

**METRO HOLDINGS BERHAD**

201001032606 (916531-A)  
(Incorporated in Malaysia)



**Metrol**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting ("13<sup>th</sup> AGM") of the Company will be held virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities via TIH Online website at <https://tih.online> from the Broadcast Venue at **Tricor Business Centre, Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia** ("Broadcast Venue") on **Thursday, 30 May 2024, at 2.00 p.m.** to transact the following businesses:

**Agenda**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- 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 2023. **Ordinary Resolution 1**
- To approve the payment of respective Directors' fees for the financial year ended 31 December 2023: **(Please refer to Explanatory Note 2)**  
(a) RM113,333.00 for Ms Lydia Anne Abraham  
(b) RM88,333.00 for Mr Jayarajan A/L U. Rathinasamy  
(c) RM85,000.00 for Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar  
(d) RM45,833.00 for Y. Bhg. Datuk Abu Hassan Kendut **Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**
- To approve the payment of respective Directors' fees for the financial year ending 31 December 2024: **(Please refer to Explanatory Note 3)**  
(a) RM110,000.00 for Ms Lydia Anne Abraham  
(b) RM100,000.00 for Mr Jayarajan A/L U. Rathinasamy  
(c) RM85,000.00 for Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar **Ordinary Resolution 6**  
**Ordinary Resolution 7**  
**Ordinary Resolution 8**  
**Ordinary Resolution 9** **(Please refer to Explanatory Note 4)**
- 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: **(Please refer to Explanatory Note 5)**  
(a) Mr Raghvendra Mittal **Ordinary Resolution 10**  
(b) Ms Lydia Anne Abraham **Ordinary Resolution 11**
- To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 12** **(Please refer to Explanatory Note 6)**

**As Special Business**

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 13** **(Please refer to Explanatory Note 7)**

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, 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 as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next AGM 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."
- To transact any other business of which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of shareholders at the 13<sup>th</sup> AGM of the Company to be held on Thursday, 30 May 2024, a Final Single Tier dividend of 6 sen per ordinary share in respect of the financial year ended 31 December 2023 will be paid on **23 August 2024** to the shareholders of the Company whose names appear in the Record of Depositors on 26 July 2024. The entitlement date for the dividend payment is on **Friday, 26 July 2024**.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 26 July 2024 in respect of ordinary transfer; and
- 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**

**TAN BEE HWEE (SSM PC NO. 202008001497)(MAICSA 7021024)**  
**LIM YOU JING (SSM PC NO. 202108000369)(MAICSA 7075638)**  
Company Secretaries

Kuala Lumpur  
30 April 2024

**Notes:**

- Notes on the Appointment of Proxy:**
  - The 13<sup>th</sup> AGM of the Company will be held virtually through live streaming and online remote voting using RPV facilities via TIH Online website at <https://tih.online>.  
The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members will not be allowed to attend the 13<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.  
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 13<sup>th</sup> AGM through the RPV facilities via TIH Online website at <https://tih.online>.  
Please read these Notes carefully and follow the procedures in the Administrative Details for the 13<sup>th</sup> AGM in order to participate remotely through the RPV facilities.
  - For the purpose of determining who shall be entitled to attend this General Meeting through RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 20 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting through the RPV facilities or appoint a proxy to attend, speak and vote on his/her/its behalf.
  - 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.
  - 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.
  - 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.
  - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("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.
  - 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
  - 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.
  - A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 13<sup>th</sup> AGM through the RPV facilities must request his/her proxy to register himself/herself for the RPV facilities at <https://tih.online>. Procedures for the RPV facilities can be found in the Administrative Details of the 13<sup>th</sup> AGM.
  - The appointment of a proxy may be made in a hard copy 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:  
**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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - Online.**  
In the case of an appointment made via online lodgement facility, please login to the link website at <https://tih.online> and select "e-Services" to login. Please refer to the Administrative Guide on how to register to TIH Online and submit your Proxy Form electronically.
  - 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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 nationally and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
  - Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
  - Last date and time for lodging this proxy form is **Tuesday, 28 May 2024 at 2.00 p.m.**
  - 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
    - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
    - 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:
      - at least two (2) authorised officers, of whom one shall be a director; or
      - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
  - Explanatory Notes to Ordinary Business:**
    - Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2023**  
This item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
    - Ordinary Resolutions 2, 3, 4 and 5 – Payment of Directors' Fees for the financial year ended 31 December 2023**  
The Board of Directors had reviewed the Directors' fees after taking into consideration time commitment and responsibilities of the respective Director. Payment of the Directors' fees for the

