## METROD HOLDINGS BERHAD

201001032606 (916531-A) (Incorporated in Malaysia)



#### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the Company will be held on a fully virtual basis at the Broadcast Venue: Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 26 August 2020, at 2.00 p.m. via Remote Participation and Voting facilities ("RPV") which are available at Tricor Investor & Issuing House Services Sdn. Bhd ("Tricor") is online website at https://tiih.online, for the following purposes:

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon
- To approve the payment of a Final Single Tier Dividend of 6 sen per ordinary share in respect of the financial year ended 31 December 2019. Ordinary Resolution 1
- 3. To approve the payment of Directors' fees of RM345,000 for the financial year ended 31 December 2019. To approve the payment of Directors' fees of RM95,000 for the period from the Ninth Annual General Meeting
- up to the date of the next annual general meeting of the Company.
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company and who, being eligible, offers themselves for re-election:
  - Y. Bhg. Datuk Abu Hassan Kendut
- (b) Rajan Mittal
- Ordinary Resolution 5 To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending Ordinary Resolution 6 31 December 2020 and to authorise the Directors to fix their remuneration.
- 7. To transact any other business of which due notice shall have been given.

#### As Special Business

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

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE Ordinary Resolution 7 **COMPANIES ACT 2016** 

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time, at such price upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED Ordinary Resolution 8 PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT UNDER SECTION 2.5 OF THE CIRCULAR TO SHAREHOLDERS DATED 27 JULY 2020 ("CIRCULAR")

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, it is hereby mandated that approval be and is hereby given to the Company and/or its subsidiaries ("Group") to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the day to day operations, undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms and transaction price which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company as set out in Section 2.5 of the Circular and that authority be conferred by this resolution shall commence immediately upon the passing of this resolution;

THAT the authority conferred by such mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed
- the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier:

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

#### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the Ninth Annual General Meeting of the Company to be held on Wednesday, 26 August 2020, a Final Single Tier dividend of 6 sen per ordinary share in respect of the financial year ended 31 December 2019 will be paid on 19 November 2020 to the shareholders of the Company whose names appear in the Record of Depositors on 5 November 2020. The entitlement date for the dividend payment is on Thursday, 5 November 2020.

A Depositor shall qualify for entitlement to the dividend only in respect of

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 5 November 2020 in respect of ordinary transfer; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

#### BY ORDER OF THE BOARD

YEAP KOK LEONG (SSM PC NO. 202008001750)(FCIS 0862549) WONG WAI FOONG (SSM PC NO. 202008001472)(MAICSA 7001358)

Company Secretaries

Kuala Lumpu 27 July 2020

Notes on the Appointment of Proxy:

- As part of the initiatives to curb the spread of Covid-19, the Ninth Annual General Meeting ("9" AGM") of the Company will be conducted on a fully virtual basis by way of live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities available on Tricor Investor & Issuing House Services Sdn. Bhd.'s TIIH Online website at <a href="https://lith.online.">https://lith.online.</a> Please follow the procedures provided in the 'Administrative Details' section of the 9" AGM in order to register, participate and vote remotely via the RPV facilities.
- The broadcast venue of the 9th AGM is strictly for the purpose of complying with Section 327(2) of the Act and Clause 52(3) of the Company's Constitution which stipulate that the Chairman shall be at the main venue. Member(s)/proxy(ies)/corporate représentative(s) WILL NOT BÉ ALLOWED to attend the 9th AGM in person at the broadcast venue on the day of the meeting.

#### Agenda

(Please refer to

**Explanatory Note 1)** 

**Ordinary Resolution 2** 

**Ordinary Resolution 3** 

Ordinary Resolution 4

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 9" AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <a href="https://line.please.org/line.please.

- Members may submit questions to the Board of Directors prior to the 9th AGM via Tricor's TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> by selecting "e-Services" to login, pose questions and submit electronically no later than Monday, 24 August 2020 at 2.00 p.m. or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
- A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.

  Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities
- where a member on the Complaint's an exempted announces until mine which house during strates in the company to munique benerical owners in other 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act.") which is exempted from compliance with the provisions of Section 254(1) of the Central Depositories Act.
- 10. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 9th AGM via RPV must request his/ her proxy to register himself/herself for RPV at **TIIH Online** website at <a href="https://tiih.online">https://tiih.online</a>. Please follow the Procedures for RPV in the Administrative Details of the 9th AGM.
- 12. The appointment of a proxy may be made in a hardcopy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:

In hard copy form In hard copy form, this proxy form must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

- (ii) <u>By electronic form</u>
  The form of proxy can be electronically lodged via **TIIH Online** website at <a href="https://tiih.online">https://tiih.online</a> (applicable to individual members only). Kindly refer to the Administrative Details of the 9° AGM on the procedures for electronic lodgement of form of proxy via TIIH Online.
- 13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 14. A corporate member who has appointed a representative, please deposit the original or duly certified certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment should be executed in the following manner:

   (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance to the Section 66(2) of the Companies At 2016
  - Companies Act 2016
  - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    (a) at least two (2) authorised officers, of whom one shall be a director; or

  - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- 15. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- 16. Last date and time for lodging this proxy form is Monday, 24 August 2020 at 2.00 p.m.
- 17. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 17 August 2020. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 9" AGM via RPV.

