

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in Metronic Global Berhad (“MGB” or the “Company”), you should immediately hand this Circular together with the accompanying Annual Report of the Company for the financial year ended 31 December 2005 and Form of Proxy to the agent through whom the sale or transfer was contracted for onward transmission to the purchaser or transferee.

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METRONIC GLOBAL BERHAD

(Company No.: 632068-V)
(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND PROPOSED
NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The ordinary resolutions in respect of the above Proposals (as defined herein) will be tabled at the Third (3rd) Annual General Meeting (“AGM”) of the Company to be held at Gallery 1, Level 3, Concorde Hotel Shah Alam, 3 Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 15 June 2006 at 11.00 a.m. Notice of the AGM, together with the Form of Proxy, is set out in the Annual Report of the Company for the financial year ended 31 December 2005 which is despatched together with this Circular.

You are urged to complete and deposit the Form of Proxy at the Registered Office of the Company at 650, Block A, Kelana Centre Point, No. 3, Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, not later than forty-eight (48) hours before the time stipulated for holding the Third (3rd) AGM. The lodging of the Form of Proxy shall not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

The last date and time for lodging the Form of Proxy is on Tuesday, 13 June 2006 at 11:00a.m.

This Circular is dated 22 May 2006

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	- Companies Act, 1965, as amended from time to time and any re-enactment thereof
“AGM”	- Annual General Meeting
“ASB”	- Ariantec Sdn Bhd (513689-K)
“Board”	- Board of Directors of MGB
“Bursa Securities”	- Bursa Malaysia Securities Berhad (635998-W)
“Directors”	- Shall have the same meaning given in Section 4 of the Act and includes any person who is or was within the preceding 12 months of the date on which the terms of the transaction were agreed upon, a director of MGB (or any other company which is its subsidiary or holding company or a subsidiary of its holding company)
“iHSPL	- iCare Health Services Pte Ltd (200602617H)
“ICSB”	- Integrated Commerce Sdn Bhd (529638-A)
“ITG”	- ITG Worldwide (M) Sdn Bhd (510781-D)
“Ledtronics”	- Ledtronics Sdn Bhd (450542-T)
“Listing Requirements”	- Listing Requirements of Bursa Securities for the MESDAQ Market
“Major Shareholders”	- A person who has an interest or interests in one or more voting shares in MGB and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is not less than 5% of the aggregate of the nominal amounts of all the voting shares in MGB and includes any person who is or was within the preceding 12 months of the date on which the terms of the transaction were agreed upon, a major shareholder of MGB (or any other company which is its subsidiary or holding company or a subsidiary of its holding company)
“MCSB”	- Metronic Corporation Sdn Bhd (358952-U)
“Meditechnique”	- Meditechnique Sdn Bhd (485729-W)
“MEPL”	Metronic Engineering Pvt Ltd (01-46481)
“MESDAQ Market”	- MESDAQ Market of Bursa Securities
“MESB”	- Metronic Engineering Sdn Bhd (125404-M)
“Metronic Impact”	- Metronic Impact Sdn Bhd (279507-U)
“MGB” or “Company”	- Metronic Global Berhad (632068-V)
“MGB Group” or “Group”	- MGB and its subsidiaries, collectively

DEFINITIONS *(Cont'd)*

“MGB Shares” or “Shares”	- Ordinary shares of RM0.10 each in MGB
“MHP”	- MH Projects Sdn Bhd (393858-W)
“MiCARES”	- Metronic iCares Sdn Bhd (727400-M) (formerly known as Success Knowledge Sdn Bhd)
“MISSB”	- Metronic Integrated System Sdn Bhd (332032-D)
“MMBCL”	- Metronic Microsystem (Beijing) Company Limited (18005)
“NTA”	- Net tangible assets
“Proposals”	- The Proposed Renewal of Shareholders’ Mandate and the Proposed New Shareholders’ Mandate, collectively
“Proposed New Shareholders’ Mandate”	- Proposed new shareholders’ mandate pursuant to Rule 6.8 and Guidance Note 12 of the Listing Requirements for the MGB Group to enter into the RRPTs
“Proposed Renewal of Shareholders’ Mandate”	- Proposed renewal of shareholders’ mandate pursuant to Rule 6.8 and Guidance Note 12 of the Listing Requirements for the MGB Group to enter into the RRPTs
“Related Party(ies)”	- A Director, Major Shareholder or person(s) connected with such Director or Major Shareholder of MGB
“RRPTs”	- Related party transactions involving recurrent transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company or its subsidiaries and in the ordinary course of business of the MGB Group
“RM”	- Ringgit Malaysia
“Shareholders’ Mandate”	- Shareholders’ Mandate pursuant to Rule 6.8 and Guidance Note 12 of the Listing Requirements
“U.S.” or “U.S.A.”	: United States of America
“USD”	: U.S. Dollar

