



## METRO HEALTHCARE BERHAD

Registration No. 201001021746 (905516-M)  
*(Incorporated in Malaysia under the Companies Act, 1965)*

# 2025 ANNUAL REPORT



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## ABOUT US

### VISION

To be a leading service provider of fertility treatments and procedures in Malaysia.

### MISSION

To help every couple to achieve their dreams of having children.

To strive for a success rate that exceeds the world standard for IVF cycles.

To develop a dedicated professional team that is effective and efficient in delivering our services to every customer.

### OUR CORES VALUES

Guiding Our Purpose. Driving Sustainable Healthcare Impact.

#### **Integrity First**

Trust is earned through transparency.

We uphold the highest ethical standards across all functions — from clinical care to corporate governance. Integrity is the foundation of every decision and relationship we build.

#### **Purposeful Hard Work**

Excellence comes from effort, not chance.

We take pride in consistent, mission-driven work. Our teams go above and beyond to serve patients and stakeholders with diligence, accountability, and care.

#### **Responsible Stewardship**

Efficiency today, sustainability tomorrow.

We manage capital, time, and resources with care. Frugality enables us to remain agile, invest wisely, and deliver long-term value without compromising quality.

#### **Patient-Centred Excellence**

Every decision starts with the patient.

We deliver high-quality, accessible care with compassion. Patient safety, experience, and outcomes are central to our innovation and operations.

#### **Resilience with Humility**

We grow by listening, adapting, and improving.

We face challenges head-on, learn from experience, and remain open to change. Our strength lies in staying humble and striving for better every day.

## PRINCIPAL ACTIVITIES AND SERVICES

### O&G HEALTHCARE SERVICES

#### Fertility Services

- Assisted Reproductive Technology (“ART”) procedures <sup>(1)</sup>
- Specialised fertility procedures <sup>(2)</sup>

#### Obstetrics Services

- Pre-pregnancy screening and counselling
- Family planning counselling
- Antenatal checkup
- Delivery

#### Gynaecology Services

- Hysterectomy
- Oophorectomy
- Colposcopy
- Hysteroscopy
- Laparoscopy
- Tubal ligation
- Dilation and curettage
- Marsupialisation

#### Notes:

- <sup>(1)</sup> ART procedures consist of In vitro fertilisation (IVF), intracytoplasmic sperm injection (ICSI) procedure and intracytoplasmic morphologically selected sperm injection (IMSI) procedure.
- <sup>(2)</sup> Specialised fertility procedures consist of intrauterine insemination (IUI), blastocyst culture, surgical sperm, retrieval, cryopreservation, assisted hatching, intralipid infusion and preimplantation genetic diagnosis or preimplantation genetic screening (PGT).

**BUSINESS MODEL****BUSINESS SEGMENT/SERVICES****O&G healthcare services**

- Fertility services
- Other O&G healthcare services

**Complementary services**

- Paediatric services

**Hospital services**

- RMC Specialist is developing a 120-bedded multi-disciplinary hospital at Bandar Rimbayu, Selangor. RMC Specialist is expected to commence its operation in Q2 2028

**FACILITIES**

- 3 maternity hospitals
- 7 fertility centres
- 5 women specialist clinics
- 1 diagnostic imaging centre

**PRINCIPAL BUSINESS OPERATIONS**

- Kuala Lumpur
- Selangor
- Negeri Sembilan
- Melaka
- Johor
- Penang
- Perak
- Kelantan

## OUR HISTORY AND KEY MILESTONES

### 1989

Tee Maternity and Gynae Specialist Center were established to offer O&G healthcare services.

### 1991

Hospital Wanita Metro Sdn. Bhd. ("HWM") was incorporated to manage the business of Tee Maternity and Gynae Specialist Center.

### 1994

K.W. Tee Sdn. Bhd. was incorporated to manage the outpatient O&G healthcare services for Tee Maternity and Gynae Specialist Center.

### 1998

Began to offer IUI and IVF procedure and fertility screening under Metro IVF Sdn. Bhd. and started the operations of IVF laboratory in HWM Klang.

### 1999-2000

First IVF baby was successfully conceived in 1999 and began to offer frozen embryo procedure in 2000.

### 2004

The first babies conceived from a frozen embryo and through in-house ICSI procedure were born at Metro IVF in Klang.

### 2006

Began to offer outpatient paediatrics services.

### 2010

Began to offer surgical sperm retrieval procedures.

### 2015

Vision One Diagnostic Sdn. Bhd. commenced the business of diagnostic imaging centre for O&G procedures.

### 2016

HWM started preimplantation genetic testing services.

### 2018

Listed on the LEAP Market of Bursa Malaysia Securities Berhad ("Bursa Securities").

### 2020

Started to offer dental services and fertility traditional Chinese medicine ("TCM").

### 2022

Discontinued the offering of dental services.

### 2023

Discontinued the offering of TCM services.

### 2024

Listed on the ACE Market of Bursa Securities. IVF centre in Ipoh began operation.

### 2025

IVF centre in Kota Bharu began operation.

### 2026

Acquired RMC Specialist Sdn. Bhd. (completed in March 2026)

**CORPORATE INFORMATION****BOARD OF DIRECTORS****DR. YEE MENG KHEONG**

Independent Non-Executive Chairman

**DR. TAY SWI PENG @TEE 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**

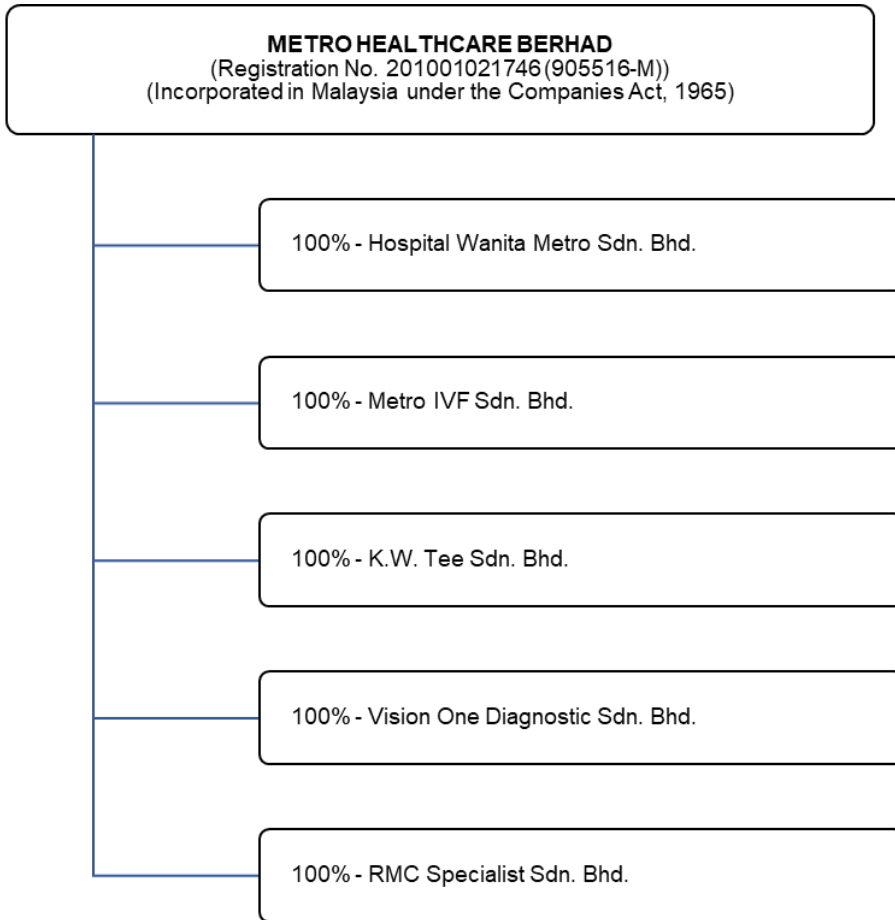
Independent Non-Executive Director

**CHUA LENG LEEK**

Independent Non-Executive Director

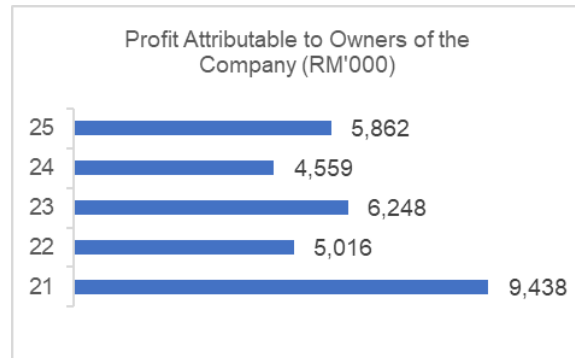
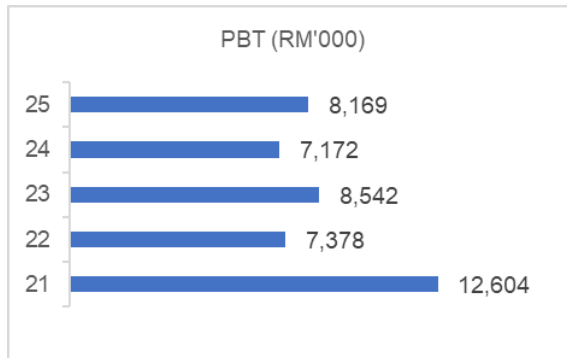
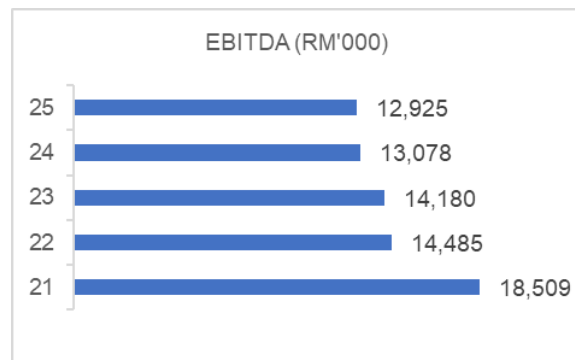
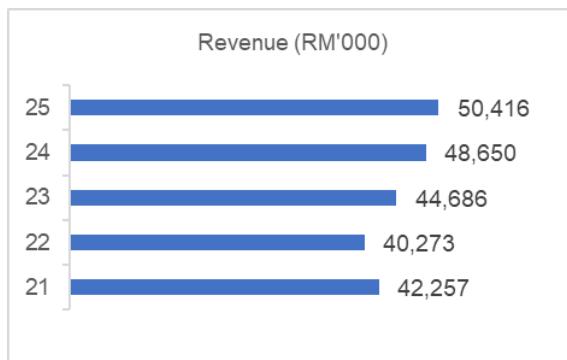
**AUDIT AND RISK MANAGEMENT COMMITTEE**Seah Cheong Wei (Chairman)  
Rose Zilawati binti Mohamed Arifin  
Chua Leng Leek**REMUNERATION COMMITTEE**Chua Leng Leek (Chairperson)  
Rose Zilawati binti Mohamed Arifin  
Seah Cheong Wei**NOMINATION COMMITTEE**Rose Zilawati binti Mohamed Arifin (Chairperson)  
Seah Cheong Wei  
Chua Leng Leek**COMPANY SECRETARIES**Tea Sor Hua  
(MACS 01324) (SSM PC No.: 201908001272)  
Lee Siew Fun  
(MAICSA 7063623) (SSM PC No.: 202008000735)**SPONSOR**RHB Investment Bank Berhad  
Level 10, Tower One  
RHB Centre, Jalan Tun Razak  
50400 Kuala Lumpur  
W.P. Kuala Lumpur  
Tel : +603-9287 3888**REGISTERED OFFICE**Third Floor, No. 77, 79 & 81  
Jalan SS 21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan  
Tel : +603-7725 1777  
Email : [info@cospec.com.my](mailto:info@cospec.com.my)**SHARE REGISTRAR**Mega Corporate Services Sdn. Bhd.  
Level 15-2  
Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
W.P. Kuala Lumpur  
Tel : +603-2692 4271  
Fax : +603-2732 5388  
Email : [mega-sharereq@megacorp.com.my](mailto:mega-sharereq@megacorp.com.my)**CORPORATE OFFICE**No. 32, Jalan Pasar  
41400 Klang  
Selangor Darul Ehsan  
Tel : +603 3341 2277  
Website : <https://www.metro.com.my>**PRINCIPAL BANKERS**Malayan Banking Berhad  
Public Bank Berhad**AUDITORS**HLB Ler Lum Chew PLT (201906002362 & AF 0276)  
Chartered Accountants  
A-23-1, Level 23  
Hampshire Place Office  
157 Hampshire  
No. 1, Jalan Mayang Sari  
Off Jalan Tun Razak  
50450 Kuala Lumpur  
W.P. Kuala Lumpur  
Tel : +603-7890 5588  
Email : [general@hlblerlumchew.com](mailto:general@hlblerlumchew.com)**STOCK EXCHANGE LISTING**ACE Market of Bursa Malaysia Securities Berhad  
Stock Name : METRO  
Stock Code : 0329

CORPORATE STRUCTURE



## GROUP FINANCIAL HIGHLIGHTS

	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	42,257	40,273	44,686	48,650	50,416
Earnings before interest, tax, depreciation and amortisation ("EBITDA")	18,509	14,485	14,180	13,078	12,925
Profit Before Taxation ("PBT")	12,604	7,378	8,542	7,172	8,169
Profit Attributable to Owners of the Company	9,438	5,016	6,248	4,559	5,862
Earnings Per Share - Basic (sen)	1.15	0.61	0.76	0.47	0.60
Earnings Per Share - Diluted (sen)	1.15	0.61	0.76	0.47	0.60



## MANAGEMENT DISCUSSION AND ANALYSIS

### Dear Valued Shareholders,

It is our pleasure to present the Management Discussion and Analysis (“MD&A”) of Metro Healthcare Berhad (“Metro” or the “Company”) and its subsidiaries (the “Group”) for the financial year ended 31 December 2025 (“FYE 2025”).

Despite a fluid and evolving economic landscape, the Group remains steadfast in its commitment to delivering high-quality, patient-centric healthcare solutions, with a particular focus on fertility and obstetrics & gynaecology (“O&G”) services.

This MD&A provides an overview of the Group’s operating environment, financial performance, operational highlights, key risks, and future outlook, with the aim of offering shareholders meaningful insights into our strategic direction and performance.

### BUSINESS OVERVIEW

Metro is a specialised O&G healthcare provider with a strong focus on reproductive medicine, catering to the evolving healthcare needs of women and families in Malaysia. Since its inception, the Group has established a growing presence through strategic expansion across the central, northern, southern and eastern regions of Peninsular Malaysia.

As at FYE 2025, the Group operates a network of 16 healthcare facilities, offering a comprehensive and integrated suite of services spanning fertility treatments, O&G care, and complementary paediatric services. This end-to-end care model—from pre-conception to postnatal and paediatric follow-ups—remains a key differentiator in the Group’s approach to women’s and family healthcare.

#### Fertility Services

Fertility services continue to form the cornerstone of the Group’s operations. Metro provides advanced ART treatments, including IVF and ICSI, supported by modern laboratory capabilities.

The Group also offers specialised treatments such as PGT, addressing complex fertility challenges and improving success rates. These services are complemented by comprehensive counselling and patient education programmes, underscoring Metro’s commitment to personalised and holistic reproductive care.

#### O&G Healthcare Services

Beyond fertility, Metro delivers a full wide spectrum of O&G services. Obstetrics services encompass antenatal care, labour and delivery, and postnatal support, delivered by experienced specialists and trained healthcare professionals.

Gynaecological services include routine screenings, minimally invasive procedures, and targeted treatments for a wide range of reproductive health conditions. This integrated continuum of care ensures that patients receive consistent and high-quality medical attention throughout the stages of their reproductive journey.

#### Paediatric Services

To support a family-centric care model, Metro complements its O&G services with paediatric care. These services focus on monitoring the health and development of newborns and children up to 12 years of age, including immunisations and treatment of common childhood conditions.

The integration of paediatric services enables a seamless transition of care within a single trusted healthcare ecosystem, strengthening long-term patient relationships.

### REVIEW OF FINANCIAL PERFORMANCE

The Malaysian fertility and O&G sector continue to benefit from favourable industry dynamics, as highlighted in the Independent Market Research (“IMR”) report included in the Company’s Prospectus dated 24 October 2024, which projects a compound annual growth rate (“CAGR”) of approximately 11.0% through 2026.

Against this backdrop, the Group recorded revenue of RM50.42 million for FYE 2025 (financial year ended 31 December 2024 (“FYE 2024”): RM48.65 million), representing an increase of 3.64%, primarily driven by higher patient volumes following the commencement of a new healthcare facility in Kelantan.

Gross profit declined by 3.90% to RM18.96 million (FYE 2024: RM19.73 million), mainly attributable to increased operating costs, particularly higher staffing requirements associated with the new facility.

Notwithstanding this, profit before taxation (“PBT”) improved to RM8.17 million (FYE 2024: RM7.17 million), representing an increase of 13.95%, supported in part by higher interest income from fixed deposit placements.

The Group recorded a net profit of RM5.86 million (FYE 2024: RM4.56 million), translating to earnings per share (“EPS”) of 0.60 sen (FYE 2024: 0.47 sen), reflecting overall improved profitability.

On the balance sheet, total assets stood at RM92.52 million (FYE 2024: RM96.03 million), the decrease was mainly due to depreciation of property, plant and equipment, as well as right-of-use assets. Net assets per share decreased marginally by 0.65% to 7.67 sen, primarily due to dividend distributions during the financial year.

## REVIEW OF OPERATIONS

During FYE 2025, Metro continued to strengthen its operational capabilities in line with growing demand for specialised women's healthcare services.

### Fertility Services

The Group enhanced its ART capabilities through upgrades to laboratory environments and the acquisition of advanced medical equipment, improving both precision and efficiency of IVF procedures.

In addition, increased focus on specialised treatments such as PGT has enabled the Group to better address complex fertility cases. Facility upgrades at selected centres contributed to reduced waiting times and improved patient experience. Targeted marketing initiatives further supported patient acquisition and brand visibility.

### O&G Healthcare Services

The Group continues to enhance its O&G services after the upgrades to labour ward facilities across selected hospitals were completed in the previous year. These improvements are designed to provide a more comfortable, safe, and supportive birthing environment, thereby elevating overall patient experience and satisfaction.

In parallel, the Group places strong emphasis on continuous professional development, with regular training programmes conducted to ensure that medical practitioners remain abreast of the latest clinical guidelines, surgical innovations, and patient safety standards. This ongoing commitment supports the delivery of high-quality, evidence-based care across all O&G services.

### Complementary Healthcare Services

The Group remains focused on strengthening its complementary healthcare services, particularly in the area of perinatal care. Standard operating procedures are continuously reviewed and refined in key areas such as neonatal resuscitation, caesarean delivery, and the management of preterm labour, ensuring adherence to best clinical practices and improved patient outcomes.

Enhancements to the integrated electronic medical record ("EMR") system have further improved multidisciplinary coordination between obstetric and paediatric teams, enabling more effective management of complex clinical cases.

In addition, the Group's Hospital Information System ("HIS") continues to play a pivotal role in driving operational efficiency, enhancing patient engagement, and supporting the delivery of seamless, high-quality healthcare services across its facilities.

## ANTICIPATED AND KNOWN RISKS

Metro operates in a dynamic healthcare environment and remains vigilant in identifying and managing key risks that may impact its operations and long-term sustainability.

### Operational Disruptions

The Group's reliance on physical healthcare facilities exposes it to potential disruptions from pandemics, natural disasters, or other unforeseen events. To mitigate these risks, Metro has implemented robust business continuity plans, including contingency protocols and backup systems.

### Talent Dependence

The Group's success is closely tied to its ability to attract and retain skilled medical professionals. Metro addresses this through competitive remuneration, continuous professional development, and clear career progression pathways.

### Regulatory Compliance

The Group operates within a highly regulated framework governed by the Ministry of Health and the Private Healthcare Facilities and Services Act 1998. Metro maintains strict compliance through regular audits, updated SOPs, and proactive engagement with regulators.

### Cybersecurity Risks

With increasing digitalisation, safeguarding patient data remains a priority. The Group continues to invest in cybersecurity infrastructure, including encryption, firewalls, and employee awareness programmes.

### Regulatory Changes

Evolving healthcare regulations may impact operational and cost structures. Metro actively monitors policy developments and engages with industry bodies to ensure timely adaptation.

## PROSPECTS AND OUTLOOK

The Malaysian fertility and O&G market is expected to remain on a strong growth trajectory, with projected market size reaching approximately RM469.6 million by 2026 (source: Companies Commission of Malaysia, PROVIDENCE analysis).

Against this backdrop, Metro is well-positioned to capitalise on increasing demand, supported by its established brand, expanding network, and specialised expertise.

### Network Expansion

The Group continues to expand its footprint to improve accessibility. The opening of its seventh IVF centre in Kota Bharu in 2025 marks a key milestone, with further expansion plans underway in strategic locations nationwide.

## **Mergers & Acquisitions**

### **i. Acquisition of freehold land with a shop office**

On 12 February 2025, K.W. Tee Sdn. Bhd. (“KWT”), a wholly-owned subsidiary of the Company, had entered into a Sale and Purchase Agreement (“SPA”) with Summer Healthcare Sdn. Bhd. (“SHSB”) (Registration No.: 200901009380 (852382-H)), for the acquisition of all that freehold land held under HSD 88577, PT 13555, Mukim Damansara, Daerah Petaling, Negeri Selangor together with a 4-storey shop office erected thereon measuring approximately 282.7876 square metres (3,044 square feet) and bearing postal address of No. 2 Jalan USJ 9/5R, 47620 UEP Subang Jaya, Selangor Darul Ehsan for a total purchase consideration of RM9,500,000.00.

SHSB failed to fulfil its obligation under Clause 4.3 of the SPA i.e. to remit the outstanding Differential Sum (being the difference between the Redemption Sum and the Balance Purchase Price) within seven (7) days from the notification issued by KWT’s solicitors. Consequently, on 22 August 2025, KWT served a termination notice dated 21 August 2025 on SHSB (“Termination”) and received RM665,000.00 as the refund of the earnest deposit on 12 September 2025. Upon Termination, the SPA shall be deemed cancelled, discharged, and of no further effect.

### **ii. Acquisition of RMC Specialist Sdn. Bhd. (“RMC Specialist”)**

On 23 October 2025, the Company had entered into a share sale agreement (“SSA”) with Dr. Tay Swi Peng @ Tee Swi Peng, for the proposed acquisition of 100,000 ordinary shares in RMC Specialist, representing 100.0% equity interest in RMC Specialist for a total purchase consideration of RM320,000.00, to be satisfied wholly via cash (“Proposed Acquisition”).

The SSA become unconditional on 4 February 2026 following the fulfilment of all the conditions precedent as set out in the SSA. Subsequently, on 10 March 2026, the Board of Directors of Metro has announced the completion of acquisition of RMC Specialist. The acquisition of RMC Specialist represents a strategic expansion of Metro’s presence in Malaysia’s healthcare sector, in line with its long-term growth objectives and is expected to contribute positively to the revenue and earnings of Metro once a multi-disciplinary hospital is built and operated within the land owned by RMC Specialist.

## **Enhancing Reach and Capabilities**

Ongoing refurbishment and upgrading of existing facilities aim to enhance patient experience and operational efficiency. The Group also plans to strengthen its marketing and outreach capabilities to sustain brand visibility and patient engagement.

## SUSTAINABILITY STATEMENT

### 1. Strategic Foundation & Governance

#### 1.1. Chairman/CEO Statement

Dear Stakeholders,

As we reflect on our journey through 2025, I am proud to present the Sustainability Statement of Metro Healthcare Berhad (“Metro” or “the Company”). At the heart of our operations lies a clear commitment: to nurture life and safeguard well-being. Our sustainability vision is closely linked to this core business strategy. We believe that building a resilient healthcare ecosystem requires us to look beyond immediate clinical outcomes and embrace our broader responsibilities to our communities, our environment, and our people.

This year, our efforts have been guided by three strategic priorities that reflect our most material impacts.

First and foremost is our dedication to delivering accessible and high-quality healthcare. We understand that true sustainability in our sector means ensuring that our life-changing medical services remain within reach for those who need them, without ever compromising on clinical safety, ethics, or the patient experience. We have continued to innovate our service delivery to bridge healthcare gaps and enhance patient outcomes across the communities we serve.

To uphold these rigorous standards, we are deeply committed to investing in our people and clinical excellence. Our medical professionals, specialists, and support staff are the heart of Metro’s clinical operations. By fostering a culture of continuous learning, inclusivity, and well-being, we empower our teams to deliver exceptional care. In 2025, we invested 5,169 hours into professional development and clinical training, ensuring our practitioners remain at the forefront of medical advancements.

Furthermore, we recognise that our long-term mission must be supported by strengthening operational efficiency and sustainable growth. As we expand our clinical footprint, we are equally focused on minimising our environmental impact and optimising our resource management. Through targeted operational initiatives this year, we implemented energy efficiency measures including the progressive transition to LED and solar lighting, digital documentation systems, and cashless collection: steps that directly reduce our reliance on grid electricity and establish our environmental baseline.

Looking ahead, we remain committed to embedding sustainable practices across all facets of our organisation. The challenges of the modern healthcare landscape are real, but they also present significant opportunities for innovation and positive impact.

I extend my deepest gratitude to our dedicated employees, the patients who place their trust in us, and our partners and shareholders for their continued support. Together, we will continue to build a healthier, more sustainable future for generations to come.

Sincerely,  
Dr. Yee Meng Kheong  
Independent Non-Executive Chairman

#### 1.2. About This Sustainability Statement

This Sustainability Statement details our ongoing commitment to integrating environmental, social, and governance (“ESG”) principles into our core business strategies. It serves as a transparent record of our sustainability journey, highlighting the progress we have made and the initiatives we have undertaken to create long-term value for our stakeholders.

