METRO HEALTHCARE BERHAD

201001021746 (905516-M)
(Incorporated in Malaysia)

Minutes of the Fifteenth Annual General Meeting ("15th AGM" or "Meeting") of METRO HEALTHCARE BERHAD ("Metro" or "the Company") held at the Grand Centro Ballroom, First Floor, Centro, 8, Jalan Batu Tiga Lama, 41300 Klang, Selangor Darul Ehsan on Thursday, 19 June 2025 at 2:30 p.m.

<u>Present</u>

Directors	:	Dr. Tee Swi Peng (Chairman) Mr. Lim Wai Khong Dr. Kong Lan Moon Mr. Seah Cheong Wei Ms. Rose Zilawati binti Mohamed Arifin Ms. Chua Leng Leek
Absent with apologies	:	Dr. Yee Meng Kheong
Company Secretary		Ms. Tea Sor Hua, Doreen
Assistant Company Secretaries	:	Mr. Haw Jia Wei, Alvin Ms. Nur Zulaikha Zainal
Auditors	:	Ms. Tang Yan Yu, HLB Ler Lum Chew PLT
Poll Administrator	:	Mr. Yip Yih Peng (Mega Corporate Services Sdn. Bhd.)
Scrutineers	:	Mr. Alfred John Mr. Lee Wei Jun Ms. Vinoosiny Ganesan
Management/Invitees	:	As per the Attendance List
Shareholders, Proxies and Corporate Representatives (collectively referred to as "Shareholders")	:	As per the Attendance List

---

OPENING REMARKS BY CHAIRMAN

Dr. Tee Swi Peng ("Dr. Tee" or "Chairman") welcomed all attendees to the meeting. He informed the meeting that he would preside as Chairman of the Meeting in the absence of Dr. Yee Meng Kheong, the Independent Non-Executive Chairman, who had conveyed his sincere apologies for not being able to attend due to an urgent matter overseas requiring his immediate attention.

The Chairman began by introducing himself and other members of the Board of Directors ("Board"), including the Company Secretary, Chief Financial Officer, Auditors, and Sponsor of the Company, who were present at the Meeting.

The Chairman informed that the purpose of the Meeting was to consider and, if thought fit, to approve the proposed resolutions as set out in the Notice convening the Meeting dated 30 April 2025 ("Notice of Meeting").

QUORUM AND PROXIES

With the requisite quorum being present, the Chairman declared the Meeting duly convened.

The Meeting was informed by the Chairman that the Company has received proxy forms from 7 shareholders for a total of 474,735,564 ordinary shares representing 48.50% of the total number of issued ordinary shares of the Company within the prescribed time for convening the Meeting.

It was brought to the attention of the Meeting that the Chairman had been appointed by certain shareholders who were unable to participate in the Meeting, to vote on their behalf. Accordingly, he would be voting as their proxy in accordance with their voting instructions.

NOTICE OF MEETING

The Notice of Meeting having been circulated within the prescribed period, with the permission of the Shareholders present, was taken as read.

VOTING PROCEDURES

The Chairman confirmed with the Shareholders that they had received their "Barcode Wristbands" at the registration counter earlier.

He then briefed the Shareholders on the voting procedures, which were summarised below:

(a) Pursuant to Rule 8.31A of the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Constitution of the Company, all resolutions as set out in the Notice of Meeting will be voted by poll.

(b) Mega Corporate Services Sdn. Bhd. has been appointed as the Poll Administrator, and the results of the poll will be validated by Mr. Lee Wei Jun, the Independent Scrutineer appointed by the Company.

(c) To ensure the efficiency of the proceedings of the Meeting, the poll voting shall only be conducted after consideration of all items on the Agenda.

The Chairman informed the Meeting that Shareholders would be given the opportunity to raise questions or provide comments during the designated Question and Answer ("Q&A") session, which would take place after all items on the Agenda have been addressed.

The Chairman further advised that photography or any form of audio or video recording is not allowed during the conduct of the Meeting.

The Chairman then proceeded with the following businesses at hand.

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON ("AUDITED FINANCIAL STATEMENTS")

The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements which had been circulated earlier to all shareholders within the prescribed period.

The Audited Financial Statements were tabled and laid before the Meeting for discussion only and would not be put forward for voting.

