



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Globetronics Technology Bhd ("GTB" or the "Company") will be held at Merbah Room, Lower Level, Hotel Equatorial Penang, No. 1 Jalan Bukit Jambul, 11900 Bayan Lepas, Penang, on Tuesday, 20 May 2014 at 11.00 am or immediately following the conclusion or adjournment of the 17th Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.30 am, whichever shall be later, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY ("PROPOSED NEW ESOS")

"THAT, subject to the approval of all the relevant authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ordinary shares of the Company to be issued hereunder, the Board be and is hereby authorised to:

- establish and administer the new employees' share option scheme of up to ten percent (10%) of the issued and paid-up ordinary share capital of the Company ("New ESOS") for the benefit of eligible employees and Executive Directors of the Company and its subsidiaries (the "GTB Group" or "Group") in accordance with the provisions of the by-laws of the New ESOS as set out in **Appendix 1 ("By-Laws")** of this Circular to Shareholders of the Company dated 23 April 2014 ("Circular") and to give effect to the New ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- allot and issue from time to time such number of new ordinary shares of RM0.50 each in GTB ("GTB Shares" or "Shares") as may be required to be issued pursuant to the exercise of the options under New ESOS provided that the aggregate number of new GTB Shares to be allotted and issued pursuant to this resolution shall not exceed in aggregate ten percent (10%) of the issued and paid-up ordinary share capital of the Company at any point of time during the existence of the New ESOS and such new GTB Shares issued shall, upon allotment and issuance, rank pari passu in all respect with the then existing issued and fully paid-up Shares except that the Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new GTB Shares pursuant to the New ESOS; and
- modify and/or amend the New ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of 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 New ESOS."

THAT, any one (1) executive director and/or the secretary of the Company be and is hereby authorised to do all things necessary and to make the necessary applications to Bursa Securities for the listing of and quotation for any new GTB Shares that may hereafter from time to time be issued and allotted pursuant to the new ESOS;

AND THAT the By-Laws of the new ESOS, as set out in Appendix 1 of this Circular which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO NG KWENG CHONG

"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 to offer and to grant Ng Kweng Chong, the Executive Chairman of the Company, options to subscribe for new GTB Shares under the New ESOS subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new GTB Shares to be issued under the New ESOS;
- not more than ten percent (10%) of the GTB Shares available under the New ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorized to allot and issue such number of new GTB Shares pursuant to the new ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO HENG HUCK LEE

"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 to offer and to grant Heng Huck Lee, the Chief Executive Officer and a director of the Company, options to subscribe for new GTB Shares under the New ESOS subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new GTB Shares to be issued under the New ESOS;
- not more than ten percent (10%) of the GTB Shares available under the New ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorized to allot and issue such number of new GTB Shares pursuant to the new ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO NG KOK YU

"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 to offer and to grant Ng Kok Yu, the Corporate Manager of the Company, who is also the son of Ng Kweng Chong, the Executive Chairman of the Company, options to subscribe for new GTB Shares under the New ESOS subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new GTB Shares to be issued under the New ESOS;
- not more than ten percent (10%) of the GTB Shares available under the New ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorized to allot and issue such number of new GTB Shares pursuant to the new ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO HENG CHARNG SUH

"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 to offer and to grant, Heng Charng Suh, the Production Manager of the Company, who is also the son of Heng Huck Lee, the Chief Executive Officer and a director of the Company, options to subscribe for new GTB Shares under the Proposed New ESOS subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new GTB Shares to be issued under the Proposed New ESOS;
- not more than ten percent (10%) of the GTB Shares available under the Proposed New ESOS shall be allocated to him, if he, who either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorized to allot and issue such number of new GTB Shares pursuant to the new ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO HENG CHARNG YEE

"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 to offer and to grant, Heng Charng Yee, the Q&R Strategic Business Department Manager of the Company, who is also the daughter of Heng Huck Lee, the Chief Executive Officer and a director of the Company, options to subscribe for new GTB Shares under the Proposed New ESOS subject always to the following provisions:

- she must not participate in the deliberation or discussion of her own allocation of new GTB Shares to be issued under the Proposed New ESOS;
- not more than ten percent (10%) of the GTB Shares available under the Proposed New ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorized to allot and issue such number of new GTB Shares pursuant to the new ESOS to her from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO NG KOK CHOONG

"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 to offer and to grant, Ng Kok Choong, the Human Resource Manager of the Company, who is also the son of Dato' Ng Kweng Moh, the Non-Independent Non-Executive Director of the Company, options to subscribe for new GTB Shares under the Proposed New ESOS subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new GTB Shares to be issued under the Proposed New ESOS;
- not more than ten percent (10%) of the GTB Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorized to allot and issue such number of new GTB Shares pursuant to the new ESOS to him from time to time pursuant to the exercise of such options."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 12 May 2014. Only a depositor whose name appears on the Record of Depositors as at 12 May 2014 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board
GLOBETRONICS TECHNOLOGY BHD
LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries
Penang
23 April 2014

Notes:

- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the Proxy Form, duly completed must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
- A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints two (2) or more proxies to vote at the same meeting, such appointment shall be invalid unless he specify the proportion of his shareholding to be represented by each proxy.
- Where a member is an exempt authorized nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.