

METROD HOLDINGS BERHAD
201001032606 (916531-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the Company will be held on a fully virtual basis at the Broadcast Venue: **Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 26 August 2020, at 2.00 p.m.** via Remote Participation and Voting facilities (“RPV”) which are available at Tricor Investor & Issuing House Services Sdn. Bhd (“Tricor”)’s online website at <https://tiih.online>, for the following purposes:

Agenda

As Ordinary Business

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. | To approve the payment of a Final Single Tier Dividend of 6 sen per ordinary share in respect of the financial year ended 31 December 2019. | Ordinary Resolution 1 |
| 3. | To approve the payment of Directors' fees of RM345,000 for the financial year ended 31 December 2019. | Ordinary Resolution 2 |
| 4. | To approve the payment of Directors' fees of RM95,000 for the period from the Ninth Annual General Meeting up to the date of the next annual general meeting of the Company. | Ordinary Resolution 3 |
| 5. | To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company and who, being eligible, offers themselves for re-election:

(a) Y. Bhg. Datuk Abu Hassan Kendut
(b) Rajan Mittal | Ordinary Resolution 4
Ordinary Resolution 5 |
| 6. | To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |
| 7. | To transact any other business of which due notice shall have been given. | |

As Special Business

To consider, and if thought fit, to pass the following ordinary resolutions, with or without modifications:

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| 8. | AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time, at such price upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors of the Company may, in their absolute | Ordinary Resolution 7 |
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discretion, deem fit, provided that the aggregate number of shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

9. **PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT UNDER SECTION 2.5 OF THE CIRCULAR TO SHAREHOLDERS DATED 27 JULY 2020 (“CIRCULAR”)**

Ordinary Resolution 8

“THAT subject to the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, it is hereby mandated that approval be and is hereby given to the Company and/or its subsidiaries (“Group”) to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the day to day operations, undertaken in the ordinary course of business at arm’s length basis and are on normal commercial terms and transaction price which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company as set out in Section 2.5 of the Circular and that authority be conferred by this resolution shall commence immediately upon the passing of this resolution;

THAT the authority conferred by such mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier;

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.”

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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the Ninth Annual General Meeting of the Company to be held on Wednesday, 26 August 2020, a Final Single Tier dividend of 6 sen per ordinary share in respect of the financial year ended 31 December 2019 will be paid on 19 November 2020 to the shareholders of the Company whose names appear in the Record of Depositors on 5 November 2020. The entitlement date for the dividend payment is on Thursday, 5 November 2020.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 5 November 2020 in respect of ordinary transfer; and
- b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

YEAP KOK LEONG (SSM PC NO. 202008001750)(FCIS 0862549)
WONG WAI FOONG (SSM PC NO. 202008001472)(MAICSA 7001358)
Company Secretaries

Kuala Lumpur
27 July 2020

Notes on the Appointment of Proxy:

1. As part of the initiatives to curb the spread of Covid-19, the Ninth Annual General Meeting (“9th AGM”) of the Company will be conducted on a fully virtual basis by way of live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities available on **Tricor Investor & Issuing House Services Sdn. Bhd.’s TIIH Online website** at <https://tiih.online>. Please follow the procedures provided in the ‘Administrative Details’ section of the 9th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the 9th AGM is strictly for the purpose of complying with Section 327(2) of the Act and Clause 52(3) of the Company’s Constitution which stipulate that the Chairman shall be at the main venue. Member(s)/proxy(ies)/corporate representative(s) **WILL NOT BE ALLOWED** to attend the 9th AGM in person at the broadcast venue on the day of the meeting.
3. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 9th AGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Details of the 9th AGM and read the notes below in order to participate remotely via RPV.
4. Members may submit questions to the Board of Directors prior to the 9th AGM via Tricor’s **TIIH Online** website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **Monday, 24 August 2020 at 2.00 p.m.** or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.

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5. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
6. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
7. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
8. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
9. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”) which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
10. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
11. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 9th AGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details of the 9th AGM.
12. The appointment of a proxy may be made in a hardcopy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) By electronic form
The form of proxy can be electronically lodged via **TIIH Online** website at <https://tiih.online> (applicable to individual members only). Kindly refer to the Administrative Details of the 9th AGM on the procedures for electronic lodgement of form of proxy via TIIH Online.

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13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
14. A corporate member who has appointed a representative, please deposit the **original or duly certified** certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance to the Section 66(2) of the Companies Act 2016.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
15. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
16. Last date and time for lodging this proxy form is **Monday, 24 August 2020 at 2.00 p.m.**
17. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the **Record of Depositors as at 17 August 2020**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 9th AGM via RPV.

Explanatory Notes to Ordinary Business:

1. Item 1 of the Agenda – Receipt of Report and Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders. Hence, this item on the Agenda is **not put forward for voting**.

2. Ordinary Resolutions 2 & 3 - Directors' Fees

Payment of the Directors' fees will be made by the Company and its subsidiaries as and when incurred if the proposed Ordinary Resolutions 2 & 3 are passed at the 9th AGM. The Board is of the view that it is just and equitable for the Directors to be paid their benefits as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the relevant period.

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The details of the Directors' fees can be found on page 25 of the Corporate Governance Report 2019.

3. Ordinary Resolutions 4 & 5 – Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company

Y. Bhg. Datuk Abu Hassan Kendut and Mr Rajan Mittal are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Ninth Annual General Meeting.

The Board has, through the Nominating Committee (“NC”), considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

The Board has also through the NC, conducted an assessment on Y. Bhg. Datuk Abu Hassan Kendut's independence and is satisfied that they have complied with the criteria prescribed by the MMLR and Malaysian Code on Corporate Governance 2017.

4. Ordinary Resolution 6 – Re-appointment of Auditors

The Board, with Audit Committee's recommendation, at its meeting held on 28 February 2020 endorsed for the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 December 2019 be presented to the shareholders for approval.

Explanatory Notes to Special Business:

5. Ordinary Resolution 7 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 7 is a renewal of the previous year's general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. This resolution is for the purpose of seeking a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, from the date of the above meeting, to allot not more than twenty percent (20%) of the total number of the issued shares (excluding treasury shares) of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid incurring additional cost and time in convening general meetings to approve such issue of shares.

As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Eighth Annual General Meeting. The Company did not allot any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

6. Ordinary Resolution 8 - Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Please refer to Circular to Shareholders dated 27 July 2020 accompanying the Company's Annual Report for the year ended 31 December 2019 for further information on proposed Ordinary Resolution 8.

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STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

There is no Director standing for election as Director of the Company at the forthcoming 9th AGM.