The Chairman declared that the Audited Financial Statements be noted and accepted.

ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO RM250,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

The Meeting continued to consider Ordinary Resolution 1 on the payment of Directors' fees of up to RM250,000.00 for the financial year ending 31 December 2025.

The Chairman informed the Meeting that pursuant to the best practices recommended under the Malaysian Code on Corporate Governance ("MCCG"), all the interested Directors who are also shareholders of the Company would abstain from voting on this resolution.

ORDINARY RESOLUTION 2
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM100,000.00 FOR THE PERIOD COMMENCING FROM THE DATE IMMEDIATELY AFTER THIS 15TH AGM UNTIL THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY

The Chairman then moved on to consider Ordinary Resolution 2 on the payment of Directors' benefits of up to RM100,000.00 for the period commencing from the date immediately after this 15th AGM until the next AGM of the Company.

The Chairman informed the Meeting that pursuant to the best practices recommended under the MCCG, all the interested Directors who are also shareholders of the Company would abstain from voting on this resolution.

ORDINARY RESOLUTIONS 3 AND 4
TO RE-ELECT THE FOLLOWING DIRECTORS WHO RETIRE BY ROTATION PURSUANT TO CLAUSE 89 OF THE COMPANY'S CONSTITUTION:-
(I) DR. KONG LAN MOON (ORDINARY RESOLUTION 3)
(II) MR. SEAH CHEONG WEI (ORDINARY RESOLUTION 4)

The Chairman informed the Meeting that Ordinary Resolutions 3 and 4 were concerning the re-election of Dr. Kong Lan Moon and Mr. Seah Cheong Wei (collectively referred to as "Retiring Directors"), who retire by rotation pursuant to Clause 89 of the Company's Constitution.

The Chairman informed the Meeting that the Retiring Directors, being eligible for re-election, have offered themselves for re-election.

ORDINARY RESOLUTION 5
TO RE-APPOINT HLB LER LUM CHEW PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION

The Chairman informed the Meeting that Ordinary Resolution 5 was to consider the re-appointment of HLB Ler Lum Chew PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix Auditors' remuneration.

The Chairman further informed the Meeting that the retiring Auditors, HLB Ler Lum Chew PLT, had indicated their willingness to continue in office.

SPECIAL BUSINESS – ORDINARY RESOLUTION 6
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Meeting went on to consider Ordinary Resolution 6 which was to seek a general mandate from the Shareholders for the Directors to issue and allot ordinary shares ("Shares") not exceeding ten per centum (10%) of the total number of issued Shares of the Company (excluding treasury shares) for the time being pursuant to Sections 75 and 76 of the Companies Act 2016 ("Mandate").

The Chairman informed the Meeting that: -

(a) The Mandate, unless revoked or varied by the Company at a general meeting, would expire at the conclusion of the next AGM of the Company or the expiration period within which the next AGM is required by law to be held, whichever is earlier.

(b) The Mandate seeks to provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of Shares, for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

SPECIAL BUSINESS – ORDINARY RESOLUTION 7
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE

The Meeting continued to consider Ordinary Resolution 7, which was to approve the proposed new shareholders' mandate for recurrent related party transactions of a revenue and/or trading nature entered into between the Group and related parties ("Proposed New Shareholders' Mandate"). Further details of the Proposed New Shareholders' Mandate were set out in the Circular to Shareholders dated 30 April 2025.

The Chairman informed the Meeting that the interested major shareholders involved in the Proposed New Shareholders' Mandate would abstain from voting in respect of their direct and indirect shareholdings on this resolution. In addition, they have undertaken to ensure that persons connected to them would abstain from voting in respect of their direct and/or indirect shareholdings on this resolution.

TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN

The Chairman informed the Meeting that there was no notice of any other business to be transacted at the Meeting being received by the Company.

Q&A SESSION

The Meeting moved on to the Q&A session.

As there were no questions from the floor, the Chairman declared the Q&A session closed. He then proceeded with the formalities of the polling process and announced that registration for attendance at the Meeting was officially closed.

VOTING PROCEDURES

The Chairman duly explained to the Shareholders the procedures for conducting the poll electronically.

Following the explanation, the Shareholders proceeded to cast their votes using the electronic voting system.

