



## **PENTAMASTER CORPORATION BERHAD**

(Company No. 572307-U)  
(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Pentamaster Corporation Berhad (“**PENTA**” or the “**Company**”) will be held at Conference Room, Plot 18 & 19 Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang on Thursday, 6 January 2011 at 10.30 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

#### **ORDINARY RESOLUTION 1**

#### **PROPOSED DISPOSAL OF LAND AND BUILDINGS FOR A CASH CONSIDERATION OF RM42 MILLION (“PROPOSED DISPOSAL OF THE PROPERTIES”)**

“THAT, subject to the passing of Ordinary Resolution 2, approvals being obtained from the Penang Development Corporation and Penang State Authority for the transfer of the Properties, and all other relevant approvals being obtained, approval be and is hereby given for Pentamaster Technology (M) Sdn Bhd, a wholly-owned subsidiary of PENTA to dispose the following:

- (i) all that piece of leasehold land known as Pajakan Negeri No. 6458, Lot No. 14819, Mukim 12, District of Barat Daya, State of Pulau Pinang measuring approximately 8,162 square metres together with an office building and a single storey factory erected thereon known as Plot 17A, Medan Bayan Lepas, Technoplex, Taman Perindustrian Bayan Lepas Fasa 4, 11900 Bayan Lepas, Pulau Pinang; and
- (ii) all that piece of leasehold land known as Pajakan Negeri No. 6451, Lot No. 14837, Mukim 12, District of Barat Daya, State of Pulau Pinang measuring approximately 12,070 square metres together with a double storey factory building erected thereon, known as Plot 17B, Medan Bayan Lepas, Technoplex, Taman Perindustrian Bayan Lepas Fasa 4, 11900 Bayan Lepas, Pulau Pinang,

for an aggregate cash consideration of RM42 million and in accordance with the terms and conditions of the Real Properties Sale and Purchase Agreement dated 15 October 2010 entered into between Pentamaster Technology (M) Sdn Bhd as the vendor and Benchmark Electronics (M) Sdn Bhd as the purchaser.

AND THAT the proceeds from the Proposed Disposal of the Properties be utilised in the manner and for the purpose set out in Section 2.4 of the circular to shareholders dated 22 December 2010 (“Circular”) and the Directors of PENTA be and are hereby authorised to approve any revision to the utilisation of proceeds, subject to the requirements of the relevant regulatory authorities (where applicable).

AND THAT the Directors of PENTA be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to and to complete the Proposed Disposal of the Properties with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities.”

## ORDINARY RESOLUTION 2

### PROPOSED DISPOSAL OF MACHINERIES FOR A CASH CONSIDERATION OF RM8 MILLION (“PROPOSED DISPOSAL OF THE MACHINERIES”)

“THAT, subject to the passing of Ordinary Resolution 1 and all other relevant approvals being obtained, approval be and is hereby given for Pentamaster Equipment Manufacturing Sdn Bhd, a wholly-owned subsidiary of PENTA to dispose certain Computerised Numerical Control fabrication machinery and equipment for an aggregate cash consideration of RM8 million and in accordance with the terms and conditions of the Assets Sale and Purchase Agreement dated 15 October 2010 entered into between Pentamaster Equipment Manufacturing Sdn Bhd as the vendor and Benchmark Electronics (M) Sdn Bhd as the purchaser.

AND THAT the proceeds from the Proposed Disposal of the Machineries be utilised in the manner and for the purpose set out in Section 2.4 of the Circular and the Directors of PENTA be and are hereby authorised to approve any revision to the utilisation of proceeds, subject to the requirements of the relevant regulatory authorities (where applicable).

AND THAT the Directors of PENTA be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to and to complete the Proposed Disposal of the Machineries with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities.”

By Order of the Board

**LIM KIM TECK (MAICSA 7010844)**  
**TEH AI GEIK @ TEH AI GEK (MAICSA 7033180)**  
Company Secretaries

Penang  
22 December 2010

#### Notes:

1. *A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (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 proportions of his holding(s) to be represented by each proxy.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.*
4. *The instrument appointing a proxy must be deposited at the registered office of the Company, 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.*

