders by electronic payment.

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

## 1. Article 64

That the existing Article 64 which reads as follows:-

“64. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member and a member may appoint any person to be his proxy without limitation and that the provisions of Section 149(1)(b) of the Act shall not apply to the Company. 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.”

be deleted in its entirety and replaced with a new Article 64 which reads as follows:-

“64. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member (other than an exempt authorised nominee) entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him, and that a proxy need not also be a member and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company.”

## 2. Article 89

That the existing Article 89 which reads as follows:-

“89. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. 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 the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy Provided that in the case of a vote on any question by a show of hands only one (1) of the proxies so appointed shall be entitled to vote. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.”

be deleted in its entirety and replaced with a new Article 89 which reads as follows:-

“89 (1) 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 the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(2) A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend, speak and vote instead of him at the meeting. 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 and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company.

- (3) A member shall not, subject to provisions in Article 89(4), be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. 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. Provided that in the case of a vote on any question by a show of hands only one (1) of the proxies so appointed shall be entitled to vote.
- (4) Where a member of the company is an exempt authorised nominee 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 authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.”

### 3. Article 155

That the existing Article 155 which reads as follows:-

- “155. Any dividend, interest or other money payable in cash in respect of securities may be paid by cheque, bankers draft, money order or warrant and sent through the post directed to the registered address of the holder in the Record of Depositors. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder entitled to the security in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.”

be deleted in its entirety and replaced with a new Article 155 which reads as follows:-

- “155. Any dividend, interest or other money payable in cash in respect of securities may be paid by cheque or warrant and sent through the post directed to the registered address of the holder in the Record of Depositors or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent or to such person as the holder entitled to the security in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good discharge to the Company in respect of the dividend represented thereby notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.”