

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth ("46th") Annual General Meeting ("AGM") of Industronics Berhad ("IB" or "the Company") will be held and conducted fully virtual through live streaming and online Meeting platform of AI Smartual Learning Sdn Bhd via its website at www. agm.virtualaegm.com.my on Wednesday, 29 September 2021 at 10:30 a.m. or at any adjournment thereof, for the purpose of transacting the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' Fees of RM222,000 for the financial year ended 31 December 2020.
- To re-elect the following Directors who retire by rotation in accordance with Clause 131 of the Constitution of the Company, and being eligible, have offered themselves for re-election :-
 - Ms. Liu Wing Yee Amy
 - Mr. Chui Ee Mien
- To re-appoint Messrs Ong & Wong as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.

Please refer to Explanatory Note 2
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

As Special Business

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

- Proposed Amendments to the Constitution of the Company.

Special Resolution A

"THAT the proposed alteration or amendments to existing Constitution of the Company ("Proposed Amendments") as set out below be and are hereby approved and adopted with immediate effect:

Clause No.	Existing Clause	Clause No.	Proposed Clause
15	Nil	15	Subject to Listing Requirements and without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares except where the shares or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue.
72	<i>The Company shall in each year hold an annual general meeting in addition to any other meetings in that year, within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting.</i>	72	The Company shall hold an annual general meeting in every calendar year in accordance with the Act to transact matters prescribed by the Act.
73	<i>The Board may, whenever they think fit, convene a meeting of Members other than annual general meeting at such time, date and place as the Board shall determine.</i>	73	The Board may, whenever they think fit, convene a meeting of Members other than annual general meeting at such time, date and place as the Board shall determine. All general meetings other than annual general meetings shall be called extraordinary general meeting.

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 foregoing."

- Authority to allot and issue shares pursuant to Section 75 and 76 of the Companies Act 2016**

Ordinary Resolution 5

"THAT pursuant to Section 75 and 76 of the Companies Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 20% General Mandate").

THAT such approval on Proposed 20% General Mandate shall continue to be in force until 31 December 2021.

THAT with effect from 1 January 2022, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate").

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- The conclusion of the next Annual General Meeting of the Company held after the approval was given;
- The expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- Revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter referred to as "Proposed General Mandate")

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

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

By Order of the Board

LEONG SUE CHING (MAICSA 7040814) (SSM PC No. 201908001823)

Company Secretary
 Kuala Lumpur
 Wilayah Persekutuan
 01 September 2021

Notes:

- Only members registered in the Record of Depositors as at 22 September 2021 shall be eligible to attend, speak and vote at this meeting or appoint proxy to attend and vote for his/her behalf.
- If 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.
- 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.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- 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.
- 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.
- 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 office of our Poll Administrator at 23-5, Menara Bangkok Bank, Berjaya Central Park, Jalan Ampang, 50430 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting. Alternatively, the duly completed and executed Proxy Form can also be submitted electronically, through enquiry@virtualeagm.com.
- The Board wishes to highlight that the 46th AGM 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.

Explanatory Notes :

- 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.
- 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.

Special Resolution A – Proposed Amendments to the Constitution of the Company

The purpose of the Proposed Amendments to the Constitution is to enhance administrative efficiency and provide greater clarity to the Constitution of the Company.

This Special Resolution needs a majority of not less than seventy-five (75%) of such members who are entitled to vote either in person or by proxy.

Ordinary Resolution 5

The Company had, during the 45th AGM held on 24 August 2020, obtained its shareholders' approval for the general mandate for issuance of shares. No shares have been issued as at the date of this Notice pursuant to the general mandate.

The proposed resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2021. With effect from 1 January 2022, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.



INDUSTRONICS BERHAD
[Registration No. : 197501001969 (23699-X)]
(Incorporated in Malaysia)

No. of shares	
CDS No.	

