

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0329  
**COMPANY NAME** : METRO HEALTHCARE BERHAD (“METRO” OR “THE COMPANY”)  
**FINANCIAL YEAR** : December 31, 2024

## OUTLINE:

### **SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### **SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

## SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

*Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.*

### **Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### **Practice 1.1**

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("Board") of Metro is responsible for the performance and affairs of Metro and its subsidiaries ("Group"). The Board provides necessary leadership which includes practicing a high level of good governance to ensure the long-term success of the Group and the delivery of sustainable value to its stakeholders.</p> <p>In discharging its fiduciary duties and leadership functions, the Board is guided by the Board Charter which sets out the principles and guidelines that are to be applied by the Board.</p> <p>The Board assumes, amongst others, the following responsibilities:-</p> <ul style="list-style-type: none"><li>• Overseeing the conduct and sustainability of the Group's business, assuming the responsibility for succession planning.</li><li>• Reviewing, adopting and approving the Group's overall strategic direction, business plans, key operational initiatives, annual budgets, major acquisitions, disposal of undertakings, capital commitments and funding decisions.</li><li>• Maintaining a sound system of internal control to safeguard shareholders' investments and the Company's assets and reviewing the adequacy and integrity of the system.</li><li>• Assess the training needs of the Directors and ensure Directors have access to a continuing education programme.</li><li>• Responsible for the quality and completeness of the financial statements of the Group and ensuring that they are prepared based on the appropriate and consistently applied accounting policies.</li></ul>

	<ul style="list-style-type: none"> <li>• Ensure that the general meetings of the Company are conducted efficiently and serve as a mode of shareholders' communication.</li> </ul> <p>The Board also delegates certain responsibilities to the following Board Committees, all of which operate within their respective Terms of Reference ("TOR"):-</p> <ol style="list-style-type: none"> <li>Audit and Risk Management Committee ("ARMC");</li> <li>Nomination Committee ("NC"); and</li> <li>Remuneration Committee ("RC").</li> </ol> <p>In order to inculcate good values and ethical standards, the Board has also established a Code of Ethics and Conduct which serves as an internal frame of reference for the Directors and employees of the Group in the conduct of their daily activities. The Code of Ethics and Conduct is incorporated in the Board Charter of the Company.</p> <p>The Board Charter were formalised and approved for adoption by the Board on 2 May 2024 and TOR of the ARMC, NC and RC were formalised and approved for adoption by the Board on 28 February 2024.</p> <p>The Board Charter and TOR of the respective committees are available on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

## Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board, Dr. Yee Meng Kheong, holds an Independent Non-Executive position and is primarily responsible for the leadership, governance and conduct of the Board as well as for ensuring the Board's effectiveness. The roles and responsibilities of the Chairman of the Board have been clearly specified in Paragraph 3.3 of the Board Charter, which is available on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p> <p>The key responsibilities of the Chairman, amongst others, include the following:-</p> <ul style="list-style-type: none"> <li>• to provide leadership to the Board.</li> <li>• to oversee the effective discharge of the Board's supervisory role.</li> <li>• to facilitate the effective contribution of all Directors.</li> <li>• to conduct and chair Board meetings and general meetings of the Company.</li> <li>• to manage Board communications and Board effectiveness and effective supervision over Management.</li> <li>• to ensure Board meetings and general meetings are in compliance with good conduct and best practices.</li> <li>• to promote constructive and respectful relations between Board members and between the Board and the Management.</li> <li>• to ensure that quality information to facilitate decision-making is delivered to the Board in a timely manner.</li> <li>• together with the Executive Vice Chairman and Managing Director, to represent the Company and/or Group to external groups such as shareholders, creditors, consumer groups, local communities and federal, state, and local governments.</li> </ul>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.3

The positions of Chairman and CEO are held by different individuals.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>During the financial year ended 31 December 2024 ("FY2024"), the Chairman of the Board, Dr. Yee Meng Kheong and the Executive Vice Chairman, Dr. Tay Swi Peng @ Tee Swi Peng, are both holding separate positions in the Company. The distinct roles and responsibilities of the Chairman and Executive Vice Chairman are provided in Paragraph 3.3 of the Board Charter, which is available on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p> <p>There is a clear division of roles and responsibilities between the Chairman and the Executive Vice Chairman in order to ensure a balance of power and authority to promote accountability, such that no one individual has unfettered decision-making powers.</p> <p>The Chairman is responsible for ensuring the Board operates efficiently and effectively, promoting constructive deliberation of relevant matters. The Executive Vice Chairman provides guidance to the Managing Director and oversees overall operations. The Managing Director is responsible for the day-to-day management of the business, implementation of Board policies and decisions, and reports to the Executive Vice Chairman.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

**Practice 1.4**

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The Chairman of the Board, Dr. Yee Meng Kheong is not a member of the ARMC, NC and RC of the Company.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

## Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by two (2) qualified and experienced Company Secretaries, who are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("Act") and are also registered holders of the Practising Certificate issued by the Companies Commission of Malaysia.</p> <p>The Company Secretaries play an important role in facilitating the overall compliance with the Act, ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant laws and regulations. The Company Secretaries also assists the Board and Board Committees to function effectively and in accordance with their TOR and best practices and ensure adherence to the existing Board policies and procedures. In order to discharge the roles effectively, the Company Secretaries have been continuously attending the necessary training programmes, conferences, seminars and/or forums so as to keep themselves abreast with the latest developments in the corporate governance realm and changes in regulatory requirements that are relevant to her profession and enable them to provide the necessary advisory role to the Board.</p> <p>The Board has direct access to the professional advice and services of the Company Secretaries and their team when performing their duties and discharging their responsibilities.</p> <p>During the financial year under review, the Board and Board Committees' meetings were properly convened, and accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company.</p> <p>The Company Secretaries also keeps the Directors and Principal Officers informed of the closed period for dealings in the Company's shares.</p> <p>Overall, the Board is satisfied with the service and support rendered by the Company Secretaries and their team to the Board in the discharge of functions.</p>
<b>Explanation for departure</b>	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

### Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>To facilitate the Directors' time planning, an annual meeting calendar is prepared and circulated in advance prior to the new calendar year. The calendar provides the Directors with the scheduled dates for meetings of the Board and Board Committees, the Annual General Meeting ("AGM") as well as the closed periods for dealings in securities by Directors and principal officers of the Company based on the targeted dates of announcements of the quarterly results.</p> <p>The notice of meetings of the Board and Board Committees were sent to the Directors via emails at least five (5) working days prior to the date of the meetings. Meeting materials are also circulated to Directors at least five (5) working days in advance of the Board and Board Committee meetings to ensure they have been given sufficient time to prepare for the meetings. The Management and other advisers are invited to attend the meetings to report and brief on their respective areas of responsibility, if required.</p> <p>The discussions and decisions made during Board and Board Committee meetings are accurately recorded in the meeting minutes, including any instances where a Director abstains from voting or deliberation on a specific matter. These minutes are promptly circulated to the respective Board and Board Committees for review before being finalised and presented at the next meeting for confirmation.</p> <p>All the records of proceedings and resolutions passed are kept at the registered office of the Company and are made available for inspection by any Director during office hours.</p> <p>For matters which require the Board's decision on an urgent basis outside of Board Meetings, relevant supporting documents along with the Directors' Written Resolution will be circulated for the Board's consideration. All written resolutions approved by the Board will be tabled for notation at the next Board Meeting.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

**Practice 2.1**

The board has a board charter which is periodically reviewed and published on the company’s website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter was formalised and adopted by the Board on 2 May 2024.</p> <p>The Board Charter serves as a primary reference for prospective and existing Board members regarding their fiduciary duties as Directors and the functions of the Board Committees.</p> <p>The Board Charter sets out the roles and responsibilities, composition and balance, operation and processes of the Board. It serves as a reference point for Board activities and is designed to provide guidance and clarity to Directors and Senior Management with regard to the respective roles and responsibilities of the Board, Board Committees, Executive Vice Chairman and Managing Director, as well as issues and decisions reserved for the Board, the Board’s governance structure and the Board’s authority. This is to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities, and the legislations and regulations affecting their conduct.</p> <p>The Board Charter is subject to periodic review and will be updated as and when necessary to ensure it remains relevant and consistent with the Group’s policies and procedures, the Board’s overall responsibilities as well as changes to legislation and regulations.</p> <p>The Board Charter is available on the Company’s website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

**Practice 3.1**

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company’s website.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Code of Ethics and Conduct is incorporated in the Board Charter of the Company and published on the Company’s website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p> <p>The Code of Ethics and Conduct is to be observed by all Directors and employees of the Group and will be reviewed by the Board regularly to ensure that it continues to remain relevant and appropriate.</p> <p>The Board is committed in maintaining a corporate culture that engenders ethical conduct. All Directors and employees of the Group are to adhere to the Code of Ethics and Conduct and make a necessary declaration if there is any actual, potential or perceived conflict of interests. Any misconduct involving bribes, dishonest behavior and sexual harassment are strictly prohibited.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

### Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board had adopted a Whistle Blowing Policy to provide an avenue for its employees to raise genuine concerns or report any misconduct, alleged breach or suspected breach of any law or regulation, including business principles and the Group’s policies and guidelines, safely and confidentially. All malpractices or wrongdoings reported by the whistleblower are to be directed to the Executive Vice Chairman/Managing Director/Executive Director or if for any reason, it is believed that reporting to Management is a concern or not possible or appropriate, then the concern will be reported to the Chairman of the ARMC.</p> <p>The Whistle Blowing Policy was approved for adoption by the Board on 2 May 2024. The Board will review and update the Whistle Blowing Policy at least once every three (3) years to ensure its effectiveness and consistency with the governing legislation and regulatory requirements.</p> <p>The Whistle Blowing Policy is available on the Company’s website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>Metro remains committed in integrating sustainability into every aspect of its business operations. As a provider of fertility and obstetrics &amp; gynaecology (O&amp;G) healthcare services, the Group understands that sustainability is fundamental to delivering long-term value, not only to shareholders and investors but also to patients, employees, business partners, and the wider community.</p> <p>Metro will establish a comprehensive Sustainability Governance Framework within a year from its listing on the ACE Market, i.e., 15 November 2024, to ensure that sustainability will effectively managed and integrated into its corporate strategy and operational decision-making.</p> <p>The governance framework will provide clear accountability, defined roles and responsibilities of key personnel, reinforcing the commitment of the Group to sustainable business practices.</p> <p>The Board of Directors holds ultimate responsibility for overseeing the Group's sustainability initiatives, ensuring that EES risks and opportunities are integrated into strategic decision-making. The Board is dedicated to fostering ethical business practices, effective risk management, and responsible corporate growth, ensuring that sustainability remains a cornerstone of long-term value creation.</p> <p>At the executive level, the Managing Director ("MD") spearheads the implementation of the Group's sustainability strategy, ensuring that sustainability objectives are aligned with operational priorities and business goals.</p>

	<p>A structured materiality assessment will be undertaken to identify, evaluate, and prioritise sustainability issues that are most relevant to Metro and its stakeholders. This assessment involves reviewing global sustainability trends, regulatory requirements, and direct engagement with key stakeholders, including patients, employees, investors, business partners, and regulatory authorities.</p> <p>Material sustainability matters will be categorised under the EES pillars, forming the foundation of Metro’s corporate sustainability strategy. These material topics guide the Group’s sustainability initiatives, ensuring meaningful action and measurable impact.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b> :</p>		
<p><b>Timeframe</b> :</p>		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.2**

