

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Industronics Berhad ("**IB**" or "**Company**") will be held at Function Room 2, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Wednesday, 26 June 2013 at 10.30 a.m. or immediately after the conclusion or adjournment of Thirty-Eighth (38th) Annual General Meeting, which will be held at the same venue and on the same date at 10.00 a.m., whichever is the later, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1**PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) ("PROPOSED SIS")**

"THAT subject to the provisions of the Companies Act, 1965 and the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given for the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible employees of the Company and its subsidiaries ("**IB Group**" or "**Group**") including Directors of the Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("**Eligible Persons**") as set out in the By-laws, a draft of which is set out in **Appendix 1** of the Circular to Shareholders dated 12 June 2013 ("**Circular**");
- allot and issue such number of new ordinary shares of RM0.50 each in IB ("**IB Shares**") to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of IB Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares) at any one time throughout the duration of the Proposed SIS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new IB Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new IB Shares will, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new IB Shares will not be entitled to any dividends, rights, allotments or any other distributions that may be declared, made or paid, the entitlement date of which precedes the date of allotment of such new IB Shares;
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- extend the duration of the Proposed SIS for an additional three (3) years (the duration of the Proposed SIS would then be for a total period of six (6) years from the effective date of the Proposed SIS), if the Board of Directors of the Company ("**Board**") deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 2**PROPOSED GRANTING OF OPTIONS TO CHRISTIAN KWOK-LEUN YAU HEILESEN**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Christian Kwok-Leun Yau Heilesen, being the Chairman and Executive Director of the Company, options to subscribe for new IB Shares and if such options are accepted and exercised, to allot and issue such number of new IB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Christian Kwok-Leun Yau Heilesen, as long as Christian Kwok-Leun Yau Heilesen either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of IB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 3**PROPOSED GRANTING OF OPTIONS TO YIP WAI MAN RAYMOND**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yip Wai Man Raymond, being the Non-Independent Non-Executive Director of the Company, options to subscribe for new IB Shares and if such options are accepted and exercised, to allot and issue such number of new IB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yip Wai Man Raymond, as long as Yip Wai Man Raymond either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of IB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 4**PROPOSED GRANTING OF OPTIONS TO LIAU LIAN FATT**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Liu Lian Fatt, being the Independent Non-Executive Director of the Company, options to subscribe for new IB Shares and if such options are accepted and exercised, to allot and issue such number of new IB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Liu Lian Fatt, as long as Liu Lian Fatt either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of IB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 5**PROPOSED GRANTING OF OPTIONS TO WONG YUK CHING ANNA**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Wong Yuk Ching Anna, being the Independent Non-Executive Director of the Company, options to subscribe for new IB Shares and if such options are accepted and exercised, to allot and issue such number of new IB Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Wong Yuk Ching Anna, as long as Wong Yuk Ching Anna either singly or collectively through persons connected with her (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of IB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 6**PROPOSED GRANTING OF OPTIONS TO YOUHARDY BIN YAHAYA**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Youhardy Bin Yahaya, being the Independent Non-Executive Director of the Company, options to subscribe for new IB Shares and if such options are accepted and exercised, to allot and issue such number of new IB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Youhardy Bin Yahaya, as long as Youhardy Bin Yahaya either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of IB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 7**PROPOSED GRANTING OF OPTIONS TO LIM JIT FU**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Lim Jit Fu, being the Chief Executive Officer of the Company, options to subscribe for new IB Shares and if such options are accepted and exercised, to allot and issue such number of new IB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Lim Jit Fu, as long as Lim Jit Fu either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of IB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

BY ORDER OF THE BOARD**INDUSTRONICS BERHAD**

Chua Siew Chuan (MAICSA 0777689)

Chin Mun Yee (MAICSA 7019243)

Tan Wee Sin (MAICSA 7044797)

Company Secretaries

Selangor Darul Ehsan

12 June 2013

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 Taming Jaya, 43300 Seri Kembangan, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.