

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

METRO HOLDINGS LTD

Security

METRO HOLDINGS LIMITED - SG1I11878499 - M01

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

07-Jul-2022 06:33:30

Status

New

Announcement Reference

SG220707MEETYY89

Submitted By (Co./ Ind. Name)

Tan Ching Chek

Designation

Company Secretary

Financial Year End

31/03/2022

Event Narrative

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

Event Dates

Meeting Date and Time

22/07/2022 11:00:00

Response Deadline Date

19/07/2022 11:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Forty-Ninth Annual General Meeting of the Company will be convened and held by electronic means on Friday, 22 July 2022 at 11.00 a.m. (Singapore time). Shareholders will not be able to attend the Annual General Meeting in person.

Attachments



[MHL - Notice of AGM.pdf](#)



[MHL - Proxy Form.pdf](#)



[MHL - Announcement on participation in the AGM by electronic means.pdf](#)

Total size =319K MB

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Ninth Annual General Meeting of the Company will be convened and held by way of electronic means on Friday, 22 July 2022 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 2022. **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 2022. **Resolution 2**
3. To declare the payment of a special tax exempt (one-tier) dividend of 1.0 cent per ordinary share for the year ended 31 March 2022. **Resolution 3**
4. 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 4**
5. To re-elect Mr Tan Soo Khoo, a Director retiring pursuant to Article 94 of the Company's Constitution. [refer to explanatory note (b)] **Resolution 5**
6. To re-elect Mr Yip Hoong Mun, a Director retiring pursuant to Article 94 of the Company's Constitution. [refer to explanatory note (c)] **Resolution 6**
7. To approve the Directors' Fees of \$996,371 (2021: \$915,500) for the year ended 31 March 2022. **Resolution 7**
8. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix its remuneration. **Resolution 8**

SPECIAL BUSINESS

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

9. 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

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 9

10. Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (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,

NOTICE OF ANNUAL GENERAL MEETING

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”**);

- (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 10

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 28 July 2022 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 and special tax exempt (one-tier) dividend of 1.0 cent per ordinary share for the financial year ended 31 March 2022 (the "**Proposed Dividends**").

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 27 July 2022 (the "**Record Date**") will be registered before shareholders' entitlements to the Proposed Dividends 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 Dividends.

The Proposed Dividends, if approved at the Forty-Ninth Annual General Meeting of the Company to be held on 22 July 2022, will be paid on 8 August 2022.

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

7 July 2022
Singapore

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (a) Lt-Gen (Retd) Winston Choo Wee Leong, if re-elected, will continue to serve as the Chairman of the Board, Remuneration, Nominating and Investment Committees. 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 2022.
- (b) Mr Tan Soo Khoon, if re-elected, will continue to serve as a member of the Audit, Nominating and Investment Committees. 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 2022.
- (c) Mr Yip Hoong Mun, if re-elected, will continue to serve as an Executive Director and a member of the Investment Committee. Mr Yip Hoong Mun is the Group Chief Executive Officer. Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Yip Hoong Mun can be found in the “Information on Directors Seeking Re-election” section of the Company’s Annual Report 2022.
- (d) The proposed ordinary resolution 9 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 8 June 2022, the Company had 3,512,800 treasury shares and no subsidiary holdings.
- (e) The proposed ordinary resolution 10 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 8 June 2022, 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 2022 and certain assumptions, are set out in Paragraph 2.7 of the Company’s Letter to Shareholders dated 7 July 2022.

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, and 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 prior to or at 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 7 July 2022. 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

3. **The Company is not providing for physical attendance by members at the Annual General Meeting** as the COVID-19 situation in Singapore continues to evolve. **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 to submit their votes by **5.00 p.m. on 12 July 2022**.

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.metroproxy@sg.tricorglobal.com,

in either case by 11.00 a.m. on 19 July 2022, 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. **Members are strongly encouraged to submit completed Proxy Forms electronically via email.**

6. The Company's Annual Report 2022 and the Letter to Shareholders dated 7 July 2022 (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 2022 may be accessed at the URL <https://www.metroholdings.com.sg/investor-annual-report> by clicking on the hyperlink for "Annual Report 2022"; and
 - (b) the Letter to Shareholders dated 7 July 2022 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>.