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board believes that solid alliances with stakeholders have enabled the Company to grow from strength to strength, and it is key in driving the sustainability of the Company with regular engagement, communication and obtaining feedback and/or opinions from the stakeholders.</p> <p>The Company has engaged with stakeholders in a variety of ways which had been done at both the business units and group levels through formal and informal activities. The collective opinions and insights from the stakeholders help the Board make an informed decision while aligning the stakeholders’ expectations with the Company’s sustainability priorities and business approach.</p> <p>Details pertaining to the stakeholders’ engagement are available in the Sustainability Statement in the Annual Report for the FY2024 (“Annual Report 2024”).</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board assessed the training programmes attended by each Director during the financial year to ensure they stay abreast with the latest developments in the industry as well as the sustainability issues relevant to the Group, including factors that are driving climate change, sustainable finance and achieving a sustainable business model.</p> <p>The key training programmes attended by each of the Directors of the Company in the FY2024 are set out in the Corporate Governance Overview Statement of Annual Report 2024.</p> <p>The Company Secretaries regularly update the Board on the changes of the Listing Requirements and/or other regulatory requirements upon receiving the circulars from Bursa Securities and/or other regulators, which are relevant to the Company and provides advice on corporate disclosures and compliance issues.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.4**

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The performance evaluation of the Board in addressing the Group's strategic and business plans which promote sustainability materials matters was evaluated through the annual Board's effectiveness evaluation for the FY2024.</p> <p>The Board and Management collectively address the Company's material matters and its inherent risks and opportunities, while at the same time addressing it through appropriate mitigating measures, to ensure the Company continues to generate healthy returns for its shareholders.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

**Practice 4.5- Step Up**

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

*Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC oversees the overall composition of the Board in terms of size, a mix of skills, experience and core competencies, as well as the balance between Executive Directors and Independent Non-Executive Directors.</p> <p>The effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board and the contribution of the Board's various committees will be assessed on an annual basis.</p> <p>The Board is fully aware that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years as recommended by the Malaysian Code on Corporate Governance ("MCCG"). However, if the Board intends to retain a Director who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, the Board must justify its decision and seek the shareholders' approval through a two-tier voting process at a general meeting. The Board acknowledges that the tenure of an Independent Director shall not exceed a cumulative term of twelve (12) years pursuant to the Listing Requirements of Bursa Securities. During the financial year under review, none of our Directors has served the Board as an Independent Director of the Company for a cumulative term of more than nine (9) years.</p> <p>The annual re-election of retiring Directors has been contingent on a satisfactory evaluation of the retiring Directors' performance and contribution to the Board.</p> <p>In addition, the Directors' Fit and Proper Policy serves as a guidance to NC and the Board for the appointment and re-election of Directors of the Group. The Directors' Fit and Proper Policy is published on the Company's corporate website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<b>Application</b>	:	Applied																
<b>Explanation on application of the practice</b>	:	<p>The present composition of the Board complies with Rule 15.02 of the Listing Requirements of Bursa Securities and Practice 5.2 of the MCGG as half (50%) of the Board comprises Independent Directors. All the Independent Directors are satisfied with the independence test under the Listing Requirements of Bursa Securities.</p> <p>The Board of Metro currently consists of seven (7) members, comprising one (1) Independent Non-Executive Chairman, one (1) Executive Vice Chairman, one (1) Managing Director, one (1) Non-Independent Non-Executive Director and three (3) Independent Non-Executive Directors, as set out in the table below:</p> <table border="1"><thead><tr><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>Dr. Yee Meng Kheong</td><td>Independent Non-Executive Chairman</td></tr><tr><td>Dr. Tee Swi Peng @ Tay Swi Peng</td><td>Executive Vice Chairman</td></tr><tr><td>Lim Wai Khong</td><td>Managing Director</td></tr><tr><td>Dr. Kong Lan Moon</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>Seah Cheong Wei</td><td>Independent Non-Executive Director</td></tr><tr><td>Rose Zilawati binti Mohamed Arifin</td><td>Independent Non-Executive Director</td></tr><tr><td>Chua Leng Leek</td><td>Independent Non-Executive Director</td></tr></tbody></table> <p>The presence of Independent Directors on the Board not only ensures that the decision-making process remains objective and independent, but also brings in diverse views, considerations, judgments, and discretion. They act as a check and balance to the management, assuring that the interest of all stakeholders, including minority shareholders, is fully addressed and adequately protected while being accorded due consideration. The Independent Directors also contribute their expertise, experience, and independent judgment to the Board's deliberations, which strengthens the overall effectiveness of the Board.</p>	Name	Designation	Dr. Yee Meng Kheong	Independent Non-Executive Chairman	Dr. Tee Swi Peng @ Tay Swi Peng	Executive Vice Chairman	Lim Wai Khong	Managing Director	Dr. Kong Lan Moon	Non-Independent Non-Executive Director	Seah Cheong Wei	Independent Non-Executive Director	Rose Zilawati binti Mohamed Arifin	Independent Non-Executive Director	Chua Leng Leek	Independent Non-Executive Director
Name	Designation																	
Dr. Yee Meng Kheong	Independent Non-Executive Chairman																	
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<b>Explanation for departure</b>	:																	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.3**

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	No Independent Directors are serving the Board beyond 9 years.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.4 - Step Up**

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

*Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board recognises that a diverse Board in the Company could offer greater depth and breadth compared to a non-diverse Board whilst the diversity at Senior Management will lead to better decisions.</p> <p>The Board appoints its members via a formal and transparent selection process. The NC is responsible to consider and nominate new candidates for appointment and make the necessary recommendations to the Board for approval. The NC will consider and nominate the candidates based on the objective criteria, including:</p> <ul style="list-style-type: none"><li>(a) skills, knowledge, expertise and experience;</li><li>(b) professionalism;</li><li>(c) integrity; and</li><li>(d) in the case of candidates for the position of Independent Non-Executive Directors, the NC will also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.</li></ul> <p>In this respect, the role of the NC is detailed in its TOR, which is accessible on the Company's website, <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p> <p>The Board, through the NC, reviews the correct mix of skills, business and professional experience that should be added to the Board annually or as and when required.</p> <p>The appointment of Key Senior Management was also made with due regard for diversity in skills, experience, age, cultural background and gender.</p> <p>At present, there are three (3) female Directors on the Board.</p> <p>More women's representation on the Board and Senior Management will be taken into consideration if and when vacancies arise and when suitable candidates are identified, underpinned by the overriding</p>

