



NOTICE IS HEREBY GIVEN THAT the Tenth (10th) Annual General Meeting (“**AGM**”) of METRO HEALTHCARE BERHAD (“**the Company**”) will be conducted through live streaming and online remote participation using Remote Participation and Electronic Voting (“**RPEV**”) facilities as fully virtual meeting at the Broadcast Venue at the First Floor, No. 36, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan on Thursday, 25 June 2020 at 2.30 p.m. or at any adjournment thereof for the purpose to transact the following businesses :-

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
2. To approve the payment of Directors’ Fees, amounting to RM60,000 for the financial year ended 31 December 2019. *Resolution 1*
3. 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*
4. To re-elect the following Directors, who retire by rotation in accordance with Clause 97.1 of the Constitution of the Company and being eligible, offer themselves for re-election :
 - (i) Mr. Seah Cheong Wei *Resolution 3*
 - (ii) Dr. Koay Chiang Loong *Resolution 4*
5. To re-elect Mr. Tee Siew Kai who was appointed to the Board during the year and retires in accordance with Clause 106 of the Constitution of the Company and being eligible, offers himself for re-election. *Resolution 5*
6. To re-appoint Morison AAC PLT as Auditors of the Company until the conclusion of the next AGM and to authorize the Directors to fix their remuneration. *Resolution 6*

As Special Business

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

7. Authority to the Directors to allot and issue shares

“THAT, subject always to the Companies Act 2016 (“**Act**”), 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 Sections 75 and 76 of the Act, 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 7

8. 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 Act.

By Order of the Board

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

3 June 2020

Notes:-

1. The 10th AGM will be conducted as fully virtual meeting where shareholders are only allowed to participate remotely via live streaming and online voting, ie. RPEV facilities by the Company at [10th agm mhb](#). With RPEV facilities, a shareholder may exercise his right to participate and vote at the 10th AGM via the following mode of communication:
 - (a) Typed text in the Meeting Platform
 - (b) Email question to agm_mhb@metroivf.com.my prior to the meeting.Please follow the procedures provided in the Administrative Guide for the 10th AGM in order to register, participate and vote remotely via RPEV facilities which is available at [10th agm mhb](#).
2. The venue of the 10th AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue (Broadcast Venue). No shareholders/proxy(ies) from the public shall be physically present at nor admitted to the Broadcast Venue.
3. 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.
4. 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.
5. 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.
6. 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.



7. 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.
8. 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 Clause 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 19 June 2020 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 Act 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 Act 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 3 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.

3. Item 7 of the Agenda

The Company had, during its Ninth AGM held on 13 June 2019, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. The previous mandate granted to the Directors by the members at the last AGM was utilized with the successful listing and quotation of 1,620,000 placement shares representing approximately 0.8% of the issued share capital of the Company, on the LEAP Market of Bursa Malaysia Securities Berhad on 27 March 2020 (“**Private Placement**”) determined and fixed at not more than 10% discount to five (5)-day volume weighted average market price of the shares of the Company immediately prior to the price-fixing date.

The proposed Ordinary Resolution 7, 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 7, 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.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.



FORM OF PROXY

NO. OF ORDINARY SHARES HELD	
CDS ACCOUNT NO.	
SHAREHOLDER'S CONTACT NO.	

I/We _____ NRIC No./Passport No./Company No. _____
(Full name in block letters)

of _____
(Full address)

being a member/members of **METRO HEALTHCARE BERHAD** (“the Company”) hereby appoint the following person(s) as my/our proxy:-

	Name of proxy & NRIC No. /Passport No.	No. of ordinary shares represented by proxy	Contact number	Email address
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____

or failing *him/her, *the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Tenth (10th) Annual General Meeting (“AGM”) of the Company will be conducted through live streaming and online remote participation using Remote Participation and Electronic Voting (“RPEV”) facilities as fully virtual meeting at the Broadcast Venue at the First Floor, No. 36, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan on Thursday, 25 June 2020 at 2.30 p.m. or any adjournment thereof. *My/our proxy/proxies *is/are to vote as indicated below:-