Explanatory Notes to Ordinary Business:
1. Item 1 of the Agenda - Receipt of Report and Audited Financial Statements
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders. Hence, this item on the Agenda is not put forward for voting.

Ordinary Resolutions 2 & 3 - Directors' Fees
Payment of the Directors' fees will be made by the Company and its subsidiaries as and when incurred if the proposed Ordinary Resolutions 2 & 3 are passed at the 9" AGM. The Board is of the view that it is just and equitable for the Directors to be paid their benefits as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the relevant period.

The details of the Directors' fees can be found on page 25 of the Corporate Governance Report 2019.

Ordinary Resolutions 4 & 5 - Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company
Y. Bhg. Datuk Abu Hassan Kendut and Mr Rajan Milital are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Ninth Annual General Meeting.

The Board has, through the Nominating Committee ("NC"), considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Paragiraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

The Board has also through the NC, conducted an assessment on Y. Bhg. Datuk Abu Hassan Kendut's independence and is satisfied that they have complied with the criteria prescribed by the MMLR and Malaysian Code on Corporate Governance 2017.

nformation on proposed Ordinary Resolution 8

Ordinary Resolution 6 - Re-appointment of Auditors
The Board, with Audit Committee's recommendation, at its meeting held on 28 February 2020 endorsed for the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 December 2019 be presented to the shareholders for approval.

**Explanatory Notes to Special Business:** 

Ordinary Resolution 7 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act
The proposed Ordinary Resolution 7 is a renewal of the previous year's general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. This resolution is for the purpose of seeking a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act. This resolution is for the purpose of seeking a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, from the date of the above meeting, to allot not more than twenty percent (20%) of the total number of the issued shares (excluding treasury shares) of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible find raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid incurring additional cost and time in convening general meetings to approve such issue of shares.

As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Eighth Annual General Meeting. The Company did not allot any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

Ordinary Resolution 8 - Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature Please refer to Circular to Shareholders dated 27 July 2020 accompanying the Company's Annual Report for the year ended 31 December 2019 for further

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

uant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) There is no Director standing for election as Director of the Company at the forthcoming 9th AGM.



Registration No. 201001032606 (916531-A) (Incorporated in Malaysia)

# ADMINISTRATIVE DETAILS NINTH ANNUAL GENERAL MEETING OF METROD HOLDINGS BERHAD

Date : Wednesday, 26 August 2020

Time : 2.00 p.m.

Broadcast Venue : Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01.

Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South,

No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

#### MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the Ninth Annual General Meeting ("9<sup>th</sup> AGM" or "AGM") of Metrod Holdings Berhad ("the Company" or "Metrod") will be conducted fully virtual at the Broadcast Venue. This is in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendment that may be made from time to time) ("Guidance Note").

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note which requires the Chairman of the meeting to be present at the main venue of the meeting. Member(s)/proxy(ies)/corporate representative(s) **WILL NOT BE ALLOWED** to attend the 9<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.

## REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV")

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 9<sup>th</sup> AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at <a href="https://tiih.online">https://tiih.online</a>.

Members who appoint proxies to participate via RPV in the 9<sup>th</sup> AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor no later than **Monday**, **24 August 2020 at 2.00 p.m.** 

Corporate representatives of corporate members must deposit their original or duly certified certificate of appointment of corporate representative to Tricor not later than **Monday**, **24 August 2020 at 2.00 p.m.** to participate via RPV in the 9<sup>th</sup> AGM.

Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor not later than **Monday, 24 August 2020** at **2.00 p.m.** to participate via RPV in the 9<sup>th</sup> AGM.

A member who has appointed a proxy or attorney or authorised representative to participate at this 9<sup>th</sup> AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at https://tiih.online.

As the 9<sup>th</sup> AGM of Metrod is a fully virtual AGM, members who are unable to participate in this 9<sup>th</sup> AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

