

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth (44th) Annual General Meeting (AGM) of Industronics Berhad (“ITRONIC” or “the Company”) will be held at Hotel Seri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Friday, 28 June 2019 at 10:30 a.m. for the purpose of transacting the following businesses :-

A G E N D A

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon. ***Please refer to Explanatory Note 2***
2. To approve the payment of Directors’ Fees of RM192,000 for the financial year ended 31 December 2018. ***Ordinary Resolution 1***
3. To re-elect Ms. Liu Wing Yee Amy, the Director who retires by rotation in accordance with Article 97 of the Company’s Article of Association. ***Ordinary Resolution 2***
4. To re-elect the following Directors who shall retire in accordance with Article 102 of the Company’s Articles of Association, and being eligible, have offered themselves for re-election:
 - (a) Mr. Chu Boon Tiong ***Ordinary Resolution 3***
 - (b) Mr. Chui Ee Mien ***Ordinary Resolution 4***
5. To re-appoint Messrs Ong & Wong as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. ***Ordinary Resolution 5***

As Special Business

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

6. ***Authority to allot and issue shares pursuant to Section 75 and 76 of the Companies Act 2016*** ***Ordinary Resolution 6***

“THAT pursuant to Section 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 shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of 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”.

7. Proposed Adoption of the New Constitution of the Company

Special Resolution 1

“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 30 April 2019 accompanying the Company’s Annual Report 2018 for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

8. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

LEONG SUE CHING (MAICSA 7040814)
Company Secretary

Kuala Lumpur, Wilayah Persekutuan
30 April 2019

Notes:-

- 1. Only members registered in the Record of Depositors as at 21 June 2019 shall be eligible to attend, speak and vote at this meeting or appoint proxy to attend and vote for his/her behalf.*
- 2. A member entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote on his/her behalf.*
- 3. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualifications of the proxy.*
- 4. Where a member appoints two (2) proxies, the appointment shall be valid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.*
- 5. Where a member is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 that 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 authorized nominee may appoint in respect of each omnibus account it hold.*
- 6. If the appointer is a corporation, the proxy form should be executed under its common seal or under the hand of an officer or attorney duly authorized. The corporation may by its resolution of its Board or a certificate of authorization by the corporation to appoint a person or persons to act as its representative or representatives to attend and vote on their behalf.*

7. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting. **Copies of the duly executed Proxy Form which are faxed and/or e-mailed to the Registered Office are not acceptable.***

Explanatory Notes :

1. *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.*

2. **Item 1 of the Agenda**

This item is meant for discussion only as the provision of Section 248(2) and 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting by shareholders of the Company.

3. **Ordinary Resolution 6**

The Company had, during the 43rd AGM held on 29 June 2018, obtained its shareholders' approval for the general mandate for issuance of shares. The previous mandate granted to the Directors by the members at the last AGM was utilised with the successful listing and quotation of 10,276,280 placement shares representing approximately 10% of the issued and paid-up share capital of the Company, on the Main Market of Bursa Malaysia Securities Berhad on 26 March 2019 ("Private Placement"). The Private Placement raised a total proceed of RM924,465.20, utilised for the working capital and cover expenses relating to the Private Placement.

The proposed resolution 6 is a renewal of the general mandate for issuance of shares by the Company under Section 75 and 76 of the Companies Act 2016. This mandate, if passed, will empower the Directors of the Company to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares for fund raising activities, including but not limited to placing of shares for the purposes of funding current and/or future investment project(s), working capital and/or acquisition as well as any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on urgent basis. This authority, unless revoked or varied at a general meeting will expire at the next AGM of the Company.

4. **Special Resolution 1**

The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of Companies Act 2016 and will enhance administrative efficiency. The proposed new Constitution is set out in the Circular of Shareholders dated 30 April 2019 accompanying the Company's Annual Report 2018.

STATEMENT ACCOMPANYING NOTICE OF FOURTY-FOURTH ANNUAL GENERAL MEETING (“44TH AGM”)

(Pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- **Details of individuals who are standing for election as Directors**

No individual is seeking election as a Director at the forthcoming 44th AGM of the Company.

- **Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the MMLR**

The details of the general mandate are set out in item 6 of the Explanatory Note of the Notice of AGM.