##### Scope and Boundary

The information and data presented in this statement cover our sustainability performance for the financial year ended 31 December 2025 (“FYE 2025”). To provide a comprehensive and accurate reflection of our operational footprint, the reporting boundary encompasses the Company and our key subsidiaries:

- Hospital Wanita Metro Sdn. Bhd.
- Metro IVF Sdn. Bhd.
- K.W. Tee Sdn. Bhd.
- Vision One Diagnostic Sdn. Bhd.
- RMC Specialist Sdn. Bhd.

By including these entities, we ensure that our disclosures accurately represent the impacts and contributions of our healthcare, fertility, diagnostic, and specialist operations.

##### Reporting Framework

We are committed to upholding high standards of transparency and accountability in our reporting. Accordingly, this Sustainability Statement has been prepared in alignment with the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). This framework guides us in identifying, managing, and reporting on the sustainability matters that are most material to our business and our stakeholders.

As a Listing Requirement issuer, Metro is required to comply with the National Sustainability Reporting Framework ("NSRF") on a phased basis, with mandatory IFRS S1 and S2 disclosure for Listing Requirement issuers from FYE 2027 onwards. For this FYE 2025 sustainability statement, we have voluntarily incorporated qualitative climate-related disclosures aligned with IFRS S2 paragraphs 22 to 24, covering climate-related risks, opportunities, and resilience considerations. FYE2025 serves as our baseline year and will inform our progressive enhancement in subsequent reporting cycles.

The FYE2025 disclosures apply Transitional Relief 3 ("TR3") under the NSRF: as a first-year reporter, prior-year quantitative comparatives are not required for newly introduced metrics, and Scope 3 GHG emissions disclosure is deferred to subsequent reporting cycles. We will progressively introduce Scope 3 categories from FYE2026 onwards, with full IFRS S2 alignment targeted for FYE 2027.

### Data Assurance and Verification

Ensuring the integrity and accuracy of our sustainability data is a priority for us. The sustainability disclosures presented in this report have been thoroughly reviewed internally by the management of the Company. This internal verification process was conducted to ensure complete accuracy and alignment with the Group's established sustainability reporting framework. While no external independent assurance was sought for this specific reporting period, we continuously refine our internal data collection and monitoring processes to uphold the reliability of the information we share with our stakeholders.

### 1.3. Sustainability Governance

At Metro, we recognise that structured governance underpins effective sustainability management. To ensure that our ESG commitments are meaningfully integrated into our corporate operations, we have established a formalised, two-tier sustainability governance structure that promotes accountability and strategic alignment across the Group.

#### Board Oversight

The Board of Directors ("Board") holds ultimate oversight and accountability for our sustainability direction. The Board is responsible for aligning our sustainability strategies with our broader business objectives and ensuring that ESG risks and opportunities are evaluated and integrated into our long-term strategic planning.

#### Sustainability Committee

To translate the Board's strategic direction into actionable initiatives, we have formed a dedicated Management-level Sustainability Committee, led by our Managing Director to ensure top-level commitment to our sustainability agenda. The committee is responsible for the day-to-day management, implementation, and monitoring of our sustainability initiatives

The Sustainability Committee is composed of the following roles:

Role
Head of Committee (Managing Director)
Secretary of Committee
Members (Department Heads)

The Sustainability Committee convenes on a quarterly basis. These meetings serve as a critical platform to review sustainability performance, track the progress of ongoing initiatives, assess emerging ESG risks, and ensure compliance with relevant regulatory frameworks. The committee reports directly to the Board, maintaining a clear line of accountability from the operational level to the highest tier of leadership.

#### Governance Structure

Our two-tier governance structure ensures that sustainability considerations are embedded at both the strategic and operational levels:

Tier	Body	Responsibilities
Board Level	Board	Strategic oversight, ESG risk oversight, regulatory compliance
Management Level	Sustainability Committee	Initiative implementation, data collection, performance monitoring, reporting

Through this two-tier structure, we are able to drive measurable progress on our sustainability commitments, manage our ESG impacts effectively, and ensure transparent accountability to all our stakeholders.

### 1.4. Stakeholder Engagement

Our sustainability priorities are guided by the expectations and needs of our stakeholders. Fostering open, transparent, and continuous dialogue is central to our governance approach. By maintaining structured engagement with the key groups that shape our operating environment, we can better align our business objectives with sustainable value creation and ensure our healthcare services continue to meet the highest standards of excellence.

Throughout 2025, we maintained focused engagement with four primary stakeholder groups: our dedicated employees, valued customers, supportive shareholders, and trusted suppliers and vendors. We utilise structured engagement channels, primarily through comprehensive annual surveys and our Annual General Meeting ("AGM"). These platforms allow us to gather critical insights, address emerging concerns, and collaboratively navigate the evolving healthcare landscape.

The table below summarizes our stakeholder engagement activities and the key topics raised for FYE 2025, along with our planned actions for the financial year ending 31 December 2026 ("FYE 2026").

Stakeholder Group	Engagement Method	Frequency	Areas of Interest	Key Topics Raised	Our Plan
Employees	Surveys	Annually	Workplace health and safety, career development, employee well-being, fair compensation	Need for enhanced workplace safety and infection control measures; demand for clearer career progression pathways; concerns on workload and work-life balance; requests for competitive compensation and benefits	We plan to strengthen occupational health and safety protocols; introduce structured training and Continuous Medical Education (CME) programmes; enhance employee wellness initiatives; and conduct salary benchmarking to review and improve benefits packages
Customers	Surveys	Annually	Quality of healthcare services, efficiency, patient safety, data privacy, service accessibility	Expectations for shorter waiting times and improved service efficiency; emphasis on patient safety and clinical governance; concerns on confidentiality and data protection; demand for more accessible and affordable healthcare services	We intend to implement process improvements to reduce waiting times; enhance data protection measures in line with PDPA requirements; expand IVF services to underserved communities; and introduce affordable IVF and labour delivery packages
Shareholders	AGMs	Annually	Financial performance, corporate governance, strategic growth, sustainability initiatives	Focus on sustainable revenue growth and profitability; interest in expansion strategy (clinics, hospitals, regional growth); emphasis on strong corporate governance and risk management; increasing attention on ESG integration and disclosures	Going forward, we aim to execute our strategic expansion plans, improve operational efficiency, strengthen our governance framework and Board oversight practices, enhance our enterprise risk management systems, and advance our sustainability roadmap with improved ESG disclosures aligned with regulatory expectations
Suppliers and vendors	Surveys	Annually	Ethical procurement, supply chain resilience, fair payment terms, regulatory compliance	Need for transparent procurement processes; requests for timely payments and fair contractual terms; concerns on supply chain disruptions and demand forecasting; compliance with regulatory and quality standards	Metro Healthcare plans to implement a vendor code of conduct and transparent procurement policies; improve payment cycles and supplier engagement practices; strengthen supply chain planning and diversification strategies; and conduct regular supplier assessments to ensure compliance with quality and regulatory standards

By maintaining these lines of communication, the Company remains responsive, accountable, and well-positioned to deliver long-term value to all who depend on and invest in our organisation.

## 2. Materiality & Management Approach

At Metro, understanding and addressing the sustainability issues that matter most to our business and our stakeholders is central to our strategy. We employ a structured materiality assessment process to identify and prioritise our Material Sustainability Matters ("MSMs"). This ensures that our resources are directed toward areas where we can create the greatest economic, environmental, and social impact.

### 2.1. Materiality Assessment Process

Our sustainability strategy must be anchored in the issues that matter most to our business and our stakeholders. To ensure our approach remains relevant, focused, and impactful for 2025, we employ a structured materiality assessment process. This systematic approach allows us to pinpoint and prioritise the economic, environmental, and social impacts that significantly influence our ability to create long-term value.

We follow a standardised four-step process:

#### 1. Identification

We began by compiling a comprehensive list of potential sustainability matters relevant to the healthcare sector and our specific operational context. By reviewing industry benchmarks, regulatory frameworks, and our internal strategic priorities, we identified key themes critical to our long-term resilience, including Business Ethics, Diversity & Inclusion, Greenhouse Gas Emissions, and Sustainable Economic Growth.

#### 2. Assessment

To understand the significance of these identified matters, we actively engaged with our primary stakeholder groups: Shareholders, Employees, Customers, and Suppliers & Vendors. Through targeted surveys, we gathered quantitative scores to assess the importance of each issue from their unique perspectives. In total, we received 107 survey responses across all stakeholder groups, with a completion rate of 38%.

### 3. Prioritisation

In this stage, we analysed the stakeholder feedback to rank the identified matters based on their importance to stakeholders and their potential impact on our business. The weighted scoring methodology applied the following stakeholder priority weights: Shareholders (48%), Employees (24%), Customers (16%), and Suppliers & Vendors (12%).

Sustainable Economic Growth emerged as the top-ranked matter, reflecting strong consensus across our value chain with a combined score of 85 (business impact) and 89 (stakeholder importance). Business Ethics followed closely, scoring 80 and 88 respectively, reflecting the critical role of ethical governance in maintaining patient and investor trust. Greenhouse Gas Emissions was identified as a significant environmental concern, particularly among our external stakeholders, scoring 70 (business impact) and 85 (stakeholder importance).

Diversity & Inclusion, while recording strong stakeholder importance (83), returned a business impact score of 40, reflecting that while our workforce composition and inclusion practices are valued by stakeholders, the direct business impact is assessed as lower relative to the other topics at this stage of our reporting journey.

### 4. Validation

In the final stage, the prioritised list of material matters and the resulting matrix were presented to our Board and senior management. The leadership team reviewed the findings to ensure that the prioritized topics accurately reflect the Company's strategic direction, risk management framework, and sustainability commitments for the year ahead.

## 2.2. Materiality Matrix

To visualise the priorities of our stakeholders, we have developed our Materiality Matrix for 2025. This matrix maps "Importance to Business" against "Importance to Stakeholders" to identify our most critical action areas.

Our assessments identified the following positions:

Material Matter	Business Impact	Stakeholder Importance	Quadrant
Sustainable Economic Growth	85	89	High / High
Business Ethics	80	88	High / High
Greenhouse Gas Emissions	70	85	High / High
Diversity & Inclusion	40	83	Low-Medium / High

All four identified matters fall in the upper range of stakeholder importance, confirming that our key stakeholder groups (employees, customers, shareholders, and suppliers) are closely aligned on the ESG issues most relevant to Metro's operations.

## 2.3. Table of Material Matters

To ensure our sustainability strategy remains focused and impactful for 2025, we have categorised our final list of material matters across four core pillars: Environmental, Economic, Social, and Governance ("EESG").

Sustainability Pillar	Material Matter	Strategic Focus
Environmental	Greenhouse Gas Emissions	Monitoring, managing, and reducing our carbon footprint across our healthcare facilities and operations.
Economic	Sustainable Economic Growth	Ensuring long-term financial resilience, operational efficiency, and sustained value creation for our stakeholders.
Social	Diversity & Inclusion	Fostering an equitable, inclusive, and supportive workplace that empowers our healthcare professionals and staff.
Governance	Business Ethics	Upholding the highest standards of integrity, transparency, and regulatory compliance in all our business dealings.

By anchoring our management approach to these defined pillars, we ensure that our resources are directed toward the issues that matter most. This framework not only guides our daily operations but also reinforces our commitment to delivering responsible, high-quality healthcare while generating sustainable, long-term value.

## 3. Thematic Performance

### 3.1. Environmental

We recognise that delivering accessible and high-quality healthcare must go hand-in-hand with environmental stewardship. We are committed to minimising our ecological footprint and integrating sustainable practices across our operations. Based on our materiality assessment, we have identified Greenhouse Gas Emissions as a key material topic. Our strategic focus areas in this section cover Greenhouse Gas Emissions, Energy Management, Waste Management, and Water Conservation.

#### 3.1.1. Greenhouse Gas Emissions and Energy Management

To actively manage our greenhouse gas emissions and optimise energy consumption, we have implemented several operational improvements across our facilities. We are progressively transitioning to energy-efficient LED and solar lighting, alongside upgrading older machinery to more modern, energy-efficient models. Furthermore, we have digitised our administrative processes by adopting electronic documentation and cashless collection systems, significantly reducing our reliance on physical resources.

Looking ahead, we have set a target to increase our total usage of LED lamps to 40% across our operations. As we continue to mature in our sustainability journey, we are actively evaluating standardised methodologies to accurately measure, track, and report our greenhouse gas emissions in future reporting cycles.

### 3.1.2. Energy Management

Our primary energy source is purchased electricity from the national grid, which powers our medical equipment, climate control systems, and facility lighting across Hospital Wanita Metro Sdn. Bhd., Metro IVF Sdn. Bhd., K.W. Tee Sdn. Bhd., and Vision One Diagnostic Sdn. Bhd.

To manage our consumption effectively, we have implemented several key energy-saving initiatives. We are systematically upgrading old machinery and medical equipment to newer, more energy-efficient models. In our administrative and daily operations, we have transitioned toward electronic documentation and cashless collection systems. We are also actively replacing conventional fixtures with energy-efficient LED lighting, and have installed solar lighting systems at selected premises to reduce dependence on grid electricity.

#### Energy Consumption by Source

Energy Source	FYE 2024 Consumption (kWh)	FYE 2025 Consumption (kWh)
Purchased Electricity	1,148,191	1,184,181
Solar Energy (Renewable)	-	-
Total Energy Consumption	1,148,191	1,184,181

Note: Total Energy Consumption equates to 1,148.19 MWh in FYE2024 and 1,184.18 MWh in FYE2025, expressed for alignment with the BMLR Prescribed Format Table (Appendix). FYE2025 marks our first year of comprehensive energy tracking across all subsidiaries. The increase in measured consumption reflects improved data completeness as we standardise our environmental tracking systems. Solar energy data will be reported once metering systems are installed. This baseline will inform our energy reduction targets in future reporting cycles.

### 3.1.3. GHG Emissions

Managing our carbon footprint is a key part of our environmental stewardship. We categorise our emissions into two primary scopes:

- **Scope 1 (Direct Emissions):** Emissions released directly from sources we own or control, including fuel combustion from company-owned vehicles and onsite backup generators, refrigerant gases from our air conditioning systems, nitrous oxide used in medical procedures, and other direct process emissions.
- **Scope 2 (Indirect Emissions):** Emissions associated with the generation of purchased electricity across our facilities.

Scope 3 emissions (other indirect emissions arising across our value chain) are not disclosed for FYE 2025 in line with Transitional Relief 3 under the NSRF. We are scoping our Scope 3 inventory for inclusion in FYE 2026, with categories prioritised based on materiality, beginning with business travel (Category 6) and employee commuting (Category 7). Remaining categories will follow in subsequent reporting cycles.

#### Scope 1 Direct Emissions Sources (FYE 2025)

Source	Category	Input	Quantity	Unit
A/C systems	Refrigerant	R407C (Blend)	45.2	kg
Medical procedures	Process gas	Nitrous oxide (N <sub>2</sub> O)	330	kg
Administrative	Process gas	Carbon dioxide (CO <sub>2</sub> )	1,620	kg
Backup generators	Liquid fuel	Diesel	796	litres
Company vehicles	Liquid fuel	Petrol	36,733	litres

#### GHG Emissions Summary (FYE 2025)

Emission Category	Source	Emissions (tCO <sub>2</sub> e)
Scope 1	A/C refrigerant R407C (45.2 kg × 1,624 kg CO <sub>2</sub> e/kg)	73.40
Scope 1	Nitrous oxide — medical gas (330 kg × 265 kg CO <sub>2</sub> e/kg)	87.45
Scope 1	CO <sub>2</sub> direct (1,620 kg × 1 kg CO <sub>2</sub> e/kg)	1.62
Scope 1	Company vehicles — petrol (36,733 L × 2.33984 kg CO <sub>2</sub> e/L)	85.95
Scope 1	Backup generators — diesel (796 L × 2.66155 kg CO <sub>2</sub> e/L)	2.12
<b>Scope 1 Subtotal</b>		<b>250.54</b>
Scope 2	Purchased electricity (1,184,181 kWh × 0.74 kg CO <sub>2</sub> e/kWh)	876.29
<b>Total Scope 1 + Scope 2</b>		<b>1,126.83</b>

Note: Scope 1 emissions have been calculated using emission factors consistent with the GHG Protocol Corporate Standard and Bursa CSI platform references: R407C refrigerant at 1,624 kg CO<sub>2</sub>e/kg; nitrous oxide at 265 kg CO<sub>2</sub>e/kg (IPCC AR5 GWP); petrol at 2.33984 kg CO<sub>2</sub>e per litre; diesel at 2.66155 kg CO<sub>2</sub>e per litre. Scope 2 emissions have been calculated using the Malaysia Energy Information Hub (MEIH) 2024 grid emission factor of 0.74 kg CO<sub>2</sub>e/kWh for Peninsular Malaysia. FYE 2025 represents our baseline year for comprehensive GHG emissions reporting.

We are proactively reducing our carbon footprint through targeted energy-saving initiatives. By transitioning to LED and solar lighting, upgrading older machinery, and implementing paperless electronic documents alongside cashless collections, we are actively reducing our overall energy demand and associated Scope 2 emissions.

### 3.1.4. Waste Management

Proper waste management is critical in the healthcare sector to ensure both environmental safety and public health. We strictly adhere to regulatory standards by engaging licensed contractors for the safe and compliant disposal of all medical and clinical waste. In our day-to-day operations, we prioritise the use of eco-friendly detergents to minimise harmful chemical runoff and actively recycle waste paper. We have established a forward-looking goal to achieve a 15% recycling rate for applicable materials by 2027.

Waste Category	Total Generated	Total Disposed	Total Diverted / Recycled	Diversion Rate (%)
Medical Waste	672 kg	672 kg	-	0%
General Waste	21,456 kg	21,456 kg	-	0%
<b>Total</b>	<b>22,128 kg</b>	<b>22,128 kg</b>	-	<b>0%</b>

Note: FYE 2025 represents our baseline year for waste tracking. Recycling diversion data will be reported from FYE 2026 onwards as our tracking systems are enhanced.

### 3.1.5. Water Management

While our healthcare operations are not highly water-intensive, we remain mindful of our water consumption. Our water conservation efforts centre on preventative measures, including regular water pipe maintenance and routine inspections to prevent leaks and ensure optimal water usage across all our clinics and facilities.

Year	Total Water Consumed
FYE 2024	8,117 m <sup>3</sup>
FYE 2025	8,136 m <sup>3</sup>

Note: FYE 2025 marks our first year of consolidated water consumption reporting. This baseline will be used to set measurable reduction targets in future cycles

### 3.1.6. Materials

As a healthcare provider specialising in women's health and fertility services, the primary materials we consume consist of medical and laboratory consumables, pharmaceuticals, and general administrative supplies. Ensuring the quality and safety of these materials is integral to our mission.

We recognise the environmental impact of our procurement choices and are committed to sourcing responsibly. When evaluating and selecting suppliers, we actively prioritise partners who demonstrate strong Corporate Social Responsibility ("CSR") commitments and offer eco-friendly products. In our daily operations, we choose environmentally conscious materials including eco-friendly detergents and recyclable paper for administrative needs. Our R-TAC accredited IVF control processes ensure that all laboratory materials are utilised efficiently, inherently minimising material spoilage.

As we advance our sustainable sourcing journey, we aim to increasingly collaborate with suppliers who hold recognised environmental and ethical certifications in future reporting cycles.

## 3.2. Social

Our long-term success is grounded in the well-being of our people and the communities we serve. Our employees are our most valuable asset, driving the compassionate care and operational excellence that define our healthcare services. Beyond our clinic walls, we are committed to being a responsible, active member of our communities, fostering positive social impact and equitable access to opportunities for all.

Guided by our 2025 materiality assessment, we have identified the core areas where we can create the greatest social value:

- **Diversity & Inclusion:** Cultivating a workplace that respects and celebrates diverse backgrounds while ensuring equal opportunities for all employees.
- **Occupational Health & Safety:** Ensuring a safe, secure, and healthy environment for our medical staff, patients, and visitors.
- **Employee Training & Development:** Investing in the continuous professional growth, well-being, and upskilling of our healthcare professionals.
- **Community Engagement & Healthcare Access:** Giving back to society through targeted outreach programmes designed to improve local health outcomes.

### 3.2.2. Occupational Safety and Health (“OSH”)

The health, safety, and well-being of our employees, patients, and visitors are fundamental to our daily operations. We maintain an active OSH management system, guided by our dedicated safety committee. This team is responsible for overseeing workplace safety protocols, identifying potential hazards, and ensuring strict compliance with regulatory standards across all our facilities.

A key component of our safety programme is our OSH Fire Drill management initiative. We conduct regular fire drills and emergency response exercises to ensure that our staff is fully equipped to handle unexpected emergencies, which is particularly critical in a healthcare setting where vulnerable patients are under our care.

OSH Metric	FYE 2025 Performance
Work-related Fatalities	0
Lost Time Injuries	0
Total Hours Worked	413,712
Lost Time Injury Rate (LTIR)*	0

We are pleased to report zero work-related fatalities and zero lost time injuries in FYE 2025. We will continue to invest in our people by expanding our safety training programmes and reinforcing a culture where workplace safety is a shared responsibility.

### 3.2.3. Employee Welfare and Development

Our people are the core of our clinical excellence. "Investing in Our People" remains a central theme of our strategy for 2025, guiding our approach to talent management, professional development, and employee well-being.

#### Talent Management and Training

We are committed to fostering a culture of continuous learning and professional growth. Our comprehensive skills training programmes are designed to enhance clinical competencies, improve operational efficiency, and elevate patient care standards across all our facilities.

Metric	FYE 2024	FYE 2025
Total Employee Training Hours	6,673	5,169
Average Training Hours per Employee	32.1	25.3

Note: The reduction in total training hours reflects a recalibration of programme scheduling and a modest decrease in headcount (208 to 204 employees). We are targeting increased per-employee training hours in FYE 2026 as our structured training calendar is reinforced.

#### Employee Benefits and Work-Life Balance

We believe that a well-supported team is essential for delivering exceptional care. Our employee welfare initiatives are structured to promote both physical security and overall well-being. We provide comprehensive insurance coverage to safeguard the health and financial security of our employees, and are dedicated to promoting a healthy work-life balance given the demanding nature of the healthcare sector.

#### Employee Movement

Metric	FYE 2024	FYE 2025
Total New Hires	71	47
New Hire Rate (%)	9%	6%
Total Turnover	45	58
Turnover Rate (%)	6%	7%

Note: Our turnover data is reviewed carefully to identify areas where we can enhance employee engagement and retention. The healthcare sector naturally experiences a degree of talent mobility; any fluctuations are assessed to ensure our retention strategies remain effective. Our new hire rates reflect our continued ability to attract dedicated professionals to our expanding team.

### 3.2.4. Diversity and Equal Opportunities

A diverse, equitable, and inclusive ("DEI") workforce strengthens our ability to deliver accessible and high-quality healthcare. We are committed to fostering a workplace culture where every individual is valued, respected, and empowered to reach their full potential.

Our recruitment, retention, and career advancement practices are rooted in merit and equal opportunity, free from discrimination of any kind. We actively monitor our workforce profile across all our subsidiaries, including Hospital Wanita Metro Sdn. Bhd., Metro IVF Sdn. Bhd., K.W. Tee Sdn. Bhd., Vision One Diagnostic Sdn. Bhd., and RMC Specialist Sdn. Bhd.

### Workforce by Gender (FYE 2025)

Employee Category	Male	Female	Total
Management	2	6	8
Executive	-	117	117
Non-Executive	3	76	79
<b>Total</b>	<b>5</b>	<b>199</b>	<b>204</b>

### Workforce by Age Group (FYE 2025)

Employee Category	Under 30 Years	30 - 50 Years	Over 50 Years	Total
Management	-	3	5	8
Executive	39	69	9	117
Non-Executive	34	33	12	79
<b>Total</b>	<b>73</b>	<b>105</b>	<b>26</b>	<b>204</b>

Metro's workforce is predominantly female (97.5%), reflecting the nature of our specialisation in women's health and fertility services. Our management team demonstrates strong gender balance, with 75% female representation at the management level.

### Board of Directors Diversity

Diversity Category	Male	Female	Total
Number of Directors	4	3	7
Percentage (%)	57%	43%	100%

### 3.2.5. Community Investment

We believe that the joy of building a family should not be limited by financial constraints. Our approach to community engagement is rooted in our core mission of delivering accessible and high-quality healthcare.

In 2025, our flagship CSR initiative was the IVF Permata Jiwa Programme, through which we sponsored full IVF treatments for six selected patients from lower-income groups. This initiative reflects our commitment to leveraging our clinical expertise to create meaningful, life-changing impact in society.

Metric	FYE 2025 Performance
Key Initiative	IVF Permata Jiwa Programme
Total Beneficiaries	6 Patients
Total Investment	RM102,000
Additional Activities	Nil

We will continue to explore avenues to expand our community outreach, ensuring our clinical excellence serves not only our primary patients but also the broader community.

### 3.3. Economic & Governance

Strong governance and ethical practices are the basis for long-term business resilience and sustainable stakeholder value. By embedding integrity into every facet of our operations, we not only mitigate risks but also foster enduring trust among our patients, employees, and investors. Based on our 2025 materiality assessment, the key economic and governance topics covered in this section are Business Ethics and Sustainable Economic Growth.

#### Business Ethics and Integrity

Upholding the highest standards of corporate governance is non-negotiable for us. We maintain a comprehensive suite of policies designed to guide the conduct of our directors, management, and employees. Our core governance documents, including our Code of Conduct, Anti-Bribery and Corruption ("ABC") Policy, and Whistle Blowing Policy, are strictly enforced to ensure we operate with transparency, accountability, and zero tolerance for unethical behaviour. For public transparency, these key policies are readily accessible on our corporate website at <https://www.metro.com.my>.

