

METRONIC GLOBAL BERHAD

[Registration No. 200301029648 (632068-V)]

(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF METRONIC GLOBAL BERHAD (“MGB” OR “THE COMPANY”) CONDUCTED VIRTUALLY FROM THE BROADCAST VENUE AT NO. 2, JALAN ASTAKA U8/83, SEKSYEN U8, BUKIT JELUTONG, 40150 SHAH ALAM, SELANGOR ON WEDNESDAY, 31 MARCH 2021 AT 10.30 A.M.

Present:

Directors

1. Mr Hoo Wai Keong (Executive Director)
2. Ms Doris Wong Sing Ee (Executive Director)
3. Mr Ong Tee Kein (Independent Non-Executive Director)
4. En Muhammad Faliq Bin Mohd Redzuan (Independent Non-Executive Director)

Absent with apologies:-

1. Dato’ Zaidi Bin Mat Isa @ Hashim (Independent Non-Executive Chairman)
2. Datuk Seri Tan Choon Hwa (Independent Non-Executive Deputy Chairman)
3. Dato’ Kua Khai Shyuan (Non-Independent Non-Executive Director)

Company Secretary

1. Mr Tan Tong Lang

Shareholders/ Proxies

As per the Attendance List

1.0 CONVENING OF MEETING

- 1.1 As agreed by the Directors, Mr Ong Tee Kein (“the Chairman”) chaired the Extraordinary General Meeting (“EGM”), and welcomed the shareholders and proxy holders (“Members”) to the EGM.

2.0 QUORUM

- 2.1 There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.31 a.m.

3.0 INTRODUCTION

- 3.1 The Chairman introduced the Directors and Company Secretary present, and drew attention to some housekeeping matters including manner of posing questions, and voting procedures. The poll voting, in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, would be conducted upon completion of deliberations of all agenda items. The Members were informed that Shareworks Sdn Bhd was appointed as the Poll Administrator to conduct the polling process, whilst KW Ng & Co. was appointed as the Scrutineers to verify the poll results.
- 3.2 With consent of the Members, the notice convening the EGM was taken as read.

4.0 ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME INVOLVING UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF METRONIC (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF METRONIC AND ITS SUBSIDIARIES ("PROPOSED ESOS")

- 4.1 The Chairman informed that the only agenda was to approve the proposed establishment of an employees' share option scheme involving up to 15% of the total number of issued shares of Metronic (excluding treasury shares, if any) for eligible Directors and employees of Metronic and its subsidiaries.
- 4.2 The Chairman sought questions from the Members. There being no questions raised by the Members, the Chairman proceeded with the next agenda of the meeting.

5.0 VOTING AND COUNTING OF VOTES

- 5.1 Since there was no other business to transact, the Chairman invited the Poll Administrator to brief the Members on the polling procedures, and upon the briefing, polling process took place at 10.43 a.m.

6.0 DECLARATION OF RESULTS

- 6.1 Upon completion of the polling process at 11.03 a.m., the Chairman announced the results of the poll voting and declared that, the ordinary resolution as set out in the Notice of EGM dated 12 March 2021, carried, as attached hereto as Annexure I:-

ORDINARY RESOLUTION

PROPOSED ESOS

*"THAT subject to the approval of all relevant authorities and parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of the new ordinary shares in the Company ("**Metronic Shares**" or "**Shares**") to be issued pursuant to the exercise of the options granted under the Scheme ("**Options**") having been obtained, approval be and is hereby given for the Company to establish the Scheme involving up to 15% of the total number of issued shares of the Company from time to time (excluding treasury shares, if any) for the benefit of eligible directors and eligible employees of the Company and its subsidiaries, excluding the subsidiaries which are dormant ("**Metronic Group**" or the "**Group**") and the Board be and is hereby authorised to:-*

- (i) *implement and administer the Scheme in accordance with the by-laws governing the Scheme ("**By-laws**") , a draft of which is set out in Appendix II of the Circular to Shareholders dated 12 March 2021 ("**Circular**") , and to give full effect to the Scheme with full powers to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;*
- (ii) *make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the Options granted under the Scheme;*

- (iii) *allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the Options granted under the Scheme provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Scheme. The new Shares to be allotted and issued upon the exercise of any Options granted under the Scheme will be subject to the provisions of the Articles of Association of the Company and will, upon allotment, issuance, rank equally in all respects with the then existing issued Shares, save and except that the new Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;*
- (iv) *modify and/or amend the By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;*
- (v) *extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and*
- (vi) *do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;*

THAT *the By-laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted;*

AND THAT *the Board be and is hereby authorised to give effect to the Scheme with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion."*

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Minutes of Extraordinary General Meeting held on 31 March 2021

7.0 CLOSURE

7.1 There being no other business, the EGM was closed at 11.10 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of
the proceedings held thereat**

-Signed-

Chairman