financial year ended 31 December 2023 amounting to RM332,499.00 will be made by the Company if the proposed Ordinary Resolutions 2, 3, 4 and 5 are passed at the 13<sup>th</sup> AGM of the Company, including the payment to Y. Bhg. Datuk Abu Hassan Kendut who had retired on 30 May 2023. This is to remunerate him for his contribution as Independent Non-Executive Chairman of the Company during the financial year ended 31 December 2023.

The details of the Directors' fees for the financial year ended 31 December 2023 are set out in Practice 8.1 of the Corporate Governance Report 2023.

**Ordinary Resolutions 6, 7 and 8 – Payment of Directors' Fees for the financial year ending 31 December 2024**  
The Directors' fees for the financial year ending 31 December 2024 amounting to RM295,000.00 will be paid by the Company to the respective Directors if the proposed Ordinary Resolutions 6, 7 and 8 are passed by the shareholders at the 13<sup>th</sup> AGM of the Company.

The Board is of the view that it is just and equitable for the Directors to be paid their fees 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.

**Ordinary Resolution 9 – Payment of Directors' Benefits**  
Directors' benefits consist of meeting allowance payable to Independent Non-Executive Directors and in determining the estimated amount, the Board of Directors ("Board") has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committees for the period commencing from the date immediately after the 13<sup>th</sup> AGM up to the date of the next Annual General Meeting of the Company to be held in 2025, as well as the number of Independent Non-Executive Directors involved in the meeting.

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.

The proposed structure of the Directors' benefits is as follows:

Type of Benefits	Amount
<b>Meeting Attendance Allowance</b>	
Board Committees*	RM5,000.00 per meeting
Board Meeting Allowances*	RM1,000.00 per meeting
<b>Insurance Premium</b>	
Directors' & Officers' Liability Insurance for the Board*	RM20,000.00 per annum

\*Y. Bhg. Datuk Abu Hassan Kendut had retired as an Independent Non-Executive Chairman of the Company on 30 May 2023.

The details of the Directors' benefits are set out in Practice 8.1 of the Corporate Governance Report 2023.

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 9 is passed by the shareholders at the 13<sup>th</sup> AGM of the Company.

In the event the proposed amount is insufficient (due to more meetings or enlarged board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

**Ordinary Resolutions 10 and 11 – Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company.**  
Mr Raghvendra Mittal and Ms Lydia Anne Abraham are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 13<sup>th</sup> AGM of the Company.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance 2021 ("MCCG"), the profiles of both Directors are set out in the Annual Report 2023. For the purpose of determining the eligibility of both Directors to stand for re-election at the 13<sup>th</sup> AGM of the Company, the Board had through its Nominating Committee ("NC"), considered, assessed and deliberated on the suitability and fit and propriety of the retiring Directors.

Based on the recommendation of the NC, the Board is supportive of their re-election with the following justifications:-

**Ordinary Resolution 10: Re-election of Mr Raghvendra Mittal as Non-Independent Executive Director**  
Mr Raghvendra Mittal has vast experience in managing business profitability, growth strategy & value creation. He is responsible for cross border trade and investments, foreign exchange management, treasury functions & commodity risk management.

The Board is satisfied with his performance and contribution, as he has carried out his duties diligently and effectively and demonstrated his commitment to his roles.

**Ordinary Resolution 11: Re-election of Ms Lydia Anne Abraham as Independent Non-Executive Director**  
Ms Lydia Anne Abraham established LeadWomen Sdn. Bhd. in August 2011, a consultancy and training organisation focused on Diversity, Equity and Inclusion. She provides trainings and seminars to companies and Government Agencies; hence she contributes the Board with a diverse set of expertise, innovation and perspective.