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METRONIC GLOBAL BERHAD

(Company No.: 632068-V)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

650, Block A, Kelana Centre Point
No. 3, Jalan SS7/19
Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan

22 May 2006

Board of Directors:

Tan Sri Dato' Kamaruzzaman bin Shariff (*Executive Chairman*)
Dato' Abd. Gani bin Yusof (*Executive Vice-Chairman*)
Dr. Ng Tek Che (*Group Managing Director*)
Liew Chiap Hong (*Executive Director*)
Subhi bin Hj Dziauddin (*Independent Non-Executive Director*)
Lee Fok Chong (*Independent Non-Executive Director*)
Amirudin bin Mohd Baria (*Independent Non-Executive Director*)
Li Ji Chang (*Non-Independent Non-Executive Director*)

To: The Shareholders of Metronic Global Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

On 4 May 2006, MGB announced its intention to seek approval from its shareholders in respect of the following at the forthcoming Third (3rd) AGM of the Company:

- (i) Proposed Renewal of Shareholder's Mandate for RRPTs which had been approved by the shareholders at the last AGM held on 15 June 2005, and
- (ii) Proposed New Shareholders' Mandate for additional RRPTs to be entered into by MGB Group from the conclusion of the forthcoming AGM up to the date of the next AGM of the Company.

The purpose of this Circular is to provide you with the relevant information pertaining to the Proposals and to seek your approval for the resolutions to be tabled at the forthcoming AGM.

You are advised to read the contents and appendix of this Circular carefully before voting on the resolutions pertaining to the Proposals at the forthcoming AGM of the Company.

2. DETAILS OF THE PROPOSALS

2.1 Rule 6.8 and Guidance Note 12 of the Listing Requirements

Pursuant to Rule 6.8 and Guidance Note 12 of the Listing Requirements, a listed company may seek a mandate from its shareholders for RRPTs, subject to, inter-alia, the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- (iii) in a meeting to obtain shareholders' mandate, the related party which has interest, directly or indirectly in the transaction, and where it involves the interest of an associate of a party (as referred to under sub-Rule 6.2 (a) or (b) of the Listing Requirements) or person connected with a director of the listed company or its holding company (as referred to under Rule 6.4 of the Listing Requirements) (the director of the listed company or its holding company is referred to as "Relevant Director" hereunder), such party referred to under sub-Rule 6.2 (a) or (b) or the Relevant Director, as the case may be, must not vote on the resolution approving the transactions; and
- (iv) where the related party is either a related party under sub-Rule 6.2 (a) and (b) or the Relevant Director which has interest, directly or indirectly in the transaction (referred to as "interested related party"), the interested related party must ensure that its/his associates or persons connected, as the case may be, abstain from voting on the resolution approving the transactions.

The Proposals, if approved by the shareholders of MGB at the forthcoming AGM, will continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM,

whichever is earlier.

2.2 Principal Activities of the MGB Group

The principal activity of MGB is investment holding. The principal activities of MGB's subsidiaries are set out below:

Name	Effective equity interest (%)	Principal activities
MESB	100	System integration specializing in the field of intelligent building management system and integrated security management system; e-project management of mechanical and electrical services; and supply of engineered system.
MISSB	100	Procurement of contracts in relation to engineering work specializing in the field of intelligent building management system, integrated security management system and sale of engineering equipment.
MMBCL	100	Design, production and sale of engineered systems for the Information, Communication and Technology industry, specializing in integrated building management system and telecommunication system.
MEPL	70	Design, production and sale of engineered systems for the Information, Communication and Technology industry, specializing in intelligent building management system and integrated security management system.
MiCARES	51	Provision of healthcare and other services and products related or ancillary to developing and providing information technology, systems and services to various industries.

