



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 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 Thursday, 16 November 2017 at 11.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE AWARD SCHEME FOR THE EMPLOYEES OF PENTAMASTER INTERNATIONAL LIMITED (“PIL”) AND ITS SUBSIDIARIES (“PIL GROUP”) (“PROPOSED SHARE AWARD SCHEME”)

“**THAT**, subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3 and all relevant approvals being obtained from the relevant authorities, approval be and is hereby given for PCB to establish and implement the Proposed Share Award Scheme for the eligible employees of the PIL Group who meet the criteria spelled out in the rules, terms and conditions that govern the Proposed Share Award Scheme (as may be modified varied and/or amended from time to time in accordance with the terms contained therein) (“**Scheme Rules**”).

THAT subsequent to the establishment of the Proposed Share Award Scheme, approval be and is hereby given to the Board of Directors of PIL to administer the Proposed Share Award Scheme in accordance with the Scheme Rules.

THAT the Board of Directors of PIL be and is hereby empowered and authorised to amend and/or modify all or any part of the Scheme Rules from time to time as may be required/permitted by the authorities or deemed necessary provided that such modifications and/or amendments are effected and permitted in accordance with the provision of the Scheme Rules relating to modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments.

AND THAT the Board of Directors of PIL be and is hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Share Award Scheme, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED LISTING OF THE COMPANY’S AUTOMATION SOLUTION BUSINESS ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“SEHK”) (“PROPOSED LISTING”)

“**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3 and all relevant approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Company for the proposed listing of the Company’s automation solution business via the listing of the entire enlarged issued and paid-up share capital of PIL, a subsidiary of PCB, on the Main Board of the SEHK.

AND THAT, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the aforesaid Proposed Listing, with full power to amend and assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED DILUTION OF PCB’S EQUITY INTEREST IN PIL PURSUANT TO THE PROPOSED LISTING (“PROPOSED DILUTION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, the approvals of relevant authorities being obtained and the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the material dilution of equity interest of PCB in PIL, a subsidiary of PCB, from 92.60% to approximately 63.10% pursuant to the Proposed Listing.

AND THAT the Board be and is hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Dilution, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ORDINARY SHARES OF HKD0.01 EACH IN PIL (“PIL SHARE(S)”) TO CHUAH CHOON BIN PURSUANT TO THE PROPOSED SHARE AWARD SCHEME (“PROPOSED CCB ALLOCATION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, and all relevant approvals being obtained from the relevant authorities and/or parties, the Directors of the Company be and are hereby authorised to allocate up to 3,000 PIL Shares to Chuah Choon Bin, a Director of PCB and PIL, pursuant to the Proposed Share Award Scheme, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the Scheme Rules.

AND THAT the Board of Directors of PIL be and are hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to and complete the Proposed CCB Allocation, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF PIL SHARES TO GAN PEI JOO PURSUANT TO THE PROPOSED SHARE AWARD SCHEME (“PROPOSED GPJ ALLOCATION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, and all relevant approvals being obtained from the relevant authorities and/or parties, the Directors of the Company be and are hereby authorised to allocate up to 860 PIL Shares to Gan Pei Joo, a Director of PCB and PIL, pursuant to the Proposed Share Award Scheme, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the Scheme Rules.

AND THAT the Board of Directors of PIL be and are hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to and complete the Proposed GPJ Allocation, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF PIL SHARES TO CHUAH LAY KUAN, AN ELIGIBLE EMPLOYEE UNDER THE PROPOSED SHARE AWARD SCHEME AND A PERSON CONNECTED WITH CHUAH CHOON BIN (“PROPOSED CLK ALLOCATION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, and all relevant approvals being obtained from the relevant authorities and/or parties, the Directors of the Company be and are hereby authorised to allocate up to 512 PIL Shares to Chuah Lay Kuan, an employee of the PIL Group who is also the sister of Chuah Choon Bin, pursuant to the Proposed Share Award Scheme, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the Scheme Rules.

AND THAT the Board of Directors of PIL be and are hereby empowered and authorised to do all such acts, take such steps and execute all such documents in order to finalise, implement and/or give full effect to and complete the Proposed CLK Allocation, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as a consequence of any such requirement as may be deemed necessary or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 7

PROPOSED BONUS ISSUE OF 11,725,386 NEW ORDINARY SHARES IN PCB (“PCB SHARE(S)”) OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 2 BONUS SHARES FOR EVERY 25 EXISTING PCB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the passing of Special Resolution 1 and all relevant approvals being obtained from the relevant authorities and/or parties, the Board be and is hereby authorised to capitalise an amount of RM5,862,693 from the Company’s share premium account, and to apply such capitalised sum to make payment in full for 11,725,386 Bonus Shares, to be credited as fully paid-up on the basis of 2 Bonus Shares for every 25 existing PCB Shares held by the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later (“**Entitled Shareholders**”).

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 their 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

SPECIAL RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 PCB SHARE HELD AFTER THE PROPOSED BONUS ISSUE INTO 2 PCB SHARES (“SUBDIVIDED SHARES”) (“PROPOSED SHARE SPLIT”)

“**THAT** subject to the passing of Ordinary Resolution 7 and all relevant approvals being obtained from the relevant authorities and/or parties, the Board be and is hereby authorised to subdivide each PCB Share held by the Entitled Shareholders after the Proposed Bonus Issue into 2 Subdivided Shares.

THAT the Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other.

AND THAT the Board be and is hereby authorised to give effect to the Proposed Share Split 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.”

Further notice is hereby given that for the purpose of determining a member who shall be entitled to attend the extraordinary general meeting (“**EGM**”), the Company shall be requesting Bursa Depository, in accordance with Article 171(1) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Records of Depositors as at 9 November 2017. Only a depositor whose name appears in the Record of Depositors as at 9 November 2017 shall be entitled to attend the EGM or appoint proxies to attend, speak and/or vote on his/her behalf.

By order of the Board

Lim Kim Teck
(MAICSA 7010844)

Kong Sown Kae
(MAICSA 7047655)
Secretaries

Penang
Date: 24 October 2017

Notes:

- Subject to Paragraph (c) 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.
- 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 it 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.