

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting (“12th AGM”) of the Company will be held virtually through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online> from the Broadcast Venue at Tricor Business Centre, Gemilang Room, 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 **Tuesday, 30 May 2023**, at **2.00 p.m.** to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 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 2022.
Ordinary Resolution 1
3. To approve the payment of respective Directors' fees for the financial year ended 31 December 2022:
(Please refer to Explanatory Note 2)
 - (a) RM110,000 for Y. Bhg. Datuk Abu Hassan Kendut
Ordinary Resolution 2
 - (b) RM67,000 for the Late Encik Ash'ari bin Ayub
Ordinary Resolution 3
 - (c) RM72,500 for Ms Lydia Anne Abraham
Ordinary Resolution 4
 - (d) RM5,000 for Mr Jayarajan A/L U. Rathinasamy
Ordinary Resolution 5
 - (e) RM6,000 for Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar
Ordinary Resolution 6
4. To approve the payment of Directors' benefits of RM136,000 for the period commencing from the date immediately after the 12th AGM up to the date of the next Annual General Meeting of the Company to be held in 2024.
Ordinary Resolution 7
(Please refer to Explanatory Note 2)
5. To note the following Director who is retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company and not seeking for re-election:
 - (a) Y. Bhg. Datuk Abu Hassan Kendut
(Please refer to Explanatory Note 3)
6. To re-elect the following Directors who are retiring by rotation in accordance with Clause 78 of the Constitution of the Company and, who being eligible, offer themselves for re-election:
(Please refer to Explanatory Note 4)
 - (a) Mr Jayarajan A/L U. Rathinasamy
Ordinary Resolution 8
 - (b) Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar
Ordinary Resolution 9
7. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.
Ordinary Resolution 10
(Please refer to Explanatory Note 5)
8. 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 resolutions, with or without modifications:

9. **SPECIAL RESOLUTION**
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016
Special Resolution
(Please refer to Explanatory Note 6)

“THAT pursuant to Section 85 of the Companies Act 2016 (“the Act”) read together with Clause 12(3) of the Constitution of the Company and subject to passing Ordinary Resolution 11 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.”

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

*Ordinary Resolution 11
(Please refer to Explanatory Note 7)*

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 (“the Act”) and subject always to 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 Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the 12th AGM of the Company to be held on Tuesday, 30 May 2023, a Final Single Tier dividend of 6 sen per ordinary share in respect of the financial year ended 31 December 2022 will be paid on **25 August 2023** to the shareholders of the Company whose names appear in the Record of Depositors on 28 July 2023. The entitlement date for the dividend payment is on **Friday, 28 July 2023**.

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 28 July 2023** 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

28 April 2023

Notes:

(i) Notes on the Appointment of Proxy:

- 1) *The 12th AGM of the Company will be held virtually through live streaming and online remote voting using RPV facilities via TIIH Online website at <https://tiib.online>. Please refer to the Administrative Details of the 12th AGM for the procedures to register, participate and vote remotely through the RPV facilities.*
- 2) *In compliance with Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the meeting in Malaysia and in accordance with Clause 52(3) of the Company's Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that allows all Members of the Company to participate and exercise the members' right to participate and vote at the meeting. Shareholders, proxy(ies) and corporate representatives **WILL NOT BE ALLOWED** to be physically present nor enter the Broadcast Venue.*
- 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 12th AGM through the RPV facilities via TIIH Online website at <https://tiib.online>. Please follow the Procedures for RPV facilities provided in the Administrative Details of the 12th AGM and read the notes below in order to participate remotely through RPV facilities.*
- 4) *Members may submit questions to the Board of Directors prior to the 12th AGM via TIIH Online website at <https://tiib.online> by selecting "e-Services" to login, pose questions and submit electronically no later than Sunday, 28 May 2023 at 2.00 p.m. or to use the query box to transmit questions to the Chairman/Board through the RPV facilities during live streaming.*
- 5) *For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at **22 May 2023**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/ her/ its behalf.*
- 6) *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.*