	<p>primary aims of selecting the best candidate to support the achievement of the Company's strategic objectives based on criteria, merit and with due regard for diversity in skills and experience.</p> <p>The Board had adopted the Directors' Fit and Proper Policy to ensure a transparent and rigorous process for the appointment and re-election of Directors of the Group. This Policy is accessible on the Company's corporate website, <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>	
<b>Explanation for departure</b> :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

### Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The primary responsibility of screening, evaluating and nominating new Board member(s) for the appointment is delegated to the NC.</p> <p>The members of the Board are to be appointed in a formal and transparent practice as endorsed by the MCCG. The NC will scrutinise the candidates and recommend the same for the Board’s approval. In discharging this duty, the NC will assess the suitability of an individual by taking into account the individual’s mix of skill, functional knowledge, expertise, experience, professionalism, integrity and/or other commitments that the candidate can bring to complement the Board.</p> <p>The policies and procedures for the recruitment and appointment of Directors are guided by the TOR of the NC.</p> <p>The NC leverages on various sources to gain access to a wider pool of potential candidates. Besides the recommendation from the existing Board members, Management and/or major shareholders, the NC also considers potential candidates from the industry based on their educational background, skills, and experience.</p> <p>The Board will consider referrals from external sources to identify suitably qualified candidates when the need arises in the future and will not solely rely on recommendations from existing Board members, Management and/or major shareholders.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

## Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The details of Directors' age, gender, interest, qualification, position, working experience and occupation are set out in the Directors' Profile in the Annual Report 2024 of the Company.</p> <p>The performance of retiring Directors recommended for re-election at the Fifteenth AGM ("15<sup>th</sup> AGM") has been assessed through the NC annual evaluation (including the independence of the Independent Non-Executive Director) and recommended to the Board for approval.</p> <p>The profiles of the Directors who were due for retirement and offered themselves for re-election, which included the nature of interest with the Company, whichever applicable, were set out in the Annual Report 2024 of the Company.</p> <p>A statement by the Board and NC being satisfied with the performance and effectiveness of the retiring Directors who offered themselves for re-election at the 15<sup>th</sup> AGM was stated in the notes accompanying the Notice of 15<sup>th</sup> AGM.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.8**

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The NC is chaired by Pn. Rose Zilawati binti Mohamed Arifin, who is an Independent Non-Executive Director of the Company.  The details and/or profile of the Chairperson of the NC are disclosed in the Annual Report 2024.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board is committed towards gender diversity in the composition of Board members and is the policy of this Board to work towards achievement of this diversity.</p> <p>In its selection for Board appointment, the Board believes in, and provides equal opportunity to candidate who have the skills, knowledge, experience, core competencies and other qualities regardless of gender.</p> <p>For the financial year ended 31 December 2024, the Board comprises three (3) female directors, representing 42.85% of women representation on the Board.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

**Practice 5.10**

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>In view of the gained attention of boardroom diversity as an important element of a well functioned organisation, the Board has established and adopted a Gender Diversity Policy which provides a framework for the Company to improve its gender diversity at the Board level. The objectives/principles and measures as set out in the Gender Diversity Policy are disclosed in the Corporate Governance Overview Statement of Annual Report 2024.</p> <p>To avoid any mismatch and ineffective appointment of female Directors, the Board does not set any specific target for female Directors in the Gender Diversity Policy. However, the Board practises non-gender discrimination, endeavours to promote workplace diversity and supports the representation of women in the composition of Board and Senior Management positions of the Company.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

## Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>					
<b>Application</b>	: Applied				
<b>Explanation on application of the practice</b>	: <p>The Board recognises the importance of assessing the effectiveness of the individual Directors, the Board and its Committees as a whole. The Board has, through the NC, conducted an annual evaluation to determine the effectiveness of the Board, its Board Committees, each individual Director in the FY2024. The process was carried out by sending the following customised assessment forms to the Directors:</p> <ol style="list-style-type: none"> <li>i. Performance of Executive Directors and Independent Non-Executive Directors;</li> <li>ii. Independence of the Independent Non-Executive Directors;</li> <li>iii. Performance of the ARMC; and</li> <li>iv. Effectiveness of the Board and Board Committees as a whole.</li> </ol> <p>The completed assessment forms for the FY2024 were collated by the Company Secretaries and tabled to the NC and/or ARMC for review before tabling the same for the Boards' deliberation/notation.</p> <p>The annual assessment criteria of the Board and Board Committees, individual Directors were updated to stay aligned with the MCCG practices. The areas covered in the aforesaid annual assessment criteria are as follows:-</p> <table border="1" data-bbox="560 1666 1390 2020"> <thead> <tr> <th>Evaluation</th> <th>Assessment Criteria</th> </tr> </thead> <tbody> <tr> <td>Board and Board Committees as a whole</td> <td> <ul style="list-style-type: none"> <li>• Role of the Chairman and Executive Director</li> <li>• Board balance, size and composition</li> <li>• Board structures and procedures</li> <li>• Relationship of the Board to Management</li> <li>• Quality and supply of information to the Board/Board's Committee</li> <li>• Access to information and advice</li> </ul> </td> </tr> </tbody> </table>	Evaluation	Assessment Criteria	Board and Board Committees as a whole	<ul style="list-style-type: none"> <li>• Role of the Chairman and Executive Director</li> <li>• Board balance, size and composition</li> <li>• Board structures and procedures</li> <li>• Relationship of the Board to Management</li> <li>• Quality and supply of information to the Board/Board's Committee</li> <li>• Access to information and advice</li> </ul>
Evaluation	Assessment Criteria				
Board and Board Committees as a whole	<ul style="list-style-type: none"> <li>• Role of the Chairman and Executive Director</li> <li>• Board balance, size and composition</li> <li>• Board structures and procedures</li> <li>• Relationship of the Board to Management</li> <li>• Quality and supply of information to the Board/Board's Committee</li> <li>• Access to information and advice</li> </ul>				