#### Quality Control and Clinical Excellence

Our economic sustainability is closely linked to the quality of care we provide. We maintain stringent quality control processes across our facilities to ensure optimal patient outcomes. Notably, our In Vitro Fertilization ("IVF") control process is R-TAC (Reproductive Technology Accreditation Committee) accredited. This internationally recognised certification underscores our commitment to clinical excellence, patient safety, and operational best practices, which in turn supports our sustainable economic growth.

#### Sustainable Supply Chain Management

We recognise that our governance responsibilities extend beyond our immediate operations and into our supply chain. When selecting suppliers and vendors, we prioritise partners who share our commitment to sustainable and ethical business practices. We actively seek out suppliers who demonstrate strong CSR initiatives and utilise eco-friendly practices, ensuring our procurement processes align with our broader environmental and social goals.

### IT Security and Data Privacy

Safeguarding patient data and maintaining a resilient IT infrastructure is a critical governance priority. To ensure the highest level of cybersecurity and data protection, our IT security is professionally managed by a specialised third-party company. This strategic partnership allows us to leverage expert knowledge, continuous monitoring, and advanced technologies to protect sensitive medical and corporate information against evolving cyber threats.

#### 3.3.2. Procurement Practices & Supply Chain Management

Our commitment to delivering accessible and high-quality healthcare extends into our supply chain. We believe in fostering a responsible and sustainable procurement strategy that aligns with our core values.

When selecting vendors and partners, we actively prioritize those who demonstrate a strong commitment to CSR and employ eco-friendly practices, including in the sourcing of medical supplies, eco-friendly detergents, and administrative materials. Our supplier management process ensures that all procured goods and services meet the stringent quality and safety standards required for our clinical operations.

We are also committed to supporting the domestic economy through local sourcing wherever feasible.

Year	Total Procurement Spend (RM)	Local Procurement (%)
FYE 2024	6,718,831	100%
FYE 2025	7,570,653	100%

Note: 100% of our procurement spend in FYE 2025 was directed toward local Malaysian suppliers. As our procurement tracking system matures, we will report absolute local spend values alongside the percentage in future cycles.

#### 3.3.3. Product Quality and Safety

Our primary commitment is to deliver accessible, safe, and high-quality healthcare to our patients. Our IVF control process is fully R-TAC accredited, ensuring our laboratories, clinical practices, and patient care protocols consistently meet rigorous quality and safety benchmarks.

Beyond our specialised IVF services, we maintain a comprehensive, multi-stage quality control process across our operations to ensure the safety and efficacy of all medical supplies, equipment, and treatments.

Metric	2025 Performance
Product Quality and Safety Incidents	0
Product Recalls or Regulatory Breaches	0

We are pleased to confirm zero incidents related to product safety or quality non-compliance during FYE 2025.

#### 3.3.4. Data Privacy and Security

Safeguarding data is fundamental to maintaining the trust of our patients, employees, and stakeholders. Operating in the healthcare sector means we handle highly sensitive medical and personal information daily; protecting this data is both a regulatory requirement and a core ethical responsibility.

To maintain a proactive stance on cybersecurity, we have partnered with a specialised third-party company to manage our IT security. This collaboration allows us to leverage dedicated external expertise, advanced threat monitoring, and industry best practices to fortify our digital infrastructure.

For FYE 2025, we recorded zero substantiated complaints concerning breaches of patient privacy or losses of customer data.

#### 3.3.5. Business Ethics & Anti-Corruption

We uphold the highest standards of integrity, transparency, and accountability across all our operations. We maintain a strict zero-tolerance approach toward any form of bribery, corruption, or unethical behaviour.

Our commitment to ethical business practices is anchored in our Code of Conduct, ABC Policy, and Whistle Blowing Policy, all publicly available on our corporate website. Our Whistle Blowing Policy provides a secure, confidential mechanism to report any suspected misconduct, ensuring all reports are investigated thoroughly and without fear of retaliation.

We recorded zero confirmed incidents of corruption during FY2025. Quantitative metrics for ABAC training coverage and corruption-related operational risk assessments are being formalised through our HR and Risk functions, and will be disclosed from FY2026 onwards as our governance tracking systems are enhanced.

## 4. Risk Management & Forward-Looking

As we conclude our sustainability reporting for FYE 2025, we reflect on a year defined by our core commitments: delivering accessible, high-quality healthcare, investing in our people, and maintaining clinical excellence. Throughout

the year, we made measurable progress across all pillars of our operations. From maintaining our rigorous R-TAC accredited quality control processes to giving back to the community through our IVF Permata Jiwa Programme, which sponsored full IVF treatments for six selected patients, we have worked to make a positive impact on the lives we touch.

We have also taken deliberate steps to minimise our environmental footprint by transitioning to electronic documentation, implementing cashless collections, and ensuring our medical waste is strictly managed by licensed contractors. Our dedication to our workforce remains firm, supported by comprehensive insurance coverage, continuous skills training, and structured occupational safety and health practices.

### Forward-Looking Statement

Looking ahead, we recognise that our sustainability journey is an ongoing process of growth and refinement. We are committed to setting measurable targets to drive continuous improvement across our subsidiaries. We have established the following targeted goals for the near term:

- **Waste Management:** Achieve a 15% recycling rate for operational materials by 2027.
- **Energy Efficiency:** Increase total usage of LED lighting to 40% across our facilities.
- **Renewable Energy:** Increase solar panel installations by 10%, further reducing our reliance on grid electricity.

A key driver for our future sustainability planning is the upcoming implementation of IFRS S1 and S2 standards. We recognise these global frameworks as important for elevating our sustainability and climate-related disclosures, and we are actively preparing to align our reporting accordingly.

### Sustainability Risk Management

Effective risk management underpins our ability to operate sustainably and deliver consistent, high-quality care. We approach sustainability-related risks through our existing enterprise risk management framework, with oversight provided by the Board of Directors and monitoring conducted by the Sustainability Committee.

For FYE 2025, we have identified the following key sustainability risk areas and the controls in place to manage them:

Risk Area	Description	Management Approach
Regulatory Compliance	Evolving sustainability disclosure requirements, including the Listing Requirements of Bursa Securities and future IFRS S1/S2 adoption	Established Sustainability Committee; annual internal review process; proactive preparation for IFRS S1/S2 alignment
Clinical Quality and Patient Safety	Risks to patient outcomes arising from lapses in quality control or equipment failure	R-TAC accredited IVF control processes; multi-stage quality control protocols; zero product safety incidents recorded in FYE 2025
Data Privacy and Cybersecurity	Risks to the confidentiality of sensitive patient and corporate data	IT security managed by a specialised third-party provider; PDPA compliance; zero substantiated data privacy breaches in FYE 2025
Environmental Compliance	Risks associated with improper handling of medical and clinical waste	Licensed contractor engagement for all medical waste disposal; eco-friendly detergent procurement; target to achieve 15% recycling rate by FYE 2027
Workforce and Talent Retention	Risks related to talent mobility and the ability to attract and retain qualified healthcare professionals	Comprehensive employee benefits and insurance coverage; structured training and CME programmes; salary benchmarking conducted in FYE 2025
Supply Chain Disruption	Risks from over-reliance on specific suppliers or supply chain interruptions affecting medical supplies	100% local procurement policy; diversified supplier base; regular supplier compliance assessments

As our sustainability reporting matures, we plan to further formalise our risk identification and assessment processes, including introducing quantitative risk scoring and scenario analysis in future reporting cycles.

### Climate-Related Disclosures (IFRS S2 Voluntary Early Adoption)

As a Listing Requirement issuer, IFRS S1 and S2 become mandatory for Metro Healthcare from FYE 2027. We are voluntarily early-adopting qualitative IFRS S2 climate-related disclosures from FYE 2025 to establish a baseline and progressively build our disclosure capability. The following overview is structured around the four IFRS S2 pillars: governance, strategy, risk management, and metrics and targets.

#### Governance

Climate-related matters fall within the remit of our Sustainability Committee (refer to Section 1.3), which reports to the Board on emerging environmental and operational risks. The Committee meets quarterly and integrates climate-related considerations into its sustainability oversight agenda.

### Strategy

Our primary climate-related considerations as a healthcare operator are operational continuity and energy procurement. Heat extremes affect facility cooling load and utility costs, and localised flood risk could disrupt facility access and supply chains. On the transition side, our reliance on grid electricity exposes us to grid emission-factor volatility and potential carbon-pricing developments over the medium term. No quantitative climate scenario analysis has been performed for FYE 2025, this is targeted for FYE 2026.

### Risk Management

Climate-related risks are integrated into our enterprise risk management framework alongside other sustainability risks (refer to Sustainability Risk Management table above). Material physical and transition risks identified to date include rising electricity costs and grid emission-factor volatility, localised flood and heat extremes affecting facility uptime, and potential carbon pricing affecting healthcare supply chain costs over the medium term. Hospital site-level vulnerability assessments are planned for FYE 2026.

### Metrics and Targets

FYE 2025 establishes our baseline emissions inventory: Scope 1 of 250.54 tCO<sub>2</sub>e, Scope 2 (location-based) of 876.29 tCO<sub>2</sub>e, with a combined total of 1,126.83 tCO<sub>2</sub>e. Scope 3 disclosure is deferred under NSRF Transitional Relief 3 (refer to Section 3.1.3). Quantified emission-reduction targets will be set following the FYE 2026 baseline restatement (post facility expansion) and disclosed in our FYE 2027 Sustainability Statement, alongside our mandatory IFRS S2 adoption.

## 5. Performance Data Summary

The following table presents a summary of our key sustainability performance indicators for FYE 2025. FYE 2025 marks our first year of comprehensive ESG disclosure; where prior year data is unavailable, it has been marked as "N/A". This data will serve as our foundational baseline for future trend analysis and performance tracking.

Indicator	Unit	FYE 2023	FYE 2024	FYE 2025
<b>Environmental</b>				
Total Energy Consumption	kWh	N/A	1,148,191	1,184,181
Total Energy Consumption (MWh equivalent)	MWh	N/A	1,148.19	1,184.18
Scope 1 GHG Emissions	tCO <sub>2</sub> e	N/A	N/A	250.54
Scope 2 GHG Emissions	tCO <sub>2</sub> e	N/A	N/A	876.29
<b>Total Scope 1 + Scope 2 GHG Emissions</b>	<b>tCO<sub>2</sub>e</b>	<b>N/A</b>	<b>M/A</b>	<b>1,126.83</b>
Total Water Consumption	m <sup>3</sup>	N/A	8,117	8,136
Total Medical Waste Generated	tonnes	N/A	N/A	0.672
Total General Waste Generated	tonnes	N/A	N/A	21.456
<b>Social</b>				
Total Employees	Headcount	N/A	208	204
Female Representation in Workforce	%	N/A	N/A	97.5%
Total Employee Training Hours	Hours	N/A	6,673	5,169
Work-Related Fatalities	Number	N/A	N/A	0
Lost Time Injury Rate (LTIR)	Rate	N/A	N/A	0
Substantiated Human Rights Complaints	Number	N/A	N/A	0
IVF Permata Jiwa Programme Beneficiaries	Patients	N/A	N/A	6
Community Investment	RM	N/A	N/A	102,000
<b>Governance</b>				
Substantiated Data Privacy Breaches	Number	N/A	N/A	0
Product Safety Incidents	Number	N/A	N/A	0
Confirmed Incidents of Corruption	Number	N/A	N/A	0
Total Procurement Spend	RM	N/A	6,718,831	7,570,653
Local Procurement	%	N/A	100%	100%
Board Gender Diversity (Female)	%	N/A	N/A	43%

Note: Scope 1 emissions have been calculated using GHG Protocol Corporate Standard and Bursa CSI platform reference factors: R407C refrigerant at 1,624 kg CO<sub>2</sub>e/kg; nitrous oxide at 265 kg CO<sub>2</sub>e/kg (IPCC AR5 GWP); petrol at 2.33984 kg CO<sub>2</sub>e per litre (36,733 litres); diesel at 2.66155 kg CO<sub>2</sub>e per litre (796 litres). Scope 2 emissions have been calculated using the Malaysia Energy Information Hub (MEIH) 2024 grid emission factor of 0.74 kg CO<sub>2</sub>e/kWh for Peninsular Malaysia. All FYE 2025 figures have been verified through our internal review process. Scope 3 emissions are not disclosed for FYE 2025 in line with Transitional Relief 3 under the NSRF; categories will be progressively introduced from FYE2026 onwards.

## Appendix: Bursa Malaysia Prescribed Sustainability Information Table

Metro Healthcare Berhad BMLR Transition Period			Date & Time: 2026-04-30_15:50:54 FYE 31/12/2025			
Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Anti-corruption	Percentage of employees who have received training on anti-corruption by employee category	Percentage (%)	* Quantitative metrics for ABAC training coverage and corruption-related operational risk assessments are being formalised through our HR and Risk functions, and will be disclosed from FY2026 onwards as our governance tracking systems are enhanced.	Phase-in target: 100% coverage by FY2027	Internal	Voluntary disclosure in FY2025; mandatory from FY2027.
Footnote 2025 Changed from [TBC — Metro HR to provide] to Quantitative metrics for ABAC training coverage and corruption-related operational risk assessments are being formalised through our HR and Risk functions, and will be disclosed from FY2026 onwards as our governance tracking systems are enhanced.						
Anti-corruption	Percentage of operations assessed for corruption-related risks	Percentage (%)	* Quantitative metrics for ABAC training coverage and corruption-related operational risk assessments are being formalised through our HR and Risk functions, and will be disclosed from FY2026 onwards as our governance tracking systems are enhanced.	Rollout in FY2026	Internal	First-year assessment framework under development.
Footnote 2025 Changed from [TBC — Metro Risk; may be 'Not yet assessed in FY2025'] to Quantitative metrics for ABAC training coverage and corruption-related operational risk assessments are being formalised through our HR and Risk functions, and will be disclosed from FY2026 onwards as our governance tracking systems are enhanced.						
Anti-corruption	Confirmed incidents of corruption and action taken	Number	0	0	Internal	Zero tolerance policy in place.
Community/Society	Total amount invested in the community	RM	* 102,000.00	[TBC]	Internal	—
Footnote 2025 Changed from [TBC — Metro CSR] to 102,000.00.						
Community/Society	Total number of beneficiaries	Number	* 6	[TBC]	Internal	—
Footnote 2025 Changed from [TBC — Metro CSR] to 6.						

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Metro Healthcare Berhad BMLR Transition Period			Date & Time: 2026-04-30_15:50:54 FYE 31/12/2025			
Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Diversity	Percentage of employees by gender for each employee category	Percentage (%)	* Management (M : F = 0.25 : 0.75); Executive (M : F = 0 : 1); Non-executive (M : F = 0.40 : 0.96)	Maintain gender balance	Internal	—
Footnote 2025 Changed from [TBC — Metro HR] to Management (M : F = 0.25 : 0.75); Executive (M : F = 0 : 1); Non-executive (M : F = 0.40 : 0.96)						
Diversity	Percentage of employees by age group for each employee category	Percentage (%)	* Management (0<30; 30<0.375<50; 0.65>50); Executive (0.33<30; 30<0.59<50; 0.08>50); Non-executive (0.43<30; 30<0.42<50; 0.15>50)	—	Internal	First-year disclosure where data available; full coverage FY2026.
Footnote 2025 Changed from [TBC — Metro HR; may be deferred to FY2026] to Management (0<30; 30<0.375<50; 0.65>50); Executive (0.33<30; 30<0.59<50; 0.08>50); Non-executive (0.43<30; 30<0.42<50; 0.15>50)						
Diversity	Percentage of directors by gender and age group	Percentage (%)	* Male (47%); Female (43%)	Align with MCG 2021	Internal	—
Footnote 2025 Changed from [TBC — Metro Company Secretary] to Male (57%); Female (43%).						
Energy management	Total energy consumption	MWh	* 118418	Intensity reduction target to be set in FY2027 SS	Internal	Baseline year FY2025; target-setting deferred pending facility expansion.
Footnote 2025 Changed from [TBC — Metro Facilities] to 118418.						
Health and safety	Number of work-related fatalities	Number	0	0	Internal	—
Health and safety	Lost time incident rate (LTIR)	Per million man-hours	* 0	[TBC]	Internal	—
Footnote 2025 Changed from [TBC — Metro HSE] to 0.						
Health and safety	Number of employees trained on H&S standards	Number	* 161	100% of frontline staff	Internal	Includes infection control, PPE, fire safety.
Footnote 2025 Changed from [TBC — Metro HSE] to 161.						

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Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Labour practices and standards	Total hours of training by employee category	Hour	* 5369	Avg 40 hrs/employee/year	Internal	Includes mandatory CPD for clinical staff.
Footnote 2025 Changed from [TBC — Metro HR] to 5,369.						
Labour practices and standards	Percentage of employees that are contractors or temporary staff	Percentage (%)	* 13.7	—	Internal	—
Footnote 2025 Changed from [TBC — Metro HR] to 13.7.						
Labour practices and standards	Total number of employee turnover by employee category	Number	* 58 (equivalent to 7%)	<15% annualised	Internal	—
Footnote 2025 Changed from [TBC — Metro HR] to 58 (equivalent to 7%).						
Labour practices and standards	Number of substantiated complaints concerning human rights violations	Number	0	0	Internal	Whistleblowing channel in place.
Supply chain management	Proportion of spending on local suppliers	Percentage %	* 100	Maintain ≥70% local spend	Internal	First-year disclosure where data available.
Footnote 2025 Changed from [TBC — Metro Procurement; may be deferred to FY2026] to 100.						
Data privacy and security	Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	Internal	PDPA compliance; no incidents in FY2025.
Water	Total volume of water used	Cubic metres (m <sup>3</sup> )	* 8,136	Intensity reduction target to be set in FY2027 SS	Internal	—
Footnote 2025 Changed from [TBC — Metro Facilities] to 8,136.						
Waste management	Total waste generated	Metric tonnes	* 21,456.67	—	Internal	Healthcare waste includes clinical (SW 305/306), sharps, pharmaceutical (SW 408/410).
Footnote 2025 Changed from [TBC — Metro Facilities, incl. scheduled waste SW 305/306/408/410] to 21,456.67.						

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Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Waste management	Total waste diverted from disposal (recycled)	Metric tonnes	* 0	Increase diversion rate by FY2027	Internal	—
Footnote 2025 Changed from [TBC — Metro Facilities] to 0.						
Waste management	Total waste directed to disposal	Metric tonnes	* 21,456.67	—	Internal	Clinical waste incinerated per KKM regulations.
Footnote 2025 Changed from [TBC — Metro Facilities] to 21,456.67.						
Emissions management	Scope 1 emissions	Metric tonnes CO <sub>2</sub> e	250.54	No quantified target as at FY2025; baseline will be re-established in FY2026 following facility expansion; quantified target to be disclosed in FY2027 SS when IFRS S2 becomes mandatory for ACE Market issuers	Internal	Comprises R407C refrigerant (73.40), N <sub>2</sub> O medical gas (87.45), direct CO <sub>2</sub> (1.62), diesel generators, petrol fleet.
Emissions management	Scope 2 emissions (location-based)	Metric tonnes CO <sub>2</sub> e	876.29	As above	Internal	Grid factor: MEH 2024 = 0.74 kgCO <sub>2</sub> e/kWh.
Emissions management	Scope 2 emissions (market-based)	Metric tonnes CO <sub>2</sub> e	876.29	As above	Internal	No renewable energy procured in FY2025; market-based equals location-based.
Emissions management	Scope 3 emissions	Metric tonnes CO <sub>2</sub> e	Deferred	—	Internal	Scope 3 deferred under NSRF Transitional Relief 3 and ACE Market phased adoption. Business travel and employee commuting categories to be disclosed in FY2026; remaining categories (purchased goods, waste, downstream leased assets) to be disclosed in FY2027.

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Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Climate-related GHG emissions	Scope 1 — Total	Metric tonnes CO <sub>2</sub> e	250.54	Quantified target to be disclosed in FY2027 SS when IFRS S2 becomes mandatory for ACE Market issuers; baseline restatement in FY2026 post-facility expansion	Internal	Comprises fuel combustion, refrigerants, medical gases.
Climate-related GHG emissions	Scope 1 — Breakdown: CO <sub>2</sub> from fuel combustion (petrol 36,733 L + diesel 796 L)	Metric tonnes CO <sub>2</sub> e	88.07	—	Internal	Emission factors: petrol 2.33984, diesel 2.66155 kgCO <sub>2</sub> e/L (GHG Protocol).
Climate-related GHG emissions	Scope 1 — Breakdown: Refrigerant (R407C)	Metric tonnes CO <sub>2</sub> e	73.40	—	Internal	HVAC system leakage, IPCC AR5 GWP.
Climate-related GHG emissions	Scope 1 — Breakdown: N <sub>2</sub> O medical gas	Metric tonnes CO <sub>2</sub> e	8745	—	Internal	Anaesthesia usage, IPCC AR5 GWP (N <sub>2</sub> O = 265).
Climate-related GHG emissions	Scope 1 — Breakdown: Direct CO <sub>2</sub>	Metric tonnes CO <sub>2</sub> e	1.62	—	Internal	Medical gas CO <sub>2</sub> .
Climate-related GHG emissions	Scope 2 — Location-based	Metric tonnes CO <sub>2</sub> e	876.29	As above	Internal	Grid factor: MEIH 2024 = 0.74 kgCO <sub>2</sub> e/kWh.
Climate-related GHG emissions	Scope 2 — Market-based	Metric tonnes CO <sub>2</sub> e	876.29	As above	Internal	No renewable energy procurement in FY2025.
Climate-related GHG emissions	Scope 3 — Total	Metric tonnes CO <sub>2</sub> e	Deferred	—	Internal	Deferred per NSRF Transitional Relief 3 and ACE Market phased adoption. Business travel (Cat 6) and employee commuting (Cat 7) targeted for FY2026 disclosure.
Climate-related GHG emissions	Total GHG emissions (Scope 1 + 2 location-based)	Metric tonnes CO <sub>2</sub> e	1,126.83	As above	Internal	—
Climate-related risks and opportunities	Amount and percentage of assets or business activities vulnerable to transition risk	RM / %	Under review for FY2027 disclosure	—	No assurance	Risk register development in progress. Voluntary disclosure deferred under ACE Market phased adoption.

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Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Climate-related risks and opportunities	Amount and percentage of assets or business activities vulnerable to physical risks	RM / %	Under review for FY2027 disclosure	—	No assurance	As above. Hospital site-level climate vulnerability assessment planned for FY2026.
Climate-related capital deployment	Amount of capex, financing, or investment deployed towards climate-related risks and opportunities	RM	Under review for FY2027 disclosure	—	No assurance	First full disclosure in FY2027 SS.
Internal carbon pricing	Whether an internal carbon price is applied, and if so, the price	RM/tCO <sub>2</sub> e	Not applied	Under review for FY2027	No assurance	To be discussed at Board level as part of FY2027 IFRS S2 preparation.

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## PROFILE OF DIRECTORS

### **DR. YEE MENG KHEONG**

Independent Non-Executive Chairman

Male 68 years old Malaysian

Dr. Yee Meng Kheong (“Dr. Yee”) was appointed to the Board on 28 February 2024.

He graduated in June 1982 with a Bachelor of Medicine and Bachelor of Surgery from the University of Malaya. Upon graduation, he commenced his housemanship at University Hospital Kuala Lumpur (now known as the University of Malaya Medical Centre). Following his registration as a Registered Medical Practitioner with the Malaysian Medical Council in June 1983, he served as a Medical Officer in the anaesthetics and subsequently general medicine department of the 94 Armed Forces Hospital, Terendak Camp, Malacca.

In November 1984, Dr. Yee joined the 95 Armed Forces Hospital, Kinrara Camp Kuala Lumpur as a Medical Officer in the outpatients and casualty department before returning to the anaesthetics department of the same hospital in June 1985. In July 1986, he rejoined University Hospital Kuala Lumpur as a Medical Officer in the anaesthetics department.

In February 1987, he proceeded to United Kingdom, where he joined the University Hospital of Wales in Cardiff as a Senior House Officer and Registrar in Anaesthetics in April 1987. During his tenure there, he obtained the Diploma in Anaesthetics from the Royal College of Anaesthetists in October 1988 and was admitted as Fellow of the Faculty of Anaesthetists of the Royal College of Surgeons in December 1988. In April 1989, he was appointed as Clinical Research Officer and Honorary Lecturer at the University of Wales College of Medicine (now merged with Cardiff University).

Dr. Yee returned to Malaysia in February 1990 and resumed his service at University Hospital Kuala Lumpur as a lecturer in anaesthesiology. Later that year, in October 1990, he joined Hospital Fatimah as a Consultant Anaesthetist, a position he held until his retirement in December 2021.

Currently, Dr. Yee serves as an Adjunct Senior Lecturer in the Jeffrey Cheah School of Medicine and Health Sciences, Monash University, and a guest lecturer at the University Tunku Abdul Rahman, where he contributes to the teaching of clinical skills. He is also actively engaged as a visiting consultant anaesthetist at several hospitals and medical centres, and as locum consultant anaesthetist providing anaesthesia services on an ad-hoc basis.

Dr. Yee is a life member and the Perak State representative of the Malaysian Society of Anaesthesiologists since 2022. He has also been a life member of the Malaysian Medical Association since 2002 and is a Fellow of the Academy of Medicine of Malaysia. Previously, he served as President at the Perak Medical Practitioners’ Society from 2017 to 2019 and as Honorary Treasurer for the Federation Private Medical Practitioners’ Association of Malaysia from 2021 to 2023. Since 2024, he has been serving as Assistant Secretary of the Federation. He has been listed on the National Specialist Register since June 2007.

Dr. Yee attended all six (6) Board meetings held during the financial year ended 31 December 2025.

### **DR. TAY SWI PENG @ TEE SWI PENG**

Executive Vice Chairman

Male 69 years old Malaysian

Dr. Tay Swi Peng @ Tee Swi Peng (“Dr. Tee”) was appointed to the Board as an Executive Chairman on 23 June 2010 and was subsequently redesignated to Executive Vice Chairman on 28 February 2024.

