

NOTICE IS HEREBY GIVEN THAT the Sixth (6th) Annual General Meeting of Metronic Global Berhad will be held at Metronic Global Berhad Office, No. 2, Jalan Astaka U8/83, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 30 June 2009 at 9.00 am.

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2008 together with Reports of the Directors and Auditors thereon. **Resolution 1**
2. To re-elect the following Director retiring in accordance with Article 79 of the Company's Articles of Association and who being eligible, has offered himself for re-election:
i) Mr. Lim Tzeh Foong **Resolution 2**
3. To re-elect the following Directors retiring in accordance with Article 86 of the Company's Articles of Association and who being eligible, have offered themselves for re-election:
i) Dato' Abd Gani bin Yusof **Resolution 3**
ii) Datuk Subhi bin Dziauddin **Resolution 4**
iii) Mr. Liew Chiap Hong **Resolution 5**
4. To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2008. **Resolution 6**
5. To re-appoint Messrs Ernst & Young as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

As Special Business:-

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

6. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within 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."

Resolution 8

7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Shareholders' Mandate)

"THAT the mandate granted by the shareholders of the Company on 23 June 2008 pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") authorising the Company and its subsidiaries ("MGB Group") to enter into the Recurrent Related Party Transaction of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 8 June 2009 ("the Circular") with the related parties mentioned therein, which are necessary for the MGB Group's day-to-day operations, be and is hereby renewed, provided that:

- i) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and in the annual reports for subsequent financial years during which the shareholders' mandate is in force based on the type of the recurrent transactions, the names of the related parties involved in each type of the recurrent transactions and their relationship with the Company;

AND THAT the authority conferred by such mandate shall continue to be in force until:-

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

AND THAT, authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the proposed shareholders' mandate.

AND THAT, the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in Section 2.4 of the Circular."

Resolution 9

8. ANY OTHER BUSINESS

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

By Order of the Board,

AZLAN MOHD ARIFF (LS0008402)
SHEILA WINSTON PAYNE (LS0009002)
Company Secretaries

Selangor Darul Ehsan
8 June 2009

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. A member who is an authorised nominee as defined under Securities Industry (Central Depositories) Act 1991, is allowed to appoint at least one (1) proxy in respect of each securities accounts it holds with ordinary shares of the company standing to the credit of the said securities accounts.
4. 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation either under seal or under the hand of an official or attorney duly authorised.
6. The instrument appointing the proxy must be deposited at the Registered Office of the Company at No.4, Tingkat 2, Jalan 3/27F, Desa Setapak, Wangsa Maju, 53300 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the Meeting or adjourned Meeting.

1. EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 8

Resolution pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 8, if passed, would empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for time being for such purpose as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

2. Ordinary Resolution 9

Resolution pertaining to the Shareholders' Mandate for the Recurrent Related Party Transactions

The proposed Resolution 9, if passed, will enable the Company and each of its subsidiaries to enter into a recurrent related party transactions with the parties as set out in the Circular to Shareholders of the Company dated 8 June 2009, despatched together with the Annual Report. This authority, subject to renewal thereof, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required to be held under the Companies Act 1965 (excluding any extension of such period as may be allowed under the Companies Act 1965) whichever is earlier, unless earlier revoked or varied by a resolution in a general meeting.