



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

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Metro Healthcare Berhad (“**Metro**” or “**Company**”) will be held fully virtual through live streaming and online remote voting using Remote Participation and Electronic Voting (“**RPEV**”) facilities provided by the Company on Tuesday, 28 September 2021 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 452,254,000 NEW ORDINARY SHARES IN METRO HEALTHCARE BERHAD (“METRO SHARES”) (“BONUS SHARES”) ON THE BASIS OF 2 BONUS SHARES FOR EVERY 1 EXISTING METRO SHARE HELD ON THE ENTITLEMENT DATE TO BE DETERMINED LATER

“**THAT** subject to the approvals of all relevant authorities and parties (if required) for the listing of and quotation for up to 452,254,000 Bonus Shares on the LEAP Market of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 452,254,000 Bonus Shares on the basis of 2 Bonus Shares for every 1 existing Metro Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on the entitlement date to be determined and announced later by the Board;

THAT the Board be and is hereby authorised to allot and issue the Bonus Shares in respect of the Proposed Bonus Issue of Shares as fully paid, at nil consideration and without capitalisation of the Company’s reserves;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Metro Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement of which is prior to the date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Bonus Issue.”

By Order of the Board

LEONG SUE CHING (MAICSA 7040814) (SSM PC NO. 201908001823)
Company Secretary

Kuala Lumpur
Date: 6 September 2021

Notes:

(1) The EGM will be conducted on a fully virtual basis where shareholders are only allowed to participate remotely via live streaming and online voting, i.e. RPEV facilities by the Company at <https://bit.ly/2WFL8yn>. With RPEV facilities, a shareholder may exercise his right to participate and vote at the EGM via the following mode of communication:

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

Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via RPEV facilities which is available at <https://www.metro.com.my/egm>.

- (2) 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.
- (3) 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 authorised in that behalf.
- (4) Where a member of the Company is an authorised 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.
- (5) Where a member of the Company is an authorised 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.
- (6) 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.
- (7) 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 21 September 2021 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.



ADMINISTRATIVE GUIDE

EXTRAORDINARY GENERAL MEETING (“EGM”) OF METRO HEALTHCARE BERHAD (“THE COMPANY”)

Date: Tuesday, 28 September 2021
Time: 2.30 p.m. or at any adjournment thereof
Broadcast Venue: First Floor, No. 36, Jalan Pasar
41400 Klang
Selangor Darul Ehsan
Meeting Platform: Zoom Cloud Meetings platform at [egm_mhb](https://egm.mhb.com)

Remote Participation and Electronic Voting (“RPEV”) at the fully virtual EGM

- a) In view of the Coronavirus Disease 2019 (“COVID-19”) pandemic and the Company’s measure to curb the spread of COVID-19, the EGM 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. Physical gathering is strictly prohibited regardless of the crowd of any size.
- b) According to the Revised Guidance Note and FAQ, an online meeting platform can be recognized as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online platform is located in Malaysia.
- c) Members are encouraged to register (including posting questions to the Board of Directors (“Board”) via submission of typed texts to [egm_mhb](https://egm.mhb.com) latest by Friday, 24 September 2021), and participate and vote remotely at the EGM 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 EGM 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 **21 September 2021** 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 EGM of the Company via RPEV facilities on Tuesday, 28 September 2021, may 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 **Sunday, 26 September 2021 at 2.30 p.m.**



Corporate Members

- f) A Corporate Member who wishes to appoint a representative to participate and vote remotely at the EGM 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 **Sunday, 26 September 2021 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 EGM 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 **Sunday, 26 September 2021 at 2.30 p.m.**

Power of Attorney

- h) Attorneys appointed by Power of Attorney to participate and vote remotely at the EGM 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 **Sunday, 26 September 2021 at 2.30 p.m.**

Proxy

- i) Members who appoint proxy(ies) to participate and vote via RPEV facilities at the EGM 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 **Sunday, 26 September 2021 at 2.30 p.m.**
- j) A member who has appointed a proxy or attorney or authorised representative to participate and vote at the EGM of the Company via RPEV facilities must request his/her proxy to register for RPEV at [egm_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 EGM online.



Before the EGM		
Step	Procedure	Action
1)	Registration for EGM participation via RPEV (EGM Registration)	<ul style="list-style-type: none">• Using your mobile phone or computer with camera and mic, please access the link at egm_mhb and register as a user and submit all details requested at least forty-eight hours (48) hours before the date of the EGM.• 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. Monday, 6 September 2021.• We recommend that the appointment of proxy be done as early as possible so that the appointed proxy has sufficient time to complete the EGM 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 21 September 2021, a confirmation email with remote participation link will be sent to you.• 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 EGM		
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 EGM at any time from 2.00 p.m. ie., 30 minutes before the commencement of the EGM on Tuesday, 28 September 2021 at 2.30 p.m.• After log in, you will be placed in a virtual waiting room where the Company will contact you for



		<p>verification of identification card via Whatsapp video call. Then, you will be admitted to the virtual meeting room.</p> <ul style="list-style-type: none">● 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 EGM. 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 EGM, 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 egm_mhb@metroivf.com.my for technical assistance.

Electronic Voting

- l) The voting at the EGM 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 EGM 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 EGM 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 EGM 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	Encik. Norhisham / Ms. Vinoa
	Tel No	Tel No: 03-2692 4271 / 03-26948984
	Email	mega-sharereg@megacorp.com.my