

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has only perused the contents of this Circular in respect of the Proposed New Shareholders' Mandate (as defined herein) on a limited review basis and has not perused the contents of this Circular in relation to the Proposed Renewal of Existing Shareholders' Mandate (as defined herein) prior to its issuance as it is prescribed as an exempt document pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

RHB Investment Bank Berhad, being the Sponsor of Metro Healthcare Berhad ("**Metro**" or "**the Company**"), has reviewed this Circular pursuant to Rule 4.27 of the Listing Requirements of Bursa Securities prior to the issuance of this Circular. The admission of Metro to the ACE Market of Bursa Securities on 15 November 2024 was advised and sponsored by MBSB Investment Bank Berhad (formerly known as MIDF Amanah Investment Bank Berhad).



METRO HEALTHCARE BERHAD

Registration No. 201001021746 (905516-M)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

The ordinary resolutions in respect of the Proposed Shareholders' Mandate will be tabled as Special Businesses at the Sixteenth Annual General Meeting ("**16th AGM**" or "**Meeting**") of Metro which will be held at Studio II, Lobby Level, Premiere Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor on Monday, 29 June 2026 at 2:30 p.m., or at any adjournment thereof.

The Notice of the 16th AGM together with the Proxy Form, Administrative Notes and this Circular are available at the Company's website at <https://www.metro.com.my> or Bursa Securities' website at <https://bursamalaysia.com>. Please follow the procedures provided in the Administrative Notes for the 16th AGM in order to register, participate and vote at the 16th AGM.

If you are unable to participate in the 16th AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited with the Share Registrar of the Company situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or alternatively, emailed to mega-sharereg@megacorp.com.my, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting as the case may be. The lodging of the Proxy Form for the 16th AGM will not preclude you from attending, participating, speaking and voting in person at the 16th AGM should you subsequently decide to do so and in such event, your Proxy Form shall be deemed to have been revoked.

The last date and time for lodging the Proxy Form	: Saturday, 27 June 2026 at 2:30 p.m.
Day, date and time of the 16 th AGM	: Monday, 29 June 2026 at 2:30 p.m. or at any adjournment thereof

This Circular is dated 30 April 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Annual Report 2025”	: Annual report of Metro issued for the financial year ended 31 December 2025
“ARMC”	: Audit and Risk Management Committee of Metro
“Board”	: The Board of Directors of Metro
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“Circular”	: This circular to the shareholders of Metro dated 30 April 2026 to the shareholders of the Company in relation to the Proposed Shareholders’ Mandate
“CMSA”	: Capital Markets and Services Act 2007
“CRSB”	: Country Range Sdn. Bhd. (Registration No. 199501033890 (363092-H))
“Director(s)”	: A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of Metro or any other company which is its subsidiary or holding company or a chief executive officer of Metro and/or its subsidiary or holding company
“DKLM”	: Dr. Kong Lan Moon
“DTSP”	: Dr. Tay Swi Peng @ Tee Swi Peng
“FLCSB”	: First Look Corporation Sdn. Bhd. (Registration No. 199201012043 (243546-A))
“FYE”	: Financial year ended/ Financial year ending
“HWM”	: Hospital Wanita Metro Sdn. Bhd. (Registration No. 199101015194 (225506-T))
“HWM Banting”	: Private maternity hospital known as ‘Hospital Wanita Metro’ bearing the address of No. 22, 24 & 26, Jalan Emas 1, Bandar Sungai Emas, Sungai Manggis, 42700 Banting, Selangor Darul Ehsan
“HWM Klang”	: Metro’s headquarters and private maternity hospital known as ‘Hospital Wanita Metro’ bearing the address of No. 32, 34, 36 & 38, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan
“Klinik Pakar Wanita Setia Walk”	: Private medical clinic known as ‘Klinik Pakar Wanita Setia Walk bearing the address of Unit F-10-3A, Fourth Floor, Block F, Setiawalk, Persiaran Wawasan, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan
“K.W. Tee”	: K.W. Tee Sdn. Bhd. (Registration No. 199401017937 (303616-A))