PROXY FORM

I/We * _____ NRIC/Passport/Registration No.* _____
(Full name in block)
of _____
(Address)
with email address _____ mobile phone no. _____

being a member/members* of **INDUSTRONICS BERHAD** (“the Company”) hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings (%)
Address		
Email Address	Mobile Phone No.	

and / or*

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings (%)
Address		
Email Address	Mobile Phone No.	

or the Chairman of the Meeting as *my/ our proxy to vote for *me/ us on *my/ our behalf at the Forty-Sixth (“46th”) Annual General Meeting (“AGM”) of Industronics Berhad (“IB” or “the Company”) will be held and conducted fully virtual through live streaming and online Meeting platform of AI Smartual Learning Sdn Bhd via its website at www.agm.virtualeagm.com.my on Wednesday, 29 September 2021 at 10:30 a.m. or at any adjournment thereof, for the purpose of transacting the following businesses :-

No.	Resolutions	First Proxy		Second Proxy	
		For	Against	For	Against
1	Ordinary Resolution : To approve the payment of Directors' fees for the financial year ended 31 December 2020				
2	Ordinary Resolution : Re-election of Ms. Liu Wing Yee Amy as Director				
3	Ordinary Resolution : Re-election of Mr. Chui Ee Mien as Director				
4	Ordinary Resolution : Re-appointment of Messrs Ong & Wong as Auditors				
<i>Special Business:</i>					
5	Special Resolution A: Proposed Amendments				
6	Ordinary Resolution : Authority to allot shares				

The proportion of *my/our holding to be represented by *my/our proxies are as follows:-

First Proxy (1) _____ %

Second Proxy (2) _____ %

Signature/ Common Seal of Shareholder

Dated this _____ day of _____, 2021

Postage

INDUSTRONICS BERHAD

23-5, Menara Bangkok Bank,
Berjaya Central Park,
Jalan Ampang,
50430 Kuala Lumpur,
Malaysia

NOTES:-

- i. Only members registered in the Record of Depositors as at 22 September 2021 shall be eligible to attend, speak and vote at this meeting or appoint proxy to attend and vote for his/her behalf.
- ii. 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.
- iii. 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.
- iv. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- v. 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 holds.
- vi. 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 authorised. 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.
- vii. 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 office of our Poll Administrator at 23-5, Menara Bangkok Bank, Berjaya Central Park, Jalan Ampang, 50430 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting. Alternatively, the duly completed and executed Proxy Form can also be submitted electronically, through enquiry@virtualeagm.com.



INDUSTRONICS BERHAD
[Registration No. : 197501001969 (23699-X)]
(Incorporated in Malaysia)

**Administrative Guide
for
Industronics Berhad Forty-Sixth (“46th”) Annual General Meeting (“AGM”)**

Date and time of the AGM : Wednesday, 29 September 2021, 10:30 a.m.

Online Meeting Platform : www.agm.virtualeagm.com.my
(Domain Registration No. with MyNIC Berhad: D1A444202)
hosted on the e-Portal of AI Smartual Learning Sdn Bhd

Broadcast Venue : To be held virtually at the Broadcast venue at
11F-2, Tower 2@PFCC, Jalan Puteri 1/2, 47100 Puchong,
Selangor Darul Ehsan.
(There will be no physical meeting venue)

1. Virtual Meeting

- 1.1 As guided by the Securities Commission Malaysia’s Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent revisions, the Board of Directors (“Board”) of the Company have decided that the 46th AGM shall be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities.
- 1.2 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual 46th AGM. Therefore, it is your responsibility to ensure that connectivity for the duration of the AGM is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants. The Company, its Directors, Officers and management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the AGM.

2. Entitlement to Participate and Vote

- 2.1 Only depositors whose names appear on the Record of Depositors as at **Wednesday, 22 September 2021** shall be entitled to participate and/or vote at the 46th AGM or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf by depositing the duly executed Proxy Form(s).

3. Appointment of Proxy

- 3.1 If you are unable to attend and participate at the 46th AGM via RPV facilities, you may appoint a proxy(ies) or the Chairperson of the 46th AGM as your proxy and indicate the

voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

- 3.2 Please ensure that the duly completed and executed Proxy Form is deposited at the office of our Poll Administrator at 23-5, Menara Bangkok Bank, Berjaya Central Park, Jalan Ampang, 50430 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 46th AGM i.e. latest by Monday, 27 September 2021 at 10:30 a.m. Details of our Poll Administrator can be found in the enquiry section of this document. Alternatively, the duly completed and executed Proxy Form can also be submitted electronically, through enquiry@virtualeagm.com.
- 3.3 All appointed proxy need not register for remote participation on AI Smartual Learning Sdn Bhd's e-Portal. Upon processing of your Proxy Form, we will grant your proxy(ies) access to remote participation at the 46th AGM to which he/she is appointed for instead of you, with the login credentials.