		<ul style="list-style-type: none"> <li>• Accountability for Financial Reporting, Internal Control and Sustainability Risk and Opportunities</li> <li>• Relation with Auditors, Shareholders/Investors</li> <li>• Use of Board Committees</li> <li>• Directors' training</li> </ul>
	ARMC	<ul style="list-style-type: none"> <li>• Composition and Quality</li> <li>• Oversight of the Financial Reporting Process, including Internal Controls</li> <li>• Understanding the business, including risk and control environment</li> <li>• Access to information and advice</li> <li>• Oversight of Audit Functions</li> <li>• Compliance with Corporate Governance</li> <li>• External Auditors</li> <li>• Staying abreast on issues</li> <li>• Report and Recommendations</li> </ul>
	Executive Chairman Vice	<ul style="list-style-type: none"> <li>• Attendance at Board or committee meetings</li> <li>• Key responsibilities of the Chairman</li> <li>• Regular contribution to Board/committee meetings</li> <li>• Personal input to the role</li> <li>• Any other contribution to the Board/Committees or the Group as a whole</li> </ul>
	Non-Executive Chairman	<ul style="list-style-type: none"> <li>• Attendance at Board or committee meetings</li> <li>• Key responsibilities of the Chairman</li> <li>• Regular contribution to Board/committee meetings</li> <li>• Personal input to the role</li> <li>• Any other contribution to the Board/Committees or the Group as a whole</li> </ul>
	Non-Executive Directors	<ul style="list-style-type: none"> <li>• Attendance at Board or committee meetings</li> <li>• Adequate preparation for Board and/or committee meetings</li> <li>• Regular contribution to Board/committee meetings</li> <li>• Personal input to the role</li> </ul>

		<ul style="list-style-type: none"> <li>Any other contribution to the Board/Committees or the Group as a whole</li> </ul>
<b>Explanation for departure</b> :	<p>In respect of the annual performance evaluation for the FY2024, it was concluded that:</p> <ul style="list-style-type: none"> <li>the Board and Board Committees discharged their duties and responsibilities effectively; and</li> <li>each Director continued to perform effectively and demonstrated commitment to his/her role.</li> </ul> <p>The Board is satisfied with the current evaluation process. The Board will continue to review the Board’s evaluation process as and when necessary to ensure it remains a valuable feedback mechanism for improving the Board's effectiveness.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In view that fair remuneration is crucial to attract, retain and motivate Directors and Senior Management, the Board had adopted a formal and transparent Remuneration Policy that sets out the principles and guidelines for the Board and the RC to determine the remuneration of Directors and Senior Management of the Company, which take into account the demands, complexities and performance of the Company as well as skills and experience required.</p> <p>The remuneration is reviewed by the RC on an annual basis prior to making its recommendations to the Board for approval. In its review, the RC considers various factors including the Directors' fiduciary duties, time commitments and expertise expected from them and the Company's performance.</p> <p>The Executive Vice Chairman and Executive Director's remuneration packages are tabled and reviewed by the RC based on the Key Performance Indicators before a recommendation is made to the Board for approval.</p> <p>Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.</p> <p>The Remuneration Policy was formalised and approved for adoption by the Board on 2 May 2024. The Remuneration Policy is available on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

### Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, assisted by the RC, implements the policy and procedures on remuneration, which includes reviewing and recommending the proposed remuneration packages of the Directors of the Company.</p> <p>The RC is responsible to ensure that the remuneration packages (including fees and benefits) are benchmarked with industry standards in light of the Group's performance in the industry as well as commensurate with the expected responsibility and contribution by the Directors and linked to the strategic objectives of the Group.</p> <p>The TOR of the RC were formalised and approved for adoption by the Board on 28 February 2024. The RC has a detailed TOR in writing which is accessible on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p> <p>The RC consists of the following members, all being Independent Non-Executive Directors:</p> <ul style="list-style-type: none"><li>• Chua Leng Leek (Chairperson)</li><li>• Seah Cheong Wei (Member)</li><li>• Rose Zilawati binti Mohamed Arifin (Member)</li></ul> <p>The Directors who are also the shareholders of the Company would abstain from the deliberation and voting on matters pertaining to their own remuneration at the forthcoming 15<sup>th</sup> AGM.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.1**

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The detailed disclosure on a named basis for the remuneration of individual Directors for the FY2024 is set out below and also in the Corporate Governance Overview Statement of the Annual Report 2024.

No	Name	Directorate	Company (RM'000)							Group (RM'000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dr. Tay Swi Peng @ Tee Swi Peng	Executive Vice Chairman	10.00	-	-	-	-	-	10.00	50.00	-	-	-	-	497.00	547.00
2	Lim Wai Khong	Managing Director	10.00	-	-	-	-	-	10.00	20.00	-	200.00	20.00	-	-	240.00
3	Dr. Yee Meng Kheong	Independent Non- Executive Chairman	17.00	-	-	-	-	-	17.00	17.00	-	-	-	-	-	17.00
4	Dr. Kong Lan Moon	Non-Independent Non-Executive Director	-	-	-	-	-	-	-	25.00	-	183.00	19.00	-	-	227.00
5	Seah Cheong Wei	Independent Non- Executive Director	20.00	-	-	-	-	-	20.00	20.00	-	-	-	-	-	20.00
6	Rose Zilawati binti Mohamed Arifin	Independent Non- Executive Director	17.00	-	-	-	-	-	17.00	17.00	-	-	-	-	-	17.00
7	Chua Leng Leek	Independent Non- Executive Director	17.00	-	-	-	-	-	17.00	17.00	-	-	-	-	-	17.00

### Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

### Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<b>Application</b>	:	Departure														
<b>Explanation on application of the practice</b>	:															
<b>Explanation for departure</b>	:	<p>The Board is of the view that the disclosure of the Top Five (5) Key Senior Management's remuneration components on a named basis would not be in the best interest of the Company as it may be detrimental to the Company's human resource management due to the competitive nature of talents within the industry.</p> <p>The Board also took into consideration of sensitivity and security of the remuneration package of Top Five (5) Key Senior Management, hence, opts not to disclose on a named basis the remuneration or in bands of RM50,000 for the Top Five (5) Key Senior Management.</p> <p>As an alternative, the Board is of the view that the disclosure of the Top Five (5) Senior Management's aggregated remuneration on an unnamed basis in the bands of RM50,000.00 in the Company's Annual Report 2024 is adequate.</p> <table border="1" data-bbox="555 1370 1407 1637"> <thead> <tr> <th rowspan="2">Range of Remuneration</th> <th>Group</th> </tr> <tr> <th>No. of Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM100,001 to RM150,000</td> <td>1</td> </tr> <tr> <td>RM150,001 to RM200,000</td> <td>1</td> </tr> <tr> <td>RM200,001 to RM250,000</td> <td>-</td> </tr> <tr> <td>RM250,001 to RM300,000</td> <td>-</td> </tr> <tr> <td>RM300,001 to RM350,000</td> <td>-</td> </tr> </tbody> </table>		Range of Remuneration	Group	No. of Senior Management	RM100,001 to RM150,000	1	RM150,001 to RM200,000	1	RM200,001 to RM250,000	-	RM250,001 to RM300,000	-	RM300,001 to RM350,000	-
Range of Remuneration	Group															
	No. of Senior Management															
RM100,001 to RM150,000	1															
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RM300,001 to RM350,000	-															
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																
<b>Measure</b>	:															
<b>Timeframe</b>	:															

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.				
2	Input info here	Input info here	Choose an item.	Choose an item.				
3	Input info here	Input info here	Choose an item.	Choose an item.				
4	Input info here	Input info here	Choose an item.	Choose an item.				
5	Input info here	Input info here	Choose an item.	Choose an item.				

**Intended Outcome**

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

**Practice 8.3 - Step Up**

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	Input info here	Input info here						

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.  
The company's financial statement is a reliable source of information.

**Practice 9.1**

The Chairman of the Audit Committee is not the Chairman of the board.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Chairman of the Board – Dr. Yee Meng Kheong, an Independent Non-Executive Chairman Chairman of the ARMC – Mr. Seah Cheong Wei, an Independent Non-Executive Director</p> <p>The positions of Chairman of the Board and Chairman of the ARMC are being held by two different individuals. This separation is to ensure that the Board's review of the ARMC's findings and recommendations are not impaired.</p> <p>The separation had been set out clearly in the TOR of the ARMC which is accessible on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

### Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<b>Application</b>	:	<b>Applied</b>
<b>Explanation on application of the practice</b>	:	<p>The Company recognised the need to uphold the independence of its external auditors and that no possible conflict of interest whatsoever should arise. Currently, ARMC comprises three (3) members and none of the members were former partners of the external auditors appointed by the Company. The Company will observe a cooling-off period of at least three (3) years in the event any potential candidate to be appointed as a member of the ARMC was a former partner of the external auditors of the Group.</p> <p>The requirement for a former partner of the external audit firm to observe a cooling off period of at least three (3) years before being appointed as a member of the ARMC has been incorporated as part of the TOR of the ARMC.</p> <p>The TOR of the ARMC is available on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

### Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board had established an External Auditors Assessment Policy which sets out the guidelines and procedures for the ARMC to review, assess and monitor the performance, suitability and independence of the external auditors that consider amongst others:</p> <ul style="list-style-type: none"><li>a. Calibre of the audit firm;</li><li>b. Quality of the audit engagement team;</li><li>c. Quality of communication and interaction with the audit team;</li><li>d. Audit scope and quality processes;</li><li>e. Audit governance and independence; and</li><li>f. Audit fee.</li></ul> <p>The procedures for selection and appointment of external auditors as stated in the policy are as follows:</p> <ul style="list-style-type: none"><li>i. To identify the audit firms which meet the criteria for appointment and to request for their proposals of engagement for consideration;</li><li>ii. To assess the proposals received and shortlist the suitable audit firms;</li><li>iii. To meet and/or interview the shortlisted audit firms; and</li><li>iv. To recommend a suitable audit firm to the Board for appointment as external auditors of the Company.</li></ul> <p>The external auditors are precluded from providing any services that may impair their independence or conflict with their role as external auditors.</p> <p>The ARMC had obtained assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>The Board, having considered the ARMC's recommendation and feedback, was satisfied with the suitability and independence of the external auditors and has recommended their re-appointment to the shareholders for approval at the 15<sup>th</sup> AGM.</p>

<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.  
The company's financial statement is a reliable source of information.

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The ARMC comprises solely of the following Independent Non-Executive Directors in line with Practice 9.4 of the MCCG:-  (a) Seah Cheong Wei (Chairman); (b) Rose Zilawati binti Mohamed Arifin (Member); and (c) Chua Leng Leek (Member).

## Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

## Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The members of the ARMC possess the necessary skills and knowledge to discharge their duties in accordance with the TOR of the ARMC. They are financially literate and able to understand the Group's business and matters under the purview of the ARMC. With the necessary skills and knowledge, they are able to effectively review the Group's financial reporting process and transaction and detect any financial anomalies or irregularities in the financial statements as well as challenge Management's assertions on the Group's financials.</p> <p>The NC would also review the terms of office and performance of the ARMC members to determine whether they have carried out their duties in accordance with their TOR.</p> <p>In addition, during the ARMC meetings, the members have also been briefed by the external auditors on the development or changes in the Malaysian Financial Reporting Standards and the relevant accounting requirements under the Companies Act 2016.</p> <p>The ARMC members will continuously keep abreast of relevant industry developments including accounting and auditing standards, business practices and rules, to address any skills or knowledge gaps according to their needs. The details on training programmes, seminars and forums attended by ARMC members in the FY2024 are disclosed in the Annual Report 2024.</p>
<b>Explanation for departure</b>	:	

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

### Practice 10.1

The board should establish an effective risk management and internal control framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges its overall responsibility for ensuring that a sound system of risk management and internal control is maintained throughout the Group, as well as the need to review its effectiveness regularly. The Board recognises that risks cannot be totally eliminated and the system of risk management and internal control is designed to manage the Group's risks within an acceptable risk appetite as well as to provide reasonable assurance against material misstatement of financial information and records or against financial losses or fraud. The risk management and internal control are embedded in various work processes and procedures of the respective operational functions.</p> <p>The Board also keeps itself abreast of the industry development and issues to facilitate their planning and effective management of business operations, regulatory requirements and finance to mitigate the possible risks that may be faced by the Group. Adherence to standard operating procedures also ensures the Management and staff act within the authority limit to ensure check and balance and safeguard the interest of the Group.</p> <p>The Board has delegated the responsibility of reviewing the adequacy and effectiveness of the risk management and internal control systems to the ARMC.</p> <p>Details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control of the Annual Report 2024.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company’s objectives is mitigated and managed.

### Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board via the ARMC oversees the risk management of the Group. The ARMC reviews the effectiveness of the risk management function and deliberates on the risk management and internal control frameworks, functions, processes and reports regularly.</p> <p>The Board and the ARMC are assisted by the Management as well as the outsourced internal auditors to identify and assess the relevant risks faced by the Group and to ensure that appropriate risk treatments were in place to mitigate the risks that could be affecting the achievement of the Group’s business objectives. The internal auditors report directly to the ARMC and the internal audit plans are tabled to the ARMC every quarter for review to ensure adequate coverage.</p> <p>Further details on the features of the risk management and internal control framework, and the adequacy and effectiveness of this framework, are disclosed in the Statement on Risk Management and Internal Control of the Annual Report 2024.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

**Practice 10.3 - Step Up**

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The ARMC comprises all Independent Non-Executive Directors and its members are listed below:-</p> <ul style="list-style-type: none"><li>(a) Seah Cheong Wei (Chairman);</li><li>(b) Rose Zilawati binti Mohamed Arifin (Member); and</li><li>(c) Chua Leng Leek (Member).</li></ul> <p>The scope and function of the ARMC are set out in the TOR which is available on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>

### Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function is outsourced to an independent professional service firm that assists the Board and the ARMC in managing the risks and establishing of the internal control system and processes of the Group. This is done by providing an independent assessment of the adequacy, efficiency and effectiveness of the Group's risk management and internal control system and processes. The Internal Auditors report directly to the ARMC.</p> <p>The ARMC has the responsibility to review and assess the adequacy of the scope, functions, competency and resources of the internal audit functions. In developing the scope of the internal audit function, the ARMC is satisfied that –</p> <ul style="list-style-type: none"><li>a. the person responsible for the internal audit has relevant experience, sufficient standing and authority to enable him to discharge his functions effectively;</li><li>b. the firm appointed to carry out the Group's internal audit function has sufficient resources and is able to access information to enable it to carry out its role effectively; and</li><li>c. the personnel assigned to undertake internal audits have the necessary competency, experience and resources to carry out the function effectively.</li></ul> <p>The internal auditors are precluded from providing any services that may impair their independence or conflict with their role as internal auditors.</p> <p>To ensure that the responsibilities of Internal Auditors are fully discharged, the ARMC evaluated the performance of the Internal Auditors for the FY2024 based on the following evaluation criteria as set out in the Internal Auditors' Annual Assessment Form:-</p> <ul style="list-style-type: none"><li>a. Calibre of the internal audit firm;</li><li>b. Quality of the internal audit engagement team;</li><li>c. Quality of communication and interaction with the internal auditors;</li><li>d. Internal audit scope and quality processes;</li><li>e. Audit Governance and independence; and</li></ul>

	<p>f. Internal audit fee.</p> <p>The ARMC concluded its assessment that the internal auditors have sufficient experience and resources to satisfy their TOR and adequately deliver quality services to the Group.</p> <p>The internal audit function is independent of the operations of the Group and provides reasonable assurance that the Group’s system of internal control is satisfactory and operating effectively.</p> <p>Areas for improvement are highlighted to the ARMC and the implementation of recommendations has consistently been monitored. The internal auditors have provided assurance to the ARMC that none of the internal control weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in the Annual Report 2024.</p> <p>Further details of the internal audit function and activities are set out in the Statement on Risk Management and Internal Control and the ARMC Report in the Annual Report 2024.</p>	
<p><b>Explanation for departure</b></p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>	<p>:</p>	
<p><b>Timeframe</b></p>	<p>:</p>	

## Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

### Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The internal audit function is outsourced to Vaersa Advisory Sdn. Bhd. (“VA”), a third party professional internal audit service firm which is independent of the operations and activities of the Group. The engagement team from VA are free from any relationship or conflict of interest, which could impair their objectivity and independence.</p> <p>The number of audit staff deployed for each internal audit review ranges from 2 to 3 Internal Auditors per visit. VA is a corporate member of the Institute of Internal Auditors Malaysia (IIAM). The lead internal audit team performing audit for the Group for the year under review consists of:</p> <ol style="list-style-type: none"><li>1. Ms. Tiffany Lim is the Head of Advisory of VA and responsible for the internal audit of the Group. Ms. Tiffany Lim is a member of MIA and Institute of Internal Auditors (IIA). She is supported by a team of 10 personnel to conduct the internal control review in accordance with the International Professional Practices Framework (IPPF) The Internal Auditors use the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework as a basis for evaluating the effectiveness of the internal control systems.</li></ol> <p>The internal audit makes reference to the International Professional Practices Framework set by the Institute of Internal Auditors to ensure that internal audit staff are professionally guided and trained to develop the appropriate competencies to perform their duties during the internal audit review.</p> <p>The ARMC was satisfied with the competency, experience and resources of the internal audit function for discharging their roles and responsibilities.</p> <p>Further details of the internal audit activities are disclosed in the ARMC Report and Statement on Risk Management and Internal Control of the Annual Report 2024.</p>