DEFINITIONS (CONT'D)

“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time and any re-enactment thereof
“LPD”	: 1 April 2026, being the latest practicable date prior to the printing of this Circular
“Major Shareholder(s)”	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (a) ten percent (10%) or more of the total number of voting shares in the Company; or (b) five percent (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “ interest ” shall have the meaning of “ interest in shares ” given in Section 8 of the Act. For the purposes of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, or any other corporation which is its subsidiary or holding company.
“Metro” or “Company”	: Metro Healthcare Berhad (Registration No. 201001021746 (905516-M))
“Metro Group” or “Group”	: Metro and its subsidiaries (including all future subsidiaries which are acquired/incorporated by Metro Group before the next AGM of the Company) as defined in the Act
“Metro Share(s)” or “Share(s)”	: Ordinary share(s) in Metro
“MIVF”	: Metro IVF Sdn. Bhd. (Registration No. 200801038469 (839815-W))
“MIVF Ipoh”	: Private ambulatory care centre (fertility centre) known as ‘Metro IVF’ bearing the address of Ground Floor & First Floor, No. 72, 74 & 76, Jalan Raja Musa Aziz, 30300 Ipoh, Perak
“MIVF Johor Bahru”	: Private ambulatory care centre (fertility centre) known as ‘Pusat Rawatan Kesuburan Metro IVF’ bearing the address of Ground Floor & First Floor, No. 123, & 125, Jalan Mutiara Emas 2A, Taman Mount Austin, Mukim Tebrau, 81100 Johor Bahru, Johor
“MIVF Puchong”	: Private ambulatory care centre (fertility centre) known as ‘Metro IVF’ bearing the address of No. F-05-G, F-06-G & F-07-G, Blok F, Setiawalk, Persiaran Wawasan, Pusat Bandar Puchong, 47610 Puchong, Selangor Darul Ehsan
“MIVF Puchong II”	: Private ambulatory care centre (fertility centre) known as ‘Metro IVF’ bearing the address of F-03A-G Blok F, Setiawalk, Persiaran Wawasan, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan
“MMKS”	: Private maternity hospital known as ‘Metro Maternity Kuala Selangor’ bearing the address of No. 33, 35, 37 & 39, Jalan Rhu 1, Taman Rhu, Off Jalan Kelang, 45000 Kuala Selangor, Selangor Darul Ehsan

DEFINITIONS (CONT'D)

“PFSB”	: Pangkor Fishing Sdn. Bhd. (Registration No. 198001002103 (55886-M))
“Person(s) Connected”	: In relation to a Director or a Major Shareholder (referred to as the “ said Person ”), means such a person who falls under any one (1) of the following categories:- <ul style="list-style-type: none">(i) a family member of the said Person;(ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sale beneficiary;(iii) a partner of the said Person;(iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;(v) a person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;(vi) a body corporate in which the said Person or person connected with the said Person is entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or(vii) a body corporate which is a related corporation of the said Person.
“Proposed New Shareholders’ Mandate”	: Proposed new shareholders’ mandate for the Group to enter into new RRPTs as set out in this Circular
“Proposed Renewal of Existing Shareholders’ Mandate”	: Proposed renewal of the existing shareholders’ mandate of the Group to enter into the RRPTs as set out in this Circular
“Proposed Shareholders’ Mandate”	: Collectively, the Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate
“Related Party(ies)”	: A Director, Major Shareholder or Person Connected with such Director or Major Shareholder, and “Related Parties” shall be construed accordingly
“RM” and “sen”	: Ringgit Malaysia and sen respectively
“RMC Specialist”	: RMC Specialist Sdn. Bhd. (Registration No. 202501015363 (1616778-X))
“RRPT(s)”	: Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of Metro Group within the ordinary course of business of Metro Group