	FIRST PROXY		SECOND PROXY	
	For	Against	For	Against
<i>Resolution 1</i>				
<i>Resolution 2</i>				
<i>Resolution 3</i>				
<i>Resolution 4</i>				
<i>Resolution 5</i>				
<i>Resolution 6</i>				
<i>Resolution 7</i>				

(Please indicate with a “√” or “X” in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion. The first named proxy shall be entitled to vote on a show of hands.)

* Delete where applicable.

Dated this _____ day of _____ 2020

Signature/Common Seal of Shareholder



Notes:-

1. The 10th AGM will be conducted as fully virtual meeting where shareholders are only allowed to participate remotely via live streaming and online voting, ie. RPEV facilities by the Company at [10th agm mhb](#). With RPEV facilities, a shareholder may exercise his right to participate and vote at the 10th AGM via the following mode of communication:

- (a) Typed text in the Meeting Platform
- (b) Email question to agm_mhb@metroivf.com.my prior to the meeting.

Please follow the procedures provided in the Administrative Guide for the 10th AGM in order to register, participate and vote remotely via RPEV facilities which is available at [10th agm mhb](#).

2. The venue of the 10th AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue (Broadcast Venue). No shareholders/proxy(ies) from the public shall be physically present at nor admitted to the Broadcast Venue.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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 Clause 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 19 June 2020 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.



ADMINISTRATIVE GUIDE

TENTH ANNUAL GENERAL MEETING (“10th AGM”) OF METRO HEALTHCARE BERHAD (“THE COMPANY”)

Date: Thursday, 25 June 2020
Time: 2.30 p.m. or at any adjournment thereof
Broadcast Venue: First Floor, No. 36, Jalan Pasar
41400 Klang
Selangor Darul Ehsan

Remote Participation and Electronic Voting (“RPEV”) at the fully virtual 10th AGM

- a) In view of the Coronavirus Disease 2019 (“COVID-19”) pandemic and the Company’s measure to curb the spread of COVID-19, the 10th AGM of the Company shall be conducted through live streaming and online remote participation using RPEV Facilities as a fully virtual general meeting at the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and revised on 14 May 2020.
- b) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 10th AGM in person at the Broadcast Venue on the day of the meeting.
- c) Members are to participate (including posting questions to the Board of Directors (“Board”) via submission of typed texts to email agm_mhb@metroivf.com.my latest by 19 June 2020) and vote remotely at the 10th AGM of the Company via the RPEV facilities, i.e., Zoom Cloud Meetings platform arranged by the Company.

Record of Depositors

- d) For the purpose of determining whether a member shall be entitled to attend the AGM via RPEV facilities, the Company shall refer to the Record of Depositors and only a depositor whose name appears on the Record of Depositors as at **19 June 2020** shall be entitled to attend the said meeting or appoint proxies to participate and /or vote on his/ her behalf.



Individual Member

- e) An individual Member who is unable to participate and vote at the 10th AGM of the Company via RPEV facilities on 25 June 2020, can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy. Please submit your duly executed Form of Proxy as described under item (i) below, not later than **Tuesday, 23 June 2020 at 2.30 p.m.**

Corporate Members

- f) A Corporate Member who wishes to appoint a representative to participate and vote remotely at the 10th AGM of the Company via RPEV facilities, must deposit the original certificate of appointment of corporate representative (in hardcopy) at the Company's Registered Office at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not later than **Tuesday, 23 June 2020 at 2.30 p.m.**

Nominee Companies Members

- g) As for Nominee Companies registered as Members, the beneficial owner of the shares held under a Nominee Company's CDS account who wishes to participate and vote remotely at the 10th AGM of the Company via RPEV facilities, can request the Nominee Company to appoint him/her as a proxy and deposit the duly completed Form of Proxy (in hardcopy) at the Company's Registered Office at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not later than **Tuesday, 23 June 2020 at 2.30 p.m.**

