

ANNUAL GENERAL MEETING::VOLUNTARY**Issuer & Securities****Issuer/ Manager**

METRO HOLDINGS LTD

Security

METRO HOLDINGS LIMITED - SG1111878499 - M01

Announcement Details**Announcement Title**

Annual General Meeting

Date & Time of Broadcast

27-Aug-2020 07:01:02

Status

New

Announcement Reference

SG200827MEETURAB

Submitted By (Co./ Ind. Name)

TAN CHING CHEK

Designation

COMPANY SECRETARY

Financial Year End

31/03/2020

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attached files for : 1. Notice of Annual General Meeting ; 2. Proxy Form ; and 3. Announcement on participation in the Annual General Meeting by electronic means.

Event Dates**Meeting Date and Time**

11/09/2020 11:00:00

Response Deadline Date

08/09/2020 11:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Forty-Seventh Annual General Meeting of the Company will be convened and held by electronic means on Friday, 11 September 2020 at 11.00 a.m. (Singapore time). Shareholders will not be able to attend the Annual General Meeting in person.

Attachments

[Notice%20of%20AGM.pdf](#)[Proxy%20Form.pdf](#)[Ann%20on%20participation%20in%20the%20AGM%20by%20electronic%20means.pdf](#)

Total size =247K MB

METRO HOLDINGS LIMITED

Company Registration No.: 197301792W
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN that the Forty-Seventh Annual General Meeting of the Company will be convened and held by way of electronic means on Friday, 11 September 2020 at 11.00 a.m. (Singapore time) for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements for the year ended 31 March 2020. **(Resolution 1)**
2. To declare the payment of a first and final tax exempt (one-tier) dividend of 2.0 cents per ordinary share for the year ended 31 March 2020. **(Resolution 2)**
3. To re-elect Lt-Gen (Retd) Winston Choo Wee Leong, a Director retiring pursuant to Article 94 of the Company's Constitution. [refer to explanatory note (a)] **(Resolution 3)**
4. To re-elect Mrs Fang Ai Lian, a Director retiring pursuant to Article 94 of the Company's Constitution. [refer to explanatory note (b)] **(Resolution 4)**
5. To re-elect Mr Tan Soo Khoon, a Director retiring pursuant to Article 94 of the Company's Constitution. [refer to explanatory note (c)] **(Resolution 5)**
6. To approve the Directors' Fees of \$915,500 (2019: \$902,976) for the year ended 31 March 2020. **(Resolution 6)**
7. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix its remuneration. **(Resolution 7)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

8. Share Issue Mandate

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF RECORD DATE

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
[refer to explanatory note (d)] **(Resolution 8)**

9. **Renewal of the Share Purchase Mandate**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and/or any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
 - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF RECORD DATE

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, before the date of the market purchase by the Company, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five-day period and the date of the market purchase by the Company;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

“Maximum Limit” means that number of Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST));

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 5% above the Average Closing Price; and
- (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, the NTAV of a Share; and

“NTAV of a Share” means the net tangible asset value of a Share taken from the latest announced consolidated financial statements of the Company preceding the date of the making of the offer pursuant to the off-market purchase; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. [refer to explanatory note (e)] **(Resolution 9)**



NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 16 September 2020 for the purpose of determining shareholders' entitlements to the proposed first and final tax exempt (one-tier) dividend of 2.0 cents per ordinary share for the financial year ended 31 March 2020 (the "**Proposed Dividend**").

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898 up to 5.00 p.m. on 15 September 2020 (the "**Record Date**") will be registered before shareholders' entitlements to the Proposed Dividend are determined.

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on the Record Date will rank for the Proposed Dividend.

The Proposed Dividend, if approved at the Forty-Seventh Annual General Meeting of the Company to be held on 11 September 2020, will be paid on 22 September 2020.

By Order of the Board
Tan Ching Chek and Eve Chan Bee Leng
Joint Company Secretaries

27 August 2020
Singapore



NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF RECORD DATE

Explanatory Notes:

- (a) Lt-Gen (Retd) Winston Choo Wee Leong, if re-elected, will continue to serve as the Chairman of the Board and Nominating Committee and a member of the Remuneration Committee. Lt-Gen (Retd) Winston Choo Wee Leong is a Non-Executive and Independent Director. Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Lt-Gen (Retd) Winston Choo Wee Leong, can be found in the “Information on Directors Seeking Re-election” section of the Company’s Annual Report 2020.
- (b) Mrs Fang Ai Lian, if re-elected, will continue to serve as the Chairman of the Audit Committee and a member of the Nominating Committee. Mrs Fang Ai Lian is a Non-Executive and Independent Director. Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mrs Fang Ai Lian can be found in the “Information on Directors Seeking Re-election” section of the Company’s Annual Report 2020.
- (c) Mr Tan Soo Khoon, if re-elected, will continue to serve as a member of the Audit Committee. Mr Tan Soo Khoon is a Non-Executive and Independent Director. Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Tan Soo Khoon can be found in the “Information on Directors Seeking Re-election” section of the Company’s Annual Report 2020.
- (d) The proposed ordinary resolution 8 above, if passed, will empower the Directors of the Company from the date of the Annual General Meeting to issue shares of the Company up to the limits as specified in the resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting. As at 28 July 2020, the Company had 3,512,800 treasury shares and no subsidiary holdings.
- (e) The proposed ordinary resolution 9 above, if passed, will empower the Directors of the Company, effective until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or the date on which such authority is carried out to the full extent mandated or is varied or revoked by the Company in a general meeting, whichever is the earliest, to exercise the power of the Company to purchase or acquire its Shares. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company’s financial position, cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of Shares purchased or acquired, and the consideration paid at the relevant time. For illustrative purposes only, the financial effects of an assumed purchase or acquisition by the Company of 10% of its issued Shares (excluding treasury shares and subsidiary holdings) as at 28 July 2020, at a purchase price equivalent to the Maximum Price per Share, in the case of a market purchase and an off-market purchase respectively, based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2020 and certain assumptions, are set out in Paragraph 2.7 of the Company’s Letter to Shareholders dated 27 August 2020.

Notes:

1. The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company’s corporate website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at, or prior to, the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company’s announcement dated 27 August 2020. This announcement may be accessed at the Company’s corporate website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF RECORD DATE

3. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The accompanying proxy form for the Annual General Meeting may be accessed at the Company's corporate website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by **5.00 p.m. on 1 September 2020** to submit their votes.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com,

in either case by 11.00 a.m. on 8 September 2020, being 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Company's Annual Report 2020 and the Letter to Shareholders dated 27 August 2020 (in relation to the proposed renewal of share purchase mandate) have been published on the Company's corporate website and may be accessed as follows:
- (a) the Company's Annual Report 2020 may be accessed at the URL https://www.metroholdings.com.sg/investor_annual-report by clicking on the hyperlink for "Annual Report 2020"; and
 - (b) the Letter to Shareholders dated 27 August 2020 may be accessed at the URL https://www.metroholdings.com.sg/investor_letter-to-shareholders by clicking on the hyperlink for "Letter to Shareholders in Relation to the Renewal of the Share Purchase Mandate".

The above documents will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

METRO HOLDINGS LIMITED

Company Registration No.: 197301792W
(Incorporated in the Republic of Singapore)

IMPORTANT

1. The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of Annual General Meeting will not be sent to members. Instead, the Notice of Annual General Meeting will be sent to members by electronic means via publication on the Company's website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings. The Notice of Annual General Meeting will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at, or prior to, the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 27 August 2020. This announcement may be accessed on the Company's website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.**
4. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on 1 September 2020 to submit their votes.
5. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.**

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 27 August 2020.

ANNUAL GENERAL MEETING PROXY FORM

I/We _____ (Name), _____ (NRIC/Passport No./Co. Regn. No.)

of _____ (Address), being a member/members of Metro Holdings Limited (the "**Company**") hereby appoint the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Forty-Seventh Annual General Meeting of the Company to be convened and held by way of electronic means on Friday, 11 September 2020 at 11.00 a.m. (Singapore time) and at any adjournment thereof, in the following manner:

No.	Resolutions	For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements			
2.	To declare First and Final Dividend			
3.	To re-elect Lt-Gen (Retd) Winston Choo Wee Leong, a Director retiring under Article 94 of the Company's Constitution			
4.	To re-elect Mrs Fang Ai Lian, a Director retiring under Article 94 of the Company's Constitution			
5.	To re-elect Mr Tan Soo Khoon, a Director retiring under Article 94 of the Company's Constitution			
6.	To approve Directors' Fees			
7.	To re-appoint Ernst & Young LLP as Auditor and authorise the Directors to fix its remuneration			
SPECIAL BUSINESS				
8.	To approve the Share Issue Mandate			
9.	To approve the Renewal of the Share Purchase Mandate			

Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes For or Against a resolution, please indicate with a "✓" in the For or Against box provided in respect of that resolution. Alternatively, please indicate the number of votes For or Against in the For or Against box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with a "✓" in the Abstain box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the Abstain box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2020

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

**Total Number of
Shares Held**

NOTES:

1. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** This proxy form may be accessed on the Company's website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on 1 September 2020 to submit their votes.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com,

in either case by 11.00 a.m. on 8 September 2020, being 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
6. Any reference to a time of a day is made by reference to Singapore time.
7. The Company shall be entitled to reject an instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of proxy appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.



