



METRO HEALTHCARE BERHAD

201001021746 (905516-M)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting (“14th AGM” or “Meeting”) of METRO HEALTHCARE BERHAD (“Metro” or “the Company”) will be held at the Conference Room, First Floor, No. 36-38, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan on Monday, 1 April 2024 at 2:30 p.m. or at any adjournment thereof, to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS :

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. | PLEASE REFER TO EXPLANATORY NOTE 1 |
| 2. To approve the payment of Directors’ fees of up to RM60,000.00 for the financial year ended 31 December 2023. | ORDINARY RESOLUTION 1 |
| 3. To approve the payment of Directors’ fees of up to RM200,000.00 for the financial year ending 31 December 2024. | ORDINARY RESOLUTION 2 |
| 4. To approve the payment of Directors’ benefits of up to RM100,000.00 for the period commencing from the date immediately after this 14 th AGM until the next Annual General Meeting (“AGM”) of the Company. | ORDINARY RESOLUTION 3 |
| 5. To re-elect Dr. Tay Swi Peng @ Tee Swi Peng who retires by rotation pursuant to Clause 89 of the Company’s Constitution. | ORDINARY RESOLUTION 4 |
| 6. To re-elect the following directors who retire pursuant to Clause 95 of the Company’s Constitution:-

(i) Dr. Yee Meng Kheong
(ii) Ms. Chua Leng Leek
(iii) Cik Rose Zilawati binti Mohamed Arifin | ORDINARY RESOLUTION 5
ORDINARY RESOLUTION 6
ORDINARY RESOLUTION 7 |
| 7. To re-appoint HLB Ler Lum Chew PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 8 |

AS SPECIAL BUSINESS :

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

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| 8. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”) | ORDINARY RESOLUTION 9 |
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“THAT subject always to the Constitution of the Company, the Act and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time (“Mandate”).

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional Shares so issued on Bursa Malaysia Securities Berhad AND such authority shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND THAT pursuant to Section 85 of the Act read together with the Company’s Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors of the Company be and is hereby exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares.”

9. **PROPOSED ALLOCATION OF ISSUE SHARES TO DR. YEE MENG KHEONG, INDEPENDENT NON-EXECUTIVE CHAIRMAN OF METRO AND BEING AN ELIGIBLE DIRECTOR, PURSUANT TO THE PROPOSED PUBLIC ISSUE OF 156,625,000 NEW SHARES (“ISSUE SHARES”) (“PROPOSED PUBLIC ISSUE”) (“PROPOSED ALLOCATION TO DR. YEE MENG KHEONG”)**

ORDINARY RESOLUTION 10

“THAT, subject to all approvals from the relevant authorities and/or parties being obtained (if required), the Board of



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Directors (“Board”) be hereby authorised to allocate up to 200,000 Issue Shares under the Proposed Public Issue to Dr. Yee Meng Kheong, Independent Non-Executive Chairman of Metro and being an Eligible Director.

PROVIDED ALWAYS THAT the abovementioned person must not participate in the deliberation or discussion in respect of his own allocation of the Issue Shares.

THAT the Board be hereby authorised to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocation to Dr. Yee Meng Kheong, with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or required by the relevant authorities and/or parties or deemed necessary by the Board in the best interest of Metro, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate to give full effect to the Proposed Allocation to Dr. Yee Meng Kheong.

AND THAT pursuant to Section 85(1) of the Act read together with Clause 56 of the Metro’s Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of Metro to be offered new shares in Metro ranking equally to the existing issued shares arising from the issuance of Issue Shares to Dr. Yee Meng Kheong pursuant to the Proposed Allocation to Dr. Yee Meng Kheong.”

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

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)
LEE SIEW FUN (MAICSA 7063623) (SSM PC NO. 202008000735)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
1 March 2024

Notes:

- a) A member who is entitled to present, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.



