

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused the contents of Part A of this Circular/Statement on a limited review basis prior to the issuance of this Circular/Statement pursuant to the provisions of paragraph 4.1(c) of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities ("Practice Note 18"). Bursa Securities has not perused Part B of this Circular/Statement as it is prescribed as an exempt document pursuant to Practice Note 18.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**PANTECH GLOBAL BERHAD**

Registration No. 202401009555 (1555405-U)  
(Incorporated in Malaysia)

**PART A**

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED  
SHAREHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED  
SHAREHOLDERS' RATIFICATION");**

**AND**

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED  
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED  
NEW SHAREHOLDERS' MANDATE")**

**PART B**

**STATEMENT TO THE SHAREHOLDERS IN RELATION TO  
THE PROPOSED SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL  
NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-  
BACK AUTHORITY")**

The Ordinary Resolutions in respect of the above proposals will be tabled as Special Business at Pantech Global Berhad's ("the Company") First Annual General Meeting ("1<sup>st</sup> AGM") to be held at Junior Ballroom, Level 11, DoubleTree by Hilton Johor Bahru, 01-02 Menara Landmark, No. 12 Jalan Ngee Heng, Ibrahim International Business District, Bandar Johor Bahru, 80888 Johor Bahru, Johor Darul Ta'zim on Monday, 28 July 2025 at 11:00a.m. The Notice of 1<sup>st</sup> AGM together with the Proxy Form are set out in the Annual Report 2025 of the Company.

You are requested to complete the Proxy Form and deposit the hard copy to the Share Registrar's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, before the time and date indicated below should you be unable to attend the meeting. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : 26 July 2025 at 11:00a.m.

Date and time of the 1<sup>st</sup> AGM : 28 July 2025 at 11:00a.m.

This Circular is dated 30 June 2025

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## DEFINITIONS FOR PART A OF THIS CIRCULAR/STATEMENT

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In this Circular and the accompanying appendices, the following abbreviations shall have the following meanings unless otherwise stated:

“Act”	: The Companies Act 2016 and any amendment that may be made from time to time
“AGM”	: Annual General Meeting
“ARMC”	: The Audit and Risk Management Committee of Pantech Global Berhad
“Board”	: Board of Directors of Pantech Global Berhad
“BMSB”	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“Circular”	: This Circular to Shareholders dated 30 June 2025
“Constitution”	: The Constitution of the Company
“Director(s)”	: Directors of Pantech Global Berhad
“FYE”	: Financial year ended/ending, as the case may be
“Listing Date”	: 3 March 2025, the date Pantech Global Berhad was admitted to the Main Market and Official List of Bursa Securities
“Klang Factory 2”	: On 23 December 2024, PSI had entered into an SPA to acquire a parcel of land held under Geran 45734, Lot 6078 in the Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan for a cash consideration of RM28,126,800
“LPD”	: 30 May 2025, being the latest practicable date prior to the printing and despatch of this Circular
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“Major Shareholder(s)”	: A person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares, is:-  (a) equal to or more than 10% of the total number of voting shares in the Company; or  (b) equal to or more than 5% of the total number of voting shares in Company where such person is the largest shareholder of the Company.

This includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a major shareholder of Pantech Global Berhad as defined above or any other company which is a subsidiary or holding company of Pantech Global Berhad.

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8(4) of the Act.

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**DEFINITIONS FOR PART A OF THIS CIRCULAR/STATEMENT (CONT'D)**

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"Mandate Period"	: The period during which the RRPTs are to be entered into for which the Proposed New Shareholders' Mandate are being sought. This period shall commence immediately upon passing of the ordinary resolution for the Proposed New Shareholders' Mandate during the forthcoming AGM or any adjournment thereof until:  (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM;  (b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,  whichever is earlier.
"Pantech Global" or "Company"	: Pantech Global Berhad (Registration No. 202401009555 (1555405-U))
"Pantech Global Group" or "the Group"	: Pantech Global Berhad and its subsidiaries, collectively
"Pantech Global Share(s)"	: Ordinary share(s) in Pantech Global Berhad
"Pantech Group"	: Pantech Group Holdings Berhad (Registration No. 200601013856 (733607-W))

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**DEFINITIONS FOR PART A OF THIS CIRCULAR/STATEMENT (CONT'D)**

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“Persons Connected”	: In relation to any person (referred to as “said Person”), means such person who falls under any one of the following categories: <ul style="list-style-type: none"><li>(a) a family member of the said Person;</li><li>(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;</li><li>(c) a partner of the said Person;</li><li>(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;</li><li>(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;</li><li>(f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or</li><li>(g) a body corporate which is a related corporation of the said Person.</li></ul>
“Proposals”	: Collectively, the Proposed Shareholders’ Ratification and Proposed New Shareholders’ Mandate
“Proposed New Shareholders’ Mandate”	: Proposed new shareholders’ mandate from the shareholders of the Company during the Mandate Period
“Proposed Shareholders’ Ratification”	: Proposed shareholders’ ratification from the shareholders of the Company for the period commencing from the Listing Date to the date of the 1 <sup>st</sup> AGM
“PSA”	: Pantech Stainless & Alloy Industries Sdn Bhd (Registration No. 200601013677 (733428-W))
“PSI”	: Pantech Steel Industries Sdn Bhd (Registration No. 200001007126 (509731-A))
“Ratification Period”	: Period during which the RRPTs were entered into for which the Proposed Shareholders’ Ratification is sought. This period shall commence from the Listing Date to the date of the 1st AGM
“Related Party(ies)”	: Director(s), Major Shareholder(s) and/or Person(s) Connected with such Director(s) or Major Shareholder(s)
“Related Party Transactions”	: A transaction entered into by the Pantech Global Group, which involves the interests, direct or indirect of the Related Party