Ms Lydia Anne Abraham fulfils the requirements of independence set out in Paragraph 1.01 and Practice Note 13 of the Main Market Listing Requirements of Bursa Securities. She has remained objective and independent in expressing her view and participating in Board and Board Committees' deliberations and decision-making.

The Board is satisfied with her performance and contribution, as she has carried out her duties diligently and effectively and demonstrated her commitment to her roles.

**Ordinary Resolution 12 – Re-appointment of Auditors**  
The Audit Committee had at its meeting held on 16 April 2024 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 December 2024.

The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 13<sup>th</sup> AGM of the Company.

- Explanatory Notes to Special Business:**
- Ordinary Resolution 13 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**  
The proposed Ordinary Resolution 13 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. The proposed Ordinary Resolution 13, if passed, would renew the mandate granted to the Directors at the 12<sup>th</sup> AGM held on 30 May 2023 ("12<sup>th</sup> AGM") and provide flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten percent (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.  
As at the date of this Notice, the Company did not issue and allot any shares pursuant to the mandate granted to the Directors at the 12<sup>th</sup> AGM as there was no requirement for such fundraising activities.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**STATEMENT ACCOMPANYING NOTICE OF 13<sup>th</sup> ANNUAL GENERAL MEETING**

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The profile of the Directors who are standing for re-election as per Agenda item 6 of the Notice of 13<sup>th</sup> AGM are as follows:

**[Ordinary Resolutions 10 to 11]**

- The Directors who retire pursuant to Clause 76(3) of the Constitution of the Company and being eligible to offer themselves for re-election at the 13<sup>th</sup> AGM are Mr Raghvendra Mittal and Ms Lydia Anne Abraham.

**A. MR RAGHVENDRA MITTAL**  
(Non-Independent Executive Director)

**Nationality** : Indian  
**Age** : 63  
**Gender** : Male  
**Date of Appointment** : 25 August 2011  
**Length of Tenure (as at 31 December 2023)** : 12 years 4 months

**QUALIFICATIONS**

Mr Raghvendra Mittal is a member of the Indian Institute of Chartered Accountants, Malaysian Institute of Accountants & Certified Practising Accountant Australia. He is also an Alumnus of the Wharton Business School.

**OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN METRO HOLDINGS BERHAD)**

• Nil

**RELEVANT EXPERIENCE**

Mr Raghvendra Mittal was appointed as a Non-Independent Executive Director of the Company on 25 August 2011. He started his career with S.R. Batliboi & Co. (now Ernst & Young India) and moved to Bata India Limited in 1984. He has 38 years of post-qualification experience in managing business profitability, growth strategy & value creation. He is also responsible for cross border trade and investments, foreign exchange management, treasury functions & commodity risk management.

Mr Raghvendra Mittal holds 5,000 (0.004%) shares in the Company. He has no family relationship with any Director and/or major shareholder of the Company. He does not have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries. He has acted in the best interest of the Company.

The Board hereby supports and recommends the re-election of Mr Raghvendra Mittal as the Non-Independent Executive Director of the Company for the shareholders' approval.

**B. MS LYDIA ANNE ABRAHAM**  
(Independent Non-Executive Director)

**Nationality** : Malaysian  
**Age** : 67  
**Gender** : Female  
**Date of Appointment** : 2 December 2016  
**Length of Tenure (as at 31 December 2023)** : 7 years

**QUALIFICATIONS**

Ms Lydia Anne Abraham has over 23 years of experience in the Information Technology industry, starting out as a technical Trainer in 1990, moving her way up to be the Managing Director for Cisco Malaysian operations in 2008, a position she held for three years. Prior to that role, she was the Country Manager for the SAP Malaysian Operations for over two years. Holding leadership positions in two of the largest global technology corporations allowed her to be involved in strategic and significant technology discussions, recommendations and implementations across both government and corporate sectors in Malaysia. Her career track includes positions in Baan Asia Pacific, Oracle Malaysia and MCSB Systems Malaysia.

**OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN METRO HOLDINGS BERHAD)**

• Nil

**RELEVANT EXPERIENCE**

Ms Lydia Anne Abraham established LeadWomen Sdn. Bhd., a consultancy and training organisation focused on Diversity, Equity and Inclusion in August 2011. As the founder and Chair of this entity, Ms Anne plays a pivotal role in developing and advancing women into leadership positions across the corporate and government sectors in the ASEAN Region. Ms Anne does not hold any shares in the Company. She has no family relationship with any Director and/or major shareholder of the Company and does not have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries. She has acted in the best interest of the Company.

The Board hereby supports and recommends the re-election of Ms Lydia Anne Abraham as the Independent Non-Executive Director of the Company for the shareholders' approval.



**Metrod**

**METROD HOLDINGS BERHAD**

Registration No. 201001032606 (916531-A)  
(Incorporated in Malaysia)

**ADMINISTRATIVE DETAILS**

**THIRTEENTH ANNUAL GENERAL MEETING (“13<sup>TH</sup> AGM”) OF METROD HOLDINGS BERHAD**

**Date** : Thursday, 30 May 2024

**Time** : 2.00 p.m.

**Broadcast Venue** : Tricor Business Centre, Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

**REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES**

- The RPV facilities are available on Tricor’s **TIIH Online** website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 13<sup>th</sup> AGM using RPV facilities from Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

**PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES**

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 13<sup>th</sup> AGM using the RPV facilities:

	<b>Procedure</b>	<b>Action</b>
<b>BEFORE THE DAY OF 13<sup>TH</sup> AGM</b>		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"><li>• Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” select “<b>Create Account by Individual Holder</b>”. Refer to the tutorial guide posted on the homepage for assistance.</li><li>• Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>• If you are already a user with TIIH Online, you are not required to register again. You will receive an <b>e-mail to notify</b> you that the remote participation is available for registration at TIIH Online.</li></ul>
(b)	Submit your request to attend 13 <sup>th</sup> AGM remotely	<ul style="list-style-type: none"><li>• Registration is open from 10.00 a.m. Tuesday, 30 April 2024 until the day of 13<sup>th</sup> AGM on Thursday, 30 May 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 13<sup>th</sup> AGM to ascertain their eligibility to participate the 13<sup>th</sup> AGM using the RPV.</li></ul>

		<ul style="list-style-type: none"> <li>Login with your user ID (i.e. e-mail address) and password and select the corporate event: <b>“(REGISTRATION) METROD 13TH AGM”</b>.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Remote Participation and Voting”.</li> <li>Review your registration and proceed to register.</li> <li>System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the Record of Depositors as at <b>20 May 2024</b>, the system will send you an <b>e-mail after 28 May 2024 to approve or reject</b> your registration for remote participation.</li> </ul> <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV) .</i></p>
<b>ON THE DAY OF THE 13<sup>TH</sup> AGM (30 MAY 2024)</b>		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 13<sup>th</sup> AGM at any time from <b>1.00 p.m.</b> i.e. One (1) hour before the commencement of meeting <b>at 2.00 p.m. on Thursday, 30 May 2024</b>.</li> </ul>
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: <b>“(LIVE STREAM MEETING) METROD 13TH AGM”</b> to engage in the proceedings of the AGM remotely.</li> <li>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the 13<sup>th</sup> AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
(e)	Online Remote Voting	<ul style="list-style-type: none"> <li>Voting session commences <b>from 2.00 p.m. on Thursday, 30 May 2024</b> until a time when the Chairman announces the completion of the voting session of the 13<sup>th</sup> AGM.</li> <li>Select the corporate event: <b>“(REMOTE VOTING) METROD 13TH AGM”</b> or if you are on the live stream meeting page, you can select <b>“GO TO REMOTE VOTING PAGE”</b> button below the Query Box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
(f)	End of remote participation	<ul style="list-style-type: none"> <li>Upon the announcement by the Chairman on the closure of the 13<sup>th</sup> AGM, the live streaming will end.</li> </ul>

**Note to users of the RPV facilities:**

- Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.

