



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Eighth (38th) Annual General Meeting of the shareholders of Industronics Berhad will be held at **Function Room 2, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur at 10:00 a.m. on Wednesday, 26 June 2013** for purpose of transacting the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Report of the Directors and Auditors thereon. **(Please refer to Explanatory Note A)**
Resolution 1
- To approve the payment of Directors' fees for the financial year ended 31 December 2012.
Resolution 2
- To re-elect the following Directors, who are retiring by rotation in accordance with Article 102 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:-
(a) Ms. Wong Yuk Ching Anna; **Resolution 2**
(b) Mr. Yip Wai Man Raymond; **Resolution 3**
(c) Mr. Liau Lian Fatt; **Resolution 4**
(d) Mr. Christian Kwok-Leun Yau Heilesen; and **Resolution 5**
(e) Encik Youhardy Bin Yahaya. **Resolution 6**
- To appoint Auditors and to authorise the Directors to fix their remuneration.
Notice of Nomination pursuant to Section 172(15) of the Companies Act 1965, a copy of which is annexed hereto and marked Annexure "A" in the Annual Report have been received by the Company for the nomination of Messrs. UHY for appointment as Auditors and of the intention to propose the following ordinary resolution:-
Resolution 7

"THAT subject to their consent to act, Messrs. UHY be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors."

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without modifications:

- ORDINARY RESOLUTION - GENERAL AUTHORITY TO ALLOT AND ISSUE SHARES** **Resolution 8**
"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- SPECIAL RESOLUTION - PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION COMPANY** **Resolution 9**
"THAT the Proposed Amendments to the Company's Articles of Association as set out in the Annexure "B" be and are hereby approved and adopted and that the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association."
- 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
INDUSTRONICS BERHAD

CHUA SIEW CHUAN (MAICSA No. 0777689)
CHIN MUN YEE (MAICSA No. 7019243)
TAN WEE SIN (MAICSA No. 7044797)
Company Secretaries
Selangor Darul Ehsan
4 June 2013

1. NOTES

- 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 eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1) (a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Where a member appoints two or more proxies the appointment shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.
- 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 the common seal or under the hand of an officer or attorney so authorised.
- 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 9 Jalan Taming 3, Taman Tanming Jaya, 43300 Seri Kembangan, Selangor Darul Ehsan not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.

2. Explanatory Note A

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

3. EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 8

The proposed Resolution 8, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to allot and issue ordinary shares from the unissued capital of the Company up to an amount not exceeding in total 10% of the issued capital of the Company for the time being, for such purposes as the Directors consider in the best interest of the Company ("General Mandate"). This General Mandate will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting.

This General Mandate will provide flexibility to the Company to undertake fund raising activities, including but not limited to placing of shares for the purpose of funding future investment project(s), workings capital and/or acquisitions by issuance of shares in the Company to such persons at any time, as the Directors deem fit, without having to convene a general meeting.

The General Mandate sought for is a renewal of the General Mandate obtained from members at the last Annual General Meeting. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirty Seventh Annual General Meeting held on 26 June 2012, which will lapse at the conclusion of the Thirty Eighth Annual General Meeting.

Resolution 9

The Proposed Amendments are to enable the Company to adopt the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, where applicable, in its Articles of Association.

4. STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO PARAGRAPH 8.27(2) OF THE BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS

a) The following are the Directors standing for re-election at the Thirty Eighth Annual General Meeting:-

- Ms. Wong Yuk Ching Anna;
- Mr. Yip Wai Man Raymond;
- Mr. Liau Lian Fatt;
- Mr. Christian Kwok-Leun Yau Heilesen; and
- Encik Youhardy Bin Yahaya.

b) Further details of the Director seeking re-election at the Thirty Eighth Annual General Meeting is set out in the Profile of Directors appearing in pages 17 to 18 and the details of his interests in the securities of the Company and its subsidiaries are on page 86 of the Annual Report.