METRO HOLDINGS LIMITED

(Company Registration No. 197301792W)
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

ANNUAL GENERAL MEETING TO BE HELD ON 11 SEPTEMBER 2020

1. **Background.** Metro Holdings Limited (“**Metro**” or the “**Company**”) refers to:
 - (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
 - (c) the joint statement by the Accounting and Corporate Regulatory Authority (“**ACRA**”), Monetary Authority of Singapore and Singapore Exchange Regulation (“**SGX RegCo**”) of 13 April 2020 (and subsequently updated on 27 April 2020 and 22 June 2020) which provides additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 September 2020; and
 - (d) the Company’s announcement dated 6 May 2020 on, *inter alia*, the automatic extension of time granted by ACRA and SGX RegCo for the Company to hold its Annual General Meeting (“**AGM**”).
2. **Date, time and conduct of AGM.** The Company is pleased to announce that pursuant to the Order, the AGM will be convened and held by way of electronic means on **Friday, 11 September 2020 at 11.00 a.m.** (Singapore time).

Our Chairman, Lt-Gen (Retd) Winston Choo Wee Leong, will conduct the proceedings of the AGM.
3. **Notice of AGM and Proxy Form.** The Notice of AGM and Proxy Form will be sent to shareholders solely by electronic means via publication on the Company’s corporate website and will also be made available on the SGX website¹. Printed copies of these documents will not be sent to shareholders.
4. **No personal attendance at the AGM.** Due to the current COVID-19 situation in Singapore, **shareholders will not be able to attend the AGM in person.**

¹ The Notice of AGM and Proxy Form may be accessed on the Company’s corporate website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings. The Notice of AGM and Proxy Form may also be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

5. **Alternative arrangements for participation in the AGM.** Shareholders may participate in the AGM by:
- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM by shareholders, including CPF and SRS investors, are set out in the Appendix to this announcement. In particular, CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by **5.00 p.m. on 1 September 2020** to submit their votes.

6. **Persons who hold shares through relevant intermediaries.** Persons who hold Metro shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), other than CPF and SRS investors, and who wish to participate in the AGM by:
- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM,

should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

7. **Annual Report 2020 and Letter to Shareholders.** The Company's Annual Report 2020 and the Letter to Shareholders dated 27 August 2020 (in relation to the proposed renewal of the share purchase mandate) have been published on the Company's corporate website and may be accessed as follows:
- (a) the Company's Annual Report 2020 may be accessed at the URL <https://www.metroholdings.com.sg/investor-annual-report> by clicking on the hyperlink for "Annual Report 2020"; and
 - (b) the Letter to Shareholders dated 27 August 2020 may be accessed at the URL <https://www.metroholdings.com.sg/investor-letter-to-shareholders> by clicking on the hyperlink for "Letter to Shareholders in Relation to the Renewal of the Share Purchase Mandate".

The above documents will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

8. **Record date and payment date for first and final dividend.** The Transfer Books and Register of Members of the Company will be closed on 16 September 2020 for the purpose of determining shareholders' entitlements to the proposed first and final tax exempt (one-tier) dividend of 2.0 cents per ordinary share for the financial year ended 31 March 2020 (the "**Proposed Dividend**").

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898 up to 5.00 p.m. on 15 September 2020 (the "**Record Date**") will be registered before shareholders' entitlements to the Proposed Dividend are determined.

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on the Record Date will rank for the Proposed Dividend.

The Proposed Dividend, if approved at the AGM, will be paid on 22 September 2020.