Power of Attorney

- h) Attorneys appointed by Power of Attorney to participate and vote remotely at the 10th AGM of the Company via RPEV facilities must deposit their Power of Attorney (in hardcopy) at the Company's Registered Office at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not later than **Tuesday, 23 June 2020 at 2.30 p.m.**

Proxy

- i) Members who appoint proxy(ies) to participate and vote via RPEV facilities at the 10th AGM of the Company must ensure that the duly executed proxy forms are deposited in hardcopy form in the following manner:

- Deposit Hardcopy of Form of Proxy

To the Company's Registered address at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan.



- The above Form of Proxy must be deposited accordingly latest by **Tuesday, 23 June 2020 at 2.30 p.m.**
- j) A member who has appointed a proxy or attorney or authorised representative to participate and vote at the 10th AGM of the Company via RPEV facilities must request his/her proxy to register for RPEV at [10th_agm_mhb](#) as describe under item (k).

Procedures For RPEV

- k) As a shareholder, you can register online. You can also appoint proxy/ Chairman via online registration. Kindly follow the steps below to ensure that you are able to log into the Zoom session to participate at the 10th AGM online.

Before the AGM		
Step	Procedure	Action
1)	Registration for 10 th AGM participation via RPEV (AGM Registration)	<ul style="list-style-type: none">• Using your mobile phone or computer with camera and mic, please access the link at 10th_agm_mhb and register as a user and submit all details requested at least forty-eight hours (48) hours before the date of the 10th AGM.• Only shareholders are allowed to register their details online. Shareholders can also appoint proxy / Chairman via online as well. Please ensure that your details are accurate as non-compliance would result in you not being able to vote at the meeting.• Registration is open from 9.00 a.m. Thursday, 4 June 2020 to 2.30 p.m. Tuesday, 23 June 2020• Due to the closing of the AGM online registration set out as above, we recommend that the appointment of proxy be done as early as possible so that the appointed proxy has sufficient time to complete the AGM Registration.• Zoom Cloud Meetings will send an e-mail to notify that your registration for remote participation is received.• After verification of your registration by the Company against the General Meeting Record of Depositors as at 19 June 2020, a



		<p>confirmation email with remote participation link will be sent to you.</p> <ul style="list-style-type: none">You are required to sign up for a Zoom Cloud Meetings account at https://zoom.us/signup and install Zoom Cloud Meetings application on your device.
On the Day of the AGM		
2	<u>Participate through Live Streaming</u>	<ul style="list-style-type: none">Access remote participation link and login to your Zoom Cloud Meetings account to participate the 10th AGM at any time from 2.00 p.m. ie., 30 minutes before the commencement of the AGM on Thursday, 25 June 2020 at 2.30 p.m.After log in, you will be placed in a virtual waiting room where the Company will contact you for verification of identification card via Whatsapp video call. Then, you will be admitted to the virtual meeting room.If you have any question for the Chairperson / Board, you may indicate with a ‘hand’ symbol or use the query box to transmit your question. The Chairperson/ Board will endeavour to respond to questions submitted by remote participants during the 10thAGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting. <p><u>Online Remote Voting</u></p> <ul style="list-style-type: none">Shareholders are to submit their votes on the resolution after the Chairman has read out each resolution and announce the voting time.Indicate your votes for the resolutions that are tabled for voting.Confirm and submit your votes.
End of Remote Participation		
Upon the announcement by the Chairperson on the closure of the 10 th AGM, the live streaming will end.		

Further information

Your login to the remote participation link on the day of the meeting will indicate your presence at



the virtual meeting.