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- b) A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- c) The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) For the purpose of determining a member who shall be entitled to present the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. pursuant to Clause 65 of the Company’s Constitution to issue a General Meeting Record of Depositors as at 25 March 2024. Only members whose names appear in the General Meeting Record of Depositors as at 25 March 2024 shall be regarded as members and entitled to present and vote at the Meeting.
- g) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting:-
- (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.
- For corporate shareholder / nominee accounts, please execute proxy form.
- (i) By electronic form
The proxy form can be emailed to mega-sharereg@megacorp.com.my.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2023

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from members for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. Items 2, 3 & 4 of the Agenda – Directors’ Fees for the financial year ended 31 December 2023 and financial year ending 31 December 2024 and Directors’ Benefits for the period commencing from the date immediately after this 14th AGM until the next AGM of the Company

The estimated Directors’ fees are calculated based on the current Board size and the number of scheduled Board and/or Committee meetings to be held. The resolutions are to facilitate:-

- (a) the payment of Directors’ fees for the financial year ended 31 December 2023;



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- (b) the payment of Directors' fees for the financial year ending 31 December 2024; and
 - (c) the payment of Directors' benefits for the period commencing from the date immediately after this 14th AGM until the next AGM of the Company.

In the event that the proposed amounts are insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.

3. Items 5 & 6 of the Agenda – Re-election of Directors

Clause 89 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Clause 95 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an additional Director shall hold office only until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Following thereto, Dr. Tay Swi Peng @ Tee Swi Peng ("Dr. Tee") will retire by rotation pursuant to Clause 89 of the Company's Constitution. Dr. Tee being eligible, has offered himself for re-election at the 14th AGM.

Dr. Yee Meng Kheong, Ms. Chua Leng Leek and Cik Rose Zilawati binti Mohamed Arifin ("the Retiring Directors"), who were appointed on 28 February 2024 will retire pursuant to Clause 95 of the Company's Constitution. The Retiring Directors, being eligible, have offered themselves for re-election at the 14th AGM.

4. Item 8 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Company had at its Thirteenth AGM held on 22 June 2023 ("13th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 100% of the total number of issued shares of the Company at any point of time. As at the date of the notice, the Company did not issue and allot any new Shares pursuant to the said mandate.

The Ordinary Resolution 9 proposed under item 8 of the Agenda is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will provide flexibility for the Company and empower the Directors to issue and allot new Shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such new Shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of new Shares for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new Shares which rank equally to the existing issued shares in the Company. This



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Ordinary Resolution 9, if passed, will exclude the shareholders' pre-emptive right to be offered new Shares to be issued by the Company.

5. Item 9 of the Agenda – Proposed Allocation to Dr. Yee Meng Kheong

In conjunction with the proposed listing of and quotation for the entire enlarged issued share capital of Metro on the ACE Market ("Proposed Listing"), the Company intends to undertake the Proposed Public Issue which entails the issuance of 156,625,000 new Issue Shares, representing 16.00% of the enlarged issued share capital of Metro after the Proposed Listing to be allocated to the Malaysian public via balloting and eligible persons which may include eligible Directors and employees of the Group and persons who have contributed to the success of the Group, and Bumiputera investors approved by Ministry of Investment, Trade and Industry of Malaysia via private placement, pursuant to the Proposed Listing.

The Ordinary Resolution 10 proposed under item 9 of the Agenda would allow the Board to allocate up to 200,000 Issue Shares under the Proposed Public Issue to Dr. Yee Meng Kheong, the newly appointed Independent Non-Executive Chairman of Metro and being an Eligible Director.

Dr. Yee Meng Kheong, being the interested Director in this Ordinary Resolution 10, has abstained and will continue to abstain from deliberating and voting in respect of his direct and/or indirect interests (if any) in the Company, on the proposed Ordinary Resolution 10 to be tabled at the 14th AGM of the Company. He shall also ensure that persons connected with him, will abstain from voting in respect of his direct and/or indirect shareholdings in the Company (if any) on the proposed Ordinary Resolution 10.