DEFINITIONS (CONT'D)

"Share(s)"	: Ordinary share(s) in Metro
"sq. ft."	: Square feet
"Vision One Diagnostic"	: Vision One Diagnostic Sdn. Bhd. (Registration No. 201101007324 (935462-K))
"Vision One Diagnostic Klang"	: Private ambulatory care centre (diagnostic imaging centre) known as 'Vision One Diagnostic Centre' bearing the address of Ground Floor, No. 2, Ground Floor, Jalan Gopeng, 41400 Klang, Selangor Darul Ehsan

All references to "we", "us", "our" and "ourselves" are to Metro or Metro Group. All references to "you" in this Circular are to the shareholders of Metro.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust), unless otherwise specified.

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise specified.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

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METRO HEALTHCARE BERHAD

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

Registered Office:

Third Floor, No. 77, 79 & 81
Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

30 April 2026

Board of Directors:

Dr. Yee Meng Kheong	<i>(Independent Non-Executive Chairman)</i>
Dr. Tay Swi Peng @ Tee Swi Peng	<i>(Executive Vice-Chairman)</i>
Lim Wai Khong	<i>(Managing Director)</i>
Dr. Kong Lan Moon	<i>(Non-Independent Non-Executive Director)</i>
Seah Cheong Wei	<i>(Independent Non-Executive Director)</i>
Rose Zilawati binti Mohamed Arifin	<i>(Independent Non-Executive Director)</i>
Chua Leng Leek	<i>(Independent Non-Executive Director)</i>

To: The Shareholders of Metro

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1 INTRODUCTION

On 19 June 2025, the Company had sought and obtained approval from the shareholders, at its 15th AGM, the general mandate for the Group to enter into the RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for the Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming 16th AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming 16th AGM.

On 21 April 2026, the Board had announced that the Company intended to seek shareholders' approval in respect of the Proposed Shareholders' Mandate at the forthcoming 16th AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT DETAILS AND INFORMATION ON THE PROPOSED SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 16TH AGM OF THE COMPANY. THE NOTICE CONVENING THE 16TH AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2025, THE EXTRACT OF WHICH IS ENCLOSED WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 16TH AGM OF THE COMPANY.

2 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

In the ordinary course of the Group's businesses, the Company anticipates that the Group would enter into certain RRPT(s) with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed corporation may seek its shareholders' mandate in respect of RRPTs which are necessary for its day-to-day operations subject to, among others, the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value of the RRPT is equal to or more than the prescribed threshold as follows:-

"in relation to a listed corporation with a share capital which is less than RM60 million:-
 - (i) the consideration, values of the assets, capital outlay or costs of the RRPT(s) is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT(s) is 1% or more,whichever is the lower";
- (c) the listed corporation's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to the Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain a shareholders' mandate, the interested Directors, interested Major Shareholders, interested Persons Connected with a Director or Major Shareholder, and where the interest of an interested Person Connected with a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolution in respect of the RRPTs. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution in respect of the RRPTs; and
- (e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where the listed corporation has procured its shareholders' mandate pursuant to the above, the provisions of Rule 10.08 of the Listing Requirements will not apply to the transactions which are comprised in the said mandate.

- 2.2 The Group has, in the ordinary course of its business, entered into certain RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which as set out in **Section 2.7** of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

2.3 Accordingly, the Board proposes to seek shareholders' mandate for the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for future RRPTs to be entered into by the Group referred to in Section 2.1 of this Circular, in compliance with Rule 10.09(2) and the relevant provisions under item 3.1 and 3.2 of Guidance Note 8 of the Listing Requirements.