- 7) 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 participate instead of the member at the General Meeting.
- 8) 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.
- 9) 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.
- 10) 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.
- 11) 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.
- 12) A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 12th AGM through the RPV facilities must request his/her proxy to register himself/herself for the RPV facilities at TIIH Online website at <https://tiib.online>. Please follow the Procedures for the RPV facilities in the Administrative Details of the 12th AGM.
- 13) 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:
- (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’s Office, 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) Online
In the case of an appointment made via online lodgement facility, please login to the link website at <https://tiib.online> and select “e-Services” to login. Please refer to the Administrative Guide on how to register to TIIH Online and submit your Form of Proxy electronically.
- 14) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company’s Share Registrar 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.
- 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 **Sunday, 28 May 2023 at 2.00 p.m.**
- 17) 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 with the constitution of the corporate member.
- (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.
- (ii) **Explanatory Notes to Ordinary Business**
1. **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2022**
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**.
2. **Ordinary Resolutions 2, 3, 4, 5, 6 and 7 – Payment of Directors’ Fees and Benefits**
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general 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 for the financial year ended 31 December 2022 is as follows:
- | Type of Benefits | Amount |
|---|---------------------|
| Meeting Attendance Allowance | |
| Board Committee* | RM5,000 per meeting |
| Board Meeting Allowances* | RM1,000 per meeting |
| Insurance Premium | |
| Directors and Officers Liability Insurance for the Board* | RM7,000 per annum |

**The Late Encik Ash'ari bin Ayub resigned as an Independent Non-Executive Director of the Company on 29 August 2022.*

The details of the Directors' fees and benefits for the financial year ended 31 December 2022 are set out in Practice 8.1 of the Corporate Governance Report 2022.

The Directors' fees for the financial year ended 31 December 2022 amounting to RM260,500 will be paid by the Company to the respective Directors if the proposed Ordinary Resolutions 2, 3, 4, 5 and 6 are passed by the shareholders at the 12th AGM.

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 7 is passed by the shareholders at the 12th AGM.

In the event the Directors' fees and benefits proposed are insufficient, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. **Retirement of Y. Bhg. Datuk Abu Hassan Kendut from office of the Board**

Y. Bhg. Datuk Abu Hassan Kendut who is subject to retirement by rotation in accordance with Clause 76(3) of the Constitution of the Company, has expressed his intention not to seek re-election and shall be retiring as Director at the conclusion of this AGM.

4. **Ordinary Resolutions 8 and 9 – Re-election of Directors who retire in accordance with Clause 78 of the Constitution of the Company**

Any Director appointed pursuant to Clause 77 of the Constitution of the Company shall hold office only until the conclusion of the next following Annual General Meeting and shall be eligible for re-election. Mr Jayarajan A/L U. Rathinasamy and Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar were appointed as Independent Non-Executive Director of the Company on 25 November 2022 and 29 November 2022 respectively. With the recommendation of Nominating Committee ("NC"), the Board supports the re-election of Mr Jayarajan A/L U. Rathinasamy and Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar as Directors of the Company with the following justifications:

Ordinary Resolution 8: Re-election of Mr Jayarajan A/L U. Rathinasamy as Independent Non-Executive Director

Mr Jayarajan A/L U. Rathinasamy fulfils the requirements of independence set out in Paragraph 1.01 and Practice Note 13 of the Listing Requirements. He remains objective and independent in expressing his view and participating in Board deliberations and decision-making.

He was a former partner in PricewaterhouseCoopers PLT and has vast experience in assurance services, involved in broad range of business and assurance advisory services to client across diverse industry sector including Public Listed Companies and Multi-National Corporations which enables him to provide the Board with a set of expertise and perspective.

He has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company. Please refer to the Annual Report 2022 for the profile of the aforesaid Director.

Ordinary Resolution 9: Re-election of Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar as Independent Non-Executive Director

Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar fulfils the requirements of independence set out in Paragraph 1.01 and Practice Note 13 of the Listing Requirements. She remains objective and independent in expressing her view and participating in Board deliberations and decision-making.

