

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Ninth (39th) Annual General Meeting of the shareholders of Industronics Berhad will be held at **Function Room 5, Level 2, Hotel Seri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur at 10:30 a.m. on Wednesday, 25 June 2014** for purpose of transacting the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Report of the Directors and Auditors thereon. **(Please refer to Explanatory Note A)**
2. To approve the payment of Directors' fees for the financial year ended 31 December 2013. **(Resolution 1)**
3. To re-elect Ms. Wong Yuk Ching Anna who retire pursuant to Article 97 of the Company's Articles of Association and, being eligible, have offered herself for re-election. **(Resolution 2)**
4. 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) Mr. Tsui Kwok Ho; **(Resolution 3)**
 - (b) Ms. Liu Wing Yee Amy; **(Resolution 4)**
 - (c) Mr. Leung Kwok Kuen Jacob; and **(Resolution 5)**
 - (d) Mr. Tang Wai Man Raymond **(Resolution 6)**
5. To re-appoint Messrs UHY as the Company's Auditors for the financial year ending 31 December 2014 and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

6. **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."

7. **ORDINARY RESOLUTION – PROPOSED AUTHORITY TO BUY BACK ITS OWN SHARES BY THE COMPANY** **(Resolution 9)**

"THAT subject to Section 67A of the Companies Act 1965 ("the Act") and Part IIIA of the Companies Regulations 1966, provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and any other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised to make purchase(s) of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital on Bursa Malaysia Securities Berhad ("Bursa Securities") subject to the following:

- (i) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company ("Shares") for the time being;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and/or share premium account of the Company based on latest audited financial statements as at 31 December 2013;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and, unless renewed by an ordinary resolution passed by the shareholders of the Company in general meeting, will expire:
 - (a) at the conclusion of the next Annual General Meeting ("AGM") of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting; or
 - (b) upon the expiration of the period within which the next AGM after that date is required by the law to be held,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements or any other relevant authority; and

- (iv) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company and are hereby authorised to deal with the Shares in the following manner:
 - (a) cancel the Shares so purchased; or
 - (b) retain the Shares so purchased as treasury shares; or
 - (c) retain part of the Shares so purchased as treasury shares and cancel the remainder; or
 - (d) distribute the treasury shares as share dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the Listing Requirement and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

8. 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

TAN TONG LANG (MAICSA No. 7045482)
CHONG VOON WAH (MAICSA No. 7055003)
Company Secretaries
Selangor Darul Ehsan
3 June 2014

1. NOTES

- a. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 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 Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur 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**a. 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 Eighth Annual General Meeting held on 26 June 2013, which will lapse at the conclusion of the Thirty Ninth Annual General Meeting.

b. Resolution 9

The Proposed Resolution 9, if passed, will empower the Company to purchase its own ordinary shares of up to 10% of the issued and paid-up share capital of the Company for the time being by utilising the funds allocated out of the retained profits and the share premium account of the Company. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by the law to be held, whichever occurs first.