



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

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting ("16<sup>th</sup> 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:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
- 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.
- To re-elect the following Directors who retire by rotation pursuant to Clause 89 of the Company's Constitution:-
  - Mr. Lim Wai Khong
  - Ms. Rose Zilawati binti Mohamed Arifin
- 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.
- To grant mandate to the Board of Directors ("Board") to appoint new Auditors. To consider and if thought fit, pass the following ordinary resolution:-  
"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."

**PLEASE REFER TO EXPLANATORY NOTE 1 ORDINARY RESOLUTION 1**

**ORDINARY RESOLUTION 2  
ORDINARY RESOLUTION 3  
PLEASE REFER TO EXPLANATORY NOTE 4  
ORDINARY RESOLUTION 4**

**AS SPECIAL BUSINESS:**

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

- GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")**  
"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.  
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."

**ORDINARY RESOLUTION 5**

- 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:-

- 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
- 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
- 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."

- 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:-

- 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
- 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
- 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."

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

By order of the

**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 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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:-
  - 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.
  - 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.equill.my/>.
- All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- 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**

- 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.
- Items 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.
- 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.

- 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 as Auditors of the Company 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.

- 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 any 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.

- 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.