She has in-depth legal background and vast experience in compliance and governance as Regulator which enables her to provide the Board with a set of

expertise and perspective. Her re-election would strengthen the composition, dynamic and diversity of the Board and consequently, continue to uplift the effectiveness of the Board by discharging her duties and responsibilities as well as enhance the quality of decision making and performance of the Board as a whole.

She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company. Please refer to the Annual Report 2022 for the profile of the aforesaid Director.

Based on the above, the Board collectively agreed that both Directors had met the criteria as prescribed by Paragraph 2.20A of the Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The Board was also satisfied with the fit and proper assessment completed by the retiring Directors. In this connection, the Board supports and recommended the said Directors be re-elected as Directors of the Company.

5. **Ordinary Resolution 10 – Re-appointment of Auditors**

The Board, with the recommendation from the Audit Committee, at its meeting held on 28 February 2023 endorsed that the re-appointment of Messrs PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 December 2023 be presented to the shareholders for approval.

Explanatory Notes to Special Business

6. **Special Resolution – Waiver of Pre-emptive Rights**

The Special Resolution is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 12(3) of the Constitution of the Company. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. The Special Resolution, if passed, would allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

7. **Ordinary Resolution 11 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**

Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, the proposed Ordinary Resolution 11, if passed, would renew the mandate granted to the Directors at the 11th AGM held on 30 May 2022 ("11th 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 per centum (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 11th AGM as there was no requirement for such fundraising activities.

STATEMENT ACCOMPANYING NOTICE OF 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 12th AGM are as follows:

[Ordinary Resolutions 8 to 9]

1. The Directors who retire pursuant to Clause 78 of the Constitution of the Company and being eligible to offer themselves for re-election at the 12th AGM are Mr Jayarajan A/L U. Rathinasamy and Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar.

A. JAYARAJAN A/L U. RATHINASAMY
(Independent Non-Executive Director)

Nationality	: Malaysian
Age	: 63
Gender	: Male
Date of Appointment	: 25 November 2022
Length of Tenure (as at 31 December 2022)	: 1 month

QUALIFICATIONS

Mr Jayarajan A/L U. Rathinasamy holds a Bachelor of Accounting (Hons.) from the University Malaya. He is a member of Malaysian Institute of Accountant, Chartered Accountant from Malaysian Institute of Certified Public Accountant (MICPA) and Member of the Malaysian Accounting Standards Board for Insurance Accounting Standards.

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

- NIL

RELEVANT EXPERIENCE

Mr Jayarajan A/L U. Rathinasamy was appointed as an Independent Non-Executive Director of the Company on 25 November 2022.

He started his career in 1984 with PricewaterhouseCoopers and progressed to

become a partner in 1999. He has more than 37 years of experience in assurance services, involved in broad range of business and assurance advisory services to client across diverse industry sector including Public Listed Companies and Multi-National Corporations.

Mr Jayarajan A/L U. Rathinasamy does not hold any shares in the Company. He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in best interest of the Company.

The Board hereby supports and recommends the re-election of Mr Jayarajan A/L U. Rathinasamy as the Independent Non-Executive Director of the Company for the shareholders' approval.

B. Ms SUJATHA SEKHAR A/P TAN SRI B.C. SEKHAR
(Independent Non-Executive Director)

Nationality	: Malaysian
Age	: 60
Gender	: Female
Date of Appointment	: 29 November 2022
Length of Tenure (as at 31 December 2022)	: 1 month

QUALIFICATIONS

Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar holds a LL.B. (Hons) Law Degree from the University of London and was called to the Bar of England and Wales in 1989 and re-qualified with the Law Society of England and Wales as a Solicitor in 1990. She was called to the Malaysian Bar in 1998. She is an accredited mediator plus certified trainer and coach of the Bar Council's Malaysian Mediation Centre.

