

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Industronics Berhad (“**Itronic**” or the “**Company**”) will be convened and held at Function Room 2 & 3, Level 2, Espira Sri Petaling (Formerly known as Hotel Sri Petaling), 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan on 24 August 2020 at 11.30 a.m. (or immediately after the conclusion of the 45th Annual General Meeting which will be held at the same venue on the same day), or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:

ORDINARY RESOLUTION**PROPOSED ISSUANCE OF UP TO 266,625,000 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES (“RCPS”) TO BLUEMOUNT INVESTMENT FUND SPC (“BIF”) AT AN ISSUE PRICE OF RM0.04 PER RCPS (“PROPOSED ISSUANCE OF RCPS”)**

“THAT subject to the passing of Special Resolution 1 and subject further to the approvals of all the relevant authorities and/or parties having been obtained, including but not limited to the approval-in-principle being obtained from Bursa Securities and approval from Bank Negara Malaysia, approval be and is hereby granted to the Board to provisionally allot and issue by way of a RCPS of up to 266,625,000 RCPS (including up to 266,625,000 new ordinary shares to be issued pursuant to the conversion of the RCPS) to BIF at an issue price of RM0.04 per RCPS.

THAT the Board be authorised to use the proceeds to be derived from the Proposed Issuance of RCPS in the manner set out in Section 2.3 of the circular to shareholders of the Company dated 30 July 2020 (“**Circular**”) and vary the manner and/or purpose of use of such proceeds as it may deem fit and in the best interests of the Company.

THAT the new Itronic Shares to be issued arising from the conversion of the RCPS shall, upon issuance and allotment, rank pari passu in all respects with the then existing Itronic Shares, save and except that the new Itronic Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution, the entitlement date of which is prior to the date of allotment of the new Itronic Shares to be issued arising from the conversion of the RCPS.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Issuance of RCPS with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Issuance of RCPS.”

SPECIAL RESOLUTION**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE PROPOSED ISSUANCE OF RCPS (“PROPOSED AMENDMENTS”)**

“THAT subject to passing of Ordinary Resolution and the approvals of all the relevant authorities and/or parties (if required) having been obtained, approval be and is hereby given to the Board to amend the Constitution of the Company in the manner as set out in Appendix II of the Circular be and are hereby approved;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments.”

BY ORDER OF THE BOARD**Leong Sue Ching (MAICSA 7040814)**Company Secretary
Kuala Lumpur

30 July 2020

Notes:-

- (1) For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Company's Constitution (Article 87 of the Company's Constitution as adopted before the commencement of the Companies Act, 2016) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“**ROD**”) as at 17 August 2020 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote in his stead. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (3) A proxy need not be a member of the Company. A member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy.
- (4) In the case of a corporate body, the proxy appointed must be in accordance with the Articles of Association or Constitution of the corporate body and the instrument appointing a proxy shall be given under the company's common seal or under the hand of an officer or attorney of the corporation duly authorised.
- (5) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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 respects of each omnibus account it holds.
- (6) The Form of Proxy must be deposited at the Company's Registrar, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- (7) Any alteration in the Form of Proxy must be initialed.
- (8) The resolutions as set out in this notice of EGM are to be voted by poll.
- (9) The Board wishes to highlight that the EGM may be re-scheduled and/or postponed in view of the current Covid-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured all members/proxies including attendees shall be kept informed of any unexpected changes.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



INDUSTRONICS BERHAD

[Company No. : 197501001969 (23699-X)]

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

FOR THE EXTRAORDINARY GENERAL MEETING “EGM” INDUSTRONICS BERHAD (“IB” or “THE COMPANY”)

Date: Monday, 24 August 2020
Time: 11.30 a.m. (or immediately after the conclusion of the 45th Annual General Meeting)
Venue: Function Room 2&3,
Level 2, Espira Sri Petaling (Formerly known as Hotel Sri Petaling),
30, Jalan Radin Anum, Bandar Baru Sri Petaling,
57000 Kuala Lumpur
Wilayah Persekutuan

Your safety is the Company's top priority. The following precautionary measures will be taken at the Meeting in order to minimise the risk of community spread of COVID-19 pandemic: -

- a) A health screening counter will be set up for the purpose of health screening and body temperature will be taken for all persons before entering the meeting venue. A member or proxy who has temperature of 37.5°C or higher or exhibits flu-like symptoms will not be permitted to enter and attend the Meeting.
- b) Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the Meeting on their behalf by submitting the proxy form with predetermined voting instruction.
- c) In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members or proxies wish to attend the Meeting in person. The Company will observe the directives, safety and precautionary requirements as prescribed by the Government, amongst others, the Ministry of Health, the Malaysian National Security Council, the Securities Commission Malaysia and other relevant authorities to curb the spread of Covid-19.
- d) Members or proxies must sanitize their hands and are strongly advised to wear a face mask if they are attending the meeting in person. Please note that no face mask will be provided at the venue.
- e) Members or proxies are advised to observe/maintain social distancing of at least 1 metre from each other throughout the Meeting.
- f) Members or proxies are advised to arrive early at the Meeting venue given that the above-mentioned precautionary measures may cause delay in the registration process.
- g) **Recording/Photography**

By participating at this EGM, you agree that no part of this EGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

- i) **No Refreshment and No Door Gifts**

There will be no distribution of refreshment and door gifts during the EGM of the Company.