2.4 These RRPTs which are necessary for the day-to-day operations of the Group in the ordinary course of business will be based on normal commercial terms, at arms' length, and will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

2.5 Validity period of the Proposed Shareholders' Mandate

The authority from the shareholders of Metro to undertake the Proposed Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolutions for the Proposed Shareholders' Mandate at the forthcoming 16th AGM and shall continue to be in force until:

- (i) the conclusion of the next AGM of Metro following the general meeting at which the ordinary resolutions for the Proposed Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM of Metro after the date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

2.6 Principal activities of the Group

The principal activity of the Company is investment holding. As at LPD, the principal activities of its subsidiaries are as follows:

Name of subsidiaries	Effective equity interest (%)	Principal activities
HWM	100.00	Provision of fertility, obstetrics and gynaecology, paediatric services, and other healthcare related services.
K.W. Tee	100.00	Property investment holding.
MIVF	100.00	Provision of fertility, obstetrics and gynaecology healthcare services.
Vision One Diagnostic	100.00	Provision of diagnostic imaging services.
RMC Specialist	100.00	Establishment and operation of hospitals and related healthcare facilities.

2.7 Classes of Related Parties and Nature of RRPTs contemplated under the Proposed Shareholders' Mandate

The nature and details of the RRPTs entered and/or to be entered into by the Group and the class of Related Parties under the Proposed Shareholders' Mandate are as follows:-

(i) Proposed Renewal of Existing Shareholders' Mandate

Transacting company within Metro Group	Transacting Related Party	Nature of RRPTs	Estimated aggregate value as disclosed in the circular to shareholders dated 30 April 2025	Actual value transacted from last AGM up to the LPD ⁽¹⁾	Estimated aggregate value during validity period of the mandate ⁽²⁾	Nature of relationship between the Group and the Related Parties
MIVF	PFSB	Rental of the premise (Built-up area: 15,660 sq. ft.) for MIVF Ipoh operations from PFSB	RM200,000 (Monthly rental: RM15,000 (July - December 2025) RM18,333 (January - June 2026))	RM153,600 (Monthly rental: RM15,000 (June - December 2025) RM16,200 (January - March 2026))	RM240,000 (Monthly rental: RM20,000 (July 2026 - June 2027))	DTSP and DKLM are Directors and Major Shareholders of Metro. DTSP and DKLM are directors and substantial shareholders of PFSB.
MIVF	PFSB	Rental of F-6-G, F-7-G and F-7-1, Blok F, Setiawalk, Persiaran Wawasan, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan (Built-up area: 4,306 sq. ft.) for part of MIVF Puchong operations from PFSB	RM200,000 (Monthly rental: RM14,000 (July - December 2025) RM19,333 (January - June 2026))	RM143,360 (Monthly rental: RM14,000 (June - December 2025) RM15,120 (January - March 2026))	RM220,000 (Monthly rental: RM18,333 (July 2026 - June 2027))	DTSP and DKLM are Directors and Major Shareholders of Metro. DTSP and DKLM are directors and substantial shareholders of PFSB.

Transacting company within Metro Group	Transacting Related Party	Nature of RRPTs	Estimated aggregate value as disclosed in the circular to shareholders dated 30 April 2025	Actual value transacted from last AGM up to the LPD ⁽¹⁾	Estimated aggregate value during validity period of the mandate ⁽²⁾	Nature of relationship between the Group and the Related Parties
HWM	FLCSB	Rental of the premise (Built-up area: 11,200 sq. ft.) for HWM Banting operations from FLCSB	RM120,000 (Monthly rental: RM8,000 (July - December 2025) RM12,000 (January - June 2026))	RM81,920 (Monthly rental: RM8,000 (June - December 2025) RM8,640 (January - March 2026))	RM130,000 (Monthly rental: RM10,833 (July 2026 - June 2027))	DTSP and DKLM are Directors and Major Shareholders of Metro. DTSP and DKLM are directors and substantial shareholders of FLCSB.
HWM	PFSB	Rental of the premise (Built-up area: 28,165 sq. ft.) for HWM Klang operations from PFSB	RM340,000 (Monthly rental: RM25,000 (July - December 2025) RM31,666 (January - June 2026))	RM256,000 (Monthly rental: RM25,000 (June - December 2025) RM27,000 (January - March 2026))	RM390,000 (Monthly rental: RM32,500 (July 2026 - June 2027))	DTSP and DKLM are Directors and Major Shareholders of Metro. DTSP and DKLM are directors and substantial shareholders of PFSB.
MIVF	DTSP	Rental of No. 123, Jalan Mutiara Emas 2A, Taman Mount Austin, Mukim Tebrau, 81100 Johor Bahru, Johor (Built-up area: 6,716 sq. ft.) for part of MIVF Johor Bahru operations from DTSP.	RM160,000 (Monthly rental: RM11,000 (July - December 2025) RM15,666 (January - June 2026))	RM112,640 (Monthly rental: RM11,000 (June - December 2025) RM11,880 (January - March 2026))	RM180,000 (Monthly rental: RM15,000 (July 2026 - June 2027))	DTSP is Director and Major Shareholder of Metro Group.