2.3 Classes of Related Parties and Nature of Transactions

2.3.1 Transactions entered into under the Proposed Renewal of Shareholders' Mandate

	Companies within the MGB Group	Transacting Parties	Nature of Transactions	Related Parties	Nature of relationship	Estimated Aggregate Value of Transaction ^(a) (RM'000)
(i)	MESB	MCSB	Rental of office space of 600 square feet to MCSB for RM1,000 per month	<ul style="list-style-type: none"> ▪ Dato' Abd. Gani bin Yusof ▪ Dr. Ng Tek Che ▪ Liew Chiap Hong ▪ MCSB 	Note (b)	12
(ii)	MESB	Meditechnique	Rental of office space of 1,300 square feet to Meditechnique for RM2,000 per month	<ul style="list-style-type: none"> ▪ Dr. Ng Tek Che 	Note (c)	24

	Companies within the MGB Group	Transacting Parties	Nature of Transactions	Related Parties	Nature of relationship	Estimated Aggregate Value of Transaction ^(a) (RM'000)
(iii)	MESB	ITG	Purchases of building automation parts from ITG	▪ Liew Chiap Hong	Note (d)	2,500
(iv)	MESB	ICSB	Contract and maintenance revenue receivable from ICSB in respect of projects tendered	▪ Dato' Abd. Gani bin Yusof	Note (e)	10,000
			Subcontracting fee payable to ICSB for installation services			20
(v)	MESB	MHP	Contract and maintenance revenue receivable from MHP in respect of e-project management of mechanical and electrical services for Sultan Ismail Hospital in Johor Bahru and Alor Setar Hospital in Kedah	▪ Tan Sri Dato' Kamaruzzaman bin Shariff ▪ Dato' Abd. Gani bin Yusof	Note (f)	12,000
			Contract and maintenance revenue receivable from MHP in respect of e-project management for supply of medical and non-medical equipment for Alor Setar Hospital in Kedah			75,000

	Companies within the MGB Group	Transacting Parties	Nature of Transactions	Related Parties	Nature of relationship	Estimated Aggregate Value of Transaction ^(a) (RM'000)
(vi)	MISSB	MCSB	Provision of accountancy services to MCSB	<ul style="list-style-type: none"> ▪ Dato' Abd. Gani bin Yusof ▪ Dr. Ng Tek Che ▪ Liew Chiap Hong ▪ MCSB 	Note (b)	60
(vii)	MISSB	Meditechnique	Provision of accountancy services to Meditechnique	<ul style="list-style-type: none"> ▪ Dr. Ng Tek Che 	Note (c)	24
Total						99,640

Notes:

- (a) Estimated value of transactions from date of the forthcoming AGM to the next AGM based on historical value, information available at the point of estimation and discussions with the Related Parties, which may be subject to changes.
- (b) MCSB is a Major Shareholder of MGB. Dato' Abd. Gani bin Yusof, Dr. Ng Tek Che and Liew Chiap Hong who are Directors of MGB, are also directors and shareholders of MCSB, with shareholdings of 58%, 22% and 20% respectively.
- (c) Dr. Ng Tek Che, who is a Director of MGB, is also a director and shareholder of Meditechnique with a shareholding of 49%.
- (d) Liew Chiap Hong, who is a Director of MGB, is also a director of ITG with a shareholding of 51%.
- (e) Dato' Abd. Gani bin Yusof, who is a Director of MGB, is also a Director and shareholder of ICSB with a shareholding of 51%.
- (f) Tan Sri Kamaruzzaman bin Shariff and Dato' Abd. Gani bin Yusof, who are Directors of MGB, are also directors of MHP.

