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PENTAMASTER INTERNATIONAL LIMITED

檳傑科達國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1665)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Pentamaster International Limited (the “**Company**”) will be held at 2:30 p.m. (Hong Kong time) on Friday, February 28, 2025 (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document (as defined below)) at 17/F, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions set out below:

Unless otherwise indicated, expressions used herein shall have the same meaning as those defined in the scheme document of the Company dated February 5, 2025 (the “**Scheme Document**”), of which this notice forms part.

SPECIAL RESOLUTION

1. “**THAT:**

for the purpose of giving effect to the scheme of arrangement (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) as set out in the Scheme Document, any reduction of the issued share capital of the Company associated with the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme) on the Effective Date (as defined in the Scheme) be and is hereby approved.”

ORDINARY RESOLUTIONS

2. “**THAT:**

- (A) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares referred to in special resolution (1), the simultaneous maintenance of the issued share capital of the Company at the amount prior to the cancellation of the Scheme Shares by the issuance at par of 696,050,011 new Shares (as defined in the Scheme) to Puga Holdings Limited and 170,400,000 new Shares to Pentamaster Corporation Berhad, credited as fully paid, respectively, the sum of which is the same as the number of Scheme Shares cancelled and extinguished;
- (B) the reserve created in the Company’s books of account as a result of the aforesaid cancellation and extinguishment of the Scheme Shares shall be applied in paying up in full at par the 696,050,011 new Shares and 170,400,000 new Shares so issued, credited as fully paid, to Puga Holdings Limited and Pentamaster Corporation Berhad respectively, and any one of the directors of the Company (“**Directors**”) be and is hereby authorised to allot and issue the same accordingly;
- (C) any one of the Directors be and is hereby authorised to do all such acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme or any reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose; and
- (D) any one of the Directors be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the Shares.”

3. “**THAT** conditional upon the special resolution (1) above being passed:
- (A) subject to the Scheme being approved and becoming binding and effective in accordance with its terms and conditions, the special dividend of HK\$0.07 per share in the Company (the “**Special Dividend**”) be and is hereby declared and approved to be paid to the shareholders of the Company on the terms as contained in the Scheme Document; and
- (B) any one of the Directors be and is hereby authorised to do all such acts and things and to take such steps as considered to be necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

By order of the board of directors of
Pentamaster International Limited
檳傑科達國際有限公司
Chuah Choon Bin
Chairman and Executive Director

Hong Kong, February 5, 2025

As at the date of this notice, the Board comprises Mr. Chuah Choon Bin and Ms. Gan Pei Joo as executive Directors; Mr. Leng Kean Yong as non-executive Director; and Ms. Chan May May, Dr. Chuah Jin Chong and Mr. Sim Seng Loong @ Tai Seng as independent non-executive Directors.