Transacting company within Metro Group	Transacting Related Party	Nature of RRPTs	Estimated aggregate value as disclosed in the circular to shareholders dated 30 April 2025	Actual value transacted from last AGM up to the LPD ⁽¹⁾	Estimated aggregate value during validity period of the mandate ⁽²⁾	Nature of relationship between the Group and the Related Parties
MIVF	DTSP	Rental of the premise (Built-up area: 4,478 sq. ft.) for Klinik Pakar Wanita Setia Walk operations from DTSP.	RM80,000 (Monthly rental: RM5,000 (July - December 2025) RM8,333 (January - June 2026))	RM51,200 (Monthly rental: RM5,000 (June - December 2025) RM5,400 (January - March 2026))	RM80,000 (Monthly rental: RM6,667 (July 2026 - June 2027))	DTSP is Director and Major Shareholder of Metro Group.
Vision One Diagnostic	DTSP	Rental of the premise (Built-up area: 2,276 sq. ft.) for Vision One Diagnostic Klang operations from DTSP.	RM80,000 (Monthly rental: RM5,000 (July - December 2025) RM8,333 (January - June 2026))	RM51,200 (Monthly rental: RM5,000 (June - December 2025) RM5,400 (January - March 2026))	RM80,000 (Monthly rental: RM6,667 (July 2026 - June 2027))	DTSP is Director and Major Shareholder of Metro Group.
HWM	CRSB	Rental of the premise (Built-up area: 12,656 sq. ft.) for MMKS operations from CRSB.	RM180,000 (Monthly rental: RM13,000 (July - December 2025) RM17,000 (January - June 2026))	RM133,120 (Monthly rental: RM13,000 (June - December 2025) RM14,040 (January - March 2026))	RM210,000 (Monthly rental: RM17,500 (July 2026 - June 2027))	DTSP and DKLM are Directors and Major Shareholders of Metro. DTSP and DKLM are directors and substantial shareholders of CRSB.

Transacting company within Metro Group	Transacting Related Party	Nature of RRPTs	Estimated aggregate value as disclosed in the circular to shareholders dated 30 April 2025	Actual value transacted from last AGM up to the LPD ⁽¹⁾	Estimated aggregate value during validity period of the mandate ⁽²⁾	Nature of relationship between the Group and the Related Parties
HWM	CRSB	Rental of the first and second floor of a 3-storey intermediate shoplot bearing the address of No. 28, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan (Built-up area: 3,188 sq. ft.) for documents storage purposes from CRSB.	RM60,000 (Monthly rental: RM3,500 (July - December 2025) RM6,500 (January - June 2026))	RM35,840 (Monthly rental: RM3,500 (June - December 2025) RM3,780 (January - March 2026))	RM60,000 (Monthly rental: RM5,000 (July 2026 - June 2027))	DTSP and DKLM are Directors and Major Shareholders of Metro. DTSP and DKLM are directors and substantial shareholders of CRSB.
MIVF	DKLM	Rental of F-5-G, Blok F, Setiawalk, Persiaran Wawasan, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan (Built-up area: 1,421 sq. ft.) for part of MIVF Puchong operations from DKLM.	RM80,000 (Monthly rental: RM6,000 (July - December 2025) RM7,333 (January - June 2026))	RM61,440 (Monthly rental: RM6,000 (June - December 2025) RM6,480 (January - March 2026))	RM100,000 (Monthly rental: RM8,333 (July 2026 - June 2027))	DKLM is Director and Major Shareholder of Metro Group.

