



# PANTECH GROUP HOLDINGS BERHAD

Co. No.: 200601013856 (733607-W)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Pantech Group Holdings Berhad (“**Pantech**” or “**Company**”) will be held at Meeting Room 5 & 6, Level 2, Renaissance Johor Bahru Hotel, 2, Jalan Permas 11, Bandar Baru Permas Jaya, 81750 Masai, Johor Darul Takzim on Monday, 6 January 2025 at 10.30 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:

### ORDINARY RESOLUTION 1

#### **PROPOSED LISTING OF PANTECH GLOBAL BERHAD (“PANTECH GLOBAL”) ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) (“PROPOSED LISTING”)**

“**THAT** subject to the approvals of all relevant authorities for the admission of Pantech Global to the Official List of Bursa Securities and the listing of and quotation for the entire enlarged issued share capital of Pantech Global on the Main Market of Bursa Securities, approval be and is hereby given for the Company to list the entire enlarged issued share capital of Pantech Global pursuant to the Proposed Listing.

**AND THAT** the Board of Directors of Pantech (“**Board**”) be and is hereby authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposed Listing, which will be implemented through three stages that will be viewed as one exercise to be undertaken to facilitate the Proposed Listing, details of which are set out below, with full powers to give effect or assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or parties or otherwise deemed by the Board to be in the best interest of the Company:

Stage 1	Proposed Acquisitions	Proposed acquisition by Pantech Global from Pantech, of:  (a) the entire issued share capital of Pantech Stainless & Alloy Industries Sdn Bhd, a wholly-owned subsidiary of the Company, for a purchase consideration of RM180,081,850, which will be satisfied entirely by the issuance of 360,163,700 new ordinary shares in Pantech Global at an issue price of RM0.50 each; and  (b) the entire issued share capital of Pantech Steel Industries Sdn Bhd, a wholly-owned subsidiary of the Company, for a purchase consideration of RM113,804,100, which will be satisfied entirely by the issuance of 227,608,200 new ordinary shares in Pantech Global at an issue price of RM0.50 each.
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Stage 2	Proposed Public Issue	<p>Proposed public issue of 262,228,000 new ordinary shares in Pantech Global at the indicative price of RM0.68 per share by Pantech Global comprising (“<b>IPO Shares</b>”):</p> <p>(a) 21,250,000 IPO Shares available for application by the Malaysian citizens, companies, co-operatives, societies and institutions incorporated or organized under the laws of Malaysia;</p> <p>(b) 29,750,000 IPO Shares available for application by the eligible director(s) and employee(s) of Pantech Global Group, director(s) and employee(s) of Pantech and any other persons who have contributed to the success of Pantech Global Group;</p> <p>(c) 35,000,000 IPO Shares available for application by shareholders whose names appear in the Record of Depositors of Pantech as at 5.00 p.m. on the entitlement date to be determined later;</p> <p>(d) 69,978,000 IPO Shares by way of private placement to institutional and selected investors; and</p> <p>(e) 106,250,000 IPO Shares by way of private placement to Bumiputera investors approved by Ministry of Investment, Trade and Industry of Malaysia.</p>
Stage 3	Proposed Listing	<p>Proposed admission of Pantech Global to the Official List of Bursa Securities and the listing of and quotation for the entire enlarged issued share capital of Pantech Global on the Main Market of Bursa Securities (“<b>Proposed Listing</b>”).</p> <p>In conjunction with the Proposed Listing, Pantech Global will acquire from Pantech Corporation the following:</p> <p>(a) <u>Lot 13258 and Lot 13259</u>:</p> <p>Two parcels of industrial lands comprising one single storey warehouse and canteen annexed with a double storey office, two single storey warehouse, one single storey production factory with an integral double storey office, one single storey production factory, a surau and a guard house bearing postal address of Lot 13258 and Lot 13259, Jalan Haji Abdul Manan, Off Jalan Meru, 42200 Kapar, Selangor, which both lands and buildings erected thereon are rented by Pantech Global from Pantech Corporation, for the operations of its factory in Klang; and</p> <p>(b) <u>PLO 641</u>:</p> <p>A parcel of industrial land comprising one single storey detached factory with one single storey office annexed with mezzanine floor (Block E), one single storey detached factory (Block F), main switchboard (MSB) room, a guard house, a bin centre, a pump house and an outdoor toilet bearing postal address of PLO 641, Jalan Platinum 1, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor, which parcel of land is rented by Pantech Global from Pantech Corporation while the buildings erected thereon are owned by Pantech Global, for the operations of its factory in Johor.</p>

## ORDINARY RESOLUTIONS 2 TO 9

### PROPOSED ALLOCATION OF NEW ORDINARY SHARES IN PANTECH GLOBAL TO BE ISSUED PURSUANT TO THE PROPOSED LISTING (“IPO SHARES”) TO THE ELIGIBLE DIRECTORS AND/OR PERSONS CONNECTED WITH THEM

“**THAT** subject to the passing of Ordinary Resolution 1 above, and subject to the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to Pantech Global to allocate the IPO Shares to the respective eligible Directors and/or persons connected with them as named therein below:

(i)	Tan Ang Ang	1,300,000 IPO Shares	Ordinary Resolution 2
(ii)	To Tai Wai	600,000 IPO Shares	Ordinary Resolution 3
(iii)	Ng Lee Lee	600,000 IPO Shares	Ordinary Resolution 4
(iv)	Sakinah Binti Salleh	60,000 IPO Shares	Ordinary Resolution 5
(v)	Lim Yoong Xao	60,000 IPO Shares	Ordinary Resolution 6
(vi)	Dato’ Sri Yap Tian Leong	60,000 IPO Shares	Ordinary Resolution 7
(vii)	Nooraini Binti Mohd Yasin	60,000 IPO Shares	Ordinary Resolution 8
(viii)	Jairus Tan Vern Hsien	600,000 IPO Shares	Ordinary Resolution 9

**AND THAT** the Board be and are hereby authorised to give full effect to the proposed allocation of IPO Shares to the abovementioned Directors and/or persons connected with them with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company.”

#### BY ORDER OF THE BOARD

**SIEW SUET WEI (MAICSA 7011254)**  
**SSM Practicing Certificate No. 202008001690**

**LIANG SIEW CHING (MAICSA 7000168)**  
**SSM Practicing Certificate No. 202008000879**

Company Secretaries

Petaling Jaya  
19 December 2024

#### Notes:

1. A member of the Company is entitled to attend and vote at the meeting in person or by proxy or by attorney or by duly authorised representative. A proxy or attorney or duly authorised representative may but need not be a member of the Company.
2. The power of attorney or an office copy or notarially certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. If the appointer is a corporation, it must be executed under its common seal or in the manner authorised by its constitution.
3. 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**”), the exempt authorised nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
4. If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit. 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.
5. Only members whose name appear in the Record of Depositors as at 31 December 2024 shall be entitled to attend and vote at the EGM or appoint a proxy to attend and vote on his/her behalf.

6. The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or an office copy or a notorially certified copy of that power or authority, must be deposited with Tricor Investor & Issuing House Services Sdn Bhd not less than 48 hours before the time appointed for taking the of the poll or no later than 4 January 2025 at 10.30 a.m. The Proxy Form can be submitted through either one of the following avenues:

(i) Lodgement of Proxy Form in hard copy	To be deposited at Share Registrar's office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively in the drop-in box provided at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
(ii) Electronic lodgement of Proxy Form	The Proxy Form can be lodged electronically via TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the participation lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.