He graduated in June 1982 with a Bachelor of Medicine and Bachelor of Surgery from the University of Malaya. Upon graduation, he commenced his housemanship at Kota Bharu General Hospital. He subsequently pursued further training in the Obstetrics and Gynaecology (“O&G”) discipline at Muar General Hospital, Seremban General Hospital and University Kebangsaan Malaysia Medical Centre in before completing his training at the John Radcliffe Hospital, University of Oxford, United Kingdom in November 1988.

Dr. Tee obtained his specialist qualification as a Member of the Royal College of Obstetricians and Gynaecologists (“RCOG”) in February 1989 and was later admitted as a Fellow of the RCOG in March 2018.

In addition, he obtained a Postgraduate Diploma in Reproductive Medicine from the National Population & Family Development Board, Malaysia in collaboration with the Johns Hopkins Programme for International Education in O&G in September 1986. He also holds a Bachelor of Science (Honours) in Computing from University of Portsmouth, United Kingdom in June 2005 and a Master of Business Administration from University Tunku Abdul Rahman, Malaysia in March 2009.

Dr. Tee is currently a member of the Malaysian Medical Association and the Obstetrical and Gynaecological Society of Malaysia. He previously served as the President of the Malaysian Society for Assisted Reproductive Technology from 2021 to 2022, and as a Clinical Assistant Professor at Universiti Tunku Abdul Rahman from 2014 to 2024. He has been listed on the National Specialist Register (“NSR”) in Obstetrics and Gynaecology since September 2006. He further registered with the NSR in Reproductive Medicine in 2025.

Dr. Tee attended all six (6) Board meetings held during the financial year ended 31 December 2025.

**LIM WAI KHONG**

Managing Director  
Male 60 years old Malaysian

Mr. Lim Wai Khong (“Mr. Lim”) was appointed to the Board on 29 April 2011. He is responsible for implementing of business strategies as well as overseeing the day-to-day operations of the Group.

He graduated in August 1990 with a Bachelor of Science from the University of Malaya. Upon graduation, he began his career as Section Chief in the Production Department of Chunghwa Picture Tubes (Malaysia) Sdn. Bhd. where he was responsible for supervising the production line. He was promoted to Assistant Manager in July 1993 with expanded responsibilities that include managing a team of section chiefs within the production department.

In May 1994, he joined Black & Decker (Malaysia) Sdn. Bhd. as Production Engineer and was subsequently promoted to Assistant Production Manager in July 1995. During his tenure, he led a team of production engineers and was actively involved in production management. He left the Company in July 1997.

Mr. Lim joined the Group in August 1997 as Hospital Administrator, where he was entrusted with managing various departments and implementing the strategies set by the Board. He has since played a key role in the Group’s growth, including being instrumental in the establishment of new branches and hospitals, as well as contributing significantly to the Group’s expansion initiatives. In recognition of his contributions, he was promoted to General Manager in August 2010.

He further enhanced his academic qualifications by obtaining a Postgraduate Certificate in Management from the University of Lincoln, United Kingdom in October 2003, and later a Master of Business Administration at University Utara Malaysia in November 2016. In the same year, he was also appointed as the Managing Director of the Group, a position he currently holds.

Mr. Lim attended all six (6) Board meetings held during the financial year ended 31 December 2025.

**DR KONG LAN MOON**

Non-Independent Non-Executive Director  
Female 69 years old Malaysian

Dr. Kong Lan Moon (“Dr. Kong”) was appointed to the Board on 29 April 2011.

She graduated in June 1982 with a Bachelor of Medicine and Bachelor of Surgery from the University of Malaya. Upon graduation, she commenced her housemanship training at Kota Bharu General Hospital, where she underwent rotations in the medicine and surgery departments. She was subsequently registered as a Registered Medical Practitioner with the Malaysian Medical Council in June 1983.

Dr. Kong continued her career in government service and, in May 1988, joined University Hospital Kuala Lumpur (now known as the University of Malaya Medical Centre) to pursue her specialist training in anaesthesiology. She obtained her Master of Anaesthesiology from University Malaya in August 1992.

Following her qualification, she served as a specialist Anaesthesiologist at Hospital Besar Tengku Ampuan Rahimah, Klang until January 1994. She then joined the Group as a specialist Anaesthesiologist, a position she continues to hold to date.

Dr. Kong has also been listed on the National Specialist Register since May 2017.

Dr. Kong attended all six (6) Board meetings held during the financial year ended 31 December 2025.

**SEAH CHEONG WEI**

Independent Non-Executive Director  
Male 53 years old Malaysian

Mr. Seah Cheong Wei ("Mr. Seah") was appointed to the Board on 9 November 2017. He is the Chairman of the Audit and Risk Management Committee and a member of the Nomination Committee and Remuneration Committee.

He graduated with a Bachelor of Commerce in Accounting from University of Otago, New Zealand in December 1995. He subsequently obtained his Master of Business Administration from Heriot-Watt University, United Kingdom in November 2004. He is a Chartered Accountant and a member of the Malaysian Institute of Accountants (since 1999), Institute of Singapore Chartered Accountants (since 2015) and Chartered Accountants Australia and New Zealand (since 2014).

Mr. Seah began his career with Deloitte Kassim Chan as an Audit Assistant, where he was involved in audit assignments across various industries. He later left the firm as an Audit Senior in July 1999. Thereafter, he joined A. Razak & Co. as an Assistant Audit Manager before moving to AB Management Sdn. Bhd. in January 2000 as a Company Secretary, where he was responsible for the preparation and lodgement of statutory filings.

In April 2001, he joined LKW & Co as a Manager before leaving in February 2002 to establish his own accounting and co-secretarial firm, SCW & Co., which he operated until August 2014. In August 2007, he founded an audit firm, SCW, where he currently served as Audit Partner. He subsequently established a non-audit firm, SL Tax Services, in December 2011, where he presently serves as Tax Partner.

He was appointed as the Independent Non-Executive Director of RGT Berhad in November 2010 and served until his retirement in November 2019. He is currently an Independent Non-Executive Director of Camaroe Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad.

Mr. Seah attended all six (6) Board meetings held during the financial year ended 31 December 2025.

**ROSE ZILAWATI BINTI MOHAMED ARIFIN**

Independent Non-Executive Director  
Female 55 years old Malaysian

Ms. Rose Zilawati binti Mohamed Arifin ("Ms. Rose") was appointed to the Board on 28 February 2024. She is the Chairperson of the Nomination Committee and a member of the Audit and Risk Management Committee and Remuneration Committee.

She graduated with a Bachelor of Law (Honours) from the University of Leeds in July 1994. She subsequently obtained the Certificate of Legal Practice in April 1996 and commenced her pupillage with Izzat Othman & Co (then known as Chua Brothers Azzat & Izzat) in the same year. She was admitted as an Advocate and Solicitor of the High Court of Malaya in March 1997.

Ms. Rose continued her legal career with the same firm, then known as Azzat & Izzat, where she served as a Legal Assistant before being promoted to Senior Legal Assistant in April 2005.

In February 2021, she was admitted as a Partner of the firm, which is now known as Izzat Othman & Co, a position she currently holds. She has over 25 years of experience in litigation, conveyancing and corporate practice. Throughout her career, she has been involved in the drafting and preparation of various commercial and corporate transaction documents, as well as handling a wide range of litigation matters, including probate, contractual disputes, tort, personal injury and medical negligence cases.

Ms. Rose attended all six (6) Board meetings held during the financial year ended 31 December 2025.

**CHUA LENG LEEK**

Independent Non-Executive Director  
Female      46 years old      Malaysian

Ms. Chua Leng Leek ("Ms. Chua") was appointed to the Board on 28 February 2024. She is the Chairperson of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nomination Committee.

She graduated from the Tunku Abdul Rahman University College with an Advanced Diploma in Commerce (Financial Accounting) in 2002. She was admitted as a Chartered Accountant of the Malaysian Institute of Accountants in 2009 and is also a professional member of the Institute of Internal Auditors Malaysia.

Ms. Chua has extensive experience in finance, audit, and corporate governance. She has held key positions in various organisations, including ITS Synergy Plus (M) Sdn. Bhd. and Pro Affluence Management (M) Sdn. Bhd., where she currently serves as Director.

In addition, she is an Independent Non-Executive Director in Leform Berhad, a company currently listed on the ACE Market of Bursa Malaysia Securities Berhad.

Ms. Chua attended all six (6) Board meetings held during the financial year ended 31 December 2025.

**Notes:-**

1. None of the Directors have any family relationship with any Directors and/or major shareholders of the Company save for the following: -
  - a) Dr. Tee is the spouse of Dr. Kong, a Director and a major shareholder of Metro.
  - b) Dr. Kong is the spouse of Dr. Tee, a Director and a major shareholder of Metro.
  - c) Dr. Kong is the sister-in-law of Mr. Lim, a Director of Metro.
  - d) Mr. Lim is the brother-in-law of Dr. Kong, a Director and a major shareholder of Metro.
2. None of the Directors have any conflict of interests or potential conflict of interest, including interest in any competing business with the Company and any of its subsidiaries except the recurrent related party transactions as disclosed in the circular to shareholders dated 30 April 2026.
3. None of the Directors have been convicted of any offences within the past five (5) years other than traffic offences (if any) or been imposed on any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2025.
4. Save as disclosed above, the Directors do not have any other directorship in public companies and listed issuers.

## PROFILE OF KEY SENIOR MANAGEMENT

### WONG PEI CHIN

Matron and Operations Manager  
Female 58 years old Malaysian

Ms. Wong Pei Chin is our Matron and Operations Manager. She is responsible for overseeing and managing the nursing personnel as well as the daily operations of our Group.

She began her career as a part-time clinical nurse with Klinik Rakyat from January 1986 before leaving in November 1987 to undertake the midwife course at the Chinese Maternity Hospital Kuala Lumpur. She was trained and qualified as a midwife in December 1989 at the Chinese Maternity Hospital Kuala Lumpur. She joined our Group in the same year as a midwife where she worked with the doctors to assist in delivering babies.

Due to her commitment and performance at work, our Group sponsored her to pursue the Diploma in Nursing at Subang Jaya Medical Centre. She graduated as a registered nurse in August 2003 and continued her career at Hospital Wanita Metro as Staff Nurse before being redesignated as Nursing Sister in June 2013.

While working with our Group, she furthered her education in nursing practice part-time and graduated with Bachelor of Science in Nursing Practice Development in May 2011. She was promoted to Matron in March 2016 and took on an additional role as our Operations Manager in February 2017. Her responsibilities include managing our staff to achieve optimum patient flow and cycle times, overseeing and monitoring staff training and productivity as well as establishing standards and evaluating staff performance. She plays an important role in managing our team of nurses to ensure that customer service standards are consistently met, including identifying opportunities to improve our services and taking corrective actions accordingly.

### KHOO CHIAU CHI

Financial Controller  
Female 40 years old Malaysian

Ms. Khoo Chiau Chi is the Financial Controller of the Group. She is responsible for overseeing the overall operations of the Accounts Department and Human Resource Management.

She graduated from University Utara Malaysia with a Bachelor of Accounting (Honours) in November 2010. She is a Chartered Accountant and has been a member of the Malaysian Institute of Accountants since July 2015.

She began her career as an Account Assistant with Ideal NMS Sdn. Bhd. in July 2010, where she primarily involved in handling financial reporting matters for clients across various industries.

She joined the Group in August 2013 as an Accountant. In this role, she was responsible for the preparation of the Group's monthly and annual consolidated financial reports, ensuring compliance with applicable Malaysian accounting standards and regulatory requirements. She also undertook the preparation of forecasts and budget schedules for the Group.

In addition, she plays an active role in training, coaching, and supervising junior accounting staff, providing guidance to support the preparation and analysis of financial reports. Her responsibilities also extend to human resource functions, including managing the Group's monthly payroll and coordinating employee performance appraisals.

In May 2023, she was redesignated as the Financial Controller of the Group, a position she currently holds.

#### Notes:

1. None of the key senior management personnel holds any directorship in public companies and listed issuers.
2. None of the key senior management personnel has any family relationships with any Directors and/or major shareholders of the Company.
3. None of the key senior management personnel have any conflict of interests or potential conflict of interest, including interest in any competing business with the Company or its subsidiary.
4. None of the key senior management personnel have been convicted of any offences within the past five (5) years other than traffic offences (if any) or been imposed on any public sanction or penalty by the relevant regulatory bodies during FYE 2025.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Metro Healthcare Berhad (“Metro” or the “Company”) recognises the importance of maintaining high standards of corporate governance for transparency, accountability, integrity and a well-managed company. As a fundamental part of discharging its duties and responsibilities, the Board is committed towards ensuring good corporate governance practices are implemented and maintained throughout the Company and its subsidiaries (“Group”) to enhance shareholders’ value, and to be consistent with the principles and best practices as set out in the Malaysian Code on Corporate Governance (“MCCG”).

This Corporate Governance Overview Statement is augmented with a Corporate Governance Report 2025 (“CG Report”), which prepared in accordance with the prescribed format outlined in Rule 15.25(2) of the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) so as to provide a detailed articulation on the application of the Group’s corporate governance practices as set out in the MCCG throughout FYE 2025. The CG Report is available on the Company’s website at <https://www.metro.com.my>, as well as via an announcement on the website of Bursa Securities.

This Corporate Governance Overview Statement is based on the following three (3) principles of the MCCG:-

- a. Principle A : Board leadership and effectiveness;
- b. Principle B : Effective audit and risk management; and
- c. Principle C : Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS

#### PART I – BOARD RESPONSIBILITIES

##### 1. Board’s Leadership on Objective and Goals

- 1.1 The Board oversees the Group’s overall performance and business operations, providing essential leadership while upholding high standards of governance. Its commitment to strong governance practices ensures the Group’s long-term success and the sustainable delivery of value to stakeholders.

In discharging its fiduciary duties and leadership functions, the Board is guided by the Board Charter, which outlines the Board’s roles, responsibilities and authorities of the Board. The Board also delegates certain responsibilities to the following Board Committees, all of which operate within their respective Terms of Reference which can be accessed via the Company’s website, <https://www.metro.com.my>:-

- a. Audit and Risk Management Committee (“ARMC”);
- b. Nomination Committee (“NC”); and
- c. Remuneration Committee (“RC”).

To effectively fulfil its responsibilities in achieving the Group’s goals and objectives, the Board has, among others:-

- to promote good corporate governance culture within the Group which reinforces ethical, prudent and professional conduct;
- to review, challenge and decide on the Management’s proposals for the Group, and monitor its implementation;
- to ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- to assess the performance of the Management;
- to ensure there is a sound framework for internal controls and risk management;
- to recognise the principal risks of the Group’s business and that business decisions involve the taking and managing of appropriate risks;
- to set the risk appetite within which the Board expects the Management to operate and ensured that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- to ensure that Senior Management has the necessary skills and experience, and measures are in place to provide for the orderly succession of Board and Senior Management;
- to ensure that the Group has in place procedures to enable effective communication with shareholders and stakeholders; and
- to ensure the integrity of the Group’s financial and non-financial reporting.

Each Committee operates in accordance with clearly defined Terms of Reference. The Committees are authorised by the Board to consider and deliberate on matters delegated to them within the scope of their respective Terms of Reference and report to the Board on their proceedings and deliberation together with its recommendations to the Board for approval.

- 1.2 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 responsibilities of the Chairman of the Board, amongst others, are as follows:-

- (a) to provide leadership to the Board.
- (b) to oversee the effective discharge of the Board's supervisory role.
- (c) to facilitate the effective contribution of all Directors.
- (d) to conduct and chair Board meetings and general meetings of the Company.
- (e) to manage Board communications and Board effectiveness and effective supervision over Management.
- (f) to ensure Board meetings and general meetings comply with good conduct and best practices.
- (g) to promote constructive and respectful relations between Board members and between the Board and the Management.
- (h) to ensure that quality information to facilitate decision-making is delivered to the Board in a timely manner.
- (i) together with the Executive Vice Chairman and Managing Director, to represent the Company and/or Group to external parties such as shareholders, creditors, consumer groups, local communities and federal, state, and local governments.

- 1.3 During FYE 2025, the position of the Chairman, the Executive Vice Chairman and the Managing Director are held by different individuals and each has an accepted division of responsibilities to ensure there is a balance of power and authority to promote accountability, such that no one has unfettered decision-making powers.

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.

- 1.4 The corporate secretarial function of the Company is outsourced to Cospec Management Services Sdn. Bhd.

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.

The Company Secretaries consistently participate in relevant training programs, conferences, or seminars organised by authorities and professional bodies to keep themselves abreast with the latest developments in corporate governance and changes in regulatory requirements that are relevant to their role and enable them to provide valuable advisory services to the Board.

The Board acknowledges that the Company Secretaries play an important role and will ensure that the Company Secretaries fulfil the functions for which they have been appointed.

Overall, the Board is satisfied with the performance and support rendered by the Company Secretaries and their team to the Board in the discharge of their duties and functions.

- 1.5 To facilitate the Directors' time planning, an annual meeting calendar is prepared and circulated in advance prior to the new calendar year, to enable the Directors to plan ahead and coordinate their respective schedules effectively. The notice of meetings and materials 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. This ensures Directors have sufficient time to review and 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.

The discussions and decisions made during Board and Board Committee meetings are accurately recorded in the meeting minutes, including any instances where any 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.

All the records of proceedings and resolutions passed are kept at the registered office of the Company.

## **2. Demarcation of Responsibilities between the Board, Board Committees and the Management**

- 2.1 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 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.

The Board Charter of the Company is available on the Company's website at <https://www.metro.com.my>.

The Board Charter will be reviewed as and when necessary to ensure that it remains consistent with the Board's objectives and responsibilities, and reflect the latest compliance requirements as a result of changes in the regulatory framework.

### 3. Good Business Conduct and Healthy Corporate Culture

- 3.1 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 conflict of interests. The Code of Ethics and Conduct is incorporated in the Board Charter of the Company and published on the Company's website at <https://www.metro.com.my>.

The Code of Ethics and Conduct sets out basic principles to guide all the Directors and/ or employees of the Group and describes the standards of business conduct and ethical behaviour for Directors and/ or employees in the performance and exercise of their duties and responsibilities.

The Board will review the Code of Ethics and Conduct regularly to ensure that it continues to remain relevant and appropriate.

- 3.2 The Group had adopted a Whistle Blowing Policy to promote the highest standard of corporate governance and business integrity. The Whistle Blowing Policy provides an avenue for Directors, employees and external parties 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.

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.

The Whistle Blowing Policy is available on the Company's website at <https://www.metro.com.my>.

- 3.3 In line with the Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("MACC Act"), the Company has put in place Anti-Bribery and Corruption Policy ("ABC Policy") to encourage a culture of integrity and transparency in all of the Group's activities. This policy which adheres to the Listing Requirements of Bursa Securities and the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the MACC Act, generally set out the responsibilities of the Company, and all individuals who work for the Group, in observing and upholding the Group's position on bribery and corruption and provides key anti-bribery and corruption principles that apply to all interactions with the Group's customers, business partners, and other third parties, as well as guidelines for the prevention, management, and remediation of bribery and corruption related risks.

The ABC Policy will be reviewed at least once in every three (3) years and in accordance with the needs of the Company. The ABC Policy is published on the Company's website, <https://www.metro.com.my>.

- 3.4 In line with Rule 15.01A of the Listing Requirements of Bursa Securities, the Board had adopted a Directors' Fit and Proper Policy which serves as a guide to the NC and the Board in their review and assessment of the potential candidates for appointment to the Board of the Group as well as the retiring Directors who are seeking re-election at the annual general meeting ("AGM").

The Directors' Fit and Proper Policy shall be reviewed periodically by the Board and be revised at any time as it may deem necessary to ensure that they remain consistent with the Board's objectives, current law and practices. The Directors' Fit and Proper Policy is published on the Company's website at <https://www.metro.com.my>.

In addition, the Board has also adopted the Nomination and Appointment of New Directors Process and Procedures to formalise the process for the nomination and appointment of a new Director to be undertaken by the NC and the Board in discharging their responsibilities in terms of the nomination and appointment of new Directors of the Group.

- 3.5 The Board had adopted a Conflict of Interest Policy which sets forth guidelines and procedures to identify, disclose, and address conflicts of interest that may arise within the Group. This ensures that any actual, potential, and perceived conflicts of interest are effectively managed. This policy is also designed to ensure compliance with the Listing Requirements of Bursa Securities and the provisions under the Companies Act 2016, as well as to uphold the highest standards of corporate governance and transparency.

The Board will review the Conflict of Interest Policy from time to time and make any necessary amendments to ensure it remains consistent with the Board's objectives, current law, and practices.

- 3.6 The Board believes that sustainable business practices are essential to the creation of long-term value and that responsible running the business is inherently tied to achieving operational excellence.

In terms of structural oversight over sustainability including strategies, priorities and targets, it is reposed at the Board level with Management being responsible for operational execution with respect to ESG factors as part of the Group's corporate strategy.

As fiduciary to the Company's shareholders, the Board is focused on maintaining exemplary corporate governance practices, which include a commitment to ethics, integrity and corporate responsibility. The Board also ensures the Company's internal and external stakeholders are well informed on the sustainability strategies, priorities, targets as well as overall performance which the Sustainability Statement has provided a detailed articulation in this Annual Report.

The Board has conducted a review of the relevant amendments, and after considering the assessment of the Board's understanding of sustainability issues critical to the Company's performance, the amendments were revised and approved as part of the annual performance evaluation.

## PART II – BOARD COMPOSITION

### 4. Board's Objectivity

- 4.1 The composition of the Board complies with Rule 15.02 of the Listing Requirements of Bursa Securities, which stipulates that the Company must ensure that at least two (2) Directors or 1/3 of the Board, whichever is the higher, are Independent Directors and at least (1) Directors is female. Currently, the Board has seven (7) members as follows: -

	Board Members	Designations
1.	Dr. Yee Meng Kheong	Independent Non-Executive Chairman
2.	Dr. Tay Swi Peng @ Tee Swi Peng	Executive Vice Chairman
3.	Lim Wai Khong	Managing Director
4.	Dr. Kong Lan Moon	Non-Independent Non-Executive Director
5.	Seah Cheong Wei	Independent Non-Executive Director
6.	Rose Zilawati binti Mohamed Arifin	Independent Non-Executive Director
7.	Chua Leng Leek	Independent Non-Executive Director

- 4.2 The Board composition is also in line with Practice 5.2 of the MCCG of having at least half of the Board comprising Independent Non-Executive Directors. This composition ensures independent and objective judgment while providing an effective system of checks and balances to protect the interests of minority shareholders and other stakeholders. It also upholds high standards of conduct and integrity.
- 4.3 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 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. Furthermore, the Board recognises that under the Listing Requirements of Bursa Securities, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years.

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.

Based on the assessment carried out during the financial year under review, the Board is satisfied with the level of independence demonstrated by each Independent Non-Executive Directors and their abilities to act in the best interest of the Company.

- 4.4 The Company has not adopted a policy that limits the tenure of its Independent Directors to nine (9) years. Notwithstanding that, the assessment of the independence of Independent Non-Executive Directors will be conducted annually via the Annual Evaluation of Independence of Directors to ensure that they are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests of the Company.
- 1.5 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. In this respect, the role of the NC is detailed in its Terms of Reference, which is accessible on the Company's website, <https://www.metro.com.my>.
- 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.
- 4.6 The Board has established and adopted a Gender Diversity Policy to provides a framework for the Company to improve its gender diversity at the Board level.

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. Currently, there are three (3) female Directors on the Board, namely, Dr. Kong Lan Moon, Ms. Rose Zilawati binti Mohamed Arifin and Ms. Chua Leng Leek, representing 42.86% of the Board composition.

Where and when appropriate, the Board, through the NC, will prioritise the female representation when suitable candidates are identified. However, the appointment of a new Board member will not be guided solely by gender but will also take into account the skillsets, experience and knowledge of the candidate. The Company's prime responsibility in new appointments is always to select the best candidates available. Hence, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge to strengthen the Board remains a priority.

The policies and procedures for the recruitment and appointment of Directors are guided by the Terms of Reference of the NC.

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 identifies potential candidates from external sources available, such as industry and professional associations, as well as independent search firms.

- 4.7 The NC is chaired by Ms. Rose Zilawati binti Mohamed Arifin, an Independent Non-Executive Director of the Company. The NC Chairperson has led the annual review of Board effectiveness, ensuring that the performance of each individual Director is independently assessed and will lead the succession planning and appointment of future Board members.

The NC comprises the following members, all being Independent and Non-Executive as identified by the Board: -

Name of Directors	Designations
Rose Zilawati binti Mohamed Arifin (Chairperson)	Independent Non-Executive Director
Seah Cheong Wei (Member)	Independent Non-Executive Director
Chua Leng Leek (Member)	Independent Non-Executive Director

The activities undertaken by the NC during FYE 2025 were as follows: -

- Evaluated the balance of skills, knowledge and experience of the Board. Carried out the assessment and rating of each Director's performances against the criteria as set out in the annual assessment form. The performance of Non-Executive Directors was also carefully considered, including whether he/she could devote sufficient time to the role.
- Undertaken an effectiveness evaluation exercise of the Board and its Committees as a whole with the objective of assessing its effectiveness.
- Reviewed and assessed the independence of the Independent Directors of the Company.
- Reviewed and assessed the performance of the ARMC.
- Reviewed and recommended to the Board for consideration, the re-election of the Directors who were due to retire at the AGM.