Notes:

- ⁽¹⁾ The actual value transacted from the last AGM up to the LPD did not exceed the estimated aggregate value as disclosed in the circular to shareholders dated 30 April 2025 by 10% or more.
- ⁽²⁾ The estimated values stated are determined by the Group's management using historical trends and projected level of business operations. Actual transaction values may differ from the values stated. The Company will make an immediate announcement when the actual value transacted exceed the estimated aggregate value by 10% or more.

(ii) Proposed New Shareholders' Mandate

Transacting company within Metro Group	Transacting Related Party	Nature of RRPTs	Actual value transacted from the date of the first transaction up to the LPD ⁽¹⁾	Estimated value transacted from the LPD up to the date of the forthcoming AGM ⁽¹⁾	Estimated aggregate value during the validity period of the mandate ⁽²⁾	Nature of relationship between the Group and the Related Parties
MIVF	PFSB	Rental of F-03A-G Blok F, Setiawalk, Persiaran Wawasan, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan (Built-up area: 1,421 sq. ft.) for MIVF Puchong II as an office and lounge area from PFSB.	RM60,000 (Monthly rental: RM6,000 (June 2025 – March 2026))	RM90,000 (Monthly rental: RM6,000 (April 2026 – June 2027))	RM100,000 (Monthly rental: RM8,333 (July 2026 - June 2027))	DTSP and DKLM are Directors and Major Shareholders of Metro. DTSP and DKLM are directors and substantial shareholders of PFSB.

Notes:

- (1) *The aggregate value of the RRPTs transacted from the date of the first transaction up to LPD and from LPD up to the date of the forthcoming AGM is less than 5% pursuant to Rule 10.02 of the Listing Requirements.*
- (2) *The estimated values stated are determined by the Group's management using historical trends and projected level of business operations. Actual transaction values may differ from the values stated. The Company will make an immediate announcement when the actual value transacted exceed the estimated aggregate value by 10% or more.*

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2.8 Amount Due and Owing by Related Parties pursuant to RRPTs

As at LPD, there is no amount due and owing to Metro Group by Related Parties pursuant to RRPT which has exceeded the credit term. As such, the disclosures as required under Rule 16A and 16B in Annexure GN8-A of the Listing Requirements are not applicable.

2.9 Review procedures for the RRPTs

The Group had established various guidelines and procedures to ensure that the RRPTs are undertaken on an arm's length basis, on transaction prices and terms not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the minority shareholders of the Company.

The Group shall review the RRPTs based on the following parameters/procedures:-

- (i) The definition of a related party, the list of related parties and the review procedures will be circulated and/or updated within the Group;
- (ii) The duties and roles of the ARMC include the review of RRPTs;
- (iii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and ARMC, on a quarterly basis. Any member of the ARMC may as he/she deems fit, request for additional information pertaining to the RRPTs from independent sources or advisers;
- (iv) The RRPTs will only be entered into after taking into account the pricing, availability of machinery, order size, useful life, delivery time and level of service;
- (v) The pricing, terms and conditions of the RRPTs shall be consistent with the Group's usual business practice and determined with due consideration to, among others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as a comparison, wherever available or possible, to determine whether the price and terms offered to and/or by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products and/or services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to the Company and/or the Group;