<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

### Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board values the importance of maintaining good communication channels with its stakeholders, including shareholders, potential investors and the general public. This is done via the timely dissemination of information on major developments within the Group to these stakeholders in line with our Corporate Disclosure Policy.</p> <p>The Board, in its best efforts, always keeps the shareholders and various stakeholders informed of the Group's business, operations and financial performance. The Company communicates regularly with the public by releasing its announcements, quarterly reports, and annual reports on Bursa Securities' website at <a href="http://www.bursamalaysia.com">www.bursamalaysia.com</a> or the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p> <p>The Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a> serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, news and events and announcements to Bursa Securities relating to the Group. The Company has placed various documents pertaining to the organisation, Board and Management, corporate governance, policies, charters, TOR as well as other corporate information on its corporate section under 'Corporate Governance', to further facilitate the stakeholders' understanding of the Group's business and its policies on governance. In addition, shareholders may receive the Group's news by registering for the Metro's news alert under the 'Investor Relations' section on the Company's website.</p> <p>Another key avenue of communication with its shareholders is the Company's Annual Report to shareholders. The Annual Report, which is prepared in accordance with the requirements of the Listing Requirements of Bursa Securities, communicates comprehensive information about the financial results and activities undertaken by the Company. All information to shareholders is available electronically as soon as it is announced or published.</p> <p>Besides, the Company's AGM remains a principal forum used by the Company for dialogue with its shareholders. The AGM provides an opportunity for the shareholders to seek clarification on any issues on</p>

	<p>the resolutions being proposed and also matters relating to the performance, developments within and the future direction of the Group. Shareholders are encouraged to actively participate in the question and answer session. The Board, Senior Management and the external auditors will be present to answer and provide appropriate clarifications to the shareholders at the AGM.</p> <p>The Corporate Disclosure Policy of the Company is published on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a>.</p>	
<p><b>Explanation for departure</b></p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p><b>Measure</b></p>		
<p><b>Timeframe</b></p>		

**Intended Outcome**

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

**Practice 12.2**

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

<b>Application</b>	:	Not applicable – Not a Large Company	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The notice of the 14<sup>th</sup> AGM of the Company held on 1 April 2024 was sent to the shareholders on 1 March 2024, which is more than 28 days prior to the date of the 14<sup>th</sup> AGM.</p> <p>The Board ensured that the notice of the 15<sup>th</sup> AGM of the Company which is scheduled to be held on 19 June 2025 was sent out to the shareholders at least twenty-eight (28) days before the date of the 15<sup>th</sup> AGM.</p> <p>The notice of the 15<sup>th</sup> AGM provides a detailed explanation for the resolutions proposed along with any background information and reports or recommendations that are relevant, where required and necessary, to enable shareholders to have sufficient time to consider the resolutions that will be discussed and to make informed decisions in exercising their voting rights.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All the Directors of the Company were present at the 14<sup>th</sup> AGM and Extraordinary General Meeting (“EGM”) held on 1 April 2024 and 22 February 2024 respectively. The senior management, external auditors, principal adviser and independent advisers also attended the 14<sup>th</sup> AGM and EGM physically.</p> <p>During the proceedings of the 14<sup>th</sup> AGM and EGM, the Chairman invited shareholders to raise questions pertaining to the Company’s audited financial statements and other agendas tabled for approval at the meeting. All questions raised by the shareholders were answered and addressed accordingly.</p> <p>All the Directors of the Company will always endeavour to attend all general meetings and the Chairman of the Board Committees will provide meaningful responses to questions addressed to them.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The 14 <sup>th</sup> AGM and EGM were held physically at Conference Room, First Floor, No. 36, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan.	
	:	Where possible, the Company will make an effort to conduct its general meetings at a venue that is easily accessible for the convenience of the shareholders.	
	:	Alternatively, the shareholders who are not able to attend the physical general meetings, are encouraged to appoint the Chairman or any person(s), as their proxy(ies) to attend, participate, speak and vote at the meetings on their behalf.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

### Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company’s financial and non-financial performance as well as the company’s long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>The Company was listed on the ACE Market of Bursa Securities on 15 November 2024 and will be convening its 15<sup>th</sup> AGM as a public listed company on 19 June 2025.</p> <p>The Annual General Meeting is the principal forum for dialogue with shareholders, allowing shareholders to review the Group’s performance via the Company’s Annual Report and pose questions to the Board for clarification.</p> <p>The Chairman will encourage active participation from the shareholder at the 15<sup>th</sup> AGM as an open platform by providing opportunities for shareholders to raise any questions on the Group. The Board will ensure that the Board, senior management as well as the Company Secretaries and External Auditors are available during the AGM to respond to any enquiries from the shareholders.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.5**

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b> :	Not applicable – only physical general meetings were conducted in the financial year
<b>Explanation on application of the practice</b> :	
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

**Intended Outcome**

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

**Practice 13.6**

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	:
<b>Explanation for departure</b>	: The Company was listed on the ACE Market of Bursa Securities on 15 November 2024 and will be convening its 15 <sup>th</sup> AGM as a public listed company on 19 June 2025.  The Board will publish the Summary of Key Matters discussed for the 15 <sup>th</sup> AGM on the Company's website at <a href="https://www.metrohealthcare.my">https://www.metrohealthcare.my</a> . The Board believes that the Summary of Key Matters discussed is sufficient for shareholders' information.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:
<b>Timeframe</b>	:

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT  
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

*Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.*

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