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

- Malaysian Institute of Corporate Governance
- Ombudsman for Financial Services

RELEVANT EXPERIENCE

Ms Sujatha is a senior capital markets professional whose experience encompasses policy and strategy development, governance, compliance, and dispute resolution.

With over 30 years of experience in legal, governance and capital market work, she brings a depth of experience plus a practical and holistic understanding of financial markets, the regulatory framework and investor concerns and challenges.

She served as CEO of the Securities Industry Dispute Resolution Center (SIDREC) from 2013 to 2019. As CEO, she helped steer SIDREC's dispute resolution service to be at par with international best practice and in step with developments in the capital market.

Ms Sujatha 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 business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. She acts in best interest of the Company.

The Board hereby supports and recommends the re-election of Ms Sujatha Sekhar A/P Tan Sri B.C. Sekhar 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
TWELFTH ANNUAL GENERAL MEETING (“12TH AGM”) OF METROD HOLDINGS
BERHAD**

Date : Tuesday, 30 May 2023

Time : 2.00 p.m.

Broadcast Venue : Tricor Business Centre, Gemilang Room, 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 12th 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 12th AGM using the RPV facilities:

	Procedure	Action
BEFORE THE DAY OF 12TH AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none">• Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance.• Registration as a user will be approved within one (1) working day and you will be notified via e-mail.• If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request to attend 12 th AGM remotely	<ul style="list-style-type: none">• Registration is open from 10.00 a.m. Friday, 28 April 2023 until the day of 12th AGM on Tuesday, 30 May 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 12th AGM to ascertain their eligibility to participate the 12th AGM using the RPV.

		<ul style="list-style-type: none"> Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) METROD 12TH AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 22 May 2023, the system will send you an e-mail after 28 May 2023 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV) .</i></p>
ON THE DAY OF THE 12TH AGM (30 MAY 2022)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 12th AGM at any time from 1.00 p.m. i.e. One (1) hour before the commencement of meeting at 2.00 p.m. on Tuesday, 30 May 2023.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) METROD 12TH AGM” to engage in the proceedings of the AGM remotely. 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 12th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 2.00 p.m. on Tuesday, 30 May 2023 until a time when the Chairman announces the completion of the voting session of the 12th AGM. Select the corporate event: “(REMOTE VOTING) METROD 12TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 12th AGM, the live streaming will end.

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 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 12th 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 **22 May 2023** shall be entitled to attend, speak and vote at the 12th AGM or appoint proxies to attend and/or vote on his/her behalf.

PROXY

- The 12th AGM will be conducted via virtual meeting, if you are unable to attend the meeting via RPV on 30 May 2023, 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 **Sunday, 28 May 2022** 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, 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 12th AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

POLL VOTING

- The voting at the 12th 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 12th 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 12th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

Annual Report 2022

- The Company's Annual Report 2022 is available at the Company's website at http://metro.com.my/ir_ar.htm and Bursa Malaysia's website at www.bursamalaysia.com under Company's announcements.

ELECTRONIC LODGEMENT OF PROXY FORM

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

	Procedure	Action
i. Steps for Individual Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "METROD 12TH AGM – SUBMISSION OF PROXY FORM". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(s) appointment. Print the proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders		
(a)	Register as a User with Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <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"> • Login to TIIH Online at https://tiih.online • Select the corporate exercise name: “METROD 12TH AGM – SUBMISSION OF PROXY FORM”. Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate exercise name: “METROD 12TH AGM – SUBMISSION OF PROXY FORM”. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.
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PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

The Board recognises that the 12th AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 12th AGM, shareholders may in advance, before the 12th 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 **Sunday, 28 May 2023 at 2.00 p.m.** The Board of Directors will endeavor to address the questions received at the 12th AGM.

RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the 12th 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.

General Line : +603 2783 9299
Email : is.enquiry@my.tricorglobal.com
Contact Person
En. Aiman Nuri : +603-2783 9262
Mr. David Look : +603-2783 9281
Mr. Jake Too : +603 2783 9285