

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting (“19th AGM”) of the Company will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting (“RPV”) Facilities from the broadcast venue at Level 10, Tower 11, Avenue 5, No. 8, Jalan Kerinchi, Bangsar South, 59200 Kuala Lumpur on Wednesday, 30 November 2022 at 10.30 a.m. or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note to Ordinary Business |
| 2. To re-elect the following Directors who retire pursuant to Clause 105 of the Company’s Constitution:-
a) Ms Doris Wong Sing Ee
b) Dato’ Kua Khai Shyuan | Ordinary Resolution 1
Ordinary Resolution 2 |
| 3. To approve the payment of Directors’ fees of RM276,000 for the financial year ended 30 June 2022. | Ordinary Resolution 3 |
| 4. To approve the payment of Directors’ benefits of RM63,000 for the financial year ended 30 June 2022. | Ordinary Resolution 4 |
| 5. To re-appoint Messrs Chengco PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting (“AGM”) at such remuneration to be determined by the Directors of the Company. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

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

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| 6. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016 | Ordinary Resolution 6 |
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THAT subject to the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Securities on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the 20% General Mandate and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time (“20% General Mandate”); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated;

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

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

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 & SSM PC No. 202202000250)
THIEN LEE MEE (LS0010621 & SSM PC No. 201908002254)
Company Secretaries

Selangor
Dated : 31 October 2022

NOTES:

- Please refer to the *Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the AGM in person at the Broadcast Venue on the day of the meeting.*
- A member of the Company entitled to attend and vote at this meeting may appoint up to two (2) proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company. 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his/her holdings to be represented by each proxy.
- 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.
- Where a member is an authorized 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized 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.
- To be valid the form of proxy duly completed must be deposited at the Share Registrar’s office, Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 November 2022 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 19th AGM.
- 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 polling.

Explanatory Notes to Ordinary Business:

- a. **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 June 2022**
This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

Explanatory Notes:

- a. **Ordinary Resolution 1 to 2 – Re-election of the Directors who retire pursuant to the Clause 105 of the Company’s Constitution**

Ms Doris Wong Sing Ee and Dato’ Kua Khai Shyuan (“**the Retiring Directors**”) who are standing for re-election as the Directors of the Company pursuant to the Clause 105 at the forthcoming 19th AGM and who are being eligible for re-election have offered themselves for re-election in accordance with the Company’s Constitution.

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

- b. **Ordinary Resolution 6 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016**

The Proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company, with the authority to issue and allot shares in the Company up to an amount not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company until 31 December 2022 or a later date as may be allowed by the relevant authorities. With effect from 1 January 2023 or a later date as may be allowed by the relevant authorities, the 20% General Mandate will be reinstated to a 10% limit (“**Proposed General Mandate**”) according to Paragraph 6.03 of the MMLR of Bursa Securities. The said authority shall continue in force until the conclusion of the next AGM of the Company or expiration of the period within which the next AGM is required by law to be held or revoked/ varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

Up to the date of Notice, previous mandate was not utilised and accordingly no proceeds were raised. The Board of Directors of the Company, having considered the unprecedented uncertainty during this challenging time caused by COVID-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interest of the Company and its shareholders. This Proposed General Mandate if passed will also provide flexibility to the Company for any possible fund-raising activities quickly and efficiently, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares. In addition, any delay arising from, and cost involved in convening a General Meeting to approve such issuance of shares should be eliminated.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The proposed Ordinary Resolution 6, if passed, would allow the Directors to issue new shares to any person under the general mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.



METRONIC GLOBAL BERHAD

[Registration No. 200301029648 (632068-V)]
(Incorporated in Malaysia)

ANNUAL GENERAL MEETING

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>	<u>Online Meeting Platform</u>
30 November 2022	10.30 a.m.	Level 10, Tower 11, Avenue 5, No. 8, Jalan Kerinchi, Bangsar South, 59200 Kuala Lumpur	https://rebrand.ly/MetronicAGM

MODE OF MEETING

In light of the coronavirus (COVID-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Annual General Meeting ("AGM") will be held virtually and online remote voting using the Remote Participation and Voting Facilities ("RPV").

All shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the AGM will have to register to attend remotely by using the RPV provided by Mlabs Research Sdn Bhd, the details of which is set out below.

RPV Facilities


1. The AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the AGM you will be required to do so by registering yourself using the RPV Facilities in accordance with the instructions set out under Section 4 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors ("**Board**") and vote at the AGM.

2. If a shareholder is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes to use the RPV Facilities at the AGM, please ensure the duly executed form of proxy or the original certificate of appointment of its corporate representative are submitted to Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than 28 November 2022 at 10.30 a.m.

ADMINISTRATIVE GUIDE (CONT'D)

4. The procedures for the RPV in respect of the live streaming and remote voting at the AGM is as follows:

Procedures	Action
Before AGM	
1. Register as participant in Virtual AGM 	<ul style="list-style-type: none"> Using your computer, access the registration website at https://rebrand.ly/MetronicAGM Click on the Register link to register for the AGM session. If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS).
Before AGM	
2. Submit your online registration	<ul style="list-style-type: none"> Shareholders who wish to participate and vote remotely at the AGM via RPV Facilities are required to register prior to the meeting. The registration will be open from 5.00 p.m. on 31 October 2022 and the registration will close at 10.30 a.m. on 29 November 2022. Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). Insert your CDS account number(s) and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors of the Company as at 17 November 2022, the system will send you an email to notify you if your registration is approved or rejected after 18 November 2022. If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal. <p><i>(Note: Please allow sufficient time for approval of the registration for the RPV.)</i></p>
On the day of AGM	
3. Participating the Virtual AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the AGM day, while the ^{2nd} will be sent 1 hour before the AGM session. Click Join Event in the reminder email to participate the RPV.

ADMINISTRATIVE GUIDE (CONT'D)

Procedures		Action
4.	Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5.	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the respective AGM. The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

RECORD OF DEPOSITORS

Only a depositor name appears on the ROD as at **17 November 2022** shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies)/corporate representative(s) attorney(s) to attend and/or vote on his/her behalf.

REVOCAION OF PROXY

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via RPV Facilities, the Shareholder must contact Aldpro Corporate Services Sdn Bhd to revoke the appointment of his/her proxy no later than 10.30 a.m. on 28 November 2022.

POLL VOTING

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Aldpro Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and KW Ng & Co. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia website at www.bursamalaysia.com.

NO RECORDING OR PHOTOGRAPHY

Strictly NO recording or photography of the proceedings of the AGM is allowed.

ADMINISTRATIVE GUIDE (CONT'D)

NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers.

ENQUIRY

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

For Registration, logging in and system related: For Proxy matters:

MLABS Research Sdn. Bhd.

Name : Ms Eris/ Mr. Hong/ Ms Jey
Telephone No : +603 7688 1013
Email : vgm@mlabs.com

Aldpro Corporate Services Sdn. Bhd.

Name : Ms Jennie Wong / Ms Esther Loo
Telephone No : +603 7890 0638
Email : admin@aldpro.com.my