



METRONIC GLOBAL BERHAD

(Company No.: 632068-V)

(Incorporated in Malaysia under the Companies Act, 1965)

ANNOUNCEMENT TO BURSA MALAYSIA

Control No:MGB/A/3A/2009

Subject: CONDITIONAL SHARE SALE AGREEMENT IN RELATION TO THE DISPOSAL OF 1,000,000 ORDINARY SHARES OF RM1.00 EACH IN ARIANTEC SDN BHD, AN ASSOCIATED COMPANY OF METRONIC GLOBAL BERHAD (“Metronic”)

Contents: We refer to Bursa Malaysia Securities Berhad’s (“Bursa Securities”) letter dated 11 March 2009 (Ref: NM-090311-40587) in relation to Metronic’s announcement dated 6 March 2009, Metronic hereby furnishes the following additional information for public release:-

1. INFORMATION ON ARIANTEC SDN BHD (“Ariantec”)

The net profits and net assets of Ariantec based on its latest audited accounts for financial year ended 31 December 2008 are as follows:

	For the FYE 31 December 2008
	RM
Revenue	59,939,839
Profit Before Tax ("PBT")	4,344,509
Profit After Tax ("PAT")	3,893,985
PAT after MI	3,893,985
Net Asset ("NA")	9,484,207
No of issue shares	2,500,000
Earning per share	1.56
NA per share	3.79

2. RANKING OF THE CONSIDERATION SHARES

The Consideration Shares shall, upon allotment and issue, ranked pari passu in all respects with the existing issued Global Soft (MSC) Berhad (“GLOSOFT”) shares except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/or other distributions in which the entitlement date declared by GLOSOFT is prior to the date of allotment of the Consideration Shares.

The Consideration Shares shall be listed on the MESDAQ Market of Bursa Securities.

3. DIRECTORS' STATEMENT

The Board of Directors of Metronic ("Board"), having considered all aspects of the Proposed Disposal and in view of the current uncertain market conditions, has yet to deliberate if to sell or retain its investment in GLOSOFT. The Board is of the opinion that the Proposed Disposal which will convert Metronic's 25.27% unlisted equity stake in Ariantec to 17.02% listed equity interest in GLOSOFT is in the best interests of Metronic and its shareholders based on current market condition. The Board will deliberate in due course, depending on market conditions, if to sell or retain its investment in GLOSOFT and make appropriate announcement once the deliberation is made.

4. INFORMATION ON GLOSOFT

As at 31 December 2007, the names of the directors and substantial shareholders of GLOSOFT are as follows:

Directors:-

Datuk Low Kok Thai
Dato' Low Kok Chuan
Hee Chee Keong
Eng Kin Hoong
Lee Teck Meng
Dato' Ng Bong Ching

	As at 6 March 2009		After the Proposed Disposal	
	No of Shares	%	No of Shares	%
Substantial Shareholders:-				
Datuk LowKok Thai	20,481,886	11.05	20,481,886	3.61
Dato' Low Kok Chuan	3,586,900	1.93	3,586,900	0.63
Kuang Ah Kew	9,616,374	5.19	9,616,374	1.69
Metronic	-	-	96,657,750	17.02
Vincent Loy Ghee Yaw	-	-	142,921,125	25.17
Chen Kong Kheng	-	-	142,921,125	25.17

5. WHETHER THE PROPOSED DISPOSAL IS SUBJECT TO THE APPROVAL OF THE SHAREHOLDERS

As per the SSA, the Proposed Disposal is subject to Metronic's shareholders approval, if required. Based on Metronic's unaudited account for the FYE 31 December 2008, Metronic will technically have breached the "Market Capitalisation Test" under Rule 10.02(h)(v) Listing Requirements of Bursa Securities, which will require to seek shareholders approval for the Proposed Disposal. This is mainly due to the smaller market capitalization of Metronic as compared to Metronic's market capitalization in the last 12 months. If based on 12 months Metronic's weighted price of RM0.076, Metronic will not trigger the "Market Capitalisation Test" and hence no shareholders approval is required.

The Board is of the opinion that given that the percentage ratio is technically triggered due to the downturn of global and domestic equity market which resulting in the technical breach of the "Market Capitalisation Test" for the Proposed Disposal, the Board of Directors of Metronic will determine if to seek Metronic's shareholders approval upon all the condition precedents for the Proposed Disposal as set out in the SSA have been met. Appropriate announcement and circulars will be issued to Metronic's shareholders to seek for shareholder's approval for the Proposed Disposal, if required.

This announcement is dated 12 March 2009.