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**DEFINITIONS FOR PART A OF THIS CIRCULAR/STATEMENT (CONT'D)**

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“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“RRPTs”	: Related party transaction(s) which is/are recurrent, of a revenue or trading nature and are in the ordinary course of business which is/are necessary for the day-to-day operations of the Pantech Global Group
“SPA”	: Sale and Purchase Agreement
“SPA I”	: Conditional sale and purchase agreement dated 23 August 2024 entered into by Pantech Corporation Sdn Bhd and PSA in relation to the acquisition of a parcel of land held under HS(D) 501116, PTD 209335, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim bearing the postal address of PLO 641, Jalan Platinum 1, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim, on which the operations of PSA are situated on. The purchase consideration was RM12,500,000
“SPA II”	: Conditional sale and purchase agreement dated 23 August 2024 entered into by Pantech Corporation Sdn Bhd and PSI in relation to the acquisition of two parcels of lands and buildings held under Geran 95059 and 95060 Lot No. 23191 and 23192, Mukim Kapar, District of Klang, Selangor Darul Ehsan bearing the postal address of Lot 13258 and Lot 13259, Jalan Haji Abdul Manan, Off Jalan Meru, 42200 Klang, Selangor Darul Ehsan, on which the operations of PSI are situated on. The purchase consideration was RM40,000,000
“SSA”	: Conditional share sale agreement dated 23 August 2024 entered into by Pantech Group and our Company in relation to the Acquisition of PSA and Acquisition of PSI.
“Substantial Shareholder(s)”	: Shall have the meaning given in Section 136 of the Act
“Underwriting Agreement”	: The underwriting agreement dated 8 January 2025 entered into between our Company and our Underwriter, Alliance Islamic Bank Berhad to underwrite 86,000,000 of the Company's shares made available for application by the Malaysian Public, Eligible Persons and the Entitled Shareholders pursuant to our initial public offering

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Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to a time and date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute or guideline is a reference to that statute or guideline as for the time being amended or re-enacted and any subsequent amendment thereof.

All references to “you” and “your” in this Circular are to the shareholders of the Company.

Any discrepancy in the figures included in this Circular between the amounts stated, actual figures and the totals thereof are, unless otherwise explained, due to rounding. “RM” and “sen” refer to Ringgit Malaysia and sen respectively.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company’s plans and objectives will be achieved.

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**DEFINITIONS FOR PART B OF THIS CIRCULAR/STATEMENT**

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Except where the context otherwise requires, the following definitions shall apply throughout this Statement:

“Act”	:	The Companies Act, 2016 and any amendment that may be made from time to time
“AGM”	:	Annual General Meeting
“BMSB”	:	Bursa Malaysia Securities Berhad
“Board”	:	Board of Directors of Pantech Global
“Code”	:	Malaysian Code on Take-Overs and Mergers, 2016 as amended from time to time and any re-enactment thereof.
“Pantech Group”	:	Pantech Group Holdings Berhad
“Directors”	:	Directors of Pantech Global
“EPS”	:	Earnings per share
“Klang Factory 2”	:	On 23 December 2024, PSI had entered into an SPA to acquire a parcel of land held under Geran 45734, Lot 6078 in the Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan for a cash consideration of RM28,126,800
“LPD”	:	30 May 2025, being the latest practicable date prior to the printing of this Statement, which shall not be more than 1 month prior to the date of this Statement
“MMLR”	:	Listing Requirements of Main Market of BMSB
“Pantech Global” or “the Company”	:	Pantech Global Berhad
“Pantech Global Group”	:	Pantech Global and its subsidiaries
“Pantech Global Share(s)” or “Share(s)”	:	Ordinary shares in Pantech Global
“Proposed Share Buy-Back Authority”	:	Proposed authority to enable Pantech Global to purchase its own shares up to a maximum of ten per centum (10%) of the issued shares of Pantech Global
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SPA”	:	Sale and Purchase Agreement

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**DEFINITIONS FOR PART B OF THIS CIRCULAR/STATEMENT (CONT'D)**

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"SPA I"	:	Conditional sale and purchase agreement dated 23 August 2024 entered into by Pantech Corporation Sdn Bhd and PSA in relation to the acquisition of a parcel of land held under HS(D) 501116, PTD 209335, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim bearing the postal address of PLO 641, Jalan Platinum 1, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim, on which the operations of PSA are situated on. The purchase consideration was RM12,500,000
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**PART A - CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED  
SHAREHOLDERS' RATIFICATION AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR  
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**



**PANTECH GLOBAL BERHAD**  
Registration No. 202401009555 (1555405-U)  
(Incorporated in Malaysia)

**Registered office**

Unit 11.07, Amcorp Tower,  
Amcorp Trade Centre, 18,  
Persiaran Barat, 46050 Petaling  
Jaya, Selangor, Malaysia

30 June 2025

**The Board of Directors:**

Dato' Chew Ting Leng	<i>(Non-Independent Non-Executive Chairman)</i>
Mr. Tan Ang Ang	<i>(Group Managing Director)</i>
Mr. Kong Chiong Lee	<i>(Deputy Group Managing Director)</i>
Mr. Lim Soon Beng	<i>(Group Executive Director)</i>
Ms. Tea Sor Hua	<i>(Senior Independent Non-Executive Director)</i>
Puan Karina Binti Idris Ahmad Shah	<i>(Independent Non-Executive Director)</i>
Mr. Mark Wong Kah Kit	<i>(Independent Non-Executive Director)</i>
Mr. Ong Ken Wai	<i>(Independent Non-Executive Director)</i>
Ms. Lau Ming Choo	<i>(Independent Non-Executive Director)</i>

Dear Shareholders,

**PROPOSED SHAREHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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**1. INTRODUCTION**

- 1.1** Bursa Securities has via its letter dated 27 February 2025 granted Pantech Global Berhad an extension of time to obtain shareholders' ratification for the RRPT(s) that the Company will enter or had entered into with Related Parties since the Listing Date up to the date of the Company's 1<sup>st</sup> AGM ("**Bursa Approval**").
- 1.2** On 12 June 2025, the Board announced that the Company proposed to seek shareholders' approval on the following:
- (i) proposed shareholders' ratification for recurrent related party transactions which the Company or Pantech Global Group had entered into since the Listing Date to the date of 1<sup>st</sup> AGM; and
  - (ii) proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING AGM OF THE COMPANY. THE NOTICE OF AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2025.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSALS AT THE FORTHCOMING 1<sup>ST</sup> AGM.

## **2. DETAILS OF THE PROPOSALS**

### **2.1 Provisions under the Listing Requirements**

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPTs which are necessary for its day-to-day operations subject to, amongst others, the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:

"in relation to a listed issuer with a share capital which is more than RM60 million -

- (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or
- (ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the higher";

- (c) the Company's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;
- (d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed under Section 2.6 of the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

- 2.2** The Pantech Global Group has, in the ordinary course of its business, entered into certain RRPTs and it is anticipated that the companies within the Pantech Global Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.6. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

- 2.3** Accordingly, the Board proposes to seek the Proposed Shareholders' Ratification on those RRPTs entered into by Pantech Global Group during the Ratification Period and the Proposed New Shareholders' Mandate for future RRPT(s) to be entered into during the Mandate Period.