2.3.2 Transactions entered into under the Proposed New Shareholders' Mandate

	Companies within the MGB Group	Transacting Parties	Nature of Transactions	Related Parties	Nature of relationship	Estimated Aggregate Value of Transaction ^(a) (RM'000)
(i)	MESB	ITG	Rental of office space of 600 square feet to ITG for RM1,000 per month	<ul style="list-style-type: none"> ▪ Liew Hong Chiap 	Note (a)	12
			Provision of management services to ITG			24

	Companies within the MGB Group	Transacting Parties	Nature of Transactions	of	Related Parties	Nature of relationship	Estimated Aggregate Value of Transaction ^(a) (RM'000)
(ii)	MISSB	ITG	Provision of accountancy services to ITG	of	▪ Liew Chiap Hong	Note (a)	24
(iii)	MiCARES	iHSPL	Provision of management and technical services by iHSPL	of	▪ Koh Soon Heng	Note (b)	600
(iv)	MESB	ASB	Sales of network infrastructure and security management equipments to ASB	of	▪ Vincent Loy Ghee Yaw ▪ Chen Kong Kheng	Note (c)	30,000
Total							30,660

Notes:

- (a) Liew Chiap Hong, who is a Director of MGB, is also a director of ITG with a shareholding of 51%.
- (b) Koh Soon Heng, who is a Director of MiCARES is also a director of iHSPL with shareholding of 100%.
- (c) Vincent Loy Ghee Yaw and Chen Kong Kheng are directors of ASB with current shareholdings of 50% each. On 14 April 2006, MGB had written to the shareholders of ASB to confirm its interest to acquire 200,000 ordinary shares of RM1.00 each in ASB representing 40% of the existing issued and paid-up share capital of ASB from the current shareholders.

2.4 Review Procedures

The MGB Group has established the following procedures to ensure that the RRPTs are undertaken on arms' length basis and on normal commercial terms consistent with the Group's usual business practices and policies, which are generally no more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of MGB.

These procedures include the following:

- (i) a list of Related Parties has been circulated to the Directors and the key management within the MGB Group. All subsidiaries have been notified that all RRPTs are required to be undertaken on arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public;
- (ii) where applicable, the terms of the pricing of the RRPTs will be consistent with the Group's usual business practices and policies and will take into consideration the terms and conditions, level of service and expertise required, quality, reliability and consistency of products and services as compared with the prevailing market rate of prices and general practices by other service providers of similar capacity and capability;

- (iii) all RRPTs will be reviewed by the Audit Committee of the Company on a quarterly basis. Any member of the Audit Committee may as he deems fit, request for additional information pertaining to RRPTs from independent sources or advisers;
- (iv) the Audit Committee will report its findings to the Board for further action if during the quarterly review, the Audit Committee is of the view that the guidelines and procedures are not sufficient to ensure that the RRPTs are carried on normal commercial terms and/or the RRPTs are deemed detrimental to the minority shareholders of MGB;
- (v) the Audit Committee shall review procedures, and shall continue to review the procedures, as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;
- (vi) the annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Proposals to ensure that relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to. Any divergence will be reported to the Audit Committee; and
- (vii) if a member of the Board or the Audit Committee has an interest in the transaction, he will abstain from any decision making by the Board or the Audit Committee in respect of the transaction.

2.5 Disclosure in Annual Report

Disclosure shall be made in the annual report of the Company of a breakdown of the aggregate value of all transactions conducted and names of Related Parties involved in each type of RRPTs and their relationship with MGB pursuant to the shareholders' mandate for the subsequent financial years during which the shareholders' mandate remains in force.

2.6 Statement from Audit Committee

The Audit Committee has reviewed the procedures described in Section 2.4 of this Circular and is satisfied that the procedures are sufficient to ensure that RRPTs are carried out on normal commercial terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

3. RATIONALE

The RRPTs entered or to be entered into by the Group are in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time.

These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case by case basis before entering into such RRPTs. As such, the Board is seeking the shareholders' mandate pursuant to Rule 6.8 and Guidance Note 12 of the Listing Requirements to allow the Group to enter into such RRPTs made on an arm's length basis and on normal commercial terms and which are not prejudicial to the interests of the shareholders.

The RRPTs are intended to meet the business needs of the Group at the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPTs. Rental of excess office space generates additional income for the Group. The rental offered is based on market value.

By obtaining shareholders' approval for the Proposals, and the renewal of the same on an annual basis, the need to convene separate general meetings from time to time to seek shareholders' approval as and

when such RRPTs occur, would not arise. This will substantially reduce administrative time, inconvenience and avoid expenses associated with the convening of such general meetings on an ad hoc basis without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

4. FINANCIAL EFFECTS

The Proposals will not have any effect on the issued and paid-up share capital and substantial shareholding structure of MGB and are not expected to have any material effect on the NTA of the MGB Group. The Proposals are expected to enhance the earnings of the MGB Group for the financial years ended 31 December 2006 and 2007.