Submission of Questions

- 4.1 Members and proxies may submit their questions via the real time submission of typed texts through a text box within Virtual portal before the start or during the live streaming of the 46th AGM. Members and proxies are also encouraged to submit their questions 48 hours before the commencement of the AGM. Alternatively, the questions can also be submitted electronically, through enquiry@virtualeagm.com. The questions and/or remarks submitted by the shareholders and/or proxy(ies) will be broadcasted and responded by the Chairperson/relevant Director/relevant advisers during the AGM.

5. Voting Procedure

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 46th AGM will be conducted by poll.
- 5.2 For the purpose of the 46th AGM, e-Voting can be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.3 The polling will commence from the scheduled starting time of the 46th AGM and close ten (10) minutes after the Chairperson announced the final ten (10) minutes for voting towards the end of the 46th AGM after the question and answer session.
- 5.4 The Independent Scrutineers appointed by the Company will verify the poll results reports upon closing of the poll session by the Chairperson. Thereafter, the Chairperson will announce and declare whether the resolutions put to vote were successfully carried or otherwise.

6. Remote Participation and Voting (“RPV”)

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the 46th AGM [(ii) to (iv) through their authorised representative(s)].
- 6.2 If you wish to participate in the 46th AGM, you will be able to view a live webcast of the 46th AGM, pose questions and/or cast your votes in real time whilst the 46th AGM is in progress.

6.3 Kindly follow the steps as set out in **Appendix I** to register for RPV.

Enquiry and e-Services Assistance

If you have any enquiry or require any e-Services Assistance relating to AI Smartual Learning Sdn Bhd's e-Portal, you may reach out our Poll Administrator by contacting the following persons during office hours from Mondays to Fridays from 9.00 a.m. to 5.00 p.m. (except public holiday):

Poll Administrator

AI Smartual Learning Sdn Bhd

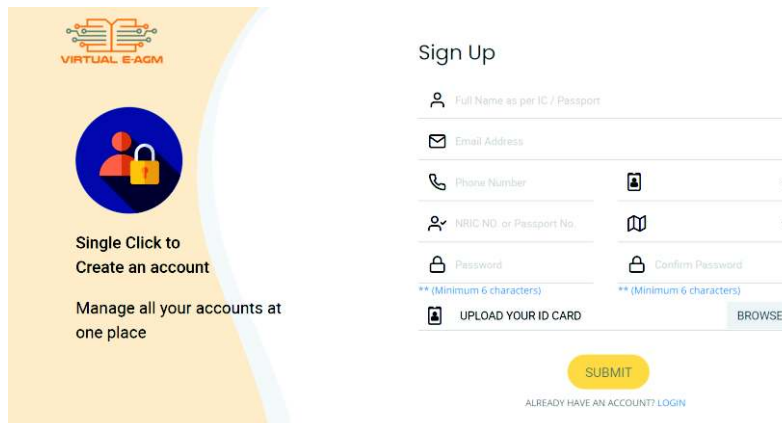
Address : 23-5, Menara Bangkok Bank
Berjaya Central Park, Jalan Ampang
50430 Kuala Lumpur, Malaysia
Email : davidcheng@openelearnings.com
Contact Person : Mr David Cheng / Ms Jessy Chan / Ms Suphier Goh
Telephone No : +6017 770 0887 / +6012 923 8231 / +6010 276 3611