These RRPT(s) which are necessary for the day-to-day operations of Pantech Global Group, have been/will be based on normal commercial terms, at arms' length, and have been/will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

**2.4 Validity Period of the Proposed New Shareholders' Mandate**

The Proposed New Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, the approval of the shareholders of the Company will be sought for the renewal and/or new shareholders' mandate at each subsequent AGM of the Company.

**2.5 Principal activities of the Group**

The principal activity of Pantech Global is investment holding and provision for management services while the principal activities of its subsidiaries are as follows:

<u>Name of Subsidiary</u>	<u>Principal activities</u>	<u>Effective Equity Interest (%)</u>
Pantech Steel Industries Sdn. Bhd.	Manufacture of butt weld pipe fittings and provision of related products and services.	100.0
Pantech Stainless & Alloy Industries Sdn. Bhd.	Manufacture of welded pipes and butt weld pipe fittings and provision of related products.	100.0

## 2.6 Class of Related Parties and Nature of the RRPTs

- (i) The aggregate percentage ratio of each RRPTs entered into by the Group and the class of Related Parties from the Listing date up to the forthcoming 1<sup>st</sup> AGM is less than 5%.
- (ii) The nature and details of the RRPTs entered and/or to be entered into by the Group and the class of Related Parties under the Proposals are as follows:-

						Proposed Shareholders' Ratification		Proposed New Shareholders' Mandate
No.	Transacting company in the Group	Related Party	Interested Director, Major Shareholders and/or Person Connected	Nature of relationship	Nature of transaction	Listing Date 3 March 2025) up to LPD (RM'000)	Estimated value from LPD up to the forthcoming 1 <sup>st</sup> AGM (RM'000)	Estimated value from the forthcoming 1 <sup>st</sup> AGM up to the next AGM (RM'000)
1.	PSA	Pantech Corporation Sdn Bhd ("PCSB")	Pantech Group, Dato' Chew Ting Leng ("Dato' Chew"), Mr. Tan Ang Ang ("Mr. Tan")	PCSB is a subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	Sale of stainless-steel welded pipes, butt weld pipe fittings and other products to PCSB.	5,992	5,000	36,000
2.	PSI	PCSB	Pantech Group, Dato Chew. Mr. Tan	PCSB is a subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	Sale of carbon steel seamless pipes, butt weld pipe fittings and other related products to PCSB.	1,620	1,000	4,000
3.	PSA	Pantech (Kuantan) Sdn Bhd ("PKSB")	Pantech Group, Dato Chew. Mr. Tan	PKSB is a subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	Sale of stainless-steel welded pipes to PKSB.	66	300	800
4.	PSI	PKSB	Pantech Group, Dato Chew. Mr. Tan	PKSB is a subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	Sale of carbon steel seamless pipes, butt weld pipe fittings and other related products to PKSB.	45	300	400

						Proposed Shareholders' Ratification		Proposed New Shareholders' Mandate
No.	Transacting company in the Group	Related Party	Interested Director, Major Shareholders and/or Person Connected	Nature of relationship	Nature of transaction	Listing Date (3 March 2025) up to LPD (RM'000)	Estimated value from LPD up to the forthcoming 1 <sup>st</sup> AGM (RM'000)	Estimated value from the forthcoming 1 <sup>st</sup> AGM up to the next AGM (RM'000)
5.	PSA	Unity Precision Engineering Sdn Bhd ("Unity")	Pantech Group, Dato Chew. Mr. Tan	Unity is a subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	Sale of stainless-steel welded pipes to Unity.	2	-	100
6.	PSI	PCSB	Pantech Group, Dato Chew. Mr. Tan	PCSB is a subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	Purchase of various pipes and general hardware from PCSB.	16	20	200
7.	PSA	PCSB	Pantech Group, Dato Chew. Mr. Tan	PCSB is a subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	<p>PCSB has rented a parcel of land held under HS(D) 501116, PTD 209335, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim bearing the postal address of PLO 641, Jalan Platinum 1, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim to PSA for use as office and warehouse.</p> <p>This transaction has been terminated upon the completion of the SPA I for the above property after our Listing.</p>	32	-	-

						Proposed Shareholders' Ratification		Proposed New Shareholders' Mandate
No.	Transacting company in the Group	Related Party	Interested Director, Major Shareholders and/or Person Connected	Nature of relationship	Nature of transaction	Listing Date (3 March 2025) up to LPD	Estimated value from LPD up to the forthcoming 1 <sup>st</sup> AGM	Estimated value from the forthcoming 1 <sup>st</sup> AGM up to the next AGM
						(RM'000)	(RM'000)	(RM'000)
8.	PSA	PCSB	Pantech Group, Dato Chew. Mr. Tan	PCSB is subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	PCSB has rented a parcel of land held under HS(D) 484896, PTD 204334, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim bearing the postal address of PTD 204334, Jalan Platinum Utama, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim to PSA for use as office, factory and warehouse.	309	206	1,236
9.	PSA	PCSB	Pantech Group, Dato Chew. Mr. Tan	PCSB is subsidiary of Pantech Group. Dato' Chew and Mr Tan are common directors of both Pantech Group and Pantech Global.	PSA has rented 3 apartment units bearing the following postal addresses to PCSB:  (a) No. 20, Block 12, Jalan Tanjong Puteri, Tanjong Puteri Resort, 81700 Pasir Gudang Johor Darul Takzim;  (b) No. 21, Block 12, Jalan Tanjong Puteri, Tanjong Puteri Resort, 81700 Pasir Gudang Johor Darul Takzim;  (c) No. 22, Block 12, Jalan Tanjong Puteri Resort, 81700 Pasir Gudang, Johor Darul Takzim	9	5	30
					<b>Total</b>	<b>8,091</b>	<b>6,831</b>	<b>42,766</b>

The details of the properties to be rented for transaction 7, 8 and 9 are as follows:-

**Transaction 7**

<b>Postal Address</b>	<b>Landlord / Tenant</b>	<b>Description / Existing Use</b>	<b>Built-up area (sq ft)</b>	<b>Rental per annum / Period of tenancy</b>	<b>Frequency of Payment of Rent</b>
PLO 641, Jalan Platinum 1, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim	PCSB / PSA	<b>Description:</b> A parcel of land held under HS(D) 501116, PTD 209335, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim  <b>Existing Use:</b> Office and warehouse	105,480	RM384,000 / 1-year term	Monthly

