

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting ('10th AGM') of **METRONIC GLOBAL BERHAD** will be held at No. 2, Jalan Astaka U8/83, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on **Tuesday, 25 June 2013 at 11.00 a.m.** for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Directors and Auditors Reports thereon. **(Ordinary Resolution 1)**
2. To approve the payment of Directors' fees of RM156,675.00 for the financial year ended 31 December 2012. **(Ordinary Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 79 of the Company's Articles of Association and being eligible, offers themselves for re-election:-
 - i) Ng Wee Peng **(Ordinary Resolution 3)**
 - ii) Khoo Siang Hsi @ Khoo Chen Nan **(Ordinary Resolution 4)**
 - iii) Lew Cheong Teck **(Ordinary Resolution 5)**
 - iv) Tan Kian Hong **(Ordinary Resolution 6)**
 - v) Dato' Mazlin bin Md Junid **(Ordinary Resolution 7)**
 - vi) Dato' Dr. Chin Yew Sin **(Ordinary Resolution 8)**
 - vii) Ling Yew Kong **(Ordinary Resolution 9)**
4. To re-appoint Messrs CHI-LLTC as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 10)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

5. **Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 11)**

"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

6. **Proposed Amendments to Articles of Association** **(Special Resolution)**

"THAT, subject to the relevant approvals being obtained, the proposed amendments to the Articles of Association of the Company in the manner as set out in Appendix 1 to this Annual Report ("Proposed Amendments") be and are hereby approved and in consequence thereof, the new set of Memorandum and Articles of Association incorporating all Proposed Amendments be adopted **AND THAT** the Director and Secretary be and are hereby authorised to sign, do and execute all relevant documents, acts and things as may be required for or in connection with and to give effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."

7. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

METRONIC GLOBAL BERHAD

JENNY WONG CHEW BOEY (MAICSA 7006120)

WONG YUET CHYN (MAICSA 7047163)

Company Secretaries

Kuala Lumpur

3 June 2013

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his behalf.
2. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with.
3. A member who is an authorised nominee as defined under Securities Industry (Central Depositories) Act 1991, is allowed to appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. Where the member of the Company appoints two or more proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy. Duplication of proxy form is allowed for appointment of additional proxies.
5. 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 seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing the proxy must be deposited at the registered office at 10-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting.
7. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 19 June 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 10th AGM.

NOTES ON SPECIAL BUSINESS

1. **Ordinary Resolution 11 - Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution 11, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate"). This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 22 June 2012 and this authority will lapse at the conclusion of the 10th AGM of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.

2. **Special Resolution - Proposed Amendments to the Articles of Association**

The proposed Special Resolution if passed, will result the Company's Articles of Association being updated in line with the amendments made to Bursa Malaysia Securities Berhad Main Market Listing Requirements.