



METRO HEALTHCARE BERHAD
(Registration No.: 201001021746 (905516-M))
(Incorporated in Malaysia)

**ADDITIONAL INFORMATION ACCOMPANYING THE AUDITED FINANCIAL
STATEMENTS FOR THE FINANCIAL YEAR ENDED (“FYE”) 31 DECEMBER 2023**

**CHARACTERISTICS OF THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD
 (“BURSA SECURITIES”)**

THE LEAP MARKET HAS BEEN POSITIONED AS A MARKET DESIGNED TO ACCOMMODATE CORPORATIONS TO WHICH A HIGHER INVESTMENT RISK MAY BE ATTACHED THAN OTHER CORPORATIONS LISTED ON THE ACE MARKET OR MAIN MARKET OF BURSA SECURITIES. IT IS A QUALIFIED MARKET WHICH IS MEANT MAINLY FOR SOPHISTICATED INVESTORS ONLY. ONLY EXISTING SECURITIES HOLDERS AND SOPHISTICATED INVESTORS ARE ALLOWED TO PARTICIPATE IN CORPORATE EXERCISES UNDERTAKEN BY METRO HEALTHCARE BERHAD (“METRO” OR THE “COMPANY”). SOPHISTICATED INVESTORS SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER DUE AND CAREFUL CONSIDERATION.

PART A: ADDITIONAL INFORMATION REQUIRED UNDER PART B OF APPENDIX 6A OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

1. Review of performance

| | FYE | | Change | |
|--------------------------------|------------------|------------------|--------|-------|
| | 31 December 2023 | 31 December 2022 | RM'000 | % |
| | RM'000 | RM'000 | RM'000 | % |
| Revenue | 44,686 | 40,273 | 4,413 | 10.96 |
| Gross profit ("GP") | 18,079 | 16,005 | 2,074 | 12.96 |
| Profit before taxation ("PBT") | 8,542 | 7,377 | 1,165 | 15.79 |

The performance of Metro and its subsidiaries ("Group") is analysed as follows:

(i) Revenue

The Group recorded a revenue of RM44.686 million for the financial year ended 31 December 2023, as compared to RM40.273 million in the previous financial year, representing an increase of RM4.413 million or 10.96% mainly due to increase in number of visits by patients as a result of new healthcare facilities commenced operations during the financial year and additional doctors employed for the Group.

(ii) GP

The Group recorded a gross profit of RM18.079 million for the financial year ended 31 December 2023, as compared to RM16.005 million in the previous financial year, representing an increase of RM2.074 million or 12.96%. The increase is in-line with the abovementioned revenue growth.

(iii) PBT

The Group recorded a profit before taxation of RM8.542 million for the financial year ended 31 December 2023, as compared to RM7.377 million in the previous financial year, representing an increase of RM1.165 million or 15.79% mainly as a result of the increase in revenue.

2. Prospects

The Group will continue to:

- establish Metro Healthcare as a trusted brand for women healthcare specialising in fertility treatments, obstetrics and gynaecology; and
- develop and retain a pool of talented specialists, doctors and management staff.

Barring any unforeseen circumstances, the Board of Directors of the Company is optimistic of the prospects of the Group's financial performance for the financial year ending 31 December 2024.

PART B: OTHER INFORMATION

1. Status of corporate proposals

On 13 April 2023, MIDF Amanah Investment Bank Berhad (“**MIDF Investment**”) on behalf of the Board of Directors of the Company, announced that the Company has received a letter from its major shareholder, Dr Tee Swi Peng @ Tay Swi Peng (“**Letter from Major Shareholder**”) requesting the Board to consider undertaking the Proposed Transfer of Listing for Metro (as defined below), comprising the following:

- (i) proposed voluntary withdrawal of listing of Metro from the LEAP Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) pursuant to Rules 8.05 and 8.06 of the LEAP Market Listing Requirements of Bursa Securities (“**Proposed Withdrawal**”); and
- (ii) proposed listing of Metro on the ACE Market of Bursa Securities pursuant to Rules 3A.02(1) and 3A.02(2) of the ACE Market Listing Requirements of Bursa Securities (“**Proposed Listing**”).

The Proposed Withdrawal and Proposed Listing are collectively referred to as the “**Proposed Transfer of Listing**”.

On 25 May 2023, MIDF Investment on behalf of the Board, announced that the Board had deliberated on the Letter from Major Shareholder and agreed to undertake the Proposed Transfer of Listing. The Board had also on the same date informed that the Company intends to seek shareholders’ approval in respect of the proposed adoption of new constitution of the Company (“**Proposed Adoption of New Constitution of the Company**”) at the extraordinary general meeting to be convened. The Proposed Adoption of New Constitution of the Company is mainly to facilitate the implementation of the Proposed Transfer of Listing.

On 16 August 2023, MIDF Investment on behalf of the Board, announced that the Company had sought the approval of Bursa Securities for the exemptions from having to extend the shareholders a reasonable cash alternative or other reasonable alternatives (“**Exit Offer**”) and appointment of independent adviser to advise and make recommendations or the consideration of the shareholders in connection with the withdrawal of its listing as well as the fairness and reasonableness of the Exit Offer pursuant to Rules 8.06(1)(c) and 8.06(1)(d) of the LEAP Market Listing Requirements, respectively (“**Exemption Application**”). Pursuant thereto, Bursa Securities had, vide its letter dated 16 August 2023, resolved to approve the Exemption Application subject to the condition that the undertaking letters from minority shareholders remain valid and binding until the completion of the Proposed Withdrawal.

On 22 February 2024, the shareholders of Metro have approved the Proposed Transfer of Listing and the Proposed Adoption of New Constitution of the Company at the extraordinary general meeting.

Save as disclosed above, there were no corporate proposals announced but pending completion as at the date of this report.

PART B: OTHER INFORMATION (CONTINUED)

2. Dividend

The Board of Directors has on 8 March 2023 declared a single tier interim dividend of 0.70 sen per Metro Share in respect of the financial year ending 31 December 2023. The interim dividend amounting to RM4,316,970.02 was paid on 24 March 2023.