**Transaction 8**

<b>Postal Address</b>	<b>Landlord / Tenant</b>	<b>Description / Existing Use</b>	<b>Land area (sq ft)</b>	<b>Rental per annum / Period of tenancy</b>	<b>Frequency of Payment of Rent</b>
PTD 204334, Jalan Platinum Utama, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim	PCSB / PSA	<b>Description:</b> A parcel of land held under HS(D) 484896, PTD 204334, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim  <b>Existing Use:</b> Office, factory and warehouse	517,319	RM1,236,000 / 3-year term	Monthly

**Transaction 9**

<b>Postal Address</b>	<b>Landlord / Tenant</b>	<b>Description / Existing Use</b>	<b>Built-up area (sq ft)</b>	<b>Rental per annum / Period of tenancy</b>	<b>Frequency of Payment of Rent</b>
(a) No. 20, Block 12, Jalan Tanjong Puteri, Tanjong Puteri Resort, 81700 Pasir Gudang, Johor Darul Takzim;	PSA / PCSB	<b>Description:</b> 3 apartment units  <b>Existing Use:</b> Workers' hostel	3,541	RM10,200 for each unit / 1-year term	Monthly
(b) No. 21, Block 12, Jalan Tanjong Puteri, Tanjong Puteri Resort, 81700 Pasir Gudang, Johor Darul Takzim;					
(c) No. 22, Block 12, Jalan Tanjong Puteri Resort, 81700 Pasir Gudang, Johor Darul Takzim					

## **2.7 Amount due from and due to the Related Parties pursuant to the RRPTs**

As at the LPD, the amount due from the Related Parties to Pantech Global Group was RM 10,269,455, while the amount due to the Related Parties by Pantech Global Group was RM 13,632.

Since the amount due to and from the Related Parties were settled within the credit term, no late payment charge was imposed.

The Board is confident that the Group's current payment pattern will continue in the ordinary course of business, and that the outstanding balances do not give rise to any financial risk to the Group.

## **2.8 Review procedures for the RRPTs**

Pantech Global Group has established the following review procedures to be carried out to ensure that the RRPTs are undertaken on arm's length basis, on transaction prices and at normal commercial terms, which are not more favourable to the Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company who are not part of the transactions:-

- (a) The definition of related party, list of related parties and the review procedures will be circulated and/or updated within the Group;
- (b) The review of RRPTs falls within the scope of the ARMC;
- (c) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the ARMC, on a quarterly basis. Any member of the ARMC may as he deems fit, request additional information pertaining to RRPTs from independent sources or advisers;

Where applicable, the terms of the pricing of the RRPTs shall be consistent with the Group's usual business practices and policies and will take into consideration, amongst others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible.

- (d) The ARMC shall continue to review the above established guidelines and procedures as and when required, on an annual basis with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;
- (e) Where any Directors or persons connected to him/her has an interest (direct and indirect) in any related party transactions or RRPTs, he/she will abstain from voting on any matter relating to any decision making by the Board or the ARMC in respect of such transactions;
- (f) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;
- (g) All RRPTs will be reported to and deliberated by the ARMC on a quarterly basis. The ARMC may, as it deems fit, request for additional information pertaining to the RRPTs from independent sources or advisers to ensure that the transactions are conducted at arm's length basis. The ARMC will review and approve the RRPTs as required under the Main Market Listing Requirements of Bursa Securities;
- (h) There are no specific thresholds for approval of RRPTs within the Group. However, all RRPT are subject to the approval of the Board and tabled for review by the ARMC on a quarterly basis.
- (i) At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties could not be obtained, the transaction prices will be determined by Pantech Global Group based on usual business

practice and on terms which are generally in line with industries norms to ensure that the RRPTs are not detrimental to the interest of Pantech Global Group.

- (j) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the general mandate.

## **2.9 Disclosure in Annual Report**

Disclosure will be made in the Company's Annual Report on the breakdown of the aggregate value of the RRPTs made during the financial year, amongst others, based on the following information:

- (a) the type of RRPTs made; and
- (b) the names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

## **2.10 Statement by Audit and Risk Management Committee**

The ARMC has seen and reviewed the guidelines and procedures mentioned in Section 2.8 above and is satisfied that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner as well as to ensure that the RRPTs are carried out:

- (a) on terms not more favourable to the Related Parties than those generally available to the public;
- (b) at arm's length basis and on the Group's normal commercial terms; and
- (c) not detrimental to the minority shareholders of the Company.

The ARMC is of the view that the procedures above are sufficient to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

## **3. RATIONALE FOR AND BENEFITS OF THE PROPOSALS**

The Proposed Shareholders' Ratification serves to ratify the RRPTs entered into by the Group since its Listing Date up to the date of its forthcoming AGM. Given that Pantech Global is in its first year of listing, ratification of RRPTs entered from the Listing Date up to its AGM allows the Company to coincide the Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate with its AGM and eliminate the need for separate general meetings for each RRPT entered into which reduces expenses for the Company.

The RRPTs entered into by the Pantech Global Group with the Related Parties are all in the ordinary course of business. The RRPTs are recurring transactions of a revenue or trading nature which will occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such RRPTs. By obtaining the Proposed New Shareholders' Mandate on an annual basis, the necessity to make regular announcements to Bursa Securities and to convene separate general meetings to seek shareholders' approval from time to time is eliminated. This would substantially avoid incoming substantial expenses associated with the convening of general meetings on an ad hoc basis, thereby improving administrative efficiency.

The Group and the Related Parties are familiar with each other and have a good understanding of each other's business needs, thus providing a platform where informed commercial decisions can be made so that all parties can benefit from the RRPTs.

#### 4. EFFECTS OF THE PROPOSALS

The Proposals will not have any material effect on the earnings per share, net assets per share and gearing of Pantech Global Group for the financial year ending FYE 2025 and FYE 2026. The Proposals will not have any effect on the issued share capital and substantial shareholders' shareholdings of Pantech Global for the FYE 2025 and FYE 2026.

#### 5. APPROVAL REQUIRED

The Proposals are subject to the approval being obtained from the shareholders of the Company at the forthcoming 1<sup>st</sup> AGM.