5. APPROVAL REQUIRED

The Proposals are conditional upon approval being obtained from the shareholders of the Company at the forthcoming AGM to be convened.

6. DIRECTORS' AND MAJOR SHAREHOLDER'S INTERESTS

As set out in Section 2.3 of this Circular, Tan Sri Dato' Kamaruzzaman bin Shariff, Dato' Abd. Gani bin Yusof, Dr Ng Tek Che and Liew Chiap Hong (collectively, the "Relevant Directors") and MCSB are interested related parties of MGB.

The direct and indirect shareholdings of the interested related parties as at 22 May 2006 are as follows:

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Major Shareholder:				
- MCSB	85,062,000	30.00	-	-
Relevant Directors:				
- Tan Sri Dato' Kamaruzzaman bin Shariff	-	-	-	-
- Dato' Abd. Gani bin Yusof	64,682,450	22.812	85,062,000 ¹	30.00
- Dr. Ng Tek Che	24,397,765	8.605	85,062,000 ¹	30.00
- Liew Chiap Hong	17,397,765	6.136	85,062,000 ¹	30.00

Note:

1. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through MCSB).

Accordingly, the Relevant Directors, namely Tan Sri Dato' Kamaruzzaman bin Shariff, Dato' Abd. Gani bin Yusof, Dr Ng Tek Che and Liew Chiap Hong, have abstained and will continue to abstain from all Board deliberations and voting in respect of the RRPTs detailed in Section 2.3 of this Circular. Such Relevant Directors and MCSB will also abstain from voting in respect of their direct and indirect shareholdings on the resolutions approving the Proposals at the forthcoming AGM.

The above Relevant Directors and MCSB have also undertaken to ensure that their associate(s) or person(s) connected to them will abstain from voting in respect of their direct and indirect shareholdings on the resolutions pertaining to the Proposals at the forthcoming AGM.

Save as disclosed above, none of the other Directors and Major Shareholders and person(s) connected with the Relevant Directors or associate of a related party under sub-Rule 6.2 (a) or (b) of the Listing Requirements have any interest, direct or indirect in the Proposals.

As at the date of this Circular, Koh Soon Heng, Vincent Loy Ghee Yaw and Chen Kong Kheng do not have any interest, direct or indirect in MGB. However, on 14 April 2006, MGB had written to Vincent Loy Ghee Yaw and Chen Kong Kheng, the current shareholders of ASB to confirm its interest to acquire 200,000 ordinary shares of RM1.00 each in ASB representing 40% of the existing issued and paid-up share capital of ASB for a purchase consideration of RM5.4 million (“Proposed Acquisition of ASB”). The purchase consideration will be satisfied via the issuance of 12,600,000 new MGB Shares at an issue price of RM0.30 per MGB Share and cash payment of RM1.62 million. Pursuant to the completion of the Proposed Acquisition of ASB, Vincent Loy Ghee Yaw and Chen Kong Kheng will each hold 6,300,000 MGB Shares representing approximately 2.2% equity interest in MGB. An announcement will be made in due course on the signing of the sale and purchase agreement for the Proposed Acquisition of ASB. Barring unforeseen circumstances, the Proposed Acquisition of ASB is expected to be completed by the end of 2006.

7. DIRECTORS’ RECOMMENDATION

The Board (with the exception of Tan Sri Dato’ Kamaruzzaman bin Shariff, Dato’ Abd. Gani bin Yusof, Dr Ng Tek Che and Liew Chiap Hong who are Relevant Directors and deemed interested in the Proposals), having considered all aspects of the Proposals, is of the opinion that the Proposals are in the best interest of the MGB Group and accordingly, recommend that you vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming AGM.

8. AGM

The Third (3rd) AGM of the Company will be held at Gallery 1, Level 3, Concorde Hotel Shah Alam, 3 Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 15 June 2006 at 11.00 a.m. for the purpose of considering and if thought fit, passing the resolution pertaining to the Proposals. The Notice of AGM, together with the Form of Proxy, is enclosed in the Annual Report of the Company for the financial year ended 31 December 2005 which is despatched together with this Circular.

