



INDUSTRONICS BERHAD

(Company No.: 23699-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Industronics Berhad (“**IB**” or “**Company**”) be held at Function Room 5, Level 2, Hotel Sri Petaling, 30 Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Tuesday, 21 January 2014 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS’ MANDATE FOR THE DISPOSAL OF UP TO 20,041,900 ORDINARY SHARES OF RM0.10 EACH IN SOLUTION ENGINEERING HOLDINGS BERHAD (“SEHB SHARES”) FOR CASH TO BUYERS TO BE IDENTIFIED AND AT PRICES TO BE DETERMINED LATER IN THE OPEN MARKET AND/OR VIA DIRECT BUSINESS TRANSACTIONS (“PROPOSED SHAREHOLDERS’ MANDATE FOR DISPOSAL OF SHARES”)

“THAT approval be and is hereby given to the Company to dispose up to 20,041,900 SEHB Shares for cash to buyers to be identified and at prices to be determined later in the open market and/or via direct business transactions.

THAT the Directors be and are hereby authorised to do all such act and matters as they may consider necessary or expedient to give full effect to the aforesaid Proposed Shareholders’ Mandate for Disposal of Shares with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the aforesaid Proposed Shareholders’ Mandate for Disposal of Shares as may be required by any relevant authorities and to execute, deliver and/or cause to be delivered such documents and agreements in connection therewith.

AND THAT the approval for the Proposed Shareholders’ Mandate for Disposal Shares will be valid for twelve (12) months from the date of the shareholders’ approval.”

**BY ORDER OF THE BOARD
INDUSTRONICS BERHAD**

Tan Tong Lang (MAICSA 7045482)
Chong Voon Wah (MAICSA 7055003)
Company Secretaries
Kuala Lumpur

6 January 2014

Notes:

- a. In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 January 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting.*
- b. 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.*
- c. 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.*
- d. 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.*
- e. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 10.03, Level 10, The Garden South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.*