#### 6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The direct and indirect interest of the Interested Directors, Interested Major Shareholder and persons connected to them of the Company as at the LPD are as follows:-

	<u>Direct Shareholding</u>		<u>Indirect Shareholding</u>	
	No. of Shares	%	No. of Shares	%
<b><u>Interested Major Shareholder</u></b>				
Pantech Group Holdings Berhad	597,636,800	70.31	-	-
<b><u>Interested Directors</u></b>				
Dato' Chew Ting Leng	499,947	0.059	11,753,643 <sup>(a)</sup>	1.383
Tan Ang Ang	2,557,500	0.301	716,212 <sup>(b)</sup>	0.084

*Notes:*

- (a) Deemed interested by virtue of his interest in CTL Capital Holding Sdn Bhd pursuant to Section 8 of the Act and by virtue of his daughter Ms Chew Zhiyin's direct shareholding in the Company pursuant to Section 59(11) of the Act.
- (b) Deemed interested by virtue of his spouse, Yong Yui Kiew and his son, Jairus Tan Vern Hsien pursuant to Section 59(11) of the Act.

The Interested Directors, namely Dato' Chew Ting Leng and Mr. Tan Ang Ang had abstained and will continue to abstain from all Board deliberations and voting, at the Board Meetings, in relation to the RRPTs set out in Section 2.6 of this Circular.

The aforementioned Interested Directors and Interested Major Shareholder of the Company will abstain and have also undertaken to ensure that the persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposals at the forthcoming 1<sup>st</sup> AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposals.

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## **7. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board (save for the Interested Directors), having considered all aspects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company and accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the ordinary resolution on Proposals to be tabled at the forthcoming 1<sup>st</sup> AGM.

## **8. AGM**

The 1<sup>st</sup> AGM (an extract of the Notice of AGM is also enclosed in this Circular) will be held physically at Junior Ballroom, Level 11, DoubleTree by Hilton Johor Bahru, 01-02 Menara Landmark, No. 12 Jalan Ngee Heng, Ibrahim International Business District, Bandar Johor Bahru, 80888 Johor Bahru on Monday, 28 July 2025 at 11:00a.m., for the purpose of considering, and if thought fit, passing the resolution to give effect to the Proposals.

If you are unable to attend or vote in person at the AGM, you may complete and return the Proxy Form in the notice of AGM in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Share Registrar's office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia at least forty-eight (48) hours before the time set for the 1<sup>st</sup> AGM. The lodging of a Proxy Form does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Please refer to the Notice of the 1<sup>st</sup> AGM for further information on the meeting.

## **9. FURTHER INFORMATION**

You are advised to refer to the attached appendices of this Circular for further information.

Yours faithfully,  
for and on behalf of the Board of  
**PANTECH GLOBAL BERHAD**

Mr. Ong Ken Wai  
Chairperson of Audit Committee /  
Independent Non-Executive Director

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and its members who collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

**2. MATERIAL CONTRACTS**

Save as disclosed below, we have not entered into any contracts which are material (not being contracts entered into in the ordinary course of business) in the past two years immediately preceding the date of the Circular:

(i) the SSA which comprises:

- (a) the acquisition of the entire issued share capital of PSA of RM100,000,000 comprising 200,000,000 ordinary shares from Pantech Group for a total purchase consideration of RM180,081,850. The purchase consideration was entirely satisfied by the issuance of 360,163,700 new Company shares at an issue price of RM0.50 per share; and
- (b) the acquisition of the entire issued share capital of PSA of RM100,000,000 comprising 200,000,000 ordinary shares from Pantech Group for a total purchase consideration of RM180,081,850. The purchase consideration was entirely satisfied by the issuance of 360,163,700 new Company shares at an issue price of RM0.50 per share.

The acquisitions were completed on 10 January 2025;

(ii) the SPA dated 29 April 2024 between PSA and Dynaciate Engineering Sdn Bhd in respect of the acquisition of two parcels of 60-year leasehold land held under:

(a) HS(D) 552587 PTD 222429, Mukim Plentong, District of Johor Bahru, State of Johor, bearing the postal address of PLO 784, Jalan Platinum 3, Kawasan Perindustrian Pasir Gudang (Zon 12B), 81700 Pasir Gudang, Johor together with a single storey detached factory erected thereon; and

(b) HS(D) 564921 PTD 222445, Mukim Plentong, District of Johor Bahru, State of Johor, bearing the postal address of PLO 792, Jalan Platinum 3, Kawasan Perindustrian Pasir Gudang (Zon 12B), 81700 Pasir Gudang, Johor

for a total cash consideration of RM18,800,000. The acquisition of the property was completed on 14 August 2024;

(iii) the SPA I dated 23 August 2024 between Pantech Corporation Sdn Bhd and PSA in relation to the acquisition of a parcel of land held under HS(D) 501116, PTD 209335, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim bearing the postal address of PLO 641, Jalan Platinum 1, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim, on which the operations of PSA are situated on for a total cash consideration of RM12,500,000.

The SPA II dated 23 August 2024 between Pantech Corporation Sdn Bhd and PSI in relation to the acquisition of two parcels of lands and buildings held under Geran 95059 and 95060 Lot No. 23191 and 23192, Mukim Kapar, District of Klang, Selangor Darul Ehsan bearing the postal address of Lot 13258 and Lot 13259, Jalan Haji Abdul Manan, Off Jalan Meru, 42200 Klang, Selangor Darul Ehsan, on which the operations of PSI are situated on for a total cash consideration of RM40,000,000.

The transactions were completed on 2 April 2025 and 7 March 2025 respectively;

(iv) the SPA for Klang Factory 2 dated 23 December 2024 between PSI and Ng Soon Hing dan Anak-Anak Sdn Bhd in respect of the acquisition of a parcel of vacant land held under Geran 45734, Lot 6078 in the Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan for a

cash consideration of RM28,126,800. The transaction was completed on 2 April 2025; and

- (v) the Underwriting Agreement dated 8 January 2025 between our Company and Alliance Islamic Bank Berhad pursuant to our initial public offering.

### **3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

As at the LPD, Pantech Global Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board is not aware of any proceedings, pending or threatened, against the Group or any facts likely to give rise to any proceedings which may materially affect the financial position and/or business of the Group.

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Company's registered office located at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Persiaran Barat, 46050 Petaling Jaya, Selangor, Malaysia during office hours from Monday to Friday (except on public holidays) from the date of this Circular up to and including the date of the AGM:

- (a) Constitution of Pantech Global;
- (b) Consolidated audited financial statements of Pantech Global for the FYE 2025;
- (c) Prospectus dated 10 February 2025 which includes the Group's audited combined financial statements ended 31 August 2024, 29 February 2024, 28 February 2023 and 28 February 2022 in the Accountants' Report;
- (d) Unaudited Quarter Report for the financial period ended 28 February 2025; and
- (e) the material contracts referred to in Section 2 of Appendix I.