## 5. Overall Effectiveness of the Board and Individual Directors

- 5.1 The Board has, through the NC, conducted the following annual evaluation to determine the effectiveness of the Board, its Board Committees and each individual Director in FYE 2025: -
- a. Performance of Executive Vice Chairman and Managing Director;
  - b. Performance of Non-Executive Chairman;
  - c. Performance of Non-Executive Directors;
  - d. Independence of the Independent Directors;
  - e. Performance of the ARMC; and
  - f. Effectiveness of the Board and Board Committees as a whole

The annual evaluation was facilitated by the Company Secretaries and conducted on a peer and self-evaluation basis through questionnaires circulated to the Directors.

Based on the evaluations conducted in FYE 2025, the NC and the Board were satisfied with the performance of the individual Directors, the Board as a whole, Board Committees as well as the independence and objective judgements that the Independent Directors have brought to the Board.

### Attendance of Board and Board Committees' Meetings

The Board meets at least once every quarter on a scheduled basis and additional meetings are to be convened as and when deemed necessary by the Board. All the Directors fulfilled the requirements of the Listing Requirements of Bursa Securities of having attended at least 50% of the Board meetings held by the Company for FYE 2025.

The attendance records of each Board member at the Board and Board Committees meetings held during FYE 2025 are as follows: -

Name of Directors (Designations)	Board	Attendance		
		ARMC	NC	RC
Dr. Yee Meng Kheong (Independent Non-Executive Chairman)	6/6	-	-	-
Dr. Tay Swi Peng @ Tee Swi Peng (Executive Vice Chairman)	6/6	-	-	-
Lim Wai Khong (Managing Director)	6/6	-	-	-
Dr. Kong Lan Moon (Non-Independent Non-Executive Director)	6/6	-	-	-
Seah Cheong Wei (Independent Non-Executive Director)	6/6	6/6	1/1	1/1
Rose Zilawati binti Mohamed Arifin (Independent Non-Executive Director)	6/6	6/6	1/1	1/1
Chua Leng Leek (Independent Non-Executive Director)	6/6	6/6	1/1	1/1

### Directors' Training

During FYE 2025, all Directors had attended the following training programmes, seminars and/or conferences in compliance with Rule 15.08 of the Listing Requirements of Bursa Securities: -

Name of Directors	Training attended
Dr. Yee Meng Kheong	<ul style="list-style-type: none"> <li>Key Amendments to the Listing Requirements of Bursa Securities</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>Key Amendments to the Listing Requirements of Bursa Securities relating to Corporate Rescue Mechanism disclosures, New Related Party Transactions exemption for certain joint venture scenarios and New Shariah-related disclosures requirement</li> </ul>
Dr. Tay Swi Peng @ Tee Swi Peng	<ul style="list-style-type: none"> <li>Key Amendments to the Listing Requirements of Bursa Securities</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>32nd International Congress of the Obstetrical and Gynaecological Society of Malaysia</li> <li>5th Asian Society of Fertility Preservation (ASFP) 2025</li> <li>Key Amendments to the Listing Requirements of Bursa Securities relating to Corporate Rescue Mechanism disclosures, New Related Party Transactions exemption for certain joint venture scenarios and New Shariah-related disclosures requirement</li> </ul>
Lim Wai Khong	<ul style="list-style-type: none"> <li>Key Amendments to the Listing Requirements of Bursa Securities</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>The Journey into the AI Age: Game Changer for Your Digital Transformation Era Programme</li> <li>Key Amendments to the Listing Requirements of Bursa Securities relating to Corporate Rescue Mechanism disclosures, New Related Party Transactions exemption for certain joint venture scenarios and New Shariah-related disclosures requirement</li> </ul>
Dr. Kong Lan Moon	<ul style="list-style-type: none"> <li>Key Amendments to the Listing Requirements of Bursa Securities</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>Key Amendments to the Listing Requirements of Bursa Securities relating to Corporate Rescue Mechanism disclosures, New Related Party Transactions exemption for certain joint venture scenarios and New Shariah-related disclosures requirement</li> </ul>
Seah Cheong Wei	<ul style="list-style-type: none"> <li>MIA: Forum with Practitioners</li> <li>Key Amendments to the Listing Requirements of Bursa Securities</li> <li>MIA: Audit Completion Procedures Reducing the Risk of an Inappropriate Opinion</li> <li>Key Amendments to the Listing Requirements of Bursa Securities relating to Corporate Rescue Mechanism disclosures, New Related Party Transactions exemption for certain joint venture scenarios and New Shariah-related disclosures requirement</li> <li>MIA: Sustainability Showcase 2025</li> <li>MIA: Directors' Interest in Contracts and conflict of interests</li> </ul>
Rose Zilawati binti Mohamed Arifin	<ul style="list-style-type: none"> <li>Key Amendments to the Listing Requirements of Bursa Securities</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>Key Amendments to the Listing Requirements of Bursa Securities relating to Corporate Rescue Mechanism disclosures, New Related Party Transactions exemption for certain joint venture scenarios and New Shariah-related disclosures requirement</li> </ul>

- Chua Leng Leek
- Key Amendments to the Listing Requirements of Bursa Securities
  - Malaysian Tax Conference 2025
  - E-Invoice Updates and Practices
  - National Taxation Seminar 2025 (Budget 2026)
  - Key Amendments to the Listing Requirements of Bursa Securities relating to Corporate Rescue Mechanism disclosures, New Related Party Transactions exemption for certain joint venture scenarios and New Shariah-related disclosures requirement

The Board will regularly assess and address the training needs of each Director, ensuring they stay informed about the state of the economy, technological advancements, regulatory updates, management strategies, and other aspects of the business environment. This will enhance the skills and knowledge of the Board, enabling them to better fulfil their responsibilities.

### Part III – REMUNERATION

#### 6. Remuneration Policy

- 6.1 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. The Remuneration Policy of the Company is available on the Company's website at <https://www.metro.com.my>.
- 6.2 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. The RC is responsible to ensure that the remuneration packages 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 link to the strategic objectives of the Group.

The RC has a detailed Terms of Reference in writing which is accessible on the Company's website at <https://www.metro.com.my>.

#### 7. Remuneration of Directors and Senior Management

- 7.1 The remuneration payable to the Directors on the Company and the Group basis for FYE 2025 is as follows: -

##### The Company

Name of Directors	Fees RM'000	Meeting Allowance RM'000	Salary RM'000	Bonus RM'000	Benefits-in-kind RM'000	Other emoluments # RM'000	Total RM'000
<b>Executive Directors</b>							
Dr. Tay Swi Peng @ Tee Swi Peng	10	-	-	-	-	-	10
Lim Wai Khong	10	-	-	-	-	-	10
<b>Non-Executive Directors</b>							
Dr. Yee Meng Kheong	20	-	-	-	-	-	20
Dr. Kong Lan Moon	10	-	-	-	-	-	10
Seah Cheong Wei	20	-	-	-	-	-	20
Rose Zilawati binti Mohamed Arifin	20	-	-	-	-	-	20
Chua Leng Leek	20	-	-	-	-	-	20
<b>TOTAL</b>	<b>110</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>110</b>

##### The Group

Name of Directors	Fees RM'000	Meeting Allowance RM'000	Salary RM'000	Bonus RM'000	Benefits-in-kind RM'000	Other emoluments # RM'000	Total RM'000
<b>Executive Directors</b>							
Dr. Tay Swi Peng @ Tee Swi Peng	50	-	-	-	-	617	667
Lim Wai Khong	20	-	219	26	-	-	265
<b>Non-Executive Directors</b>							
Dr. Yee Meng Kheong	20	-	-	-	-	-	20
Dr. Kong Lan Moon	35	-	210	24	-	-	269
Seah Cheong Wei	20	-	-	-	-	-	20
Rose Zilawati binti Mohamed Arifin	20	-	-	-	-	-	20
Chua Leng Leek	20	-	-	-	-	-	20
<b>TOTAL</b>	<b>185</b>	<b>-</b>	<b>429</b>	<b>50</b>	<b>-</b>	<b>617</b>	<b>1,281</b>

*Note:*

# Other benefits include Defined Contribution Benefits, Social Security Organisation contribution, Employment Insurance System contribution and travelling allowance.

The Board determines the fees and benefits of all Directors, including the Non-Executive Directors. The Directors' fees are endorsed by the Board for approval by the shareholders of the Company at the AGM. Directors do not participate in the decisions regarding their own fees, benefits and/or remuneration packages.

- 7.2 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 interests 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.

The Board also took into consideration the 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 RM50,000.00 for the Top Five (5) Key Senior Management.

Alternatively, the Board is of the view that the disclosure of Top Five (5) Key Senior Management's aggregated remuneration on an unnamed basis in the bands of RM50,000.00 in this Annual Report is adequate.

The aggregate remuneration and benefits paid to the Top Five (5) Key Senior Management of the Group for FYE 2025 as follows: -

Range of Remuneration	No. of Senior Management Officer
RM100,001 to RM150,000	-
RM150,001 to RM200,000	2
RM200,001 to RM250,000	-
RM250,001 to RM300,000	-
RM300,001 to RM350,000	-
<b>TOTAL</b>	<b>2</b>

## **PRINCIPLE B - EFFECTIVE AUDIT AND RISK MANAGEMENT**

### **PART I – ARMC**

#### **8. Effective and Independent ARMC**

- 8.1 The positions of Chairman of the Board and Chairman of the ARMC are held by two different persons. The Chairman of the Board is Dr. Yee Meng Kheong, an Independent Non-Executive Chairman, while the Chairman of the ARMC is Mr. Seah Cheong Wei, an Independent Non-Executive Director. This separation is to ensure that the Board's review of the ARMC's findings and recommendations are not impaired.

The separation had been set out clearly in the Terms of Reference of the ARMC which is accessible on the Company's website at <https://www.metro.com.my>.

- 8.2 Currently, none of the members of the ARMC were former key audit partners of the present auditors of the Group and none of the Independent Non-Executive Directors has appointed alternate directors.

The ARMC has in place a policy that requires a former key partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC. The policy had been codified in the Terms of Reference of ARMC of the Company.

- 8.3 The Board had established an External Auditors Assessment Policy which set out the guidelines and procedures for the ARMC to review, assess and monitor the performance, suitability and independence of the External Auditors.

The ARMC 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.

The ARMC carried out an annual performance assessment of the External Auditors and requested the Executive Vice Chairman, Managing Director and Financial Controller to join the assessment.

The ARMC is satisfied with the performance, suitability and independence of the External Auditors of the Company. Having assessed their performance, the ARMC is satisfied with the competence and independence of the External Auditors and has recommended to the Board, the re-appointment of the External Auditors upon which the shareholders' approval will be sought at the forthcoming AGM of the Company.

- 8.4 The ARMC comprises solely of the following Independent Non-Executive Directors: -
- a. Seah Cheong Wei (Chairman);
  - b. Rose Zilawati binti Mohamed Arifin (Member); and
  - c. Chua Leng Leek (Member).
- 8.5 The Chairman and members of the ARMC are financially literate and able to understand the Group's business and matters under the purview of the ARMC.
- 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 Terms of Reference.
- 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.

## **PART II - RISK MANAGEMENT AND INTERNAL CONTROL**

### **9. Risk Management and Internal Control Framework**

- 9.1 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. Risk management and internal control are embedded in various work processes and procedures of the respective operational functions.
- The Board has delegated the responsibility of reviewing the adequacy and effectiveness of the risk management and internal control systems to the ARMC.
- 9.2 The ARMC is 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 half yearly for review to ensure adequate coverage.
- 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 this Annual Report.
- The scope and function of the ARMC are set out in the Terms of Reference which is available on the Company's website at <https://www.metro.com.my>.

### **10. Effective Governance, Risk Management and Internal Control Framework**

- 10.1 The internal audit function is outsourced to an independent professional service firm, i.e., Vaersa Advisory Sdn. Bhd. ("Vaersa"). Vaersa assists the Board and the ARMC in managing the risks and establishing 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 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. The engagement team from Vaersa is free from any relationship or conflict of interest, which could impair their objectivity and independence.
- The internal audit functions and activities carried out during FYE 2025 are as disclosed in the ARMC Report and Statement on Risk Management and Internal Control of this Annual Report.

## **PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS**

### **PART I – COMMUNICATION WITH STAKEHOLDERS**

#### **11. Continuous Communication between Company and Stakeholders**

- 11.1 The Board recognises the importance of maintaining effective communication channels with its stakeholders, including shareholders, potential investors, and the general public. This is achieved through the timely dissemination of information on key developments within the Group, in accordance with the Corporate Disclosure Policy.

The Corporate Disclosure Policy of the Company is published on the Company's website at <https://www.metro.com.my>.

The quarterly results, announcements and annual reports serve as primary means of disseminating information, ensuring that shareholders are constantly kept abreast of the Group's progress and developments. The Company's corporate website, <https://www.metro.com.my>, provides a convenient platform for shareholders and the public to access corporate information, the Board Charter and policies, announcements, news and events relating to the Group.

- 11.2 The Company is not categorised as a "Large Company" under the MCCG and hence, has not adopted integrated reporting based on a globally recognised framework.

## **PART II – CONDUCT OF GENERAL MEETINGS**

### **12. Shareholders' Participation at General Meetings**

#### **12.1 Conduct of General Meetings**

The notice of the Fifteenth AGM ("15<sup>th</sup> AGM") of the Company held on 19 June 2025 was sent to the shareholders at least twenty-eight (28) days before the date of 15<sup>th</sup> AGM.

The notice of general meeting provides detailed explanation for the resolutions proposed along with any background information and reports or recommendation 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.

All resolutions set out in the Notice of 15<sup>th</sup> AGM were put to vote by poll and the votes cast will be validated by an independent scrutineer appointed by the Company. The outcome of all resolutions proposed at the general meetings will be announced to Bursa Securities at the end of the meeting day.

#### **12.2 Effective Communication and Proactive Engagement**

All Directors (except for the Independent Non-Executive Chairman) were present at the 15<sup>th</sup> AGM held on 19 June 2025 and responded to questions raised by the shareholders. The absence of the Independent Non-Executive Chairman was due to an urgent matter overseas requiring his immediate attention.

The Chairman of the Board and its Board Committees members were available to respond to shareholders' queries concerning the Company and the Group in the 15<sup>th</sup> AGM. The External Auditors were also invited to attend the AGM and assist the Board in addressing relevant queries made by the shareholders.

From the Company's perspective, the AGM serves as a forum for Directors to engage with the shareholders personally to understand their needs and seek their feedback. The Board welcomes questions and feedback from the shareholders during and at the end of shareholders' meetings and ensures their queries are responded to properly and systematically.

The Board had ensured that a reasonable time is provided to the shareholders for discussion at the 15<sup>th</sup> AGM before each resolution is proposed. The summary of the key matters discussed at the 15<sup>th</sup> AGM was published on the Company's website at <https://www.metro.com.my> for the shareholders' information.

### **STATEMENT BY THE BOARD ON THE CORPORATE GOVERNANCE OVERVIEW STATEMENT**

The Board has deliberated, reviewed and approved this Statement. The Board considers and is satisfied that to the best of its knowledge, the Company has fulfilled its obligations under the MCCG, the relevant chapters of the Listing Requirements of Bursa Securities on corporate governance and all applicable laws and regulations throughout FYE 2025. The Board remains steadfast in upholding the highest standards of corporate governance practices to safeguard the interests of all its stakeholders.

This Corporate Governance Overview Statement was approved by the Board on 21 April 2026.

## AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

### A. OBJECTIVES

The primary objective of the Audit and Risk Management Committee (“ARMC”) is to assist the Board of Directors (“the Board”) of Metro Healthcare Berhad (“Metro” or “the Company”) in fulfilling its fiduciary duties and responsibilities in accordance with its Terms of Reference, providing additional assurance to the Board by giving an objective and independent review of financial, operational and administrative controls and procedures, as well as establishing and maintaining internal controls.

### B. COMPOSITION OF THE ARMC

The ARMC comprises the following members, all being Independent Non-Executive Directors:

ARMC Members	Designation
Seah Cheong Wei	Chairman
Rose Zilawati binti Mohamed Arifin	Member
Chua Leng Leek	Member

The Company has complied with Rule 15.09 of the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) as well as Practice 9.1 and Practice 9.4 under the Principle B of the Malaysia Code of Corporate Governance. No alternate Director is appointed as a member of the ARMC.

The Chairman of ARMC, Mr. Seah Cheong Wei is a member of the Malaysian Institute of Accountants. Accordingly, the composition of ARMC complies with Rule 15.09(1)(c)(i) of the Listing Requirements of Bursa Securities.

The authorities and duties of the ARMC are clearly governed by the Terms of Reference of the ARMC. The Terms of Reference of the ARMC can be accessed from the Company’s website at <https://www.metro.com.my>.

### C. ATTENDANCE AT MEETINGS

The ARMC held a total of six (6) ARMC Meetings during FYE 2025. The details of attendance of each member at the ARMC Meetings are as follows: -

ARMC Members	Attendance
Seah Cheong Wei, Chairman	6/6
Rose Zilawati binti Mohamed Arifin, Member	6/6
Chua Leng Leek, Member	6/6

The Committee may request the presence of external auditors and/or internal auditors at its meetings if deemed necessary. Additionally, other members of the Board and officers of the Company and its subsidiaries (“the Group”) may attend specific meetings upon invitation from the Committee, based on the relevance of the matters being discussed.

### D. SUMMARY OF WORKS FOR THE FYE 2025

The summary of the activities undertaken by the ARMC during FYE 2025, amongst others, included the following:-

- i. Reviewed the unaudited consolidated quarterly financial results and annual audited financial statements of the Group including the announcements pertaining thereto. The discussion focused particularly on any changes in or implementation of major accounting policy changes, significant adjustments and unusual events and compliance with accounting standards and other legal requirements before recommending to the Board for approval and making the announcement to Bursa Securities;
- ii. Reviewed with the Internal Auditors, the internal audit plan, the reports for the internal audit function and considered the findings of internal audit reviews and Management responses thereon, and ensure that appropriate actions are taken on the recommendations raised by the Internal Auditors;
- iii. Reviewed and received the Audit Summary Report from external auditors in respect of the financial statement of the Group for FYE 2024;
- iv. Considered and recommended the re-appointment of HLB Ler Lum Chew PLT as the external auditors and their audit fees to the Board for consideration based on the competency, efficiency and transparency as demonstrated by the external auditors during their audit;
- v. Evaluated the performance of external auditors and internal auditors of the Company;
- vi. Self-appraised the performance of the ARMC and submitted the evaluation form to the Nomination Committee for assessment;
- vii. Reviewed the disclosures of conflict of interest (“COI”) involving the Directors and key senior management of the Group and concluded that no significant COI were identified that would necessitate further examination and

implementation of specific mitigation measures. The only exceptions were related party transactions that had been duly disclosed and entered into with the Group, which are being managed in accordance with the established governance and approval processes;

- viii. Reviewed and received the Audit Planning Memorandum from the external auditors in respect of the financial statements of the Group for FYE 2025;
- ix. Reviewed and recommended to the Board for approval on the Corporate Governance Overview Statement, ARMC Report, Statement on Risk Management and Internal Control, Additional Compliance Information, and Sustainability Statement before recommending to the Board for approval for inclusion in the Company's Annual Report;
- x. Reviewed the Corporate Governance Report before recommending to the Board for approval;
- xi. Reviewed the Circular to Shareholders in relation to the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature before recommending to the Board for approval;
- xii. Reviewed the related party transactions and/or recurrent related party transactions, if any, that transpired within the Group to ensure that the transactions entered into were at arm's length basis and on normal commercial terms;
- xiii. Met with the external auditors once during the ARMC Meeting without the presence of the Executive Vice Chairman, Managing Director and management to discuss any issues arising from the annual audit or any other matters the external auditors may wish to discuss;
- xiv. Reviewed and considered the Circular to Shareholders of the Company in relation to the Proposed Acquisition of 100,000 ordinary shares in RMC Specialist Sdn. Bhd. ("RMC Specialist") from Dr. Tay Swi Peng @ Tee Swi Peng, representing 100.0% equity interest in RMC Specialist for a total consideration of RM320,000.00, to be satisfied wholly via cash.

#### **E. INTERNAL AUDIT FUNCTION**

The Group's internal audit function is outsourced to an independent professional consulting company, namely Vaersa, which is independent of the activities and operations of the Group. The outsourced Internal Auditors report directly to the ARMC, providing the Board with a reasonable assurance of adequacy of the scope, functions and resources of the internal audit function. The purpose of the internal audit function is to review the adequacy and effectiveness of systems, procedures and controls of the Group.

During FYE 2025, the internal auditors conducted various audits on the operations, management and financial systems of the Group. The results of the internal audit reviews and the recommendations for improvement are presented to the ARMC for deliberation. The reports on the audits, weaknesses identified together with suggested recommendations for improvements to management's implementation, were presented to the ARMC at the ARMC meetings.

The summary of the works of the internal audit function is disclosed in the Statement on Risk Management and Internal Control.

The total cost incurred for the internal audit function of the Group for FYE 2025 was RM50,000.

The ARMC Report was presented and approved by the Board on 21 April 2026.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

### INTRODUCTION

The Board of Directors (“the Board”) acknowledges that effective governance, risk management, and internal control processes are indispensable for Metro Healthcare Berhad (“Metro” or “the Company”) and its subsidiaries (“the Group”) to attain their objectives and uphold their success. Effective governance, risk management and internal control processes will guide the Group to achieve a proper balance between the risks incurred and potential returns to shareholders, in accordance with the Group’s acceptable risk appetite.

The Board is pleased to provide the following Statement on Risk Management and Internal Control (“Statement”) of the Group for FYE 2025. This has been prepared in accordance with Rule 15.26(b) of the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Malaysian Code on Corporate Governance (“MCCG”) and “Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers”.

### BOARD’S RESPONSIBILITY

The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness to ensure shareholders’ interest and the Group’s assets are safeguarded.

The system of risk management and internal controls not only covers the financial aspect of the Group but also encompasses operational and compliance aspect. Given the inherent limitations in the risk management and internal control system, such a system, implemented by the Board, is designed to manage rather than eliminate risks that may impede the achievement of the Group’s corporate objectives. Therefore, such a system can only provide reasonable and not absolute assurance against any material misstatement or loss, contingencies, fraud or irregularities.

### RISK MANAGEMENT

In line with the MCCG, the Company has established a risk management system. The Board entrusts the ARMC with the overall responsibility to regularly review and monitor the risk management activities of the Group, and to approve appropriate risk management procedures and measurement methodologies.

In particular, the roles and responsibilities of the ARMC in relation to risk management are as follows:

- i. to recommend the Group’s risk appetite and its policy for risk management to the Board;
- ii. to recommend and review the implementation of the Group’s internal controls and risk management framework;
- iii. to review the processes and procedures for ensuring that all material business risks are properly identified and those appropriate systems of monitoring and control are in place;
- iv. to receive and review risk management reports and make recommendations for changes in policies and procedures as and when required;
- v. to consider material risk factors, risk tolerance levels, review the actions taken in response, mitigation and prevention actions;
- vi. to consider the effect of any material findings on business risks, financial risks, compliance risks and operational risks that may impact the Group’s performance; and
- vii. to consider the effect of the risks of any findings highlighted by the internal auditor (if any) or any independent reviews carried out for the Group.

The Board recognises that risk management should be an integral part of the business operation. On a day-to-day basis, the respective Key Senior Management team is responsible for managing risks related to their functions or departments. The ARMC relies on the Key Senior Management team to support in terms of:

- i. managing the risks of business processes under his/her control;
- ii. identifying risks and evaluating existing risk controls;
- iii. reporting significant risks to the ARMC and the Board at scheduled meetings in a proactive, responsible and accountable manner; and
- iv. providing oversight on the establishment, implementation and review of the effectiveness of the risk management framework and internal control systems to the ARMC and the Board.

Management meetings are held to ensure that the risks faced by the Group are monitored and properly addressed. It is at these meetings that key risks and corresponding controls implemented are deliberated, reviewed, communicated and agreed.

### INTERNAL AUDIT FUNCTION

During FYE 2025, the internal audit function was outsourced to Vaersa Advisory Sdn. Bhd. (“Vaersa” or “the Internal Auditors”), a third-party professional internal audit service firm which is independent of the operations and activities of the Group. The Internal Auditors are also independent of the Board and management, and report directly to the ARMC. In discharging its obligations and duties pursuant to its appointment, the Internal Auditors undertake rigorous, objective, independent and systematic reviews of the systems of internal control. Following the assessment, the Internal Auditors

provide a reasonable and continuous assurance on the satisfactory operations and effectiveness of the Group's system of internal controls. The purpose of the comprehensive process is to identify existing shortcomings and potential pitfalls which would eventually be brought to the attention of the Board and rectification measures would be proposed and recommended.

The Internal Auditors submit their reports and findings to the ARMC at least once every quarter at the ARMC Meeting. Issues arising thereto and shortfalls in internal controls are reviewed, deliberated at length by the ARMC for remedial action. Where necessary, affirmative steps and measures will be introduced and initiated to address, mitigate, manage and arrest identified risks. Current internal control measures will also be further strengthened with compensating controls and appropriate check and balance mechanism, if required. Internal audit schedule and timetable for subsequent periods are tabled at the ARMC Meeting, outlining the entities which will be subjected to the next internal audit exercise and the framework of the internal audit plan. Core internal audit scope and critical areas are also emphasised while internal audit issues highlighted in the preceding internal audit reports together with the progress and updates of the corresponding follow up works are also considered at length

The internal control review is led by Mr. Quincy Gan, the Executive Director of Vaersa. Mr. Quincy Gan is a member of Association of Chartered Certified Accountants ("ACCA"). He is supported by a team of 10 personnel to conduct the internal control review in accordance with the International Professional Practices Framework ("IPPF") as a basis for evaluating the effectiveness of the internal control systems. The internal audit reviews are conducted according to the approved internal audit plan which addresses the critical business processes, internal control gaps, effectiveness and adequacy of the existing state of internal control and recommend possible improvements to the internal control process. The internal audit plan is reviewed and approved by the ARMC, to provide reasonable assurance that such system continues to operate satisfactorily and effectively within the Group.

