

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth Annual General Meeting (“15th AGM”) of METRONIC GLOBAL BERHAD will be held at Maharani Suites, Pulau Springs Resort, 20km Jalan Pontian Lama, 81110 Pulau, Johor Bahru, Johor Darul Takzim on **Thursday, 29 November 2018 at 2.00 p.m.** for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial period ended 30 June 2018 together with the Directors and Auditors Reports thereon. (Please refer to Explanatory Note 9)
2. To approve the payment of Directors’ fees of RM185,000.00 for the financial period ended 30 June 2018. (Ordinary Resolution 1)
3. To re-elect the following Directors retiring pursuant to Article 79 of the Company’s Constitution.
  - i) Dato’ Zaidi bin Mat Isa @ Hashim (Ordinary Resolution 2)
  - ii) Mr Hoo Wai Keong (Ordinary Resolution 3)
  - iii) Encik Muhammad Faliq bin Mohd Redzuan (Ordinary Resolution 4)
4. To re-elect Mr Khor Ben Jin who retires pursuant to Article 86 of the Company’s Constitution. (Ordinary Resolution 5)
5. To re-appoint Messrs Jamal, Amin & Partners as Auditors of the Company for the financial year ending 30 June 2019 and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 6)

**AS SPECIAL BUSINESS**

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

6. **Proposed Directors’ Benefits** (Ordinary Resolution 7)  
“THAT the payment of Directors’ Benefits amounting to RM8,000 for the financial period ended 30 June 2018.” (Please refer to Explanatory Note 10)
7. **Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** (Ordinary Resolution 8)  
“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of 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 shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are 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 in force until the conclusion of the next Annual General Meeting of the Company.”
8. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act 2016.

By Order of the Board  
**METRONIC GLOBAL BERHAD**

**WONG YUET CHYN (MAICSA 7047163)**

Company Secretary

Kuala Lumpur  
31 October 2018

**Notes:-**

1. 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. 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.
2. 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.
3. 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.
4. Where a member is an authorised nominee as defined under the Securities Industry (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.
5. 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.
6. To be valid the proxy form duly completed must be deposited at the registered office 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.
7. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 21 November 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 15th AGM.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

**Explanatory Note on Ordinary Business**

9. **Audited Financial Statements for financial period ended 30 June 2018**  
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.
10. **Proposed Directors’ Benefits**  
The Proposed Ordinary Resolution 7, if passed, will authorise and approve the payment of Directors’ benefits comprised of allowances pursuant to the requirements of Section 230 of the Companies Act 2016 for the financial period ended 30 June 2018.  
The Directors’ Benefits comprise driver provided to the Chairman of the Company.

**Explanatory Note on Special Business**

11. **Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**  
The proposed Ordinary Resolution 8, is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution 8, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion for such purposes as the Directors would consider is in the best interest of the company. The authorisation, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next AGM of the Company.  
As at 28 April 2017, the Company had fully utilized the Mandate given by the shareholders at the last Annual General Meeting held on 26 May 2016 by issuing 67,200,000 new ordinary shares at RM0.07 each in the Company pursuant to private placements. The proceeds amounting to RM4,704,000.00 arising from the issuance of 67,200,000 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)	Actual Proceeds (RM’000)	Utilization as at 30 June 2018 (RM’000)	Balance Unutilized (RM’000)
Working Capital	5,007	4,581	–	4,581
Share issue expenses	150	123	123	–
<b>Total</b>	<b>5,157</b>	<b>4,704</b>	<b>123</b>	<b>4,581</b>

The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.