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## APPENDIX II – EXTRACT OF THE NOTICE OF THE 1<sup>ST</sup> ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTION 14

#### **Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

**"THAT** approval be and is hereby given to the Company and its subsidiary(ies) ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the specified classes of related parties as specified in Section 2.6 of the Circular to Shareholders dated 30 June 2025, provided that:

- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
  - (i) the related transacting parties and their respective relationship with the Company; and
  - (ii) the nature of the recurrent transactions.

**THAT** such authority shall continue to be in force until:

- (a) the conclusion of the next AGM unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever is the earlier.

**THAT** all RRPTs entered into by the Related Parties, from 3 March 2025, being the date of listing of the Company on the Main Market of Bursa Malaysia Securities Berhad, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.6 of the Circular to Shareholders dated 30 June 2025 be and are hereby approved, confirmed and ratified;

**AND THAT** the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

**PART B - STATEMENT TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED SHARE  
BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE  
COMPANY**



## **SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED SHARE BUY-BACK AUTHORITY**

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### **1. INTRODUCTION**

On 10 June 2025, Pantech Global announced that the Company proposes to seek shareholders' approval for the Proposed Share Buy-Back Authority at the forthcoming 1<sup>st</sup> AGM of the Company.

The purpose of this Statement is to provide you with the relevant information on the Proposed Share Buy-Back Authority and to seek your approval for the Ordinary Resolution to be tabled at the forthcoming 1<sup>st</sup> AGM of the Company to be held at Junior Ballroom, Level 11, DoubleTree by Hilton Johor Bahru, 01-02 Menara Landmark, No. 12 Jalan Ngee Heng, Ibrahim International Business District, Bandar Johor Bahru, 80888 Johor Bahru, Johor Darul Ta'zim on Monday, 28 July 2025 at 11:00a.m., or any adjournment thereof.

**SHAREHOLDERS OF PANTECH GLOBAL ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHARE BUY-BACK AUTHORITY.**

### **2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

- 2.1** The Board proposes to seek approval from the shareholders for the Mandate at the forthcoming 1<sup>st</sup> AGM of the Company.
- 2.2** The Proposed Share Buy-Back Authority will allow the Board to exercise the power of the Company to purchase its own shares not exceeding 10% of the issued shares of the Company at any time and it would be effective immediately upon the passing of the Ordinary Resolution for the Proposed Share Buy-Back Authority at the forthcoming 1<sup>st</sup> AGM and shall be valid until:
- (a) the conclusion of the next AGM of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting; whichever occurs first.
- 2.3** As of 30 May 2025, being the latest practicable date, the total number of issued shares of the Company is 850,000,000 ordinary shares. As an illustration, the maximum number of Shares which may be purchased by the Company will be no more than 85,000,000 Shares based on the total number of issued shares of Pantech Global as of 30 May 2025.

- 2.4** Pursuant to the provisions of Paragraph 12.17 of the MMLR, the Company may only purchase its own Shares at a price which is not more than fifteen per centum (15%) above the weighted average market price of Pantech Global Shares for the five (5) market days immediately preceding the date of the purchase.
- 2.5** Pursuant to the provisions of Paragraph 12.18 of the MMLR, the Company may only resell the purchased Shares held as treasury shares on the BMSB at:
- (a) a price which is not less than the weighted average market price of Pantech Global Shares for the five (5) market days immediately prior the date of resale; or
  - (b) a discounted price of not more than five per centum (5%) to the weighted average market price of Pantech Global Shares for the five (5) market days immediately prior to the resale provided that:
    - (i) the resale takes place not earlier than thirty (30) days from the date of purchase; and
    - (ii) the resale price is not less than the cost of purchase of the shares being resold.

### **3. RATIONALE, POTENTIAL ADVANTAGES AND DISADVANTAGES**

The Proposed Share Buy-Back Authority will enable the Company to utilise any of its surplus financial resources to purchase its own Shares from the market.

**3.1** Potential advantages of the Proposed Share Buy-Back Authority are:

- (a) The Company may be able to stabilise the supply and demand, as well as the price of the Shares, thereby support the fundamental value of Pantech Global Shares.
- (b) The purchased Shares could be retained as treasury shares or resold on BMSB at a higher price with the intention of realising potential capital gain for the Company without affecting the total issued and paid-up share capital of the Company. In the event that the treasury shares are distributed as share dividends, it will serve to reward the shareholders of the Company.
- (c) The Proposed Share Buy-Back Authority would effectively reduce the number of Shares carrying voting and participation rights and such, the EPS of the Company would be increased.

If the Shares so purchased are subsequently cancelled, the Company expects to strengthen the EPS of the Company and benefit the shareholders of the Company. Shareholders may enjoy an increase in the value of their investment in the Company arising from the consequent increase in EPS; and

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**3.2** Potential disadvantages of the Proposed Share Buy-Back Authority are:

- (a) It will reduce the financial resources of the Pantech Global Group, and hereby may result in the Company foregoing future investment opportunities that may emerge in the future or deprive the Company of interest income that can be derived from funds utilised for the Proposed Share Buy-Back Authority; and
- (b) If implemented the Proposed Share Buy-Back Authority may result in a lower amount of cash reserves available for distribution in the form of cash dividends to shareholders.

Nevertheless, the Board will be mindful of the interest of the Company and its shareholders in undertaking the Proposed Share Buy-Back Authority and the subsequent resale of treasury shares on BMSB.

**4. FUNDING**

**4.1** Paragraph 12.10(1) of the MMLR stipulates that purchase by the Company of its own Shares is restricted to the amount of its retained profits.

The retained profits of the Company were RM25,683,135 based on the latest audited financial statements as of 28 February 2025 and RM10,769,970 based on the Company's latest management account made up to 31 May 2025. The Board will ensure that the retained profits of the Company will be sufficient to effect the Proposed Share Buy-Back Authority.

**4.2** The Proposed Share Buy-Back Authority will be funded from internally generated funds and/or external borrowings, the proportion of which will depend on the quantum of Pantech Global Shares to be purchased, the purchase consideration as well as the availability of funds of Pantech Global Group at the time of purchase(s).

In the event that the Proposed Share Buy-Back Authority is to be financed by external borrowings, the Company shall ensure that it has sufficient financial capability to repay the bank borrowings and that the bank borrowings will not have any material impact on the cash flow of Pantech Global Group.