7. Any reference to a time of day is made by reference to Singapore time.

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.

ANNUAL GENERAL MEETING PROXY FORM

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, and 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 prior to or at 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 7 July 2022. 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. **The Company is not providing for physical attendance by members at the Annual General Meeting** as the COVID-19 situation in Singapore continues to evolve. **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 to submit their votes by **5.00 p.m. on 12 July 2022**.
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 7 July 2022.

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-Ninth Annual General Meeting of the Company to be convened and held by way of electronic means on Friday, 22 July 2022 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 declare Special Dividend			
4.	To re-elect Lt Gen (Retd) Winston Choo Wee Leong, 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 re-elect Mr Yip Hoong Mun, a Director retiring under Article 94 of the Company's Constitution			
7.	To approve Directors' Fees			
8.	To re-appoint Ernst & Young LLP as Auditor and authorise the Directors to fix its remuneration			
SPECIAL BUSINESS				
9.	To approve the Share Issue Mandate			
10.	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 provided 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 _____ 2022

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/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the member.
2. **The Company is not providing for physical attendance by members at the Annual General Meeting** as the COVID-19 situation in Singapore continues to evolve. **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 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 to submit their votes by 5.00 p.m. on 12 July 2022.

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, 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.metroproxy@sg.tricorglobal.com,

in either case by 11.00 a.m. on 19 July 2022, 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. **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/her 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/her/its 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 22 JULY 2022

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; and
 - (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation.
2. **Date, time and conduct of AGM.** The Company is pleased to announce that pursuant to the Order, its Forty-Ninth Annual General Meeting (the “**AGM**”) will be convened and held by way of electronic means on **Friday, 22 July 2022 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. The Company is not providing for physical attendance by shareholders at the AGM** as the COVID-19 situation in Singapore continues to evolve.

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 and 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 to the Chairman of the Meeting 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 to submit their votes by **5.00 p.m. on 12 July 2022**. There will be no live voting at the AGM.

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 1967), 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 to the Chairman of the Meeting 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 (if their relevant intermediary has not already contacted them) 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 2022 and Letter to Shareholders.** The Company's Annual Report 2022 and the Letter to Shareholders dated 7 July 2022 (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 2022 may be accessed at the URL https://www.metroholdings.com.sg/investor_annual-report by clicking on the hyperlink for "Annual Report 2022"; and
 - (b) the Letter to Shareholders dated 7 July 2022 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 and special dividend.** The Transfer Books and Register of Members of the Company will be closed on 28 July 2022 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 and special tax exempt (one-tier) dividend of 1.0 cent per ordinary share for the financial year ended 31 March 2022 (the "**Proposed Dividends**").

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 27 July 2022 (the "**Record Date**") will be registered before shareholders' entitlements to the Proposed Dividends 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 Dividends.

The Proposed Dividends, if approved at the AGM, will be paid on 8 August 2022.

9. **Key dates/deadlines.** The key dates/deadlines which shareholders should take note of are summarised in the table below:

Key dates/times	Actions
From 9.00 a.m. on 7 July 2022 (Thursday)	Shareholders, including CPF and SRS investors, may begin to pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings at the pre-registration website at the URL https://online.meetings.vision/metroholdings-agm-registration .
5.00 p.m. on 12 July 2022 (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.
12.00 a.m. on 15 July 2022 (Friday)	Deadline for shareholders to submit substantial and relevant questions to the Chairman of the Meeting in advance of the AGM.
By 11.00 a.m. on 17 July 2022 (Sunday)	Publication of the Company's responses to the substantial and relevant questions received from shareholders by the 15 July 2022 deadline on the Company's corporate website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings and on SGXNet.
11.00 a.m. on 19 July 2022 (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; and • submit Proxy Forms appointing the Chairman of the Meeting as proxy.

Key dates/times	Actions
By 5.00 p.m. on 20 July 2022 (Wednesday)	<p>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”).</p> <p>Shareholders who do not receive the Confirmation Email by 5.00 p.m. on 20 July 2022, but have registered by the 19 July 2022 deadline should email the Company’s Share Registrar at sq.is.metroproxy@sq.tricorglobal.com or call (65) 6236 3550 or (65) 6236 3555 for assistance.</p>
Date and time of AGM – 11.00 a.m. on 22 July 2022 (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 27 July 2022 (Wednesday)	Record date for determining entitlements to first and final dividend and special dividend, subject to shareholders’ approval at the AGM.
8 August 2022 (Monday)	Payment date for first and final dividend and special dividend, subject to shareholders’ approval at the AGM.