# PROCEDURES FOR RPV

Members/proxies/corporate representatives/attorneys who wish to participate the  $9^{th}$  AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action			
BEFO	RE THE DAY OF 9 <sup>TH</sup> AGM				
(a)	Register as a user with TIIH Online	• Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a> . Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance.			
		• If you are already a user with TIIH Online, you are not required to register again. You will receive an <b>e-mail to notify</b> you that the remote participation is available for registration at TIIH Online.			
(b)	Submit your request	<ul> <li>Registration is open from 10.00 a.m. Monday, 29 June 2020 up to 2.00 p.m. Monday, 24 August 2020.</li> </ul>			
		• Login with your user ID and password and select the corporate event: "(REGISTRATION) METROD 9TH AGM".			
		Read and agree to the Terms & Conditions and confirm the Declaration.			
		Select "Register for Remote Participation and Voting".			
		Review your registration and proceed to register.			
		<ul> <li>System will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> </ul>			
		<ul> <li>After verification of your registration against the General Meeting Record of Depositors as at 17 August 2020, the system will send you an e-mail to approve or reject your registration for remote participation.</li> </ul>			
ON THE DAY OF THE 9 <sup>TH</sup> AGM (26 AUGUST 2020)					
(c)	Login to TIIH Online	<ul> <li>Login with your user ID and password for remote participation at the AGMs at any time from 1.30 p.m. i.e. 30 minutes before the commencement of the 9<sup>th</sup> AGM on Wednesday, 26 August 2020 at 2.00 p.m</li> </ul>			
(d)	Participate through Live Streaming	Select the corporate event: "(LIVE STREAM MEETING) METROD 9TH AGM" to engage in the proceedings of the AGM remotely.			
		• If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the 9 <sup>th</sup> AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.			
(e)	Online Remote Voting	<ul> <li>Voting session commences from 2.00 p.m. on Wednesday, 26         August 2020 until a time when the Chairman announces the         completion of the voting session of the 9<sup>th</sup> AGM.</li> </ul>			
		• Select the corporate event: "(REMOTE VOTING) METROD 9TH AGM".			
		Read and agree to the Terms & Conditions and confirm the Declaration.			
		Select the CDS account that represents your shareholdings.			
		• Indicate your votes for the resolutions that are tabled for voting.			

		Confirm and submit your votes.
(f)	End of remote participation	• Upon the announcement by the Chairman on the closure of the 9 <sup>th</sup> AGM, the live streaming will end.

#### Note to users of the RPV:

- 1. Should your application to join the 9<sup>th</sup> AGM be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- 2. 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.
- 3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to <a href="mailto:tiih.online@my.tricorglobal.com">tiih.online@my.tricorglobal.com</a> for assistance.

## NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the 9<sup>th</sup> AGM since the meeting is being conducted on a fully virtual basis.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

## **GENERAL MEETING RECORD OF DEPOSITORS ("ROD")**

 Only a depositor whose name appears on the ROD as at 17 August 2020 shall be entitled to attend, speak and vote at the 9<sup>th</sup> AGM or appoint proxies to attend and/or vote on his/her behalf.

## **PROXY**

- The 9<sup>th</sup> AGM will be conducted via virtual meeting, if you are unable to attend the meeting via RPV on 26 August 2020, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may also submit the Proxy Form electronically via TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>
  no later than Monday, 24 August 2020 at 2.00 p.m. Please do read and follow the procedures to submit Proxy Form electronically below.
- You may submit your Proxy Form to the Share Registrar, Tricor Investor & Issuing House ("Tricor") by fax Services Bhd. at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com. However, please ensure that the Original Proxy Form is deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or, alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the 9<sup>th</sup> AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

#### **Poll Voting**

• The Voting at the 9<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Asia Securities Sdn. Berhad as Scrutineers to verify the poll results.

- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 9<sup>th</sup> AGM at 2.00 p.m but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from **TIIH Online** website at <a href="https://tiih.online">https://tiih.online</a>.
- Upon completion of the voting session for the 9<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

## **Annual Report 2019**

- The Company's Annual Report 2019 is available at the Company's website at http://metrod.com/ir\_ar.htm
- You may request for a printed copy of the Annual Report 2019 at <a href="https://tiih.online">https://tiih.online</a> by selecting "Request for Annual Report / Circular" under the "Investor Services". Nevertheless, we hope that you would consider the environment before you decide to request for the printed copy.

#### **ELECTRONIC LODGEMENT OF PROXY FORM**

The procedures to lodge your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
(a) Register as a User with TIIH Online	<ul> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
(b) Proceed with submission of Proxy Form	<ul> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: "METROD 9TH AGM – SUBMISSION OF PROXY FORM".</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>Review and confirm your proxy(s) appointment.</li> </ul>
	<ul> <li>Appoint your proxy(s) and insert the reproxy(s) or appoint Chairman as your proxy</li> <li>Indicate your voting instructions – FOR eyour proxy will decide your vote.</li> </ul>

## PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Members may submit questions for the Board prior to the 9<sup>th</sup> AGM via Tricor's TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> by selecting "e-Services" to login, pose questions and submit electronically no later than **Monday, 24 August 2020 at 2.00 p.m.**. The Board will endeavor to answer the questions received at the 9<sup>th</sup> AGM.

## **RECORDING OR PHOTOGRAPHY**

Strictly **NO** unauthorised recording or photography of the proceedings of the 9<sup>th</sup> AGM is allowed.

## **ENQUIRY**

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

# Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299 Fax Number : +603-2783 9222

Email : <u>is.enquiry@my.tricorglobal.com</u>

Contact Persons : Mr. Jake Too : +603-2783 9285 / Email : Chee.Onn.Too@my.tricorglobal.com

: Ms. Vivien Khoh
 : +603-2783 9091 / Email : Vivien.Khoh@my.tricorglobal.com
 : +603-2783 9283 / Email : Siew.Wai.Lai@my.tricorglobal.com