The Chairman further informed the Meeting that, upon the close of voting, the Poll Administrator would require approximately 20 minutes to collate the results, which would subsequently be verified by the Scrutineer.

He then declared a temporary adjournment and invited the Shareholders and Invitees to enjoy a coffee break at the reception area while awaiting the announcement of the polling results.

The Meeting adjourned temporarily at 2:52 p.m.

DECLARATION OF POLLING RESULTS

The Meeting resumed at 3:37 p.m.

The Chairman called the Meeting to order and announced the polling results for the resolutions based on the total votes cast, as follows:-

No.	Resolutions	Vote For			Vote Against		
		Voters	No. of shares	%	Voters	No. of shares	%
1.	**Ordinary Resolution 1** - To approve the payment of Directors' fees of up to RM250,000.00 for the financial year ending 31 December 2025.	16	63,085,968	99.9981	3	1,200	0.0019
2.	**Ordinary Resolution 2** - To approve the payment of Directors' benefits of up to RM100,000.00 for the period commencing from the date immediately after this 15th AGM until the next Annual General Meeting of the Company.	21	686,887,692	99.9998	3	1,200	0.0002
3.	**Ordinary Resolution 3** - To re-elect Dr. Kong Lan Moon who retires by rotation pursuant to Clause 89 of the Company's Constitution.	25	687,207,792	99.9998	2	1,100	0.0002
4.	**Ordinary Resolution 4** - To re-elect Mr. Seah Cheong Wei who retires by rotation pursuant to Clause 89 of the Company's Constitution.	25	687,207,792	99.9998	2	1,100	0.0002
5.	**Ordinary Resolution 5** - To re-appoint HLB Ler Lum Chew PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.	24	687,207,692	99.9998	3	1,200	0.0002

No.	Resolutions	Vote For			Vote Against		
		Voters	No. of shares	%	Voters	No. of shares	%
6.	**Ordinary Resolution 6** - To approve the general authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.	24	687,207,692	99.9998	3	1,200	0.0002
7.	**Ordinary Resolution 7** - To approve the proposed new shareholders' mandate for recurrent related party transactions of a revenue and/or trading nature.	20	21,681,788	99.9945	3	1,200	0.0055

With these results, the Chairman then declared that all the resolutions as set out in the Notice of Meeting were duly **CARRIED** as follows:

ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO RM250,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

"THAT the Directors' fees of up to RM250,000.00 for the financial year ending 31 December 2025, be approved for payment."

ORDINARY RESOLUTION 2
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM100,000.00 FOR THE PERIOD COMMENCING FROM THE DATE IMMEDIATELY AFTER THIS 15TH AGM UNTIL THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY

"THAT the Directors' benefits of up to RM100,000.00 for the period commencing from the date immediately after this 15th AGM until the next AGM of the Company, be approved for payment."

ORDINARY RESOLUTIONS 3 AND 4
TO RE-ELECT THE FOLLOWING DIRECTORS WHO RETIRE BY ROTATION PURSUANT TO CLAUSE 89 OF THE COMPANY'S CONSTITUTION:-

I. DR. KONG LAN MOON (ORDINARY RESOLUTION 3)
II. MR. SEAH CHEONG WEI (ORDINARY RESOLUTION 4)

"THAT Dr. Kong Lan Moon who retires by rotation pursuant to Clause 89 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

"THAT Mr. Seah Cheong Wei who retires by rotation pursuant to Clause 89 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 5
TO RE-APPOINT HLB LER LUM CHEW PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

"THAT HLB Ler Lum Chew PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM at a remuneration to be agreed between the Directors and the Auditors."

SPECIAL BUSINESS – ORDINARY RESOLUTION 6
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time ("Mandate") AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT the Mandate shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

SPECIAL BUSINESS – ORDINARY RESOLUTION 7
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/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 2.6 of the Circular to Shareholders dated 30 April 2025 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the

Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, 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."

CONCLUSION

The Chairman concluded the Meeting and thanked all present. The Meeting was concluded at 3:42 p.m. with a vote of thanks to the chair.

CONFIRMED AS A CORRECT RECORD BY,

………………………………………………
CHAIRMAN
Dr. Tee Swi Peng

Dated: