

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to take, you should consult your stockbroker, solicitor, accountant, bank manager or other professional advisers immediately.

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KPJ HEALTHCARE BERHAD

(Company No. 247079-M)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED SUBDIVISION INVOLVING THE SUBDIVISION OF EVERY 1 ORDINARY SHARE IN KPJ HEALTHCARE BERHAD ("KPJ" OR THE "COMPANY") INTO 4 ORDINARY SHARES IN KPJ HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



RHB Investment Bank Berhad

(Company No. 19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") of the Company, which is scheduled to be held at Level 24, Menara KOMTAR, Johor Bahru City Centre, 80000, Johor Bahru, Johor on Thursday, 24 August 2017 at 12.30 p.m., together with the Proxy Form, are enclosed herein.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. In such event, the Proxy Form should be lodged at the Registered Office of the Company at Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor, not less than 48 hours before the time stipulated for holding the EGM as indicated below. The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM, should you subsequently wish to do so.

Last date and time for lodging the Proxy Form: Tuesday, 22 August 2017 at 12.30 p.m.

Date and time of the EGM.....: Thursday, 24 August 2017 at 12.30 p.m.

This Circular is dated 2 August 2017

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	: The Companies Act, 2016, and any amendments from time to time
“Additional ESOS Option(s)”	: Up to 232,210,236 additional ESOS Options to be issued pursuant to the adjustments made in accordance with the provisions of the By-Laws as a result of the Proposed Subdivision
“Additional Warrant(s)”	: Up to 259,725,882 additional Warrants to be issued pursuant to the adjustments made in accordance with the provisions of the Deed Poll as a result of the Proposed Subdivision
“Adjustments”	: Adjustments to the following:- (i) Exercise price of the outstanding Warrants and outstanding ESOS Options; and (ii) Number of new Warrants and new ESOS Options to be issued, respectively pursuant to the Deed Poll and By-Laws as a result of the Proposed Subdivision
“Board”	: The Board of Directors of KPJ
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W)
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Company No. 635998-W)
“By-Laws”	: The rules, terms and conditions of the ESOS dated 27 February 2015
“Circular”	: This circular to the shareholders of KPJ dated 2 August 2017
“CMSA”	: Capital Markets and Services Act, 2007, and any amendments from time to time
“Deed Poll”	: Deed poll dated 11 December 2013 constituting the Warrants
“Director(s)”	: Has the meaning given in Section 2(1) of the CMSA
“EGM”	: Extraordinary General Meeting
“Entitled Shareholder(s)”	: Shareholders of KPJ whose names appear on the Record of Depositors of the Company on the Entitlement Date
“Entitlement Date”	: The date as at the close of business (to be determined and announced later by the Board) on which shareholders of KPJ must be registered as a member and whose names appear in the Record of Depositors in order to participate in the Proposed Subdivision
“EPS”	: Earnings per share
“ESOS”	: Employees’ share option scheme established by KPJ on 27 February 2015, which will expire on 27 February 2020

DEFINITIONS (Cont'd)

“ESOS Option(s)”	: Being options which were issued by KPJ on 27 February 2015 under the ESOS
“Existing ESOS Option(s)”	: 77,403,412 ESOS Options, comprising the Outstanding ESOS Options and 44,552,753 unvested ESOS Options as at the LPD
“Existing Share(s)”	: Ordinary share(s) in KPJ
“FPE”	: Financial period(s) ended/ending, as the case may be
“FYE”	: Financial year(s) ended/ending, as the case may be
“Grantee(s)”	: An eligible person who has accepted the ESOS Options
“KPJ” or the “Company”	: KPJ Healthcare Berhad (Company No. 247079-M)
“KPJ Group” or the “Group”	: Collectively, KPJ and its subsidiaries
“KPJ Share(s)” or “Subdivided Share(s)”	: Ordinary share(s) in KPJ after the completion of the Proposed Subdivision
“Listing Requirements”	: The Main Market Listing Requirements of Bursa Securities
“LPD”	: 10 July 2017, being the latest practicable date prior to the printing of this Circular
“Market Day(s)”	: Any day(s) between Monday to Friday (inclusive), excluding public holidays, and a day on which Bursa Securities is open for trading of securities
“Maximum Scenario”	: Assuming all the treasury shares held as at the LPD are resold to the market and the Outstanding Warrants and Outstanding ESOS Options are exercised into new KPJ Shares prior to the Entitlement Date
“Minimum Scenario”	: Assuming none of the treasury shares held as at the LPD are resold to the market and the Outstanding Warrants and Outstanding ESOS Options are exercised into new KPJ Shares prior to the Entitlement Date
“NA”	: Net assets
“Outstanding ESOS Option(s)”	: 32,850,659 outstanding ESOS Options as at the LPD which have been granted and vested that have yet to be exercised
“Outstanding Warrant(s)”	: 86,575,294 outstanding Warrants as at the LPD that have yet to be exercised
“Proposed Subdivision”	: Proposed subdivision involving the subdivision of every 1 Existing Share into 4 Subdivided Shares held by the Entitled Shareholders on the Entitlement Date
“Record of Depositors”	: A record of depositors established by Bursa Depository under the Rules of Bursa Depository, as amended from time to time
“RHB Investment Bank” or the “Adviser”	: RHB Investment Bank Berhad (Company No. 19663-P)
“RM” and “sen”	: Ringgit Malaysia and sen, respectively

DEFINITIONS (Cont'd)

- “Specified Subdivision” : A subdivision of shares which:-
- (a) is not conditional upon any other corporate proposal; or
 - (b) is conditional upon another corporate proposal but-
 - (i) that other corporate proposal is a bonus issue; or
 - (ii) that other corporate proposal has been completed or become unconditional
- “VWAMP” : Volume weighted average market price
- “Warrant(s)” : Warrants 2014/2019 of KPJ as constituted by the Deed Poll, which will expire on 23 January 2019

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be reference to Malaysian time, unless otherwise specified.

Any discrepancies in the amounts and percentage figures included herein have been subjected to rounding adjustments.

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KPJ HEALTHCARE BERHAD

(Company No. 247079-M)
(Incorporated in Malaysia)

Registered Office:

Level 16, Menara KOMTAR
Johor Bahru City Centre
80000 Johor Bahru
Johor

2 August 2017

Board of Directors:-

Dato' Kamaruzzaman Abu Kassim	<i>(Chairman)</i>
Dato' Amiruddin Abdul Satar	<i>(President & Managing Director)</i>
Aminudin Dawam	<i>(Executive Director)</i>
Tan Sri Datin Paduka Siti Sadiyah Sheikh Bakir	<i>(Independent Non-Executive Director)</i>
Datuk Azzat Kamaludin	<i>(Independent Non-Executive Director)</i>
Zainah Mustafa	<i>(Independent Non-Executive Director)</i>
Zulkifli Ibrahim	<i>(Non-Independent Non-Executive Director)</i>
Mohd Sahir Rahmat	<i>(Non-Independent Non-Executive Director)</i>
Dato' Dr Zaki Morad Mohamad Zaher	<i>(Independent Non-Executive Director)</i>
Dr. Kok Chin Leong	<i>(Independent Non-Executive Director)</i>
Prof. Dato' Dr. Azizi Hj Omar	<i>(Independent Non-Executive Director)</i>

To: The shareholders of KPJ Healthcare Berhad

Dear Sir / Madam,

PROPOSED SUBDIVISION

1. INTRODUCTION

On 20 April 2017, on behalf of the Board, RHB Investment Bank had announced that the Company proposed to undertake a proposed subdivision involving the subdivision of every 1 Existing Share into 4 Subdivided Shares held by the Entitled Shareholders on the Entitlement Date.

On 19 May 2017, on behalf of the Board, RHB Investment Bank announced that the application for the Proposed Subdivision and the listing of and quotation for the Additional Warrants and the new KPJ Shares to be issued arising from the exercise of the Additional Warrants on the Main Market of Bursa Securities was submitted to Bursa Securities on even date.

On 9 June 2017, on behalf of the Board, RHB Investment Bank announced that Bursa Securities had vide its letter dated 8 June 2017, approved the following:-

- (i) the Proposed Subdivision; and
- (ii) the listing of and quotation for the Additional Warrants and the new KPJ Shares to be issued arising from the exercise of the Additional Warrants on the Main Market of Bursa Securities,

subject to the conditions set out in **Section 7** of this Circular.

On 21 June 2017, RHB Investment Bank had, on behalf of our Board, announced that an application was submitted to Bursa Securities to seek an extension of time up to 4 August 2017 for the issuance of the Circular.

On 4 July 2017, RHB Investment Bank had, on behalf of our Board, announced that Bursa Securities had on even date, resolved to grant our Company an extension of time up to 4 August 2017 for the issuance of the Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS ON THE PROPOSED SUBDIVISION AND TO SEEK YOUR APPROVAL ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED SUBDIVISION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

SHAREHOLDERS OF KPJ ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED SUBDIVISION TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SUBDIVISION

2.1 Details of the Proposed Subdivision

The Proposed Subdivision entails the subdivision of every 1 Existing Share into 4 Subdivided Shares held by the Entitled Shareholders on the Entitlement Date.

As at the LPD,

- (i) the share capital of KPJ is RM540,910,021 comprising 1,066,232,255 KPJ Shares, including 15,590,000 treasury shares;
- (ii) there are 86,575,294 Outstanding Warrants; and
- (iii) there are 32,850,659 Outstanding ESOS Options.

Assuming the full exercise of the Outstanding Warrants and Outstanding ESOS Options prior to the Entitlement Date, the enlarged number of issued shares of the Company shall be 4,742,632,832 Subdivided Shares upon completion of the Proposed Subdivision.

Fractional entitlements arising from the Proposed Subdivision, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company.

For illustrative purposes only, the theoretical adjusted market price of the Subdivided Shares based on the 5-day VWAMP of KPJ Shares up to and including the LPD of RM4.228 per KPJ Share is set out below:-

	Assumed no. of ordinary shares held	Market price per ordinary share (RM)	Total value (RM)
5-day VWAMP	100	4.228	422.8
After the Proposed Subdivision	400	1.057	422.8

As illustrated above, the Proposed Subdivision is not expected to have any impact on the total value of the ordinary shares held in the Company.

2.2 Ranking of the Subdivided Shares

The Subdivided Shares will, upon allotment and issue, rank *pari passu* in all respects with each other, save that the Subdivided Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid where the entitlement date precedes the Entitlement Date.

2.3 Listing of and quotation for the Subdivided Shares

Approval has been obtained from Bursa Securities vide its letter dated 8 June 2017 for the Proposed Subdivision and the listing of and quotation for the Subdivided Shares, Additional Warrants and new KPJ Shares to be issued arising from the exercise of the Additional Warrants.

The actual number of Subdivided Shares and any Additional Warrants to be issued pursuant to the Proposed Subdivision will be determined based on the Company's issued share capital and total number of Outstanding Warrants and Outstanding ESOS Options respectively as at the Entitlement Date.

No suspension will be imposed on the trading of the Existing Shares on the Main Market of Bursa Securities for the purpose of implementing the Proposed Subdivision as the Proposed Subdivision is prescribed as a Specified Subdivision pursuant to Paragraph 13.04(3) of the Listing Requirements.

Subject to obtaining all the relevant approvals, the Subdivided Shares shall be listed and quoted on the Main Market of Bursa Securities on the next Market Day following the Entitlement Date.

The notice of allotment for the Subdivided Shares will be issued and despatched to the Entitled Shareholders no later than 4 Market Days after the date of listing of and quotation for the Subdivided Shares on the Main Market of Bursa Securities, or such other period as may be prescribed by Bursa Securities.

As the Subdivided Shares are prescribed securities under Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), the Subdivided Shares will be subjected to the SICDA and the Rules of Bursa Depository. Accordingly, the Subdivided Shares will be credited into the respective Central Depository System accounts of the Entitled Shareholders and no physical share certificate will be issued.

3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED SUBDIVISION

The Proposed Subdivision is expected to improve the trading liquidity of KPJ Shares on the Main Market of Bursa Securities by increasing the number of shares in issue.

The Proposed Subdivision will result in an adjustment to the market price of the ordinary shares of KPJ and will result in the Subdivided Shares being more affordable, thus potentially appealing to a wider group of public shareholders to participate in the growth of the Company.

The Proposed Subdivision will also enable the existing shareholders of the Company to have a larger number of ordinary shares in KPJ while maintaining their percentage of equity interest in KPJ.

4. EFFECTS OF THE PROPOSED SUBDIVISION

The pro forma effects of the Proposed Subdivision on the Company's share capital, NA per Share and gearing, earnings and EPS, convertible securities and substantial shareholders' shareholdings are based on the Minimum Scenario and Maximum Scenario as illustrated below.

4.1 Share capital

For illustrative purposes, the pro forma effects of the Proposed Subdivision on the share capital of KPJ are as follows:-

	Minimum Scenario		Maximum Scenario	
	No. of ordinary shares in KPJ	RM	No. of ordinary shares in KPJ	RM
Share capital of the Company as at the LPD ⁽¹⁾	1,066,232,255	540,910,021	1,066,232,255	540,910,021
Assuming full exercise of the Outstanding ESOS Options ⁽²⁾	-	-	32,850,659	119,576,399
Assuming full exercise of the Outstanding Warrants	-	-	86,575,294	347,166,929
	1,066,232,255	540,910,021	1,185,658,208	1,007,653,349
Share capital after the Proposed Subdivision	⁽³⁾4,264,929,020	540,910,021	4,742,632,832	1,007,653,349

Notes:-

(1) After taking into consideration the following:-

- 181,596 ESOS Options exercised into KPJ Shares listed on 23 January 2017 at the par value of RM0.50 per KPJ Share;
- 200 Warrants exercised into KPJ Shares listed on 7 February 2017 at the issue price of RM4.01 per KPJ Share; and
- 2,481,908 ESOS Options exercised into KPJ Shares listed on 24 February 2017, 23 March 2017, 25 April 2017, 23 May 2017, 25 May 2017 and 20 June 2017 at the issue price of RM3.64 per KPJ Share.

(2) Being the 32,850,659 Outstanding ESOS Options which have been granted and vested up to the LPD.

(3) Including 15,590,000 existing treasury shares held as at the LPD which will be subdivided to 62,360,000 Subdivided Shares (also held as treasury shares) pursuant to the Proposed Subdivision.

4.2

NA per Share and gearing

Based on the audited consolidated balance sheet of KPJ as at 31 December 2016, the pro forma effects of the Proposed Subdivision on the NA per Share and gearing of KPJ Group are as follows:-

Minimum Scenario	Audited consolidated as at 31 December 2016 (RM'000)	Pro forma I After adjustments for subsequent events (RM'000)	Pro forma II After Pro forma I and the Proposed Subdivision (RM'000)
Share capital	531,784	(2)(3)540,910	540,910
Share premium	178,141	(2)(3)178,712	178,712
Treasury shares	(54,777)	(54,777)	(54,777)
Warrant reserve	31,692	(3)31,691	31,691
Share option reserve	50,111	(3)(4)59,134	59,134
Merger, exchange and revaluation reserves	82,396	82,396	82,396
Retained earnings	775,741	(5)733,756	(6)733,286
Shareholders' equity / NA	1,595,088	1,571,822	1,571,352
Non-controlling interest	89,641	89,641	89,641
Total equity	1,684,729	1,661,463	1,660,993
No. of ordinary shares in issue ('000)	(1)1,047,979	(1)1,050,642	4,202,569
Borrowings (RM'000)	1,575,758	1,575,758	1,575,758
NA per ordinary share (RM)	1.52	1.50	0.37
Gearing (times)	0.99	1.00	1.00

Notes:-

(1) Excluding 15,590,000 treasury shares.

(2) After taking into consideration the following:-

- (a) 181,596 ESOS Options exercised into KPJ Shares listed on 23 January 2017 at the issue price of RM3.64 per KPJ Share, of which the then par value of RM0.50 per KPJ Share would be credited to the share capital account and the remaining RM3.14 per KPJ Share would be credited to the share premium account;
- (b) 200 Warrants exercised into KPJ Shares listed on 7 February 2017 at the issue price of RM4.01 per KPJ Share; and
- (c) 2,481,908 ESOS Options exercised into KPJ Shares listed on 24 February 2017, 23 March 2017, 25 April 2017, 23 May 2017, 25 May 2017 and 20 June 2017 at the issue price of RM3.64 per KPJ Share.

- (3) After taking into consideration the conversion of:-
- (a) 200 Warrants into ordinary KPJ Shares at RM4.01 each; and
- (b) 2,663,504 ESOS Options into ordinary KPJ Shares at fair value of RM1.01 each.
- (4) After taking into consideration 532,854 new ESOS Options granted in February 2017.
- (5) Reduction in retained earnings pursuant to the distribution of approximately RM23.1 million on 28 April 2017 and RM18.9 million on 21 July 2017, respectively as interim dividend for the FYE 31 December 2017.
- (6) After deducting estimated expenses amounting to RM470,000.

Maximum Scenario	Audited consolidated as at 31 December 2016 (RM'000)	Pro forma I After adjustments for subsequent events (RM'000)	Pro forma II After Pro forma I and assuming the resale of treasury shares, the full exercise of the Outstanding Warrants and Outstanding ESOS Options (RM'000)	Pro forma III After Pro forma II and the Proposed Subdivision (RM'000)
Share capital	531,784	(2)(3)540,910	(6)(7)1,062,430	1,062,430
Share premium	178,141	(2)(3)178,712	178,712	178,712
Treasury shares	(54,777)	(54,777)	-	-
Warrant reserve	31,692	(3)31,691	-	-
Share option reserve	50,111	(3)(4)59,134	23,296	23,296
Merger, exchange and revaluation reserves	82,396	82,396	82,396	82,396
Retained earnings	775,741	(5)733,756	733,756	(6)733,286
Shareholders' equity / NA	1,595,088	1,571,822	2,080,590	2,080,120
Non-controlling interest	89,641	89,641	89,641	89,641
Total equity	1,684,729	1,661,463	2,170,231	2,169,761
No. of ordinary shares in issue ('000)	(1)1,047,979	(1)1,050,642	1,185,658	4,742,633
Borrowings (RM'000)	1,575,758	1,575,758	1,575,758	1,575,758
NA per ordinary share (RM)	1.52	1.50	1.75	0.44
Gearing (times)	0.99	1.00	0.76	0.76

Notes:-

- (1) Excluding 15,590,000 treasury shares.
- (2) After taking into consideration the following:-
 - (a) 181,596 ESOS Options exercised into KPJ Shares listed on 23 January 2017 at the issue price of RM3.64 per KPJ Share, of which the then par value of RM0.50 per KPJ Share would be credited to the share capital account and the remaining RM3.14 per KPJ Share would be credited to the share premium account;
 - (b) 200 Warrants exercised into KPJ Shares listed on 7 February 2017 at the issue price of RM4.01 per KPJ Share; and
 - (c) 2,481,908 ESOS Options exercised into KPJ Shares listed on 24 February 2017, 23 March 2017, 25 April 2017, 23 May 2017, 25 May 2017 and 20 June 2017 at the issue price of RM3.64 per KPJ Share.
- (3) After taking into consideration the conversion of:-
 - (a) 200 Warrants into KPJ Shares at RM4.01 each; and
 - (b) 2,663,504 ESOS Options into KPJ Shares at fair value of RM1.01 each.
- (4) After taking into consideration 532,854 new ESOS Options granted in February 2017.
- (5) Reduction in retained earnings pursuant to the distribution of approximately RM23.1 million on 28 April 2017 and RM18.9 million on 21 July 2017, respectively as interim dividend for the FYE 31 December 2017.
- (6) Assuming the exercise of:-
 - (a) 86,575,294 Outstanding Warrants into KPJ Shares at an exercise price of RM4.01; and
 - (b) 32,850,659 Outstanding ESOS Options into KPJ Shares at an exercise price of RM3.64.
- (7) After transferring Warrant reserve and ESOS Option reserve to share capital following the exercise of Outstanding Warrants and Outstanding ESOS Options.
- (8) After deducting estimated expenses amounting to RM470,000.

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4.3 Substantial shareholders' shareholdings

The Proposed Subdivision will not have any effect on the percentage of the substantial shareholders' shareholdings in the Company. Any potential effect on the shareholdings of the substantial shareholders would depend on the number of new KPJ Shares to be issued pursuant to the exercise of the Outstanding Warrants and Outstanding ESOS Options.

For illustration purposes, the pro forma effects of the substantial shareholders' shareholdings based on the Minimum Scenario and Maximum Scenario are set out below:-

Minimum Scenario

Substantial shareholders	Shareholdings as at the LPD			Pro forma I After the Proposed Subdivision		
	Direct		Indirect	Direct		Indirect
	No. of Shares	(⁽¹⁾)%		No. of Shares	(⁽¹⁾)%	No. of Shares
Johor Corporation	383,465,136	36.50	(⁽²⁾)80,355,694	1,533,860,544	36.50	(⁽²⁾)321,422,776
Employees Provident Fund Board ("EPF")	135,527,395	12.90	-	542,109,580	12.90	-
Waqaf An-Nur Corporation Berhad ("WANCorp")	76,143,909	7.25	-	304,575,636	7.25	-
						7.65
						-
						-

Notes:-

- (1) Excluding 15,590,000 treasury shares held as at the LPD and 62,360,000 treasury shares held by the Company after the Proposed Subdivision.
(2) Deemed interested by virtue of its shareholdings through WANCorp, Kulim (Malaysia) Berhad, Johor Ventures Sdn Bhd and Maybank Nominees (Tempatan) Sdn Bhd for AmanahRaya Investment Management Sdn Bhd – Johor Land Berhad pursuant to Section 8 of the Act.

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Maximum Scenario

Substantial shareholders	Shareholdings as at the LPD			Pro forma I Assuming the resale of treasury shares, the full exercise of the Outstanding Warrants and Outstanding ESOS Options				Pro forma II After Pro forma I and the Proposed Subdivision			
	Direct		Indirect	Direct		Indirect	%	Direct		Indirect	%
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	No. of Shares		No. of Shares	%	No. of Shares	%
Johor Corporation	383,465,136	36.50	(2)80,355,694	7.65	420,227,330	(2)106,152,784	35.44	1,680,909,320	35.44	(2)424,611,136	8.95
EPF	135,527,395	12.90	-	-	135,527,395	-	11.43	542,109,580	11.43	-	-
WAN Corp	76,143,909	7.25	-	-	78,146,253	-	6.59	312,585,012	6.59	-	-

Notes:-

(1) Excluding 15,590,000 treasury shares held as at the LPD.

(2) Deemed interested by virtue of its shareholdings through WANCorp, Kulim (Malaysia) Berhad, Johor Ventures Sdn Bhd and Maybank Nominees (Tempatan) Sdn Bhd for AmanahRaya Investment Management Sdn Bhd – Johor Land Berhad pursuant to Section 8 of the Act.

4.4 Earnings and EPS

The Proposed Subdivision is not expected to have any material effect on the earnings of the KPJ Group for the FYE 31 December 2017. However, there will be a corresponding dilution in the EPS of the Group upon the completion of the Proposed Subdivision.