9. **Key dates/deadlines.** In summary, the key dates/deadlines which shareholders may wish to take note of are set out in the table below:

Key dates	Actions
From 9.00 a.m. on 27 August 2020 (Thursday)	Shareholders may begin to pre-register at https://online.meetings.vision/metroholdings-agm-registration for the live audio-visual webcast or live audio-only stream of the AGM proceedings.
5.00 p.m. on 1 September 2020 (Tuesday)	Deadline for CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
11.00 a.m. on 8 September 2020 (Tuesday)	Deadline for shareholders to: <ul style="list-style-type: none"> • pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings; • submit questions in advance; and • submit proxy forms
By 11.00 a.m. on 10 September 2020 (Thursday)	Authenticated shareholders who have pre-registered for the live audio-visual webcast or live audio-only stream of the AGM proceedings will receive an email which will contain login credentials and the link to access the live audio-visual webcast, or a toll-free telephone number to access the live audio-only stream of the AGM proceedings, depending on the option selected at pre-registration (the " Confirmation Email "). Shareholders who do not receive the Confirmation Email by 11.00 a.m. on 10 September 2020 , but have registered by the 8 September 2020 deadline should email the Company's Share Registrar at sg.is.metroproxy@sg.tricorglobal.com or call (65) 6236 3550 for assistance.

Key dates	Actions
Date and time of AGM - 11.00 a.m. on 11 September 2020 (Friday)	Follow the instructions in the Confirmation Email to access the live audio-visual webcast or call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the AGM proceedings.
5.00 p.m. on 15 September 2020 (Tuesday)	Record date for determining entitlements to first and final dividend, subject to shareholders' approval at the AGM.
22 September 2020 (Tuesday)	Payment date for first and final dividend, subject to shareholders' approval at the AGM.

10. **Important reminder.** Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Shareholders should check the Company's corporate website at the URL <https://www.metroholdings.com.sg> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our AGM with the optimum safe management measures amidst the current COVID-19 pandemic.

By Order of the Board

Tan Ching Chek and Eve Chan Bee Leng
Joint Company Secretaries
27 August 2020

APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the AGM

Shareholders will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers, submit questions in advance of the AGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	Pre-registration	<p>Shareholders, including CPF and SRS investors, must pre-register at the pre-registration website at https://online.meetings.vision/metroholdings-agm-registration from 9.00 a.m. on 27 August 2020 till 11.00 a.m. on 8 September 2020 to enable the Company to verify their status as shareholders.</p> <p>Following the verification, authenticated shareholders will receive an email by 11.00 a.m. on 10 September 2020. The email will contain login credentials and the link to access the live audio-visual webcast, or a toll-free telephone number to access the live audio-only stream of the AGM proceedings, depending on the option selected at pre-registration.</p> <p>Shareholders who do not receive an email by 11.00 a.m. on 10 September 2020, but have registered by the 8 September 2020 deadline should email the Company's Share Registrar at sg.is.metroproxy@sg.tricorglobal.com or call (65) 6236 3550 for assistance.</p>
2.	Submit questions in advance	<p>Shareholders will not be able to ask questions at the AGM live during the live audio-visual webcast or audio-only stream, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.</p> <p>Submission of questions. Shareholders, including CPF and SRS investors, can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) Via pre-registration website. Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website at https://online.meetings.vision/metroholdings-agm-registration.</p> <p>(b) Via email. Shareholders may submit their questions via email to sg.is.proxy@sg.tricorglobal.com.</p>

No.	Steps	Details
		<p>(c) By post. Shareholders may submit their questions by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898.</p> <p>When sending in your questions via email or by post, please also provide us with the following details:</p> <ul style="list-style-type: none"> • your full name & NRIC / FIN / Passport Number; • your address; and • the manner in which you hold shares in Metro (e.g., via CDP, CPF/SRS and/or scrip). <p>Deadline to submit questions. All questions must be submitted by 11.00 a.m. on 8 September 2020.</p> <p>Addressing questions. The Company will address all substantial and relevant questions received from shareholders during the AGM through live audio-visual webcast and live audio-only stream, or publish the responses to such questions on the Company's website and on SGXNet prior to the AGM.</p> <p>Minutes of AGM. The Company will publish the minutes of the AGM on its corporate website and on SGXNet, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.</p>
3.	Submit proxy forms to vote	<p>Appointment of Chairman of the Meeting as proxy. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the proxy form.</p> <p>Specific voting instructions to be given. Where shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p>Submission of proxy forms. Proxy forms must be submitted in the following manner:</p> <ul style="list-style-type: none"> (a) if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898; or (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sq.is.proxy@sg.tricorglobal.com,

No.	Steps	Details
		<p>in either case, by 11.00 a.m. on 8 September 2020.</p> <p>A shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.</p> <p>Due to the current COVID-19 situation in Singapore, shareholders are strongly encouraged to submit completed proxy forms electronically via email.</p> <p>CPF and SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on 1 September 2020 to submit their votes.</p>