

METRONIC

METRONIC GLOBAL BERHAD

(632068-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Metronic Global Berhad ("MGB" or the "Company") will be held at No. 2, Jalan Astaka U8/83, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on **Tuesday, 23 June 2015 at 11.30 a.m.** or immediately following the conclusion of the Annual General Meeting which will be held at the same venue on the same day at 11.00 a.m. or any adjournment thereof, whichever is later for the purpose of considering and if thought fit to pass the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY M ONE COUNTRY DEVELOPMENT SDN BHD ("MONE" OR "THE PURCHASER"), A WHOLLY-OWNED SUBSIDIARY OF MGB FROM CHAI FOOK YOON AND TAN BEE LENG (COLLECTIVELY "THE VENDORS") OF THE VARIOUS PARCELS OF LAND IN MUKIM TELEKONG, JAJAHAN KUALA KRAI, KELANTAN DARUL NAIM ("LAND") FOR A PURCHASE CONSIDERATION OF RM9,800,000 TO BE SATISFIED VIA A COMBINATION OF NEW ORDINARY SHARES OF RM0.10 EACH IN MGB, CASH AND COMPLETED UNITS ON THE LAND ("PROPOSED ACQUISITION")

"THAT, subject to the passing of Ordinary Resolution 2, and all relevant approvals being obtained from the relevant authorities or parties, if any, approval be and is hereby given to the Company to acquire the Land worth RM1,820,000, for a total purchase consideration of RM9,800,000 to be satisfied via a combination of new ordinary shares of RM0.10 each in MGB credited as fully paid-up ("Consideration Shares"), cash of RM1,980,000 and completed units on the Land as per the terms and conditions as set out in the sale and purchase agreement dated 30 December 2014 and supplemental sale and purchase agreement dated 30 April 2015 entered into between M One Country Development Sdn Bhd, a wholly-owned subsidiary of MGB and Chai Fook Yoon and Tan Bee Leng (collectively, the "Vendors") in relation to the Proposed Acquisition.

AND the approval be and is hereby given for the Directors of the Company to fix the issue price of the Consideration Shares and to allot and issue the Consideration Shares credited as fully paid-up.

AND such Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing ordinary shares of RM0.10 each in MGB ("MGB Shares") except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/or other distributions which may be declared, made or paid to the shareholders of MGB, the entitlement date of which is prior to the date of allotment of the Consideration Shares;

AND THAT the Directors of the Company be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents, including all certificates, agreements, notices and communications pertaining thereto as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as the Directors may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS OF MGB INTO PROPERTY DEVELOPMENT ("PROPOSED DIVERSIFICATION")

"THAT the diversification of the existing businesses of MGB Group to include property development be and is hereby approved."

By Order of the Board,

Jenny Wong Chew Boey (MAICSA 7006120)

Wong Yuet Chyn (MAICSA 7047163)

Company Secretaries

8 June 2015

Notes:-

- (1) A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (2) For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, 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 appointed for holding the meeting.
- (3) A member shall be entitled to appoint more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (4) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (5) If the appointer is a corporation, the Form of Proxy must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.
- (6) 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.
- (7) Only depositors whose names appear on the Record of Depository as at 15 June 2015 shall be entitled to attend the said Extraordinary General Meeting or appoint proxies to attend and vote on his / her stead.