If you are unable to attend and vote in person at the AGM, you should complete and return the Form of Proxy in accordance with the instruction printed thereon as soon as possible and in any event must be deposited at the Registered Office of the Company at 650, Block A, Kelana Centre Point, No. 3, Jalan SS7/19 Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not later than forty-eight (48) hours before the time fixed for the AGM. The lodging of the Form of Proxy shall not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully
on behalf of the Board of Directors of
METRONIC GLOBAL BERHAD

Lee Fok Chong
Independent Non-Executive Director

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of MGB and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no material facts the omission of which would make any statement in this Circular misleading.

2. MATERIAL LITIGATION

Save as disclosed below, neither MGB nor its subsidiaries are engaged in any litigation, claim or arbitration, either as plaintiff or defendant, and the Board is not aware of any proceedings pending or threatened against the Company and its subsidiaries or any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and its subsidiaries:

- (a) MESB had on 26 September 2003 vide Civil Suit No MT3-22-833-2003 made a claim against United Engineers (Malaysia) Bhd ("UEM") for RM939,365.14 being the non-settlement of the third payment for the provision of BAS Control System for Telekom Malaysia Berhad Headquarters Project pursuant to an agreement between MESB and UEM dated 2 May 2002. The Defendant had filed its defence on 16 January 2004. MESB had filed its reply to the defence on 29 January 2004. The suit came up for 1st Pre-Trial Case Management on 1 February 2005. On 17 January 2006, UEM's application to determine the suit by way of a Question of Law had been dismissed by the High Court of Shah Alam. The Judge was not satisfied with the argument of UEM's solicitors and ordered the suit to be heard in Open Court. The next Case Management date has been fixed on 17 May 2006 and a trial date will be fixed then. The Board is of the view that prospects for recovery of the said debt is very good. The legal advisor is of the opinion that MESB has a good chance of succeeding.
- (b) MESB had, through its solicitors issued a letter of demand dated 10 May 2005 against Ireka Engineering & Construction Sdn Bhd ("Ireka") for RM2,379,015.45 being the outstanding payment for the provision of Building Security System – Card Access & Management System and Building Control System for the General Office Area and Common Facilities of Government Buildings at Lot 4G3 & 4G4, Precinct 4 (Phase 2) at the Federal Government Administrative Centre in Putrajaya. On 21 June 2005, MESB had through its solicitors served a Section 218 Notice on Ireka Engineering & Construction Sdn Bhd for the outstanding sum of RM1,533,676.74 for BSS-CAMS. After the discussions between both parties which were carried out on 24 June 2005 and 29 June 2005, Ireka agreed to settle the outstanding sum of RM2,528,777.39 for the provision of both BSS-CAMS and Building Control System by issuing MESB nine (9) post dated cheques each over a period of nine (9) months. As at 28 April 2006, all nine (9) post dated cheques have been cleared.

- (c) Lee Bee Leng & two (2) others vs (1) MESB and (2) University Teknologi Petronas. On 15 November 2005, MESB, being the first (1st) defendant was served with a Writ of Summons dated 24 October 2005 by Lee Bee Leng & two (2) others (“Plaintiffs”) claiming for among others general damages amounting to RM500,000.00 or to be taxed by the court (“Negligence Claim”) and special damages amounting to RM403,550.00 (“Dependency Claim”) due to the death of the 1st Plaintiff’s husband and 2nd & 3rd Plaintiff’s father. The maximum exposure to liabilities of MESB and University Teknologi Petronas is therefore estimated at RM903,550.00. The Plaintiffs claimed that the death was caused by the alleged negligence of MESB and University Teknologi Petronas. A Statement of Defence (“Defence”) was filed with the High Court of Malaysia in Ipoh on 11 January 2006 by MESB’s solicitors, Messrs. Liow & Co. A reply to the Statement of Defence was dated 10 February 2006. On 8 May 2006, MESB’s solicitors received via fax from the Plaintiffs’ solicitors an application for abridgement of time to file suit on the Dependency Claim. The Hearing date is fixed on 26 May 2006. MESB’s solicitors are of the view that MESB may be able to resist the Dependency Claim successfully by virtue of the fact that the claim is beyond the legitimate timeframe, which is three (3) years (“Defence of Limitation”). However, for the Negligence Claim, (or if the Defence of Limitation is unsuccessful on the Dependency Claim), the success of MESB’s defence against the Plaintiffs’ claim would very much depend on the availability and strength of the witnesses’ testimonies and importantly whether the Plaintiffs would be able to discharge their burden of prove on the balance of probabilities. MESB’s handicap may be the issue of locating relevant witnesses. However, if MESB is able to locate witness(es) for the trial who is able to contradict the Plaintiffs or give a credible version of the events, MESB may have a arguable case against the Plaintiffs. In any event MESB has instructed Liow & Co. to vigorously defend this matter.