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VIRTUAL E-PORTAL USER GUIDE

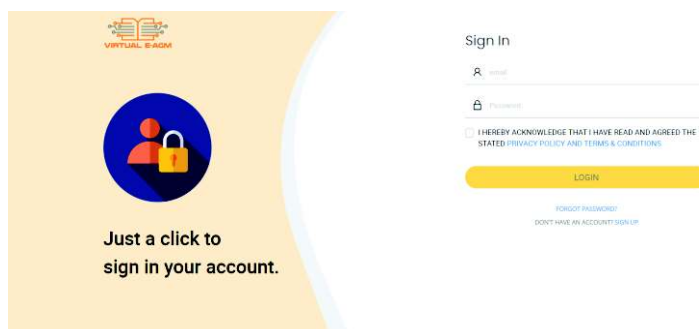
STEP 1: Please browse the url www.agm.virtualeagm.com.my to reach the Login Page as shown below to:

a. Sign up



The sign-up process is shown in two parts. On the left is a promotional banner with the VIRTUAL E-AGM logo and a blue circle containing a person icon and a padlock. The text on the banner reads: "Single Click to Create an account" and "Manage all your accounts at one place". On the right is the "Sign Up" form. It includes fields for: Full Name as per IC / Passport, Email Address, Phone Number, NRIC NO. or Passport No., Password, and Confirm Password. There are also buttons for "UPLOAD YOUR ID CARD" and "BROWSE". A yellow "SUBMIT" button is at the bottom, with a link "ALREADY HAVE AN ACCOUNT? LOGIN" below it.

b. Log in

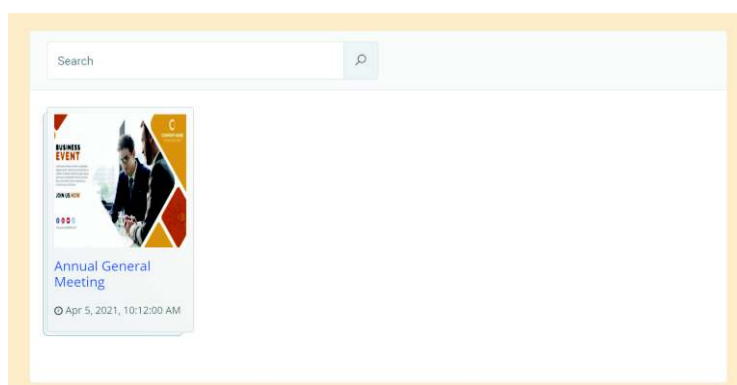


The log-in process is shown in two parts. On the left is a promotional banner with the VIRTUAL E-AGM logo and a blue circle containing a person icon and a padlock. The text on the banner reads: "Just a click to sign in your account." On the right is the "Sign In" form. It includes fields for "Email" and "Password". Below the fields is a checkbox for "I HEREBY ACKNOWLEDGE THAT I HAVE READ AND AGREED THE STATED PRIVACY POLICY AND TERMS & CONDITIONS". A yellow "LOGIN" button is at the bottom, with links "FORGOT PASSWORD?" and "DON'T HAVE AN ACCOUNT? SIGN UP" below it.

Notes:

- (1) This is a **ONE-TIME Registration**. If you are already a registered user of the e-Portal, you need not register again.
- (2) Your email address is your User ID.
- (3) All users must register latest by **Monday, 27 September 2021 at 2.00 p.m.** as ONE (1) working day is required to process all e-Portal user registrations.
- (4) *For body corporates, the appointed Corporate/Authorised Representative must upload the evidence of his/her authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). The original evidence of authority, if required, has to be submitted to the office of our Poll Administrator for verification by **Monday, 27 September 2021 at 2.00 p.m.***