2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

### **NO LUNCH PACK, DOOR GIFT OR FOOD VOUCHER**

There will be **no distribution** of lunch packs, door gifts or food vouchers during the 13<sup>th</sup> AGM.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

### **GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)**

- Only a depositor whose name appears on the ROD as at **20 May 2024** shall be entitled to attend, speak and vote at the 13<sup>th</sup> AGM or appoint proxies to attend and/or vote on his/her behalf.

### **PROXY**

- The 13<sup>th</sup> AGM will be conducted via virtual meeting, if you are unable to attend the meeting via RPV on 30 May 2024, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may also submit the Proxy Form electronically via **TIIH Online** website at <https://tiih.online> no later than **Tuesday, 28 May 2024** at **2.00 p.m.** Please do read and follow the procedures to submit Proxy Form electronically below.
- You may submit your Proxy Form to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd., please ensure that the **Original Proxy Form** is deposited at Tricor’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or, alternatively, Tricor Customer Service 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 13<sup>th</sup> AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

### **POLL VOTING**

- The voting at the 13<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Asia Securities Sdn. Berhad as Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 13<sup>th</sup> AGM at 2.00 p.m but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” for guidance on how to vote remotely via **TIIH Online**.
- Upon completion of the voting session for the 13<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

## Annual Report 2023

- The Company's Annual Report 2023 is available at the Company's website at [http://metro.com/ir\\_ar.htm](http://metro.com/ir_ar.htm) and Bursa Malaysia's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company's announcements.
- You may request for a printed copy of the Annual Report 2023 at <https://tiah.online> by selecting "Request for Annual Report / Circular" under the "Investor Services".
- Kindly consider the environment before you decide to request for the printed copy of the Annual Report. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

## ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

	Procedure	Action
<b>i. Steps for Individual Shareholders</b>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, access the website at <a href="https://tiah.online">https://tiah.online</a>. Register as a user under the "e-Services" select "<b>Create Account by Individual Holder</b>". Refer to the tutorial guide posted on the homepage for assistance</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>• Select the corporate event: <b>"METROD 13TH AGM – SUBMISSION OF PROXY FORM"</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>• Review and confirm your proxy(s) appointment.</li> <li>• Print the proxy form for your record.</li> </ul>
<b>ii. Steps for Corporation or Institutional Shareholders</b>		
(a)	Register as a User with Online	<ul style="list-style-type: none"> <li>• Access TIIH Online at <a href="https://tiah.online">https://tiah.online</a></li> <li>• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "<b>Create Account by Representative of Corporate Holder</b>".</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>• Proceed to activate your account with the temporary password</li> </ul>

		<p>given in the email and re-set your own password.</p> <p>Note: The representative of a corporation or institutional shareholder must register as a user first in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
(b)	Proceed with submission of proxy form	<ul style="list-style-type: none"> <li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Select the corporate exercise name: <b>"METROD 13TH AGM – SUBMISSION OF PROXY FORM"</b>. Agree to the Terms &amp; Conditions and Declaration.</li> <li>• Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein.</li> <li>• Prepare the file for the appointment of proxies by inserting the required data.</li> <li>• Submit the proxy appointment file.</li> <li>• Login to TIIH Online, select corporate exercise name: <b>"METROD 13TH AGM – SUBMISSION OF PROXY FORM"</b>.</li> <li>• Proceed to upload the duly completed proxy appointment file.</li> <li>• Select "Submit" to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

#### PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

The Board recognises that the 13<sup>th</sup> AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 13<sup>th</sup> AGM, shareholders may in advance, before the 13<sup>th</sup> AGM, submit questions to the Board of Directors via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than **Tuesday, 28 May 2024 at 2.00 p.m.** The Board of Directors will endeavor to address the questions received at the 13<sup>th</sup> AGM.

#### RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the 13<sup>th</sup> AGM is allowed.

#### ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

#### Tricor Investor & Issuing House Services Sdn. Bhd. [Registration No. 197101000970 (11324-H)]

General Line : +603 2783 9299  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

#### Contact Person

En. Aiman Nuri : +603-2783 9262  
Mr. Jake Too : +603 2783 9285