3. MATERIAL CONTRACTS

Save as disclosed below, there are no other material contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by the Company and its subsidiaries within two (2) years immediately preceding the date of this Circular:

- (a) On 13 July 2004, MESB entered into a conditional Acquisition of Shares and Shareholders Agreement with Infocon Holdings (S) Pte Ltd (“ISPL”) to purchase 51% equity shares in Infocon (Beijing) Environment Control Technology Company Limited, from ISPL for a cash consideration of USD300,000. The acquisition is pending the settlement of the remaining sum of USD210,000.
- (b) On 15 March 2005, MMBCL entered into a Sale and Purchase Agreement with Beijing Jia Li Heng De Housing Developer Company Limited (name has been translated) for the acquisition of an office suite located at 8th Floor, Top Fine International Center, Beijing, People's Republic of China with a built-up area of approximately 695.09 square metres for a cash consideration of Chinese Renminbi 9,022,268.
- (c) On 7 April 2005, MESB signed a Teaming Agreement with FEC International (M) Sdn Bhd, a company involved in the development of Radio Frequency Identification Device chip known as the MM Chip, to work with each other to explore an opportunity to utilize the MM Chip for the National Product and Service Coding System Project for the Government of the People’s Republic of China, and to explore other business opportunities to utilize the MM Chip for projects and products such as the development of security paper for university certificates, vehicle grants and licenses in Malaysia.
- (d) On 12 November 2005, MESB signed a Power Line Communication (“PLC”) Products Development Agreement with Planet System Co. Ltd (“Planet”), a company involved in the research and development of PLC technology and in the production of the PLC transceiver and Home Network solutions, to jointly develop PLC products. In consideration of the input of the technology know-how and the development of the PLC products by Planet, MESB agreed to pay the sum of USD221,548 which shall cover the cost of test equipment for PLC products developed.

- (e) On 14 April 2006, MGB signed a Joint Venture cum Shareholders' Agreement with iCare Health Services Pte Ltd to co-operate and collaborate on health care services via a joint venture company known as Metronic iCares Sdn Bhd (formerly known as Success Knowledge Sdn Bhd) ("MiCARES") which was incorporated on 20 March 2006. MGB will hold 51% equity interest in MiCARES via a subscription of 51 ordinary shares of RM1.00 each in MiCARES for a total cash consideration of RM51.
- (f) On 14 April 2006, MGB wrote to Vincent Loy Ghee Yaw and Chen Kong Kheng ("Vendors"), the shareholders of ASB to confirm its interest to acquire 200,000 ordinary shares of RM1.00 each in ASB representing 40% of the existing issued and paid-up share capital of ASB for a purchase consideration of RM5.4 million to be satisfied by the issuance of 12,600,000 new MGB Shares at an issue price of RM0.30 per Share and cash payment of RM1.62 million ("the Offer"). The Vendors had on even date accepted the Offer. The principal business activity of ASB is the provision of turnkey solutions on network infrastructure and security management. The Offer is subject to the following: (i) completion of financial and legal due diligence on ASB to MGB's satisfaction and, in the event that MGB do not wish to proceed with the Proposed Acquisition of ASB after or during the due diligence process, MGB has the absolute right not to provide any reason for its dissatisfaction; (ii) terms of the sale and purchase agreement for the Proposed Acquisition of ASB being mutually agreed by and between the Vendors and MGB; and (iii) final approval of the Board of Directors of MGB and ASB respectively.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of MGB at 650, Block A, Kelana Centre Point, No. 3, Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan during normal business hours from the date of this Circular to the date of the Third AGM of the Company:

- (a) Memorandum and Articles of Association of MGB;
- (b) The audited consolidated financial statements of MGB for the two (2) financial years ended 31 December 2004 and 2005;
- (c) The cause papers in respect of the material litigations referred to in Section 2 above; and
- (d) The material contracts referred to in Section 3 above.