Note: All references above to a time of day are made by reference to Singapore time.

10. **Important reminder.** Shareholders are reminded to 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 co-operation in enabling the AGM to be conducted amid the ongoing COVID-19 pandemic.

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

7 July 2022
Singapore

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 phones, tablets or computers, submit questions to the Chairman of the Meeting 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, who wish to observe and/or listen to the live audio-visual webcast or live audio-only stream of the AGM proceedings must pre-register at the pre-registration website at the URL https://online.meetings.vision/metroholdings-agm-registration from 9.00 a.m. on 7 July 2022 till 11.00 a.m. on 19 July 2022 to enable the Company to verify their status as shareholders.</p> <p>Following the verification, authenticated shareholders will receive the Confirmation Email by 5.00 p.m. on 20 July 2022, 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.</p> <p>Shareholders who do not receive the Confirmation Email by 5.00 p.m. on 20 July 2022, but have registered by the 19 July 2022 deadline should email the Company's Share Registrar at sq.is.metroproxy@sq.tricorglobal.com or call (65) 6236 3550 or (65) 6236 3555 for assistance.</p>
2.	Submit questions in advance of the AGM	<p>Shareholders will not be able to ask questions at the AGM live during the live audio-visual webcast or live audio-only stream of the AGM proceedings. Therefore, it is important for shareholders to pre-register and submit their questions in advance of the AGM.</p> <p>Submission of questions in advance of the AGM. Shareholders, including CPF and SRS investors, can submit substantial and relevant 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 the URL https://online.meetings.vision/metroholdings-agm-registration.</p>

No.	Steps	Details
		<p>(b) Via email. Shareholders may submit their questions via email to sg.is.metroproxy@sg.tricorglobal.com.</p> <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 submitting questions via email or by post, shareholders should also provide the following details:</p> <ul style="list-style-type: none"> • your full name (as per CDP/CPF/SRS/Scrp-based records); • your NRIC/FIN/Passport Number/UEN; • your address; and • the manner in which you hold your Metro shares (e.g., via CDP, CPF, SRS and/or scrip). <p>To ensure that questions are received by the Company by the stipulated deadline, shareholders are strongly encouraged to submit questions electronically through the pre-registration website or via email.</p> <p>Deadline to submit questions in advance of the AGM. All questions submitted in advance of the AGM via any of the above channels must be received by the Company by 12.00 a.m. on 15 July 2022.</p> <p>Addressing questions. In order to facilitate shareholders' votes and to allow shareholders to make an informed decision on the resolutions to be tabled at the AGM, the Company will address all substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, that are received from shareholders prior to the 15 July 2022 deadline, by publishing its responses to such questions on the Company's corporate website at the URL https://www.metroholdings.com.sg/investor-shareholder-meetings and on SGXNet by 11.00 a.m. on 17 July 2022.</p> <p>Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. If there are subsequent clarifications sought, or substantial and relevant follow-up questions received, after the deadline for the submission of questions in advance of the AGM, the Company will address these prior to the AGM or during the AGM itself through the live audio-visual webcast and live audio-only stream of the AGM proceedings.</p> <p>Minutes of AGM. The Company will publish the minutes of the AGM on its corporate website and on SGXNet within one month after the date of the AGM. The minutes will include responses to substantial and relevant follow-up questions and clarifications, if any, which are addressed during the AGM.</p>

No.	Steps	Details
3.	Submit Proxy Forms appointing Chairman of the Meeting as proxy to vote	<p>Appointment of Chairman of the Meeting as proxy. Shareholders will not be able to vote at the AGM live during the audio-visual webcast or audio-only stream of the AGM proceedings. Shareholders (whether individual or corporate) who wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in accordance with the instructions on the Proxy Form. There will be no live voting at the AGM.</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 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.metroproxy@sg.tricorglobal.com, <p>in either case, by 11.00 a.m. on 19 July 2022.</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. 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 to submit their votes by 5.00 p.m. on 12 July 2022.</p>