

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting (“AGM”) of METRO HEALTHCARE BERHAD (“Metro” or “the Company”) will be held at the First Floor, No. 36, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan on Thursday, 13 June 2019 at 2.30 p.m. or at any adjournment thereof for the purpose to transact the following businesses :-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
- To approve the payment of Directors’ Fees, amounting to RM60,000 for the financial year ended 31 December 2018. **Resolution 1**
- To approve the payment of Directors’ benefits of up to an amount of RM100,000 from the passing of this resolution until the conclusion of the next AGM of the Company. **Resolution 2**
- To re-elect the following Directors, who retire in accordance with Clause 97.1 of the Constitution of the Company and being eligible, offer themselves for re-election : **Resolution 3**
 - Dr. Kong Lan Moon **Resolution 4**
 - Mr. Lim Wai Khong **Resolution 5**
- To re-appoint Messrs. Morison AAC as Auditors of the Company until the conclusion of the next AGM and to authorize the Directors to fix their remuneration. **Resolution 5**

As Special Business

To consider and if thought fit, to pass the following Ordinary Resolution with or without modifications:-

6. Authority to the Directors to allot and issue shares

“THAT, subject always to the Companies Act 2016, the Constitution of the Company, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 and Section 76 of the Companies Act 2016, to allot and issue shares in the Company to such persons, at any time 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 issued pursuant to this Resolution must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company, AND THAT the Directors be and are also authorised and empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.” **Resolution 6**

7. Special Resolution :

- Proposed Amendments to the Constitution of the Company

Special Resolution 1

“THAT the proposed amendments to the Clause 61 of the Constitution of the Company as stated below be and are hereby approved and adopted :-

Clause No.	Existing Clause	Proposed Clause
61	The notices convening meetings shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being of the Company at least 14 days before the meeting or at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least 14 days’ notice or 21 days’ notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily press and in writing to the Exchange.	The notices convening meetings shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being of the Company at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least 21 days’ notice in the case where any special resolution is proposed or where it is the annual general meeting of every such meeting shall also be given in writing to the Exchange.

AND THAT the Board be and is hereby authorized to take all such necessary steps to give full effect to the Proposed Amendments to the Constitution of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments to the Constitution of the Company.”

- To transact any other business which may properly be transacted at an AGM for which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

LEONG SUE CHING (MAICSA 7040814)
Company Secretary
Kuala Lumpur, Wilayah Persekutuan

21 May 2019

Notes:-

- A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint up to 2 proxies to attend and vote in his/her stead. The proxy may but need not be a member of the Company and where there are 2 proxies, the number of shares to be represented by each proxy must be stated.
- In the case of a corporate member, the instrument appointing a proxy shall be either under its Common Seal or signed under hand by its attorney or by an officer of the corporation duly authorized in that behalf.
- Where a member of the Company is an authorized exempt nominee (“AEN”) as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (“Omnibus Account”), there is no limit to the number of proxies which the AEN may appoint in respect of each Omnibus Account it holds.
- Where a member of the Company is an authorized nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.
- The Form of Proxy must be deposited at the Registered Office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 62 of the Constitution of the Company and Rule 6.11(3) of the LEAP Market Listing Requirements of Bursa Securities, a Record of Depositors as at 7 June 2019 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.

Explanatory Notes on Ordinary Business and Special Business:

1. Item 1 of the Agenda

This is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

2. Item 3 of the Agenda

Section 230(1) of the Companies Act 2016 provides amongst others, that “fees” of the Directors and “any benefits” payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Pursuant thereto, shareholders’ approval is sought for this payment in the proposed Resolution 2 for payment of Directors’ benefits to Non-Executive Directors from the passing of this resolution until the next AGM of the Company.

The Directors’ benefits payable to the Non-Executive Directors until the next AGM of the Company are calculated based on the current composition of the Board and the number of meetings scheduled for the Board.

The proposed Ordinary Resolution 2 on the payment of Directors’ benefits from the passing of this resolution until the next AGM of the Company is set out in the manner below:

Meeting Allowance (per meeting)	Chairman	Member
Board of Directors’ meeting	RM500	RM500

3. Item 6 of the Agenda

The proposed Ordinary Resolution 6, if passed, will authorise the Directors of the Company to allot and issue shares in the Company to such persons, at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit without having to convene a general meeting. The aggregate number of shares to be allotted and issued pursuant to this Ordinary Resolution 6, if passed, must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

The general mandate sought will provide flexibility and enable the Directors of the Company to issue and allot shares for fund raising activities, including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

4. Item 7 of the Agenda

The proposed Special Resolution – Proposed Amendments to the Constitution of the Company is to streamline the Constitution of the Company with the Companies Act, 2016 and remove the requirement of publication of advertisement in 1 nationally circulated daily press.