METRONIC GLOBAL BERHAD

(Company No.: 632068-V)

(Incorporated in Malaysia under the Companies Act, 1965)

EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Metronic Global Berhad will be held at Gallery 1, Level 3, Concorde Hotel Shah Alam, 3 Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday 15 June 2006 at 11.00 a.m. for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 8

“Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Metronic Corporation Sdn Bhd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries (“MGB Group”) to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with Metronic Corporation Sdn Bhd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public. Details of the RRPTs are set out in Section 2.3.1 (i) and (vi) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders’ mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders’ mandate.”

ORDINARY RESOLUTION 9

“Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Meditechnique Sdn Bhd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries (“MGB Group”) to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with Meditechnique Sdn Bhd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. Details of the RRPTs are set out in Section 2.3.1 (ii) and (vii) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders’ mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders’ mandate.”

ORDINARY RESOLUTION 10

“Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with ITG Worldwide (M) Sdn Bhd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries (“MGB Group”) to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with ITG Worldwide (M) Sdn Bhd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. Details of the RRPTs are set out in Section 2.3.1 (iii) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders’ mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders' mandate."

ORDINARY RESOLUTION 11

"Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Integrated Commerce Sdn Bhd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries ("MGB Group") to enter into recurrent related party transactions ("RRPTs") of a revenue or trading nature with Integrated Commerce Sdn Bhd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. Details of the RRPTs are set out in Section 2.3.1 (iv) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders' mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders' mandate."

ORDINARY RESOLUTION 12

"Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with MH Projects Sdn Bhd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries ("MGB Group") to enter into recurrent related party transactions ("RRPTs") of a revenue or trading nature with MH Projects Sdn Bhd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public. Details of the RRPTs are set out in Section 2.3.1 (v) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders' mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders' mandate."

ORDINARY RESOLUTION 13

"Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with ITG Worldwide (M) Sdn Bhd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries ("MGB Group") to enter into recurrent related party transactions ("RRPTs") of a revenue or trading nature with ITG Worldwide (M) Sdn Bhd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public. Details of the RRPTs are set out in Section 2.3.2 (i) and (ii) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders' mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders' mandate."

ORDINARY RESOLUTION 14

“Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with iCare Health Services Pte Ltd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries (“MGB Group”) to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with iCare Health Services Pte Ltd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public. Details of the RRPTs are set out in Section 2.3.2 (iii) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders’ mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders’ mandate.”

ORDINARY RESOLUTION 15

“Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Ariantec Sdn Bhd

THAT pursuant to Rule 6.8 and Guidance Notes 12 of the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market, approval be and is hereby given to MGB and/or its subsidiaries (“MGB Group”) to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with Ariantec Sdn Bhd for the day-to-day operations of the Group, provided that such RRPTs are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public. Details of the RRPTs are set out in Section 2.3.2 (iv) of the Circular to Shareholders of the Company dated 22 May 2006.

AND THAT such approval conferred by the shareholders’ mandate shall continue to be in force until:

- (b) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorized to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed shareholders' mandate.”

By Order of the Board

Azlan Mohd Ariff (LS 0008402)
Company Secretary

Selangor Darul Ehsan
22 May 2006

Notes:

- (1) *A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies to attend and vote on his behalf.*
- (2) *A proxy need not be a member of the Company and provision of Section 149(1) (b) of the Companies Act, 1965 need not be complied with.*
- (3) *Where the member of the Company appoints two or more proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy. Duplication of proxy form is allowed for appointment of additional proxy.*
- (4) *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation either under seal or under the hand of an official or attorney duly authorized.*
- (5) *The instrument appointing the proxy must be deposited at the Registered Office of the Company at 650, Block A, Kelana Centre Point, No. 3, Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Meeting or adjourned Meeting.*
- (6) *If no name is inserted in the space provided for name of proxy, the Chairman of meeting shall act as proxy.*
- (7) *A member should insert the number of shares held in the box provided. If no number is inserted, the form of proxy will be deemed to relate to all shares held by the member.*