**4.3** The actual number of Shares to be purchased, the aggregate funds to be utilised, impact on cash flow and the timing of the purchase(s) will depend on amongst others, the prevailing equity market conditions, sentiments of the stock market, the available financial resources of the Company and other relevant cost factors at the time of the purchase(s).

**5. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

Based on the assumption that the Proposed Share Buy-Back Authority is carried out in full, the effect of the Proposed Share Buy-Back Authority on the share capital, net assets per share, working capital, earnings and dividends are set out below:

**5.1** Share Capital

The Proposed Share Buy-Back Authority will not have any effect on the total number of issued shares of the Company if all the Shares purchased are retained as treasury shares.

In the event that the maximum number of shares authorised under the Proposed Share Buy-Back Authority are purchased and cancelled, the effects on the share capital are illustrated as follows:

	<b>No. of Shares</b>
Issued share capital <sup>1</sup>	850,000,000
Less: Assuming cancellation of Pantech Global Shares purchased pursuant to the Proposed Share Buy-Back	(85,000,000)
Resultant issued share capital	<b>765,000,000</b>

*Note:-*

<sup>1</sup> The issued and paid-up share capital stated above is held by the Company based on the Record of Depositors as at 30 May 2025.

However, if all the Pantech Global Shares so purchased are retained as treasury shares, issued shares of Pantech Global will not be reduced but the rights attached to the treasury shares as to voting, dividends, and participation in other distributions or otherwise will be suspended.

The said treasury shares shall not be considered in calculating the number or percentage of shares in the Company for any purpose nor for substantial shareholdings or takeovers, notice of general meeting and the right to requisite meetings, to be counted for quorum purposes and the result of a vote on a resolution at a general meeting.

## 5.2 Net Assets ("NA")

The effects of Proposed Share Buy-Back Authority on the consolidated NA per share of the Group will depend on the purchase price in comparison to the NA per share of the Group at the time that the purchase is made.

If the Pantech Global Shares purchased under the Proposed Share Buy-Back Authority are cancelled by the Company, the consolidated NA per share of Pantech Global would improve if the purchase price of such Pantech Global Shares is below the NA per share of the Company and vice- versa.

If the treasury shares are resold in the open market, the consolidated NA per Share of Pantech Global may increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed as share dividends, the NA of Pantech Global Group would be accordingly decreased by the cost of acquisition of the treasury shares.

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### 5.3 Working Capital

The Proposed Share Buy-Back Authority, if exercised, will result in an outflow of cash and thereby reduce the working capital of Pantech Global Group, the quantum of which is dependent on the purchase price of Pantech Global Shares and the number of Pantech Global Shares to be purchased and the funding cost, if any. However, the working capital and cash flow of the Company will increase upon reselling the Purchased Shares which are retained as treasury shares. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

### 5.4 Earnings

The effect of the Proposed Share Buy-Back Authority on the earnings of the Pantech Global Group will depend on the purchase price and the number of Shares purchased. If the Shares so purchased are treated as treasury shares, the extent of the effect on the earnings of the Pantech Global Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising therefrom.

### 5.5 Dividends

The Proposed Share Buy-Back Authority is not expected to have any effect on the policy for the Board in recommending dividends for the year ending 28 February 2026. The decision to declare and pay dividends in the future would depend on, amongst others, the profitability and cash flow position of the Company.

## 6. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the Records of Depositors as at 30 May 2025 and assuming that the Company acquires the full amount of Pantech Global Shares authorised under the Proposed Share Buy-Back Authority and there is no change in the number of shares held by the Directors and/or major shareholders of Pantech Global as at 30 May 2025 and with the assumption that the Company does not purchase the Directors' and/or major shareholders' shares, for the purpose of illustration only, the effect will be as follows:

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	Existing Shareholdings as of 30 May 2025				After Approval of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Pantech Global Shares	%	No. of Pantech Global Shares	%	No. of Pantech Global Shares	%	No. of Pantech Global Shares	%
<b>Directors</b>								
Dato' Chew Ting Leng	499,947	0.059	11,753,643 <sup>(i)</sup>	1.383	499,947	0.065	11,753,643 <sup>(i)</sup>	1.537
Tan Ang Ang	2,557,500	0.301	716,212 <sup>(ii)</sup>	0.084	2,557,500	0.334	716,212 <sup>(ii)</sup>	0.094
Kong Chiong Lee	1,571,822	0.185	-	-	1,571,822	0.206	-	-
Lim Soon Beng	1,077,110	0.127	25,000 <sup>(iii)</sup>	0.003	1,077,110	0.141	25,000 <sup>(iii)</sup>	0.003
Tea Sor Hua	80,000	0.009	-	-	80,000	0.011	-	-
Lau Ming Choo	80,000	0.009	-	-	80,000	0.011	-	-
Karina Binti Idris Ahmad Shah	80,000	0.009	-	-	80,000	0.011	-	-
Mark Wong Kah Kit	80,000	0.009	-	-	80,000	0.011	-	-
Ong Ken Wai	80,000	0.009	-	-	80,000	0.011	-	-
<b>Substantial Shareholders</b>								
Pantech Group	597,636,800	70.31	-	-	597,636,800	78.12	-	-

Notes:

- (i) Deemed interested by virtue of his and his spouse, Datin Shum Kah Lin's interests in CTL Capital pursuant to Section 8 of the Act, and his daughter, Chew Zhiyin's direct shareholding in the Company pursuant to Section 59(11) of the Act.
- (ii) Deemed interested by virtue of his spouse, Yong Yui Kiew's and his son, Jairus Tan Vern Hsien's direct shareholdings in the Company pursuant to Section 59(11) of the Act.
- (iii) Deemed interested via his son, Mr Lim Jing Xuan pursuant to Section 59(11) of the Companies Act 2016.

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## **7. PUBLIC SHAREHOLDINGS SPREAD**

As of 30 May 2025, the public shareholdings spread of the Company was 27.50% in the hand of 4,312 public shareholders. Assuming that the Proposed Share Buy-Back Authority is carried out in full, and Pantech Shares purchased were all cancelled, the public shareholdings of the Company would be 19.45%. The Board is mindful and will endeavour to ensure that it will not purchase its own Shares which will result in Pantech Global's public shareholdings spread falling below the minimum requirement of twenty-five per centum (25%) of its total listed Shares.

## **8. SHARES BUY-BACK**

There were no details of the share buy-back by the Company for the last twelve (12) months preceding to the LPD.

