

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting ("11th AGM") of **METRONIC GLOBAL BERHAD** will be held at No. 2, Jalan Astaka U8/83, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on **Friday, 27 June 2014 at 11.00 a.m.** for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Directors and Auditors Reports thereon. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees of RM82,714 for the financial year ended 31 December 2013. **(Ordinary Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 86 of the Company's Articles of Association and being eligible, offers themselves for re-election:-
(i) Khoo Siang Hsi @ Khoo Chen Nan **(Ordinary Resolution 3)**
(ii) Ng Wee Peng **(Ordinary Resolution 4)**
- To re-elect the following Directors retiring pursuant to Article 79 of the Company's Articles of Association and being eligible, offers themselves for re-election:-
(i) Datuk Tan Choon Hwa, JP, JMK **(Ordinary Resolution 5)**
(ii) Chin Yoon Siong **(Ordinary Resolution 6)**
- To re-appoint Messrs CHI-LLTC as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

- Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 8)**
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
7. 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

METRONIC GLOBAL BERHAD

JENNY WONG CHEW BOEY (MAICSA 7006120)

WONG YUET CHYN (MAICSA 7047163)

Company Secretaries

Kuala Lumpur

4 June 2014

Notes:

- A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy 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)(b) 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 a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a Member 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.
- Where a member is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 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 duly authorised.
- To be valid the proxy form duly completed must be deposited at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 20 June 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 11th AGM.

NOTES ON SPECIAL BUSINESS

Ordinary Resolution 8 - Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate"). This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

As at 17 April 2014, the Company had fully executed the Mandate given by the shareholders at the last Annual General Meeting held on 25 June 2013 by issuing 63,490,600 new ordinary shares at RM0.10 each in the Company pursuant to private placements. The proceeds amounting to RM6,349,060 arising from the issuance of 63,490,600 new ordinary shares is mainly for working capital requirements of the Group.

The utilization of proceeds from the above private placement is as follows:-

Descriptions	Amount Approved (RM'000)	Utilisation as at 31 May 2014 (RM'000)	Balance Unutilised (RM'000)
Working Capital	6,249	6,249	0
Share issue expenses	100	100	0
Total	6,349	6,349	0

The total proceeds of RM6.3 million from the private placement of shares, completed on 17 April 2014 were fully utilized for working capital and defrayed the private placement expenses within the time period of twelve months.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.