- (vi) The ARMC shall review procedures, and shall continue to review the established guidelines and procedures, as and when required, on an annual basis with the authority to subdelegate to individuals or committees within the Company as they deem appropriate;
- (vii) Where any Director or person connected to him or the ARMC has an interest (direct or indirect) in any RRPTs, he will abstain from voting on any matter relating to any decision making by the Board or the ARMC in respect of such transactions;
- (viii) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;

- (ix) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the general mandate; and
- (x) The ARMC and the Board shall review and approve all aspects of the RRPT where the consideration, value of the assets, capital outlay or costs thereof, equal or exceed RM200,000 and ensure that they are conducted at arm's length basis. Whilst the Executive Vice Chairman or Managing Director or Executive Director shall review RRPT of a consideration less than RM200,000.

2.10 Disclosure in the annual report

Disclosure will be made in the Annual Report 2025 on the breakdown of the aggregate value of the RRPTs made during the financial year, amongst others, based on the following information:

- (i) the types of the RRPTs made; and
- (ii) the names of the Related Parties involved in each type of the RRPTs and their relationship with the Group.

2.11 Statement by ARMC

The ARMC has seen and reviewed the guidelines and procedures set out in **Section 2.9** of this Circular and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of the Company and its minority shareholders.

The ARMC is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

3 RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable the Group to enter into the RRPTs which are necessary for the day-to-day operations and within the ordinary course of business of the Group and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and, in the Company's opinion, not detrimental to its minority shareholders.

In addition, the Proposed Shareholders' Mandate will enhance the Group's ability to pursue business opportunities which are time-sensitive in nature and eliminate the need for the Company to convene a separate general meeting to seek shareholders' approval for each RRPTs and hence, reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channeled towards attaining other corporate objectives.

4 EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any material impact on the share capital, substantial shareholders' shareholdings, earnings, gearing and net assets of the Group.

5 APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of Metro's shareholders to be obtained at the forthcoming 16th AGM of the Company. Save for the approval of the shareholders, there are no other approvals required for the Proposed Shareholders' Mandate.

6 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Saved as disclosed below, none of the Directors, Major Shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Shareholders' Mandate as at LPD:-

Name	Direct		Indirect	
	No. of shares	%*	No. of shares	%*
<u>Interested Directors and Interested Major Shareholders</u>				
DTSP	378,643,728	38.68	49,385,536 ⁽¹⁾	5.05
DKLM	190,801,640	19.49	-	-
<u>Person(s) Connected</u>				
CRSB	49,385,536	5.05	-	-
Lim Wai Khong ⁽²⁾	7,817,956	0.80	-	-
Tee Siew Kai ⁽³⁾	37,541,609	3.84	-	-

Notes:

* Based on the number of issued shares of the Company as at the LPD of 978,905,000 Shares.

⁽¹⁾ Deemed interested by virtue of his controlling interest in CRSB pursuant to Section 8 of the Act.

⁽²⁾ Lim Wai Khong is the brother-in-law and a person connected to DKLM.

⁽³⁾ Tee Siew Kai is the brother of and a person connected to DTSP.

The above-mentioned Interested Directors and Interested Major Shareholders are deemed interested in the Proposed Shareholders' Mandate by virtue of the interests of such parties in the company mentioned in **Section 2.7** of this Circular, which are transacting with the Group.

The Interested Directors have and will continue to abstain from all Board deliberation and voting at all relevant Board meetings in relation to the RRPTs in **Section 2.7** of this Circular.

The Interested Directors and Interested Major Shareholders will also abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolutions approving the Proposed Shareholders' Mandate at the forthcoming 16th AGM. In this regard, the Interested Directors and Interested Major Shareholders have undertaken to ensure that all persons connected with them will abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolutions approving the Proposed Shareholders' Mandate at the forthcoming 16th AGM.

Save as disclosed above, none of the Directors, Major Shareholders and/or Persons Connected have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

7 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Directors as set out in **Section 6** of this Circular), having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board (save for the Interested Directors as set out in **Section 6** of this Circular) recommends that you vote in favour of the ordinary resolutions in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming 16th AGM of the Company.