## **9. HISTORICAL SHARE PRICES**

The monthly high and low prices of Pantech Global shares as traded on Bursa Securities for the last three (3) months from March 2025 to May 2025 are as follows (*Source: Yahoo Finance*):

	High (RM)	Low (RM)
March 2025	0.6300	0.4000
April 2025	0.5850	0.4650
May 2025	0.6250	0.5500

The last transacted price of Pantech Global Shares on LPD was RM0.565.

## **10. PURCHASE OR RESALE OR CANCELLATION OF TREASURY SHARES DURING THE FINANCIAL YEAR ENDED 28 FEBRUARY 2025**

There is no purchase, re-sale and cancellation of shares in the previous twelve (12) months up to LPD.

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**11. IMPLICATION OF THE CODE**

The Board does not anticipate any implications relating to the Code arising from the Proposed Share Buy Back. It is the intention of the Company to implement the Proposed Share Buy-Back in a manner that will not result in any of the shareholders of the Company having to undertake a mandatory offer pursuant to the Code.

**12. APPROVALS REQUIRED FOR THE PROPOSED SHARE BUY-BACK AUTHORITY**

The Proposed Share Buy-Back Authority is subject to the approval of the shareholders of Pantech Global at the forthcoming 1<sup>st</sup> AGM.

**13. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

Save for the inadvertent increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Share Buy-Back Authority, none of the Directors, substantial shareholders of Pantech Global and/or persons connected to them have any interest, direct or indirect, in the Proposed Share Buy-Back Authority or the resale of treasury shares, if any.

**14. DIRECTORS' RECOMMENDATION**

The Board, having considered all aspects of the Proposed Share Buy-Back Authority, are of the opinion that the Proposed Share Buy-Back Authority is fair, reasonable and in the best interest of the Company and its shareholders. Therefore, the Board recommends that you vote **IN FAVOUR** of the Ordinary Resolution pertaining to the Proposed Share Buy-Back Authority at the forthcoming 1<sup>st</sup> AGM of the Company.

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## APPENDIX A – FURTHER INFORMATION

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### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable inquiries and to the best of their knowledge and belief, there is no other facts the omission of which would make any statement herein misleading.

### 2. MATERIAL CONTRACTS

Save as disclosed below, we have not entered into any contracts which are material (not being contracts entered into in the ordinary course of business) in the past two years immediately preceding the date of the Circular:

(i) the SSA which comprises:

- (a) the acquisition of the entire issued share capital of PSA of RM100,000,000 comprising 200,000,000 ordinary shares from Pantech Group for a total purchase consideration of RM180,081,850. The purchase consideration was entirely satisfied by the issuance of 360,163,700 new Company shares at an issue price of RM0.50 per share; and
- (b) the acquisition of the entire issued share capital of PSA of RM100,000,000 comprising 200,000,000 ordinary shares from Pantech Group for a total purchase consideration of RM180,081,850. The purchase consideration was entirely satisfied by the issuance of 360,163,700 new Company shares at an issue price of RM0.50 per share.

The acquisitions were completed on 10 January 2025;

(ii) the SPA dated 29 April 2024 between PSA and Dynaciate Engineering Sdn Bhd in respect of the acquisition of two parcels of 60-year leasehold land held under:

(a) HS(D) 552587 PTD 222429, Mukim Plentong, District of Johor Bahru, State of Johor, bearing the postal address of PLO 784, Jalan Platinum 3, Kawasan Perindustrian Pasir Gudang (Zon 12B), 81700 Pasir Gudang, Johor together with a single storey detached factory erected thereon; and

(b) HS(D) 564921 PTD 222445, Mukim Plentong, District of Johor Bahru, State of Johor, bearing the postal address of PLO 792, Jalan Platinum 3, Kawasan Perindustrian Pasir Gudang (Zon 12B), 81700 Pasir Gudang, Johor

for a total cash consideration of RM18,800,000. The acquisition of the property was completed on 14 August 2024;

(iii) the SPA I dated 23 August 2024 between Pantech Corporation Sdn Bhd and PSA in relation to the acquisition of a parcel of land held under HS(D) 501116, PTD 209335, Mukim Plentong, District of Johor Bahru, Johor Darul Takzim bearing the postal address of PLO 641, Jalan Platinum 1, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor Darul Takzim, on which the operations of PSA are situated on for a total cash consideration of RM12,500,000.

The SPA II dated 23 August 2024 between Pantech Corporation Sdn Bhd and PSI in relation to the acquisition of two parcels of lands and buildings held under Geran 95059 and 95060 Lot No. 23191 and 23192, Mukim Kapar, District of Klang, Selangor Darul Ehsan bearing the postal address of Lot 13258 and Lot 13259, Jalan Haji Abdul Manan, Off Jalan Meru, 42200 Klang, Selangor Darul Ehsan, on which the operations of PSI are

situated on for a total cash consideration of RM40,000,000.

The transactions were completed on 2 April 2025 and 7 March 2025 respectively;

- (iv) the SPA for Klang Factory 2 dated 23 December 2024 between PSI and Ng Soon Hing dan Anak-Anak Sdn Bhd in respect of the acquisition of a parcel of vacant land held under Geran 45734, Lot 6078 in the Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan for a cash consideration of RM28,126,800. The transaction was completed on 2 April 2025; and
- (v) the Underwriting Agreement dated 8 January 2025 between our Company and Alliance Islamic Bank Berhad pursuant to our initial public offering.

### **3. MATERIAL LITIGATION**

As at the LPD, neither the Company nor any of its subsidiaries is engaged in any material claims, litigation and/or arbitration either as plaintiff or defendant, which has a material effect on the financial position of Pantech Global Group and the Directors are not aware of any proceedings pending or threatened, against Pantech Global Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of Pantech Global Group immediately preceding the date of this Statement.

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of the Company at Unit No. 11-07, Amcorp Tower, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050, Petaling Jaya, Selangor during normal office hours on any weekday (except public holidays) from the date of this Statement up to and including the date of the 1<sup>st</sup> AGM:

- (a) Constitution of Pantech Global;
- (b) Consolidated audited financial statements of Pantech Global for the FYE 2025;
- (c) Prospectus dated 10 February 2025 which includes the Group's audited combined financial statements ended 31 August 2024, 29 February 2024, 28 February 2023 and 28 February 2022 in the Accountants' Report;
- (d) Unaudited Quarter Report for the financial period ended 28 February 2025; and
- (e) the material contracts referred to in Section 2 of Appendix A.

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