During FYE 2025, the Internal Auditors had carried out four (4) internal audit review:

Reporting Month	Name of Entity Audited	Audited Area
February 2025	<ul style="list-style-type: none"> <li>• Hospital Wanita Metro Sdn. Bhd.</li> </ul>	Operation Management
May 2025	<ul style="list-style-type: none"> <li>• Hospital Wanita Metro Sdn. Bhd.</li> <li>• Metro IVF Sdn. Bhd.</li> <li>• Vision One Diagnostic Sdn. Bhd.</li> </ul>	Sales, Marketing and Business Development Management
August 2025	<ul style="list-style-type: none"> <li>• Hospital Wanita Metro Sdn. Bhd.</li> <li>• Metro IVF Sdn. Bhd.</li> </ul>	Operation Management
November 2025	<ul style="list-style-type: none"> <li>• Metro</li> </ul>	Financial and Treasury Management

## INTERNAL CONTROL

The Board acknowledges that a sound system of internal control reduces, but cannot eliminate, the possibility of poor judgment in decision-making, human error, control processes being deliberately circumvented by employees, management overriding controls, and the occurrence of unforeseeable circumstances.

The Group's Key Senior Management team receives and reviews regular reports on key financial data, performance indicators and regulatory matters. This is to ensure that matters requiring the Board's attention are highlighted for review, deliberation and decision making on a timely basis. The Board will approve the appropriate responses or amendments to the Group's policies.

The internal control matters are reviewed and the Board is updated on the significant control gaps, if any, for the Board's attention and action. Issues relating to the business operations are also highlighted to the Board's attention during the Board meetings and any significant fluctuation or exception noted will be analysed and acted in a timely manner.

The key elements of the internal control system established by the Board to provide effective governance and oversight of internal control include: -

### a) Organisational and Reporting Structure

A formal organisational structure has also been put in place with well-defined scope of responsibilities, clear lines of accountability and appropriate level of delegated authority. The Group has also put in place consistent human resource practices throughout the Group to ensure the Group's ability to operate in an effective and efficient manner by employing and retaining adequate competent employees possessing the necessary knowledge, skills and experiences in order to carry out their duties and responsibilities effectively and efficiently.

### b) Policies and Procedures

The Group has established internal policies and procedures covering key business units and operations. These policies and procedures are regularly reviewed and updated to ensure it is relevant in addressing the changing environment, operational requirements and changes of risk.

Information pertaining to internal control policies, procedures and processes which are critical to the achievement of the Group's corporate objectives are communicated through established reporting lines across the Group via electronic mail system, internal meetings and briefings. Further, the Group also maintains documented policies, procedures and process flows for its key business operations with the appropriate level of delegated authority. The documented internal policies, procedures and processes are in place to ensure compliance with the internal control and relevant laws and regulations.

### **c) Internal Audit Function**

Periodic management meetings are held to discuss and review the Group's financial data, and operational performance of various operating units according to the internal audit plan approved by the ARMC. Issues and/ or matters that require the Board and Key Senior Management team's attention will be highlighted, deliberated and decided upon on a timely manner. Periodic reviews of adequacy and integrity of selected areas of internal control systems are carried out and reported to the Board for deliberation, decision making and further action. Follow-ups on status of implementation of agreed action plans are also conducted to ensure corrective actions are implemented accordingly. Audit reviews were carried out quarterly.

### **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

The Group adopts a zero-tolerance approach to all forms of bribery and corruption. The Group is committed in conducting its business free from any acts of bribery and corruption by upholding high standards of ethics and integrity. The Group has established an anti-bribery and anti-corruption policy which prohibits all forms of bribery and corruption practices. The said policy is also made available at the Company's website.

The Anti Bribery and Corruption Policy is made available on the Company's website at <https://www.metro.com.my>.

### **WHISTLE BLOWING POLICY**

The Group has put in place a whistle blowing policy which allows, supports and encourages its employees to report and disclose any improper, alleged or illegal activities within the Group.

The Whistle Blowing Policy is made available on the Company's website at <https://www.metro.com.my>.

### **ASSURANCE**

For FYE 2025, the Board is satisfied that the existing systems of risk management and internal control are effective and that there were no losses resulting from significant control weakness.

The top management, including the Executive Vice Chairman, Managing Director and Financial Controller of the Company has provided assurance to the Board that the Group's system of risk management and internal control is operating adequately and effectively for the financial year under review and up to date as of this Statement.

### **REVIEW OF THIS STATEMENT BY EXTERNAL AUDITORS**

As required under Rule 15.23 of the Listing Requirements of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management and Internal Control to the scope set out in the Audit and Assurance Practice Guide 3 (AAPG 3): Guidance for Auditors on Engagements to Report on Risk Management and Internal Control included in the Annual Report, issued by Malaysian Institute of Accountants (MIA).

Based on their review, the External Auditors have reported to the Board that nothing has come to their attention that caused them to believe that the Statement is not prepared, in all material aspects, in accordance with the disclosures required by section 7 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers to be set out, nor is it factually inaccurate.

### **CONCLUSION**

The Board is of the view that the Group's system of risk management and internal control is adequate to safeguard shareholders' investments and the Group's assets. However, the Board is also cognisant of the fact that the Group's system of internal controls and risk management practices must continuously evolve to meet the changing and challenging business environment. Therefore, the Board will, when necessary, put in place appropriate action plans to further enhance the Group's system of risk management and internal controls.

This Statement was approved by the Board on 21 April 2026.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES  
IN THE PREPARATION OF FINANCIAL STATEMENTS**

The Board of Directors of Metro Healthcare Berhad ("Metro" or "the Company") is required by the Companies Act 2016 ("CA 2016") to prepare financial statements which give a true and fair view of the state of affairs of the Company and its subsidiaries ("Group") at the end of the financial year and of the financial performance of the Group for the financial year then ended.

In preparing the financial statements for the financial year ended 31 December 2025, the Directors have: -

- adopted and consistently applied suitable accounting policies;
- made judgements and estimates that are prudent and reasonable;
- ensured applicable financial reporting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepared it on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for ensuring that the Group maintain accounting records that disclose with reasonable accuracy, the financial position of the Group, and which enable them to ensure that the financial statements comply with the CA 2016.

The Directors have general responsibilities for taking such steps that the appropriate systems are reasonably available to safeguard the assets of the Group, to prevent and detect fraud and other irregularities and material misstatements.

## ADDITIONAL COMPLIANCE INFORMATION

### 1. UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

In conjunction with and as an integral part of the listing of Metro on the Listing Requirements of Bursa Securities, the Company undertook a public issuance of 156,625,000 new ordinary shares at an issue price of RM0.25 per ordinary share, raising gross proceeds of RM39.156 million ("IPO Proceeds").

The status of the utilisation of the IPO Proceeds as at 31 December 2025 is as follows:

No.	Purpose	Proposed Utilisation RM'000	Actual Utilisation <sup>(1)</sup> RM'000	Balance Utilisation RM'000	Intended timeframe for utilisation (from the listing date)
i.	Expansion of existing O&G business	15,500	-	15,500	Within 36 months
ii.	Expansion of healthcare-related business	9,500	218	9,282	Within 36 months
iii.	Refurbishment and upgrading of the business premises	3,000	3,000	-	Within 24 months
iv.	Working capital	7,329	7,329	-	Within 36 months
v.	Estimated listing expenses	3,827	3,827	-	Within 1 month
	<b>Total</b>	<b>39,156</b>	<b>14,374</b>	<b>24,782</b>	

The utilisation of the IPO Proceeds as disclosed above should be read in conjunction with the Prospectus for the Company dated 24 October 2024.

### 2. AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees paid or payable to the External Auditors by the Company and its subsidiaries ("the Group") for FYE 2025 are as follows: -

	Fee (RM)	
	Company RM'000	Group RM'000
i. Audit		
- Current Year	60	140
ii. Non-audit	8	8
<b>Total</b>	<b>68</b>	<b>148</b>

### 3. MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

Save as disclosed below, the Company and its subsidiaries ("the Group") has not entered into any material contracts (not being contracts entered into the ordinary course of business) which involved the interest of Directors and/or major shareholders, either still subsisting at the end of FYE 2025 or, if not then subsisting, entered into since the end of the previous financial year.

Share Sale Agreement ("SSA") dated 23 October 2025 entered into between the Company and DTSP for the proposed acquisition of 100,000 ordinary shares in RMC Specialist, representing 100.0% equity interest in RMC Specialist for a total purchase consideration of RM320,000.00, to be satisfied wholly via cash ("Proposed Acquisition").

The SSA become unconditional on 4 February 2026 following the fulfilment of all the conditions precedent as set out in the SSA.

The Proposed Acquisition has been completed in accordance with the terms of the SSA on 10 March 2026.

Notes:

- (i) *Dr. Tay Swi Peng @ Tee Swi Peng ("DTSP") is the Executive Vice Chairman and major shareholder of Metro. He is also the director and major shareholder of RMC Specialist. He is also the spouse to Dr. Kong Lan Moon ("DKLM").*
- (ii) *DKLM is the Non-Independent Non-Executive Director and major Shareholder of Metro. She is the spouse of DTSP.*
- (iii) *Lim Wai Khong is the Managing Director of Metro. He is the brother-in-law of DKLM (who is the spouse of DTSP).*

### 4. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("RRPTs")

The details of the transactions with related parties undertaken by the Group during FYE 2025 are disclosed in Note 21 to the audited financial statement of this Annual Report.

Besides, the Company is seeking approval for a new shareholders' mandate in relation to the RRPTs from its shareholders at the forthcoming Annual General Meeting to be convened on 29 June 2026. The details of the shareholders' mandate for the RRPTs are enclosed in the Circular to Shareholders dated 30 April 2026.

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## DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of Metro Healthcare Berhad ("Metro" or the "Company") and its subsidiaries (collectively known as the "Group") for the financial year ended 31 December 2025.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the subsidiary companies are stated in Note 5 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

## FINANCIAL RESULTS

	Group RM	Company RM
Profit for the financial year attributable to owners of the Company	5,861,645	5,892,726

## DIVIDEND

Since the end of the previous financial year, the Company paid dividend in respect of the financial year ended 31 December 2025 as follows:

	RM
Single-tier interim dividend of 0.40sen per ordinary share on 22 April 2025	3,915,620
Single-tier interim dividend of 0.25sen per ordinary share on 16 October 2025	2,447,262
	<u>6,362,882</u>

On 19 March 2026, the Board of Directors recommended the payment of an interim single tier dividend of 0.25sen in respect of the financial year ended 31 December 2026, to be paid on 17 April 2026. The financial statements for the current financial year do not reflect this single tier dividend. Such dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2026.

## RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year.

## ISSUE OF SHARES AND DEBENTURES

There were no changes in the issued and paid up share capital of the Company during the financial year.

There was no debenture issued during the financial year.

## DIRECTORS

The Directors in office during the financial year and during the period from the end of the financial year to the date of this report are:

Dr. Tay Swi Peng @ Tee Swi Peng  
 Lim Wai Khong  
 Dr. Kong Lan Moon  
 Seah Cheong Wei  
 Rose Zilawati Binti Mohamed Arifin  
 Chua Leng Leek  
 Dr. Yee Meng Kheong

The following is a list of Directors of the subsidiaries (excluding Directors who are also Directors of the Company) in office during the financial year until the date of this report:

Dr. Elizebeth A/P K.V. Thomas  
 Wong Pei Chin

## DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of Directors' shareholdings required to be kept under Section 59 of the Companies Act 2016, none of the Directors who held office at the end of the financial year held any shares, or debentures in the Company or its subsidiaries during the financial year except as follows:

	As at 1.1.2025	No. of ordinary shares		As at 31.12.2025
		Bought	Sold	
<b>Interest in the Company</b>				
<b>Direct interest:</b>				
Dr. Tay Swi Peng @ Tee Swi Peng	424,948,728	1,695,000	-	426,643,728
Dr. Kong Lan Moon	190,801,640	-	-	190,801,640
Lim Wai Khong	7,241,356	476,600	-	7,717,956
Seah Cheong Wei	160,000	-	(120,000)	40,000
Rose Zilawati Binti Mohamed Arifin	80,000	-	-	80,000
Chua Leng Leek	80,000	-	-	80,000
Dr. Yee Meng Kheong	80,000	-	-	80,000
<b>Indirect interest:</b>				
Dr. Tay Swi Peng @ Tee Swi Peng <sup>(1)</sup>	49,385,536	-	-	49,385,536

<sup>(1)</sup> Deemed interested through the shares held by Country Range Sdn. Bhd.

By virtue of their interests in the shares of the Company, Dr. Tay Swi Peng @ Tee Swi Peng, Dr. Kong Lan Moon, Lim Wai Khong, Seah Cheong Wei, Rose Zilawati Binti Mohamed Arifin, Chua Leng Leek, and Dr. Yee Meng Kheong are deemed to have interest in the shares of all its subsidiary companies to the extent the Company has an interest.

Other than as disclosed above, according to the Register of Directors' Shareholdings, the other Directors in office at the end of the financial year did not hold any interest in shares or debentures in the Company or its subsidiaries during the financial year.

#### **DIRECTORS' BENEFITS**

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as disclosed in Note 21) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

There were no arrangements during and at the end of the financial year which had the object of enabling the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

#### **DIRECTORS' REMUNERATION**

Directors' remuneration is as follows: -

	Group RM	Company RM
Directors' remuneration:		
- fees, salaries, allowances and bonus	1,370,028	110,000
- contribution to Employees Provident Fund	40,298	-
	<b>1,410,326</b>	<b>110,000</b>

#### **SUBSIDIARY COMPANIES**

Details of the subsidiary companies are disclosed in Note 5 to the financial statements.

#### **AUDITORS' REMUNERATION**

Auditors' remuneration is as follows:

	Group RM	Company RM
HLB Ler Lum Chew PLT:		
- Statutory audit	140,000	60,000
- Non-statutory audit	7,750	7,750
	<b>147,750</b>	<b>67,750</b>

#### **INDEMNITY AND INSURANCE COSTS**

During the financial year, the Group maintained a Malpractice Liability in accordance with Section 289 of the Companies Act 2016. The insurance premium for the Malpractice Liability effected for the Directors and Officers of the Group amounting to RM35,739 in aggregate.

To the extent permitted under Section 289 of the Companies Act 2016, the Company has agreed to indemnify the auditors, HLB Ler Lum Chew PLT, as part of the terms of its audit engagement against claims by third parties arising from the audit.

## OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:

- i. to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that no provision had been made for doubtful debts; and
- ii. to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances which would render:

- i. the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- ii. the values attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- iii. adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- iv. any amount stated in the financial statements of the Group and of the Company misleading.

No contingent or other liability of any company in the Group has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may affect the ability of the Group and of the Company to meet their obligations when they fall due.

At the date of this report, there does not exist:

- i. any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
- ii. any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

In the opinion of the Directors:

- i. the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- ii. there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

## SUBSEQUENT EVENT

The details of subsequent event are disclosed in Note 26 to the financial statements.

## AUDITORS

The auditors, HLB Ler Lum Chew PLT, have indicated that they would not wish to seek for re-appointment.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors.

DR. TAY SWI PENG @ TEE SWI PENG

LIM WAI KHONG

KUALA LUMPUR  
21 APRIL 2026

**STATEMENT BY DIRECTORS**

Pursuant to Section 251(2) of the Companies Act 2016

We, DR. TAY SWI PENG @ TEE SWI PENG and LIM WAI KHONG, being two of the Directors of METRO HEALTHCARE BERHAD, do hereby state that, in the opinion of the Directors, the financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2025 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors.

DR. TAY SWI PENG @ TEE SWI PENG

LIM WAI KHONG

KUALA LUMPUR  
21 APRIL 2026

**STATUTORY DECLARATION**

Pursuant to Section 251(1) of the Companies Act 2016

I, DR. TAY SWI PENG @ TEE SWI PENG, being the Director primarily responsible for the financial management of METRO HEALTHCARE BERHAD, do solemnly and sincerely declare that the financial statements are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the )  
abovenamed DR. TAY SWI PENG @ TEE SWI )  
PENG at KUALA LUMPUR )  
on 21 APRIL 2026 )

DR. TAY SWI PENG @ TEE SWI PENG

Before me,

COMMISSIONER FOR OATHS

**INDEPENDENT AUDITORS' REPORT**

To the members of Metro Healthcare Berhad

**REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS****Opinion**

We have audited the financial statements of Metro Healthcare Berhad, which comprise the statements of financial position as at 31 December 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 59 to 75.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2025, and of their financial performance and their cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

**Basis for Opinion**

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Independence and Other Ethical Responsibilities*

We are independent of the Group and of the Company in accordance with *the By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), as applicable to audits of financial statements of public interest entities and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. These matters were addressed in the context of our audit of the financial statements of the Group as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**1. Existence of plant and machinery**  
(Refer to Note 3 to the financial statements)

**The risk**

As at 31 December 2025, included in the Group's property, plant and equipment is an amount of RM7,314,289 in relation to plant and machinery pertaining to hospitals and clinics in multiple locations.

We focused on this area due to the material account balance and inherent risk associated with the existence of plant and machinery due to the multiple locations.

**How our audit addressed the key audit matter**

Our audit procedures focused on the following:

- discussed with management to obtain an understanding on controls and monitoring over the plant and machinery at the Group's medical facilities;
- obtained the property, plant and equipment listing to identify the locations of the assets and conducted site visits to selected medical facilities;
- inspected the existence and functionality of plant and machinery at hospitals and clinics; and
- sighted to progress billings and/or suppliers' invoices and delivery order for selected samples of additions and assessed the appropriateness of capitalisation date in the fixed asset register.

**Information Other than the Financial Statements and Auditors' Report Thereon**

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Directors for the Financial Statements**

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law and regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

HLB LER LUM CHEW PLT  
201906002362 & AF 0276  
Chartered Accountants

TANG YAN YU  
03452/10/2027 J  
Chartered Accountant

Kuala Lumpur  
21 April 2026

**STATEMENTS OF FINANCIAL POSITION**  
As at 31 December 2025

	Note	2025 RM	Group 2024 RM
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	3	19,630,064	21,693,883
Right-of-use assets	4	12,592,279	14,425,775
Deferred tax assets	11	103,227	-
Trade and other receivables	8	371,155	-
		<b>32,696,725</b>	<b>36,119,658</b>
<b>Current Assets</b>			
Inventories	7	2,846,500	2,399,390
Trade and other receivables	8	1,776,879	1,015,309
Tax recoverable		1,685,382	1,333,253
Other investment	6	2,889,683	3,758,143
Cash and cash equivalents	9	50,629,819	51,406,599
		<b>59,828,263</b>	<b>59,912,694</b>
<b>TOTAL ASSETS</b>		<b>92,524,988</b>	<b>96,032,352</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	10	56,287,798	56,287,798
Retained earnings		18,829,479	19,330,716
<b>TOTAL EQUITY</b>		<b>75,117,277</b>	<b>75,618,514</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Deferred tax liabilities	11	176,750	642,561
Lease liabilities	12	12,199,594	14,047,081
		<b>12,376,344</b>	<b>14,689,642</b>
<b>Current Liabilities</b>			
Trade and other payables	13	2,911,088	3,780,226
Tax payables		45,219	8,679
Lease liabilities	12	2,075,060	1,935,291
		<b>5,031,367</b>	<b>5,724,196</b>
<b>TOTAL LIABILITIES</b>		<b>17,407,711</b>	<b>20,413,838</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>92,524,988</b>	<b>96,032,352</b>

	Note	2025 RM	Company 2024 RM
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Investment in subsidiaries	5	17,312,901	17,312,901
<b>Current Assets</b>			
Trade and other receivables	8	22,500	6,207
Cash and cash equivalents	9	39,304,047	39,676,426
		<b>39,326,547</b>	<b>39,682,633</b>
<b>TOTAL ASSETS</b>		<b>56,639,448</b>	<b>56,995,534</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	10	56,287,798	56,287,798
Retained earnings		137,688	607,844
<b>TOTAL EQUITY</b>		<b>56,425,486</b>	<b>56,895,642</b>
<b>Current Liabilities</b>			
Trade and other payables	13	168,743	92,523
Tax payables		45,219	7,369
<b>TOTAL LIABILITIES</b>		<b>213,962</b>	<b>99,892</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>56,639,448</b>	<b>56,995,534</b>

## STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 December 2025

	Note	2025 RM	Group 2024 RM	2025 RM	Company 2024 RM
Revenue	14	50,415,593	48,649,823	5,900,000	4,400,000
Cost of sales		(31,456,171)	(28,922,403)	-	-
Gross profit		18,959,422	19,727,420	5,900,000	4,400,000
Other operating income	15	2,150,464	865,038	1,395,056	185,870
Other operating expenses		(12,322,292)	(12,725,220)	(1,074,897)	(2,446,060)
Operating profit		8,787,594	7,867,238	6,220,159	2,139,810
Finance cost		(618,096)	(694,913)	-	-
Profit before taxation	16	8,169,498	7,172,325	6,220,159	2,139,810
Taxation	17	(2,307,853)	(2,612,883)	(327,433)	(43,729)
Profit/Total comprehensive income for the financial year		5,861,645	4,559,442	5,892,726	2,096,081
Profit/Total comprehensive income for the financial year attributable to:					
- Owners of the Company		5,861,645	4,559,442	5,892,726	2,096,081
<b>Earnings per share (sen):</b>					
- Basic	18	0.60	0.47		
- Diluted	18	0.60	0.47		

## STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

	Note	Attributable to owners of the Company		Total RM
		Non-distributable Share Capital RM	Distributable Retained Earnings RM	
<b>Group</b>				
At 1 January 2025		56,287,798	19,330,716	75,618,514
Profit/Total comprehensive income for the financial year		-	5,861,645	5,861,645
Dividend	19	-	(6,362,882)	(6,362,882)
At 31 December 2025		56,287,798	18,829,479	75,117,277
<b>Company</b>				
At 1 January 2025		56,287,798	607,844	56,895,642
Profit/Total comprehensive income for the financial year		-	5,892,726	5,892,726
Dividend	19	-	(6,362,882)	(6,362,882)
At 31 December 2025		56,287,798	137,688	56,425,486
<b>Group</b>				
At 1 January 2024		18,163,699	19,211,586	37,375,285
Profit/Total comprehensive income for the financial year		-	4,559,442	4,559,442
Dividend	19	-	(4,440,312)	(4,440,312)
Issuance of ordinary shares	10	38,124,099	-	38,124,099
At 31 December 2024		56,287,798	19,330,716	75,618,514
<b>Company</b>				
At 1 January 2024		18,163,699	2,952,075	21,115,774
Profit/Total comprehensive income for the financial year		-	2,096,081	2,096,081
Dividend	19	-	(4,440,312)	(4,440,312)
Issuance of ordinary shares	10	38,124,099	-	38,124,099
At 31 December 2024		56,287,798	607,844	56,895,642

## STATEMENTS OF CASH FLOWS

For the financial year ended 31 December 2025

	Note	2025 RM	Group 2024 RM	2025 RM	Company 2024 RM
<b>Cash Flows From Operating Activities</b>					
Profit before taxation		8,169,498	7,172,325	6,220,159	2,139,810
<i>Adjustments for:</i>					
Depreciation of property, plant and equipment	3	3,431,540	3,220,816	-	-
Depreciation of right-of-use assets	4	2,212,897	2,209,145	-	-
Deposit written-off		27,000	-	-	-
Finance cost		618,096	694,913	-	-
Interest income		(1,508,356)	(218,082)	(1,395,056)	(185,870)
Gain on disposal of property, plant and equipment		(23,998)	-	-	-
Gain on disposal of investment in quoted Shares		(22,090)	-	-	-
Termination of lease		(159,578)	-	-	-
Property, plant and equipment written-off	3	110,604	23,341	-	-
Net fair value loss on investment in quoted shares		508,460	124,609	-	-
Dividend income		(133,394)	(246,654)	(5,900,000)	(4,400,000)
Operating profit/(loss) before changes in working capital		13,230,679	12,980,413	(1,074,897)	(2,446,060)
Changes in working capital:					
Inventories		(447,110)	(492,228)	-	-
Trade and other receivables		(1,159,725)	194,017	(16,293)	193,034
Trade and other payables		(869,138)	(140,312)	76,220	49,143
Cash generated from/(used in) operations		10,754,706	12,541,890	(1,014,970)	(2,203,883)
Dividend received		-	-	5,900,000	4,400,000
Interest received		1,508,356	218,082	1,395,056	185,870
Tax refunded		348,669	217,444	-	5,278
Tax paid		(3,541,149)	(2,982,519)	(289,583)	(40,183)
Net cash generated from operating activities		9,070,582	9,994,897	5,990,503	(2,347,082)
<b>Cash Flows From Investing Activities</b>					
Acquisition of property, plant and equipment	3	(1,478,327)	(4,418,303)	-	-
Additional investment in quoted shares		-	(1,253,947)	-	-
Proceeds from disposal of property, plant and equipment		24,000	-	-	-
Proceeds from disposal of investment in quoted shares		382,090	446,351	-	-
Dividend received		133,394	246,654	-	-
Net cash used in investing activities		(938,843)	(4,979,245)	-	-
<b>Cash Flows From Financing Activities</b>					
Repayment of lease liabilities	24	(2,545,637)	(2,451,320)	-	-
Proceeds from issuance of share capital, net of share issuance expenses		-	38,124,099	-	38,124,099
Dividend paid	19	(6,362,882)	(4,440,312)	(6,362,882)	(4,440,312)
Net cash (used in)/generated from financing activities		(8,908,519)	31,232,467	(6,362,882)	33,683,787
<b>Net (decrease)/increase in cash and cash equivalents</b>		(776,780)	36,248,119	(372,379)	36,030,869
<b>Cash and cash equivalents at the beginning of the financial year</b>		51,406,599	15,158,480	39,676,426	3,645,557
<b>Cash and cash equivalents at the end of financial year</b>		50,629,819	51,406,599	39,304,047	39,676,426
<b>Cash and cash equivalents at the end of the financial year end comprises:</b>					
Cash and bank balances		18,487,408	19,679,699	7,161,636	7,949,526
Fixed deposits placed with a licensed bank		32,142,411	31,726,900	32,142,411	31,726,900
		50,629,819	51,406,599	39,304,047	39,676,426

## NOTES TO THE FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies are disclosed in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

The Company is a public limited company, incorporated under Companies Act 1965 and deemed registered under Companies Act 2016 and is listed on the ACE Market of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at Third Floor, No.77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor.