The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

In the event you encounter any issues with logging-in, connection to the live streamed meeting or electronic voting, kindly call Aaron Lee at 016-902 3488, Shen Ni at 012-206 6568, Joline Pua at 016-675 2408 or email to agm_mhb@metroivf.com.my for technical assistance.

Electronic Voting

- l) The voting at the 10th AGM of the Company will be conducted by electronic voting. The Company shall conduct the electronic voting and Mega Corporate Services Sdn. Bhd., as the independent Share Registrar shall verify the results.
- m) Upon the completion of the voting session, the Share Registrar will verify the votes followed by the Chairman’s declaration whether the resolutions are duly passed or otherwise. The results of the voting will be announced at the 10th AGM of the Company and subsequently via an announcement made by the Company through Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

No Refreshment and No Door Gifts

- n) There will be no distribution of refreshment and door gifts during the 10th AGM of the Company as the meeting will be conducted on fully virtual basis.

No Recording or Photography

- o) Unauthorized recording and photography are strictly prohibited at the 10th AGM of the Company.

Enquiry

- p) If you have any enquiries on the above, please contact the following officers at Mega Corporate Services Sdn Bhd during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Mega Corporate Services Sdn Bhd Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, P.O. Box 12337, 50774 Kuala Lumpur, Wilayah Persekutuan.	Contact Person	Ms. Vinoo
	Tel No	Tel No: 03-2692 4271
	Email	agm.support.METRO@megacorp.com.my



CORPORATE INFORMATION

BOARD OF DIRECTOR

DR. TAY SWI PENG @ TEE SWI PENG
Executive Chairman

DR. KONG LAN MOON
Non-Independent Non-Executive Director

LIM WAI KHONG
Managing Director

TEE SIEW KAI
Non-Independent Non-Executive Director

SEAH CHEONG WEI
Independent Non-Executive Director

DR. KOAY CHIANG LOONG
Independent Non-Executive Director

COMPANY SECRETARY

**CAREsec ADVISORY
SDN. BHD.**
**[201701001190
(1215340-P)]**
No. 9A, Jalan Medan
Tuanku, Medan Tuanku,
50300 Kuala Lumpur,
Wilayah Persekutuan.
Tel No : 03-2691 8996
Fax No : 03-2698 6996

REGISTERED OFFICE

No. 9A, Jalan Medan
Tuanku, Medan Tuanku,
50300 Kuala Lumpur,
Wilayah Persekutuan.
Tel No. : 03-2691 8996
Fax No.: 03-2698 6996

REGISTRAR

**MEGA CORPORATE SERVICES
SDN. BHD. [198901010682
(187984-H)]**
Level 15-2, Bangunan Faber
Imperial Court,
Jalan Sultan Ismail,
P.O. Box 12337,
50774 Kuala Lumpur,
Wilayah Persekutuan.
Tel No : 03-2692 4271
Fax No : 03-2732 5388

OFFICE

No. 32, Jalan Pasar,
41400 Klang
Selangor Darul Ehsan
Tel No : 03-3341 2277
Fax No : 03-3342 4479

WEBSITE

www.metro.com.my

AUDITORS

**MORISON AAC PLT (LLP0022843-LCA
& AF001977)**

18, Jalan Pinggir, 1/64,
Jalan Kolam Air,
Off Jalan Sultan Azlan Shah (Jalan Ipoh),
51200 Kuala Lumpur,
Wilayah Persekutuan.
Tel No : 03-4048 2888
Fax No : 03-4048 2999

SPONSOR

**MERCURY SECURITIES
SDN. BHD.**
**[198401000672 (113193-
W)]**

L-7-2, No. 2,
Jalan Solaris,
Solaris Mont' Kiara,
50480 Kuala Lumpur,
Wilayah Persekutuan.
Tel No. : 03-6203 7227
Fax No. : 03-6203 7117

LISTING

**LEAP Market of
Bursa Malaysia Securities
Berhad**
Stock Name and Stock Code :
MHCARE(03005)