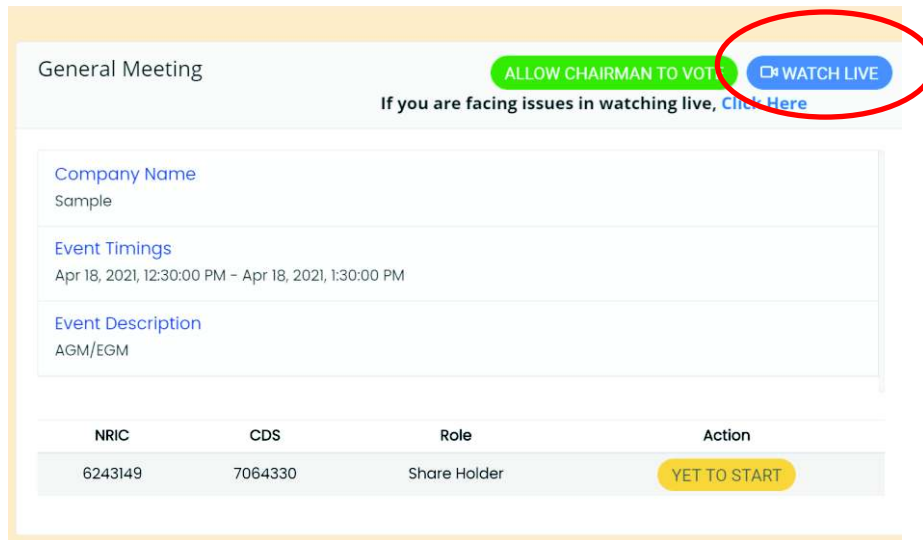
STEP 2: You will see a DASHBOARD screen as shown below. Click on event icon.



Notes:

- (1) You can start to log in one hour (1) before the commencement of the 46th AGM.
- (2) The quality of the live streaming is dependent on the stability of the internet connection at the location of the user.
- (3) Log in to www.agm.virtualeagm.com.my with your registered User ID (email address) and password. For proxy(ies) holder(s), please use the login credential that was sent to you by AI Smartual Learning Sdn Bhd's e-Portal.

STEP 3: Click on EVENT NAME ICON, you will see the following screen.



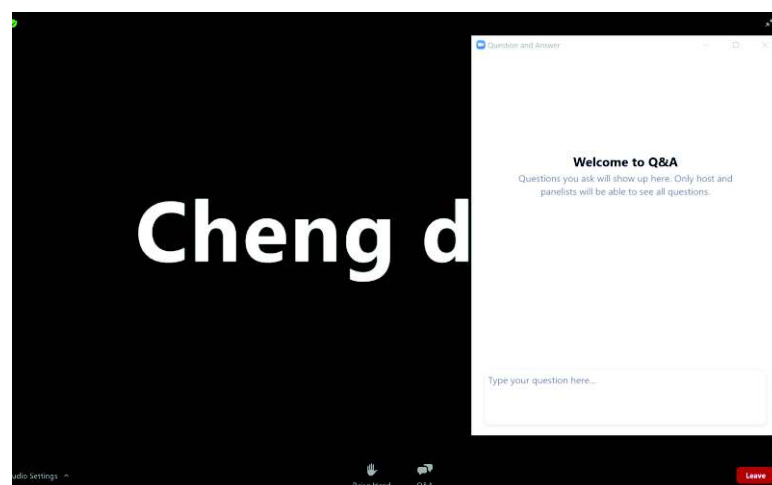
To watch live streaming, please click on the BLUE BUTTON as shown in the top right corner. If you are facing issues in watching live, click the “Click Here” to open the Zoom application directly.

STEP 4: The screen will open in a new tab as shown below:



ASKING QUESTIONS FEATURE

To ask questions, please click on your Q&A icon at the bottom of your screen and type your questions.



If you have any questions to raise at the 46th AGM, type the question in the text box below. You are encouraged to send in your questions 48 hours before the commencement of the AGM. Alternatively, the questions can also be submitted electronically, through enquiry@virtualeagm.com. The Chairperson/Board/Management/relevant adviser(s) will endeavour to respond to your question during the 46th AGM.

STEP 5: To vote, please go back to your earlier tab as shown below:

NRIC	CDS	Role	Action
6243149	7064330	Share Holder	VOTE

Upon confirmation of your name, event details, NRIC and CDS number, please click on the VOTE button.

STEP 6: Vote accordingly and click on the CONFIRM DETAILS AND SUBMIT VOTE button.

Make sure you vote for all questions. If skipped, your response for that resolution will be saved as **ABSTAIN**

STEP 7: To view the voting results, please click the "RESULTS".

VOTING RESULTS

ORDINARY RESOLUTION
Sample Ordinary Resolution
Resolution 1

FOR	3333 Units [100%]	AGAINST	0 Units [0%]
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SPECIAL RESOLUTION
Sample Special Resolution
Resolution 2

FOR	Units (%)	AGAINST	Units (%)
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