The principal place of business of the Company is located at No. 32, Jalan Pasar, 41400 Klang, Selangor Darul Ehsan.

These financial statements were authorised for issue by the Board of Directors in accordance with their resolution on 21 April 2026.

### 2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

#### (a) Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

The financial statements have been prepared under the historical cost convention unless otherwise disclosed.

The preparation of financial statements in conformity with MFRS requires the use of certain critical accounting estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reported period. It also requires Directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the Directors' best knowledge of current events and actions, actual results may differ. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2(c).

Amendments to accounting standards that are effective for the Group's and the Company's financial year beginning on or after 1 January 2025 are as follows:

- Amendments to MFRS 121, "The Effects of Changes in Foreign Exchange Rates" (Lack of Exchangeability)

The above amendments to accounting standards effective during the financial year do not have any significant impact to the financial results and position of the Group and of the Company.

Accounting standards and amendments to accounting standards that are applicable for the Group and the Company in the following periods but are not yet effective:

#### *Annual periods beginning on/after 1 January 2026*

- Annual Improvements to MFRS Accounting Standards – Volume 11
  - Amendments to MFRS 1, "First-time Adoption of Malaysian Financial Reporting Standards"
  - Amendments to MFRS 7, "Financial Instruments: Disclosures"
  - Amendments to MFRS 9, "Financial Instruments"
  - Amendments to MFRS 10, "Consolidated Financial Statements"
  - Amendments to MFRS 107, "Statement of Cash Flows"
- Amendments to MFRS 9, "Financial Instruments" and MFRS 7, "Financial Instruments: Disclosures" (Classification and Measurement of Financial Instruments)
- Amendments to MFRS 9, "Financial Instruments" and MFRS 7, "Financial Instruments: Disclosures" (Contracts Referencing Nature-dependent Electricity)

#### *Annual periods beginning on/after 1 January 2027*

- MFRS 18, "Presentation and Disclosure in Financial Statements"
- MFRS 19, "Subsidiaries without Public Accountability: Disclosures"

*Effective date yet to be determined by the Malaysian Accounting Standards Board*

- Amendments to MFRS 10, “Consolidated Financial Statements” and MFRS 128, “Investments in Associates and Joint Ventures” (Sale or Contribution of Assets between an Investor and its Associate or Joint Venture)

The adoption of the accounting standards and amendments to accounting standards are not expected to have any significant impact to the financial statements of the Group and of the Company.

**(b) Functional and presentation currency**

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional and presentation currency.

**(c) Significant accounting estimates and judgements**

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group’s and the Company’s accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

The key assumptions concerning the future and other key sources of estimation or uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

i. Extension and termination options

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Such extension or termination options are taken into consideration in determining the lease term if it is reasonably certain that it will be exercised. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment. Significant judgements are used in determining the lease term over the extension or termination option.

ii. Depreciation of property, plant and equipment

The costs of property, plant and equipment are depreciated on a straight-line basis over the useful lives of the property, plant and equipment. Management estimates the useful lives of the property, plant and equipment as stated in Note 2(g)(ii). These are common life expectancies applied in the industries. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

**(d) Basis of consolidation**

Subsidiary companies

Subsidiaries are entities, including structured entities, controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group considers it has de-facto power over an investee when, despite not having the majority of voting rights, it has the current ability in circumstances where the size of the Group’s voting rights relative to the size and dispersion of holdings of other shareholders to direct the activities of the investee that significantly affect the investee’s return.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations are accounted for using the acquisition method on the acquisition date. The consideration transferred includes the fair value of assets transferred, equity interest issued by the Group and liabilities assumed. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest’s proportionate share of the recognised amounts of the acquiree’s identifiable net assets.

Acquisition-related costs are recognised in the profit or loss as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recognised as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Inter-company transactions, balances and unrealised gains and losses on transactions between group companies are eliminated. Accounting policies of subsidiaries have been adjusted where necessary to ensure consistency with the policies adopted by the Group.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions. Any difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities, any non-controlling interests and other components of equity related to the disposed subsidiary. Any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset depending on the level of influence retained.

**(e) Investment in subsidiaries**

In the Company's separate financial statements, investment in subsidiaries is carried at cost less accumulated impairment losses. On disposal of investment in subsidiaries, the difference between disposal proceeds and the carrying amounts of the investment is recognised in profit or loss.

**(f) Operating segments**

For management purpose, the Group is organised into operating segment based on their business activities. An operating segment's operating results are reviewed regularly by the chief operating decision maker, which in this case is the Managing Director of the Group, to make decisions about resources to be allocated to the segments and assess the segment performance.

**(g) Property, plant and equipment**

i. Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposals are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised in net in the profit or loss.

ii. Depreciation and impairment

Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use. Other property, plant and equipment are depreciated on the straight-line method to allocate the cost to their residual values over their estimated useful lives as follows: -

Building	50 years
Plant and machinery	3 to 10 years
Motor vehicles	5 to 6 years
Office equipment, furniture and fittings	2 to 10 years
Renovation	10 years

Depreciation methods, useful lives and residual values are reviewed at end of each reporting period, and adjusted as appropriate.

At the end of the reporting period, the Group assesses whether there is any indication of impairment. If such indications exist, an analysis is performed to assess whether the carrying amount of the asset is fully recoverable. A write down is made if the carrying amount exceeds the recoverable amount.

#### (h) Financial assets

##### i. Classification

The Group classifies its financial assets in the following measurement categories:

- Amortised cost; and
- Fair value through profit or loss (“FVTPL”)

The classification depends on the Group’s business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

##### ii. Recognition and initial measurement

Regular purchases and sales of financial assets are recognised on the trade-date, the date on which the Group commits to purchase or sell the asset.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

##### iii. Subsequent measurement

###### Debt instruments

Debt instruments mainly comprise of cash and cash equivalents and trade and other receivables.

Subsequent measurement of debt instruments depends on the Group’s business model for managing the asset and the cash flow characteristics of the asset.

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

###### Equity instruments

The Group subsequently measures all its equity investments at fair value. Equity investments are classified as FVTPL with movements in their fair values recognised in profit or loss in the period in which the changes arise. Dividends from equity investments are recognised in profit or loss when the Group’s and the Company’s right to receive payments is established.

##### iv. Impairment

The Group and the Company assess expected credit losses associated with its debt instruments carried at amortised cost and at FVOCI on a forward-looking basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Expected credit losses represent a probability-weighted estimate of the difference between present value of cash flows according to contract and present value of cash flows the Group and the Company expect to receive, over the remaining life of the financial instrument.

For trade receivables, the Group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

While cash and cash equivalents are also subject to the impairment requirements of MFRS 9, the identified impairment loss was immaterial.

In measuring expected credit losses, trade receivables are grouped based on shared credit risk characteristics and days past due.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking factors affecting the ability of the customers to settle the receivables.

The Group and the Company define a financial instrument as default, which is aligned with the definition of credit-impaired, when the debtor meets unlikelihood to pay criteria, which indicates the debtor is in significant financial difficulty. The Group and the Company consider the following instances:

- The debtor is in breach of financial covenants
- Concessions have been made by the Group and the Company related to the debtor's financial difficulty
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation
- The debtor is insolvent.

Financial assets that are credit-impaired are assessed for impairment on an individual basis.

The Group and the Company write off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. The assessment of no reasonable expectation of recovery is based on unavailability of debtor's sources of income or assets to generate sufficient future cash flows to repay the amount. The Group and the Company may write-off financial assets that are still subject to enforcement activity.

#### **(i) Financial liabilities**

Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in profit or loss.

Fair value through profit or loss category comprises financial liabilities that are derivatives (except for a derivative that is a financial guarantee or a designated and effective hedging instrument) or financial liabilities that are specifically designated into this category upon initial recognition.

All financial liabilities are subsequently measured at amortised cost using the effective interest method other than those categories as fair value through profit or loss.

Other financial liabilities categories as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

#### **(j) Inventories**

Inventories are valued at the lower of cost and net realisable value after adequate allowance has been made for all deteriorated, damaged, obsolete or slow-moving inventories.

Cost is determined using the first in first out method.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

#### **(k) Cash and cash equivalents**

Cash and cash equivalents consist of cash and bank balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in fair value with original maturities of three month or less, and are used by the Group and the Company in the management of their short-term commitments.

#### **(l) Equity instruments**

##### **i. Share capital**

Ordinary shares and non-redeemable preference shares with discretionary dividends are classified as equity. Other shares are classified as equity and/or liability according to the economic substance of the particular instrument.

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

##### **ii. Dividend distribution**

Distributions to holders of an equity instrument are debited directly to equity, net of any related income tax benefit and the corresponding liability is recognised in the period in which the dividends are approved.

**(m) Current and deferred income tax**

The tax expense for the period comprises current and deferred income tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised, using the liability method, on temporary differences arising between the amounts attributed to assets and liabilities for tax purposes and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses or unused tax credits can be utilised.

Deferred and current tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**(n) Employee benefits**

## i. Short-term employee benefits

Short-term employee benefits obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

## ii. Defined contribution plans

As required by law, companies in Malaysia make contributions to the state pension scheme, the Employees Provident Fund ("EPF"). Such contributions are recognised as an expense in profit or loss in the period to which they relate.

**(o) Revenue and income recognition**

## i. Revenue from contracts with customers

Revenue is recognised by reference to each distinct performance obligation promised in the contract with customer when or as the Group transfers the control of the goods or services promised in a contract and the customer obtains control of the goods or services. Depending on the substance of the respective contract with customer, the control of the promised goods or services may transfer over time or at a point in time.

A contract with customer exists when the contract has commercial substance, the Group and its customer has approved the contract and intend to perform their respective obligations, the Group's and the customer's rights regarding the goods or services to be transferred and the payment terms can be identified, and it is probable that the Group will collect the consideration to which it will be entitled to in exchange of those goods or services.

Revenue from services rendered represents charges for inpatient, outpatient and ambulatory care.

## a) Inpatient and outpatient

This comprises of obstetrics and gynaecological services offered by the Group. Obstetrics services focus on healthcare services relating to pregnancy, from pre-pregnancy screenings, delivery up to post-natal check-ups whereas gynaecology services focus on female reproductive health, including breasts, ovaries, uterus and vagina organ.

## b) Ambulatory care

Ambulatory care covers fertility treatments such as IVF, IUI, blastocyst culture, surgical sperm retrieval, PGT and assisted hatching.

Revenue from services rendered is recognised over time when the services are rendered and the patients simultaneously receives and consumes the benefits from the services rendered by the Group, and the Group has a present right to payments from the services.

ii. Other revenue and income

Revenue and income from other sources are recognised as follows: -

Dividend income

Dividend income is recognised when the right to receive payment is established.

Rental income

Rental income is recognised on a straight-line basis over the tenure of the lease.

Interest income

Interest income is recognised on an accrual basis using the effective interest method.

**(p) Leases**

i. Accounting by lessee

Leases are recognised as right-of-use assets and a corresponding liability at the commencement date on which the leased asset is available for use by the Group and the Company.

In determining the lease term, the Group and the Company consider all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension or termination options are taken into consideration in determining the lease term if it is reasonably certain that the lease will be extended or terminated.

Right-of-use assets are initially measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentive received;
- Any initial direct costs; and
- Decommissioning or restoration costs

Right-of-use assets are subsequently measured at cost, less accumulated depreciation and impairment loss. The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group and the Company is reasonably certain that it will exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease liabilities are initially measured at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Short-term leases are leases with a lease term of 12 months or less. Payments associated with short-term leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

ii. Accounting by lessor

The Group and the Company determine at lease inception whether each lease is a finance lease or operating lease. To classify each lease, the Group and the Company make an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to the lessee.

Operating leases

The Group and the Company classify a lease as an operating lease if the lease does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee.

The Group and the Company recognise lease payments received under operating leases as lease income on a straight-line basis over the lease term.

### 3. PROPERTY, PLANT AND EQUIPMENT

	Freehold land and building RM	Plant and machinery RM	Motor vehicles RM	Office equipment, furniture and fittings RM	Renovation RM	Capital work- in progress RM	Total RM
<b>Group</b>							
<b>Cost</b>							
At 1 January 2025	5,414,387	14,635,324	618,362	3,748,657	9,734,941	1,774,828	35,926,499
Additions	-	1,076,818	-	124,445	277,064	-	1,478,327
Disposal	-	-	(2)	-	-	-	(2)
Reclassification	-	142,170	-	-	1,632,658	(1,774,828)	-
Written-off	-	-	-	(8,100)	(233,300)	-	(241,400)
At 31 December 2025	5,414,387	15,854,312	618,360	3,865,002	11,411,363	-	37,163,424
<b>Accumulated depreciation</b>							
At 1 January 2025	650,483	6,879,911	395,238	2,328,327	3,978,657	-	14,232,616
Charge for the year	108,414	1,660,112	76,546	332,369	1,254,099	-	3,431,540
Written-off	-	-	-	(3,038)	(127,758)	-	(130,796)
At 31 December 2025	758,897	8,540,023	471,784	2,657,658	5,104,998	-	17,533,360
<b>Carrying amount</b>							
At 31 December 2025	4,655,490	7,314,289	146,576	1,207,344	6,306,365	-	19,630,064
<b>Group</b>							
<b>Cost</b>							
At 1 January 2024	5,414,387	11,534,314	618,362	3,071,448	7,120,710	3,785,280	31,544,501
Additions	-	2,429,660	-	551,909	610,189	826,545	4,418,303
Reclassification	-	671,350	-	125,300	2,040,347	(2,836,997)	-
Written-off	-	-	-	-	(36,305)	-	(36,305)
At 31 December 2024	5,414,387	14,635,324	618,362	3,748,657	9,734,941	1,774,828	35,926,499
<b>Accumulated depreciation</b>							
At 1 January 2024	542,069	5,280,789	318,690	1,990,099	2,893,117	-	11,024,764
Charge for the year	108,414	1,599,122	76,548	338,228	1,098,504	-	3,220,816
Written-off	-	-	-	-	(12,964)	-	(12,964)
At 31 December 2024	650,483	6,879,911	395,238	2,328,327	3,978,657	-	14,232,616
<b>Carrying amount</b>							
At 31 December 2024	4,763,904	7,755,413	223,124	1,420,330	5,756,284	1,774,828	21,693,883

### 4. RIGHT-OF-USE ASSETS

	2025 RM	Group 2024 RM
<b>Cost</b>		
At 1 January	19,826,416	19,914,836
Addition	1,422,469	-
Remeasurement of lease	43,008	(88,420)
Completion of lease	(229,060)	-
Termination of lease	(1,637,644)	-
At 31 December	19,425,189	19,826,416
<b>Accumulated depreciation</b>		
At 1 January	5,400,641	3,191,496
Charge for the financial year	2,212,897	2,209,145
Completion of lease	(229,060)	-
Termination of lease	(551,568)	-
At 31 December	6,832,910	5,400,641
<b>Carrying amount</b>		
At 31 December	12,592,279	14,425,775

## 5. INVESTMENT IN SUBSIDIARIES

	Note	Company	
		2025 RM	2024 RM
Unquoted shares, at cost		16,735,629	16,735,629
Capital contribution to subsidiaries	(a)	577,272	577,272
At 31 December		17,312,901	17,312,901

(a) This amount arises from the share-based payments granted to eligible Directors and employees of the subsidiary companies that are equity settled within the Group.

The subsidiary companies and shareholdings therein are as follows: -

Name of entity	Country of incorporation and place of business	Effective ownership and voting interest (%)		Principal activities
		2025	2024	
Hospital Wanita Metro Sdn. Bhd.	Malaysia	100	100	Provision of fertility, obstetrics and gynaecology, paediatrics services, and other healthcare related services
K.W. Tee Sdn. Bhd.	Malaysia	100	100	Property investment holding
Metro IVF Sdn. Bhd.	Malaysia	100	100	Provision of fertility, obstetrics and gynaecology healthcare services
Vision One Diagnostic Sdn. Bhd.	Malaysia	100	100	Provision of diagnostic imaging services

## 6. OTHER INVESTMENT

	Group	
	2025 RM	2024 RM
<b>Fair Value through Profit or Loss</b>		
Quoted shares in Malaysia	2,889,683	3,758,143

## 7. INVENTORIES

	Group	
	2025 RM	2024 RM
<b>At cost</b>		
Trading merchandise	2,846,500	2,399,390

The Group's cost of inventories recognised as expenses and included in cost of sales amounted to RM7,123,417 (2024: RM6,226,602).

## 8. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2025 RM	2024 RM	2025 RM	2024 RM
<b>Non-current</b>					
Other receivables		23,920	-	-	-
Prepayment	(b)	347,235	-	-	-
		371,155	-	-	-
<b>Current</b>					
Trade receivables	(a)	168,301	31,141	-	-
Other receivables		224,473	126,075	22,500	6,207
Deposits	(c)	1,282,856	785,429	-	-
Prepayment	(b)	101,249	72,664	-	-
		1,776,879	1,015,309	22,500	6,207
		2,148,034	1,015,309	22,500	6,207

The Group's trade credit terms are 30 days (2024: 30 days). Other credit terms are assessed and approved on a case by case basis.

(a) The ageing analysis of the Group's trade receivables is as follows: -

	Group	
	2025 RM	2024 RM
Neither past due nor impaired	91,613	11,228
Past due but not individually impaired		
- Between 1 - 180 days	70,290	8,533
- Between 181 - 365 days	-	200
- More than 365 days	6,398	11,180
	76,688	19,913
	168,301	31,141

The Group's trade receivables of RM76,688 (2024: RM19,913) were past due but not individually impaired. These relate to a number of independent customers for whom there is no recent history of default.

At the reporting date, the Group's concentration of the top 2 (2024: 3) trade customers of the Group represent 93% (2024: 82%) of the total trade receivables.

- (b) Included in prepayment of the Group is an amount of RM380,219 (2024: RM Nil), representing study bonds granted to certain employees. The amount is to be amortised over the total bond period for the respective employees ranging from 8 years to 12 years (2024: Nil).
- (c) Included in deposits of the Group is an amount of RM81,000 and RM324,000 (2024: RM66,000 and RM321,000) paid to Directors and companies in which certain Director have substantial financial interest respectively for the rental of properties.

## 9. CASH AND CASH EQUIVALENTS

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Cash and bank balances	18,487,408	19,679,699	7,161,636	7,949,526
Fixed deposits placed with a licensed bank	32,142,411	31,726,900	32,142,411	31,726,900
	50,629,819	51,406,599	39,304,047	39,676,426

Interest rates on deposits placed with a licensed bank ranges 1.80% to 3.60% (2024: 2.30% to 3.85% per annum) per annum and have a maturity period of range from 30 to 181 days (2024: 30 to 181 days).

## 10. SHARE CAPITAL

	Group / Company			
	2025 Number of shares Units	2024 Amount RM	2024 Number of shares Units	2024 Amount RM
<b>Issued and fully paid</b>				
At 1 January	978,905,000	56,287,798	616,710,000	18,163,699
Issuance of shares	-	-	362,195,000	38,124,099
At 31 December	978,905,000	56,287,798	978,905,000	56,287,798

In previous financial year, the Company increased its issued and paid-up share capital from 616,710,000 to 978,905,000 ordinary shares by way of:

- i. On 8 October 2024, the Company issued 205,570,000 new ordinary shares by way of bonus issues on the basis of one (1) new ordinary share for every three (3) existing ordinary shares held; and
- ii. On 15 November 2024, the Company issued 156,625,000 new ordinary shares for a total cash consideration of RM39,156,250, RM0.25 each in conjunction with the initial public offering ("IPO") on the ACE market of Bursa Malaysia Securities Berhad. The share issuance expenses associated with the issuance of new ordinary shares amounting to RM1,032,151 were offset against the share capital.

The newly issued ordinary shares ranked pari-passu in all respects with the then-existing ordinary shares of the Company

**11. DEFERRED TAX (ASSETS)/LIABILITIES**

	2025 RM	Group 2024 RM
Deferred tax liabilities	176,750	642,561
Deferred tax assets	(103,227)	-
	73,523	642,561

Movement on the net deferred tax liabilities are as follows:-

	2025 RM	Group 2024 RM
At 1 January	642,561	655,208
Recognised in profit or loss (Note 17):		
- Property, plant and equipment	(467,957)	(170,195)
- Unutilised tax losses	(5,134)	-
- Unabsorbed capital allowances	(5,023)	-
- Right-of-use assets	(37,935)	(114,372)
- Contract liabilities	(52,989)	271,920
	(569,038)	(12,647)
At 31 December	73,523	642,561

The components of deferred tax assets and deferred tax liabilities of the Group during the financial year prior to offsetting are as follows: -

	2025 RM	Group 2024 RM
Deferred tax assets		
- Right-of-use assets	(426,714)	(388,779)
- Contract liabilities	(225,286)	(172,297)
- Unutilised tax losses	(5,134)	-
- Unabsorbed capital allowances	(5,023)	-
	(662,157)	(561,076)
Offsetting	558,930	561,076
Net deferred tax assets	(103,227)	-
Deferred tax liabilities		
- Property, plant and equipment	735,680	1,203,637
Offsetting	(558,930)	(561,076)
Net deferred tax liabilities	176,750	642,561

**12. LEASE LIABILITIES**

	2025 RM	Group 2024 RM
Repayable within twelve months	2,075,060	1,935,291
Repayable after twelve months	12,199,594	14,047,081
	14,274,654	15,982,372

The effective interest rate of the lease liabilities of the Group ranges from 3.27% - 4.52% (2024: 3.27% - 4.52%) per annum.

Included in lease liabilities are amounts payable to Directors and related companies amounting to RM1,001,885 and RM3,278,774 (2024: RM1,276,705 and RM3,711,895) respectively.

**13. TRADE AND OTHER PAYABLES**

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Trade payables	1,211,713	2,059,893	-	-
Other payables	373,111	610,391	108,743	7,338
Accruals	387,571	392,036	60,000	85,185
Contract liabilities relating to ambulatory care services:				
- Deferred revenue	938,693	717,906	-	-
	2,911,088	3,780,226	168,743	92,523

The trade credit terms granted to the Group range from 30 to 60 days (2024: 30 to 60 days).

Deferred revenue represents payments received for ambulatory care services which the Group has not fulfilled its performance obligation as at the financial year end.

The Company recognise contract liabilities when a customer pays consideration, or is contractually required to pay consideration, before and the Company recognise the related revenue. The contract liabilities are expected to be recognised as revenue within a year.

	2025 RM	Group 2024 RM
<b>Significant changes in contract liabilities</b>		
Contract liabilities as at the beginning of the period recognised as revenue during the year	717,906	1,850,909
Advances received during the year	938,693	717,906

#### 14. REVENUE

Breakdown of revenue recognised from contracts with customers is as follows: -

	Group 2025 RM	2024 RM	Company 2025 RM	2024 RM
<b>Revenue recognised from contracts with customers:</b>				
Outpatient services	22,986,267	20,719,890	-	-
Inpatient services	4,824,376	5,642,823	-	-
Ambulatory care	22,604,950	22,287,110	-	-
	50,415,593	48,649,823	-	-
<b>Revenue from other sources: -</b>				
Dividend income	-	-	5,900,000	4,400,000
	50,415,593	48,649,823	5,900,000	4,400,000
<b>Geographical market</b>				
Malaysia	50,415,593	48,649,823	-	-
<b>Timing of revenue recognition</b>				
Over time	50,415,593	48,649,823	-	-

#### 15. OTHER OPERATING INCOME

	Group 2025 RM	2024 RM	Company 2025 RM	2024 RM
Dividend income	133,394	246,654	-	-
Rental income	15,984	17,036	-	-
Interest income	1,508,356	218,082	1,395,056	185,870
Educational seminar	131,560	146,630	-	-
Gain on disposal of property, plant and equipment	23,998	-	-	-
Gain on termination of lease	159,578	-	-	-
Gain on disposal of investment in quoted shares	22,090	-	-	-
Sponsorship	-	150,000	-	-
Others	155,504	86,636	-	-
	2,150,464	865,038	1,395,056	185,870

## 16. PROFIT BEFORE TAXATION

Profit before taxation is derived at after charging: -

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Auditors' remuneration:				
- statutory audit:				
- current year	140,000	108,000	60,000	40,000
- under provision in prior year	12,000	10,000	12,000	1,000
- non-statutory audit	7,750	261,000	7,750	261,000
Depreciation of property, plant and equipment	3,431,540	3,220,816	-	-
Depreciation of right-of-use assets	2,212,897	2,209,145	-	-
Deposit written-off				
Finance cost:				
- lease liabilities	618,096	694,913	-	-
Net fair value loss on investment in quoted shares	508,460	124,609	-	-
Short term leases of premises	14,000	-	-	-
Property, plant and equipment written-off	110,604	23,341	-	-

## 17. TAXATION

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
<b>Current taxation:</b>				
- Current year	2,902,370	2,408,015	329,250	44,609
- (Over)/Under provision in prior financial years	(25,479)	217,515	(1,817)	(880)
	2,876,891	2,625,530	327,433	43,729
<b>Deferred taxation:</b>				
- Origination and reversal of temporary differences	(399,021)	93,929	-	-
- Over provision in prior financial years	(170,017)	(106,576)	-	-
	(569,038)	(12,647)	-	-
Taxation for the financial year	2,307,853	2,612,883	327,433	43,729

Malaysian income tax is calculated at the statutory tax rate of 24% (2024: 24%) of the estimated assessable profit for the financial year.