8 16TH AGM

The Notice of the 16th AGM of the Company together with the Proxy Form, Administrative Notes and this Circular are available at the Company's website at <https://www.metro.com.my>. The 16th AGM of the Company will be held at Studio II, Lobby Level, Premiere Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if though fit, passing the resolutions, with or without modifications, to give effect to the Proposed Shareholders' Mandate.

If you are unable to participate in the 16th AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited to Share Registrar of the Company situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or alternatively, emailed to mega-sharereg@megacorp.com.my, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting as the case may be.

The last date and time for lodging the Proxy Form	:	Saturday, 27 June 2026 at 2:30 p.m.
Day, date and time of the 16 th AGM	:	Monday, 29 June 2026 at 2:30 p.m. or at any adjournment thereof

The lodging of Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

Shareholders are advised to refer to the Administrative Notes on the registration and voting process for the 16th AGM of Metro.

9 FURTHER INFORMATION

Shareholders are advised to refer to the attached **Appendix I** of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
METRO HEALTHCARE BERHAD

DR. YEE MENG KHEONG
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of Metro who collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within the past two (2) years immediately preceding the date of this Circular:-

- (a) Underwriting Agreement dated 27 September 2024 entered into between the Company and MBSB Investment Bank Berhad (formerly known as MIDF Amanah Investment Bank Berhad) pursuant to the Company's initial public offering.
- (b) Sale and Purchase Agreement ("SPA") dated 12 February 2025 entered into between K.W. Tee and Summer Healthcare Sdn. Bhd. in relation to the proposed acquisition of all that freehold land held under HSD 88577, PT 13555, Mukim Damansara, Daerah Petaling, Negeri Selangor together with a 4-storey shop office erected thereon measuring approximately 282.7876 square metres (3,044 sq. ft.) and bearing postal address of No. 2 Jalan USJ 9/5R, 47620 UEP Subang Jaya, Selangor Darul Ehsan. As announced on 22 August 2025, K.W. Tee has on 21 August 2025 served a termination notice on Summer Healthcare Sdn. Bhd. and demanded immediate refund of the earnest deposit of RM665,000.00 together with full reimbursement of all costs and expenses incurred pursuant to the SPA. Accordingly, the SPA was deemed cancelled, discharged, and of no further effect.
- (c) Share Sale Agreement dated 23 October 2025 entered into between the Company and DTSP for the proposed acquisition of 100,000 ordinary shares in RMC Specialist, representing 100.0% equity interest in RMC Specialist for a total purchase consideration of RM320,000.00, to be satisfied wholly via cash. As announced on 10 March 2026, the Company has, on even date, completed the acquisition of the entire equity interest in RMC Specialist.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Metro Group is not engaged in any material litigation, claim or arbitration either as plaintiff or defendant or otherwise and the Directors of Metro are not aware of any proceeding pending or threatened against Metro and/or its subsidiaries, or of any fact likely to give rise to any proceeding which might materially or adversely affect the financial position or business of Metro Group.

4. CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred by the Group, which, upon becoming enforceable, may have a material impact on the financial results/position of the Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at Third Floor, No. 77, 79 and 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, during normal business hours from Monday to Friday (except for Public Holidays) from the date of this Circular up to and including the date of the 16th AGM:

- (a) Constitution of the Company;
- (b) Audited consolidated financial statements of the Company for the financial year ended 31 December 2024 and 31 December 2025; and
- (c) Material contracts referred to in **Section 2** of this Circular.

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EXTRACT OF NOTICE OF 16TH AGM

**ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED
RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries ("the Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.7(i) of the Circular to Shareholders dated 30 April 2026 in relation to the Proposed Renewal of Existing Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/ or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

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EXTRACT OF NOTICE OF 16TH AGM

**ORDINARY RESOLUTION 7
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS'
MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Group to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.7(ii) of the Circular to Shareholders dated 30 April 2026 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/ or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

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