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows: -

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Profit before taxation	8,169,498	7,172,325	6,220,159	2,139,810
Taxation at statutory tax rate of 24% (2024: 24%)	1,960,680	1,721,358	1,492,838	513,554
Non-taxable income	(32,015)	(59,197)	(1,416,000)	(1,056,000)
Non-deductible expenses	574,684	839,783	252,412	587,055
(Over)/Under provision of current taxation in prior years	(25,479)	217,515	(1,817)	(880)
Over provision of deferred taxation in prior years	(170,017)	(106,576)	-	-
Taxation for the financial year	2,307,853	2,612,883	327,433	43,729

## 18. EARNINGS PER SHARE

Basic earnings per share

Basic earnings per share is calculated by dividing the consolidated profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year.

	Group	
	2025 RM	2024 RM
Profit attributable to owners of the Company (RM)	5,861,645	4,559,442
Weighted average number of ordinary shares in issue	978,905,000	978,905,000
Basic earnings per share (sen)	0.60	0.47

Diluted earnings per share

There are no diluted earnings per share as the Company does not have any potential dilutive ordinary shares at the financial year end.

**19. DIVIDEND**

	Group/Company	
	2025 RM	2024 RM
Interim single-tier tax exempt dividend of 0.40 sen per share in respect of financial year ended 31 December 2025, paid on 22 April 2025	3,915,620	-
Interim single-tier tax exempt dividend of 0.25 sen per share in respect of financial year ended 31 December 2025, paid on 16 October 2025	2,447,262	-
Interim single-tier tax exempt dividend of 0.72 sen per share in respect of financial year ended 31 December 2024, paid on 5 April 2024	-	4,440,312

On 19 March 2026, the Board of Directors recommended the payment of a interim single tier dividend of 0.25 sen in respect of the financial year ended 31 December 2026, to be paid on 17 April 2026. The financial statements for the current financial year do not reflect this single tier dividend. Such dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2026.

**20. STAFF COST**

	Group	
	2025 RM	2024 RM
Salary, bonus and other emoluments (excluding Directors)	9,993,780	9,426,978
Contribution to Employees Provident Fund	1,064,272	982,918
	11,301,041	10,409,896

Included in the total staff cost of the Group are amounts charged to cost of sales and other operating expenses amounting to RM8,747,010 and RM2,311,042 (2024: RM8,313,500 and RM2,096,396) respectively.

**21. RELATED PARTY DISCLOSURES**

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group, and certain members of senior management of the Group.

The significant related party transactions of the Group and of the Company, other than key management personnel remuneration, are as follows: -

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Leases of premises paid to:				
- Director	324,000	324,000	-	-
- Related companies	984,000	852,000	-	-
Dividend received from subsidiaries	-	-	(5,900,000)	(4,400,000)

The key management personnel compensation is as follows: -

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Remuneration of Directors:				
- fees, salaries, allowances and bonus	1,370,028	970,999	110,000	89,998
- contribution to Employees Provident Fund	40,298	29,280	-	-
	1,410,326	1,000,279	110,000	89,998
Remuneration of other key management personnel:				
- salaries, allowances and bonus	510,864	607,634	-	-
- contribution to Employees Provident Fund	60,665	67,134	-	-
	571,529	674,768	-	-
	1,981,855	1,675,047	110,000	89,998

**22. SEGMENT INFORMATION**

The principal businesses of the Group are to provide inpatient services, outpatient services and ambulatory care which are substantially within a single business segment in Malaysia. As such, segmental reporting by business segment and geographical segment is deemed not necessary. Accordingly, the information regarding its financial position and results is represented by the financial statements as a whole.

## Major customers

The Group does not have significant reliance on a single major customer, with whom the Group transacted ten percent (10%) or more of its revenue during the financial year.

## 23. FINANCIAL INSTRUMENTS

The following table analyses the financial assets and financial liabilities of the Group and of the Company by the classes and categories of financial instruments to which they are assigned, and therefore by the measurement basis:

	Financial assets and liabilities at amortised cost RM	Financial assets at FVTPL RM	Total RM
<b>2025</b>			
<b>Group</b>			
<b>Financial assets</b>			
Other investment	-	2,889,683	2,889,683
Trade and other receivables	1,699,550	-	1,699,550
Cash and cash equivalents	50,629,819	-	50,629,819
	52,329,369	2,889,683	55,219,052
<b>Financial liabilities</b>			
Trade and other payables	1,972,395	-	1,972,395
Lease liabilities	14,274,654	-	14,274,654
	16,247,049	-	16,247,049
<b>Company</b>			
<b>Financial assets</b>			
Trade and other receivables	22,500	-	22,500
Cash and cash equivalents	39,304,047	-	39,304,047
	39,326,547	-	39,326,547
<b>Financial liability</b>			
Trade and other payables	168,743	-	168,743
<b>2024</b>			
<b>Group</b>			
<b>Financial assets</b>			
Other investment	-	3,758,143	3,758,143
Trade and other receivables	942,645	-	942,645
Cash and cash equivalents	51,406,599	-	51,406,599
	52,349,244	3,758,143	56,107,387
<b>Financial liabilities</b>			
Trade and other payables	3,062,320	-	3,062,320
Lease liabilities	15,982,372	-	15,982,372
	19,044,692	-	19,044,692
<b>Company</b>			
<b>Financial assets</b>			
Trade and other receivables	6,207	-	6,207
Cash and cash equivalents	39,676,426	-	39,676,426
	39,682,633	-	39,682,633
<b>Financial liability</b>			
Trade and other payables	92,523	-	92,523

### Financial risk management

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its financial risks, including credit risk, liquidity risk and market risk.

#### Credit risk

Credit risk is the risk of a financial loss to the Group if a counterparty of a financial asset fails to meet its contractual obligations. The Group's exposure to credit risk arises mainly from trade and other receivables.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis through the review of trade and other receivables ageing. At reporting date, there were no significant concentration of credit risk.

The maximum exposure to credit risk for the Group is the carrying amount of the financial assets shown in the statements of financial position.

#### Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risks arises principally from trade and other payables, and lease liabilities.

Cash flow forecasting is performed by monitoring the Group's and the Company's liquidity requirements to ensure that it has sufficient liquidity to meet operational, financing repayments and other liabilities as they fall due.

The table below summaries the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on contractual undiscounted payments: -

	Carrying amount RM	Contractual interest rate %	Contractual cash flows RM	below 1 year RM	between 2 and 5 years RM	Above 5 years RM
<b>Group</b>						
<b>2025</b>						
Trade and other payables	1,972,395	-	1,972,395	1,972,395	-	-
Lease liabilities	14,274,654	-	16,954,370	2,634,965	7,569,442	6,749,963
	16,247,049		18,926,765	4,607,360	7,569,442	6,749,963
<b>2024</b>						
Trade and other payables	3,062,320	-	3,062,320	3,062,320	-	-
Lease liabilities	15,982,372	-	19,099,658	2,622,791	8,692,845	7,784,022
	19,044,692		22,161,978	5,685,111	8,692,845	7,784,022
<b>Company</b>						
<b>2025</b>						
Trade and other payables	168,743	-	168,743	168,743	-	-
<b>2024</b>						
Trade and other payables	92,523	-	92,523	92,523	-	-

### Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and cash flow and fair value interest rate risk that may affect the Group's and the Company's financial position and cash flows. As at the end of the reporting period, the Group and the Company are not significantly exposed to foreign exchange rate risk.

#### Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Interest rate exposure arises from borrowings. The Group does not hedge the interest rate risk.

#### Exposure to interest rate risk

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amount as at the end of the financial year are as follows:

	Group/Company	
	2025 RM	2024 RM
Fixed rate instruments		
Fixed deposits placed with a licensed bank	32,142,411	31,726,900

#### Fair value information

The carrying amounts of cash and cash equivalents, short term receivables and payables, reasonably approximate their fair values due to the relatively short term nature of these financial instruments.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique: -

- Level 1 : Quoted prices in active markets for identical assets or liabilities.
- Level 2 : Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 : Inputs for the asset or liability that is not based on observable market data.

The following table analyses the fair value hierarchy for financial instruments carried at fair value in the statements of financial position:

	Level 1 Fair value	
	2025 RM	2024 RM
<b>Group</b>		
<b>Financial assets</b>		
Financial assets at fair value through profit or loss		
- Other investment	2,889,683	3,758,143

Level 1 fair value is derived from quoted prices from active markets for identical financial assets or liabilities readily available to the Group at the measurement date. Financial instruments included in level 1 primarily comprise of held for trading investments quoted on FTSE Bursa Malaysia KLCI.

**24. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

	Group	
	2025 Lease liabilities RM	2024 Lease liabilities RM
At 1 January	15,982,372	17,827,199
Net cash flows used in financing activities	(2,545,637)	(2,451,320)
Finance cost	618,096	694,913
Addition	1,422,469	-
Remeasurement of lease liabilities	43,008	(88,420)
Termination of lease	(1,245,654)	-
Total non-cash changes	837,919	606,493
At 31 December	14,274,654	15,982,372

**25. CAPITAL MANAGEMENT**

The objective of the Group on capital management is to ensure that it maintains a strong credit rating and safeguard the Group's ability to continue as a going concern, so as to support its business, maintain the market confidence and maximise shareholder value.

The management does not set a target level of gearing but uses capital opportunistically to support its business and to add value for shareholders.

There were no changes to the Group's approach to capital management during the financial year.

**26. SUBSEQUENT EVENT**

On 23 October 2025, the Company had entered into a share sale agreement with Dr Tee Swi Peng, for the proposed acquisition by Metro of 100,000 ordinary shares in RMC Specialist Sdn Bhd ("RMC Specialist"), representing 100.0% equity interest in RMC Specialist for a total purchase consideration of RM320,000.00, to be satisfied wholly via cash.

The Company has on 10 March 2026 completed the Proposed Acquisition.

**27. CAPITAL COMMITMENT**

	Group	
	2025 RM	2024 RM
Capital commitment contracted but not provided for	1,029,000	222,732

## DISCLOSURE OF FINANCIAL DATA FOR SHARIAH SCREENING

In accordance with the requirements of Bursa Malaysia, below are the financial data that are relevant for purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia. These include financial data on Shariah non-permissible income arising from the Group's business activities and interest-based financial position.

**(a) Group total income and total assets**

	Remarks	Group	
		2025 RM	2024 RM
Total income			
Revenue		50,415,593	48,649,823
Interest/finance income		1,508,356	218,082
Dividend income		133,394	246,654
Other income		508,714	400,302
Total		52,566,057	49,514,861
Total Assets		92,524,988	96,032,352

**(b) Business activities**

	Remarks	Group	
		2025 RM	2024 RM
Shariah non-compliance activities			
Dividend income received from conventional instrument		54,384	102,820
Interest/finance income	Conventional	754,847	153,914
Total		809,231	256,734

**(c) Component of financial position****(i) Cash component**

	Remarks	Group	
		2025 RM	2024 RM
Islamic account/instruments			
Cash and bank balances (exclude cash in hand)		2,589,288	1,268,123
Deposits with licensed bank		20,065,500	20,069,167
Total		22,654,788	21,337,290

	Remarks	Group	
		2025 RM	2024 RM
Conventional account/instruments			
Cash and bank balances (exclude cash in hand)		15,846,020	18,409,453
Deposits with licensed bank		12,076,911	11,657,733
Other cash equivalents	Cash in hand	52,100	2,123
Total		27,975,031	30,069,309

**(ii) Debt component**

	Remarks	Group	
		2025 RM	2024 RM
Islamic financing			
Current		N/A	N/A
Non-current		N/A	N/A
Total		N/A	N/A

	Remarks	Group	
		2025 RM	2024 RM
Conventional borrowing			
Current		N/A	N/A
Non-current		N/A	N/A
Total		N/A	N/A

**LIST OF PROPERTIES**  
As at 31 December 2025

Registered Owner/Location	Date of Acquisition	Description	Tenure	Approximate age of building (years)	Gross built up Area (Sq. ft)	Existing Use	Audited Net book Value as at 31 December 2025 (RM'000)
K.W. Tee Sdn. Bhd. / GRN 514373, Lot 154443 (formerly known as HS(D) 545574 PTD 175948), Mukim Tebrau, Daerah Johor Bahru, Negeri Johor	19.07.2017	Four storey shop office	Freehold	approximately 30 years	14,292	Ground and first floor: Part of MIVF Johor Bahru (Private ambulatory care centre – fertility centre)  Second floor: Houses the generator set, and air handling unit  Third floor: Storage and utility area	4,655,491

**ANALYSIS OF SHAREHOLDINGS**

As at 31 March 2026

Total number of issued shares : 978,905,000 ordinary shares  
 Class of equity securities : Ordinary Shares ("Shares")  
 Voting rights by poll : One (1) vote for every share held

**DISTRIBUTION SCHEDULE OF SHAREHOLDERS**

Size of holdings	No. of holders	%	No. of Shares	%
Less than 100 shares	10	0.34	277	0.00
100 - 1,000 shares	553	18.73	246,300	0.02
1,001 - 10,000 shares	1,601	54.23	9,196,400	0.94
10,001 - 100,000 shares	662	22.43	18,466,200	1.89
100,001 – less than 5% of issued shares	123	4.17	332,637,319	33.98
5% and above of issued shares	3	0.10	618,358,504	63.17
<b>Total</b>	<b>2,952</b>	<b>100.00</b>	<b>978,905,000</b>	<b>100.00</b>

**SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS**

(As per the Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Dr. Tay Swi Peng @ Tee Swi Peng	378,643,728	38.68	49,385,536 <sup>(1)</sup>	5.05
Dr. Kong Lan Moon	190,801,640	19.49	-	-
Sheikh Mohd Nasarudin	50,000,000	5.11	3,380,000 <sup>(2)</sup>	0.35
Country Range Sdn. Bhd.	49,385,536	5.05	-	-

Note:

(1) Deemed interested by virtue of his interest in Country Range Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016 ("CA 2016").

(2) Deemed interested by virtue of his spouse's direct shareholdings in the Company.

**DIRECTORS' SHAREHOLDINGS**

(As per the Register of Directors' Shareholdings)

Name of Directors	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Dr. Tay Swi Peng @ Tee Swi Peng	378,643,728	38.68	49,385,536 <sup>(1)</sup>	5.05
Dr. Kong Lan Moon	190,801,640	19.49	-	-
Lim Wai Khong	7,817,956	0.80	-	-
Dr. Yee Meng Kheong	80,000	0.01	-	-
Chua Leng Leek	80,000	0.01	-	-
Rose Zilawati binti Mohamed Arifin	80,000	0.01	-	-
Seah Cheong Wei	40,000	0.00	-	-

Notes:

(1) Deemed interested by virtue of his interest in Country Range Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016 ("CA 2016").

**THIRTY LARGEST SECURITIES ACCOUNT HOLDERS**

(without aggregating the securities from different securities accounts belonging to the same registered holder)

No.	Name	No. of Shares held	%
1.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Dr. Tay Swi Peng @ Tee Swi Peng</i>	378,171,328	38.63
2.	Dr. Kong Lan Moon	190,801,640	19.49
3.	Country Range Sdn. Bhd.	49,385,536	5.05
4.	Cimsec Nominees (Tempatan) Sdn Bhd <i>CIMB For Chong Khai Siang (PB)</i>	48,000,000	4.90
5.	Maybank Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Sheikh Mohd Nasarudin</i>	45,000,000	4.60
6.	Ong Boon Cheng	34,709,234	3.55
7.	Tee Siew Kai	19,810,700	2.02
8.	Tee Siew Kai	17,179,476	1.76
9.	Ahmad Zaini Bin A.Jamil	16,400,000	1.68
10.	Tan Mei Ping	15,161,200	1.55
11.	Choy Mun Wai	7,600,000	0.78
12.	Lim Wai Khong	6,273,556	0.64
13.	Elizebeth A/P K V Thomas	6,253,556	0.64
14.	Teh Hong Teong	5,369,218	0.55
15.	Chan Nyuk Leong	5,057,676	0.52
16.	Maybank Nominees (Tempatan) Sdn Bhd <i>Maybank Private Wealth Management for Sheikh Mohd Nasarudin (12022733) (444840)</i>	5,000,000	0.51
17.	Ong Siew Bee	4,937,676	0.50
18.	Augustine A/P S M Pushpanathan	4,937,676	0.50
19.	Maybank Nominees (Tempatan) Sdn Bhd <i>Maybank Private Wealth Management for Marion Rose Caunter (12023459) (448811)</i>	4,380,000	0.45
20.	Chua Seow Kiat	4,080,000	0.42
21.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Lee Kwai Fong (SERDANG-CL)</i>	4,028,800	0.41
22.	Ng Cheng Huat	4,000,000	0.41
23.	Lim E @ Lim Hoon Nam	3,918,000	0.40
24.	Chew Peet Lan	3,300,000	0.34
25.	Mohamad Farouk Bin Abdullah	2,960,000	0.30
26.	Ng Chai Bing	2,630,000	0.27
27.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Tan Yu Hock</i>	2,489,200	0.25
28.	Wong Pei Chin	2,468,836	0.25
29.	Quay Bee Bee	2,008,836	0.21
30.	Cimsec Nominees (Tempatan) Sdn Bhd <i>CIMB For Chong Yoon On (PB)</i>	2,000,000	0.20

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting (“16th AGM” or “Meeting”) of METRO HEALTHCARE BERHAD (“METRO” or “the Company”) will be held at Studio II, Lobby level, Premiere Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor on Monday, 29 June 2026 at 2:30 p.m. or at any adjournment thereof, to transact the following businesses, with or without modifications: -

**AGENDA****AS ORDINARY BUSINESS:**

- |  |  |
|--|--|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.  | <b>PLEASE REFER TO EXPLANATORY NOTE 1</b>                    |
| 2. To approve the payment of Directors’ fees and benefits of up to RM300,000.00 for the period commencing from the date immediately after this 16 <sup>th</sup> AGM until the next Annual General Meeting (“AGM”) of the Company.  | <b>ORDINARY RESOLUTION 1</b>                                 |
| 3. To re-elect the following Directors who retire by rotation pursuant to Clause 89 of the Company’s Constitution:<br>i. Mr. Lim Wai Khong<br>ii. Ms. Rose Zilawati binti Mohamed Arifin   | <b>ORDINARY RESOLUTION 2</b><br><b>ORDINARY RESOLUTION 3</b> |
| 4. To note the retirement of HLB Ler Lum Chew PLT as Auditors of the Company at the conclusion of the 16 <sup>th</sup> AGM.  | <b>PLEASE REFER TO EXPLANATORY NOTE 4</b>                    |
| 5. To grant mandate to the Board of Directors (“Board”) to appoint new Auditors. To consider and if thought fit, pass the following ordinary resolution:-<br>“THAT following the retirement of HLB Ler Lum Chew PLT as Auditors of the Company at the conclusion of the 16 <sup>th</sup> AGM, the Board be and is hereby authorised to identify and appoint new Auditors of the Company to fill the vacancy in accordance with Section 271(5) of the Companies Act 2016, and that such new Auditors shall hold office until the conclusion of the next AGM at a remuneration to be agreed upon between the Directors and the newly appointed Auditors. | <b>ORDINARY RESOLUTION 4</b>                                 |

**AS SPECIAL BUSINESS: -**

To consider and if thought fit, pass the following resolutions: -

- |   |                              |
|---|------------------------------|
| 6. <b>GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”)</b>  | <b>ORDINARY RESOLUTION 5</b> |
| <p>“THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time (“Mandate”) AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such Mandate shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.</p> |                              |

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

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

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

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

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

whichever is earlier.

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

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

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

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

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

whichever is earlier.

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

9. To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)**  
**LEE SIEW FUN (MAICSA 7063623) (SSM PC No.: 202008000735)**  
 Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
 30 April 2026

Notes:

- a) A member who is entitled to present, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- c) The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) For the purpose of determining a member who shall be entitled to present the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. pursuant to Clause 65 of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 June 2026. Only members whose names appear in the General Meeting Record of Depositors as at 22 June 2026 shall be regarded as members and entitled to present and vote at the Meeting.
- g) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting:-
  - (i) In hard copy form  
 In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.  
  
 For corporate shareholder / nominee accounts, please execute proxy form.
  - (ii) By electronic form  
 The proxy form can be emailed to [mega-sharereg@megacorp.com.my](mailto:mega-sharereg@megacorp.com.my) or alternatively lodged in electronically at <https://www.equiti.my/>.

- h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- j) Kindly check Bursa Securities' website and the Company's website at <https://www.metro.com.my> for the latest updates on the status of the Meeting.

## **EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS**

### **1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2025**

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of members for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

### **2. Item 2 of the Agenda – Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Act, the Directors' fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and benefits for the period commencing from the date immediately after this 16<sup>th</sup> AGM until the date of the next AGM of the Company to be held in the year 2027. In the event the proposed amount is insufficient due to more meetings or an enlarged Board of Directors' size, approval will be sought at the next AGM for the shortfall.

### **3. Item 3 of the Agenda – Re-election of Directors**

Clause 89 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Mr. Lim Wai Khong and Ms. Rose Zilawati binti Mohamed Arifin (collectively referred to as the "Retiring Directors") will retire by rotation pursuant to Clause 89 of the Company's Constitution. The Retiring Directors, being eligible, have offered themselves for re-election at the Meeting.

The Board has endorsed the Nomination Committee's recommendation to seek for the shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value. The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Profile of Directors contained in the Company's Annual Report 2025.

### **4. Items 4 and 5 of the Agenda – Retirement and Appointment of Auditors**

HLB Ler Lum Chew PLT have expressed their intention not to seek for re-appointment at the conclusion of the 16<sup>th</sup> AGM. To avoid any delay in the statutory audit process, the Board seeks shareholders' approval to authorise the Directors to appoint new Auditors and to determine their remuneration accordingly. The appointment will be made in compliance with the provisions of the Act, and a further announcement will be made upon the appointment of the new Auditors in due course.

### **5. Item 6 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 5 proposed under item 6 of the Agenda is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid an delay and cost involved in convening a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or repayment of borrowings or debt settlement/repayment or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

The Company had at its Fifteenth AGM ("15<sup>th</sup> AGM") held on 19 June 2025, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the mandate granted to the Directors at the 15<sup>th</sup> AGM, which will lapse at the conclusion of the Meeting, and accordingly, no proceeds were raised.

**6. Items 7 and 8 of the Agenda – Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate**

The Ordinary Resolutions 6 and 7 proposed under items 7 and 8 of the Agenda, if passed, will give the mandate for the Group to enter into recurrent related party transactions of a revenue or trading nature pursuant to Rule 10.09 of the Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 30 April 2026 for further details.



**METRO HEALTHCARE BERHAD**  
201001021746 (905516-M)  
(Incorporated in Malaysia)

**PROXY FORM**

CDS Account No.	No. of Shares Held

I/We \* \_\_\_\_\_ NRIC/Passport/Registration No.\* \_\_\_\_\_  
(full name in capital letters)

of \_\_\_\_\_  
(full address)

with email address \_\_\_\_\_ mobile phone no. \_\_\_\_\_

being a member/members\* of **METRO HEALTHCARE BERHAD** ("the Company") hereby appoint(s):-

Full Name (in capital letters)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Full Address (in capital letters)			
Contact No.:			
Email Address:			

and/or\*

Full Name (in capital letters)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Full Address (in capital letters)			
Contact No.:			
Email Address:			

or failing him/her\*, the Chairman of the Meeting as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Sixteenth Annual General Meeting ("16<sup>th</sup> AGM" or "Meeting") of the Company will be held Studio II, Lobby level, Premiere Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor on Monday, 29 June 2026 at 2:30 p.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

No.	Ordinary Resolutions	For	Against
1.	To approve the payment of Directors' fees and benefits of up to RM300,000.00 for the period commencing from the date immediately after this 16 <sup>th</sup> AGM until the next Annual General Meeting of the Company.		
2.	To re-elect Mr. Lim Wai Khong as a Director of the Company.		
3.	To re-elect Ms. Rose Zilawati binti Mohamed Arifin as a Director of the Company.		
4.	To grant mandate to the Board of Directors to appoint new Auditors.		
5.	To approve the general authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
6.	To approve the Proposed Renewal of Existing Shareholders' Mandate.		
7.	To approve the Proposed New Shareholders' Mandate.		

\*delete whichever not applicable

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2026 \_\_\_\_\_  
Signature/ Common Seal of Member(s)

Notes:

- a) A member who is entitled to present, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
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- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

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AFFIX  
STAMP

The Share Registrars  
**Mega Corporate Services Sdn. bhd.**  
[198901010682 (187984-H)]  
Level 15-2, Bangunan Faber Imperial Court Jalan Sultan Ismail  
50250 Kuala Lumpur  
W.P. Kuala Lumpur

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- f) For the purpose of determining a member who shall be entitled to present the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. pursuant to Clause 65 of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 June 2026. Only members whose names appear in the General Meeting Record of Depositors as at 22 June 2026 shall be regarded as members and entitled to present and vote at the Meeting.
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For corporate shareholder / nominee accounts, please execute proxy form.
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The proxy form can be emailed to [mega-sharereg@megacorp.com.my](mailto:mega-sharereg@megacorp.com.my) or alternatively lodged in electronically at <https://www.equiti.my/>.
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[www.metro.com.my](http://www.metro.com.my)

## **METRO HEALTHCARE BERHAD**


Registration No. 201001021746 (905516-M)

*(Incorporated in Malaysia under the Companies Act, 1965)*

 No. 32, Jalan Pasar, 41400 Klang,  
Selangor Darul Ehsan, Malaysia

 (603) 3341 2277

 [inquiry@metro.com.my](mailto:inquiry@metro.com.my)

 [www.metro.com.my](http://www.metro.com.my)