4.5 Convertible securities

As at the LPD, save for the Outstanding Warrants and the existing ESOS Options, there are no other options, warrants or convertible securities issued by the Company.

5. ADJUSTMENT TO THE OUTSTANDING WARRANTS AND THE EXISTING ESOS OPTIONS

5.1 Adjustment to the Outstanding Warrants

The Proposed Subdivision will give rise to adjustments to the exercise price and number of Outstanding Warrants pursuant to the provisions of the memorandum to the Deed Poll. Any necessary adjustments arising from the Proposed Subdivision in relation to the Outstanding Warrants will only be finalised on the Entitlement Date.

The current formula for the Adjustments set out in the Deed Poll takes into consideration the par value of the shares of the Company. However, effective from 31 January 2017 onwards, all shares issued by a company upon the commencement of the Act shall have no par or nominal value pursuant to Section 74 of the Act.

As the current formula for the Adjustments is no longer applicable, the Board has in accordance to the provisions of the Deed Poll decided to exercise its discretion to adjust the exercise price of the Outstanding Warrants and Additional Warrants to be issued pursuant to the Proposed Subdivision on a different basis, in a manner the Board deems fair and not prejudicial to the interest of the holders of Outstanding Warrants and the Company. The Board has, in consultation with the Adviser revised the formula for the Adjustments as set out in **Section 5.1.1** of this Circular after taking into consideration:

- (i) the abolishment of par value concept pursuant to the Act; and
- (ii) the outcome of the revised formula being not materially different from the computation derived from the original formula set out in the Deed Poll.

The details of the actual adjustments to the exercise price and number of the Outstanding Warrants shall be announced at a later date and shall be set out in a notice of adjustments to the holders of the Outstanding Warrants, which shall be despatched within 21 Market Days of such adjustments.

The holder of the Additional Warrants (consequential securities to be issued pursuant to the Proposed Subdivision) is not entitled to any voting rights or participation in any forms of distributions and/or offer of further securities in KPJ until and unless such holders of the Additional Warrants exercise their Additional Warrants into new KPJ Shares.

The new KPJ Shares arising from the exercise of the Additional Warrants shall, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the new KPJ Shares will not be entitled to participate in any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the Entitlement Date.

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5.1.1 The computation of the adjusted exercise price and additional Warrants to be issued pursuant to the Proposed Subdivision

For illustrative purposes only, based on the Maximum Scenario, a summary of the adjustments to the Outstanding Warrants is set out as follows:-

(i) Adjustments to the Outstanding Warrants pursuant to the Proposed Subdivision

$$\begin{aligned}
 \text{Adjusted exercise price} &= \frac{X}{Y} \times \text{Existing exercise price} \\
 &= \frac{1,185,658,208}{4,742,632,832} \times \text{RM4.01} \\
 &= \text{RM1.01}^{(1)}
 \end{aligned}$$

$$\begin{aligned}
 \text{Adjusted number of Warrants} &= \frac{Y}{X} \times \text{Number of existing Warrants} \\
 &= \frac{4,742,632,832}{1,185,658,208} \times 86,575,294 \\
 &= 346,301,176
 \end{aligned}$$

$$\begin{aligned}
 \text{Additional Warrants to be issued} &= \text{Adjusted number of Warrants} - \text{Number of existing Warrants} \\
 &= 346,301,176 - 86,575,294 \\
 &= 259,725,882
 \end{aligned}$$

$$\begin{aligned}
 \text{Ratio for adjustments to the Outstanding Warrants} &= \frac{259,725,882}{86,575,294} \\
 &= 3
 \end{aligned}$$

Where:-

$X^{(2)}$ = the aggregate number of issued shares immediately preceding the Proposed Subdivision; and

$Y^{(2)}$ = the aggregate number of issued shares immediately after the Proposed Subdivision.

Notes:-

(1) Rounded up to the nearest 1 sen in accordance with the Deed Poll.

(2) Based on the Maximum Scenario.

(ii) **Summary adjustments to the Outstanding Warrants**

	As at the LPD	After the Proposed Subdivision
Exercise price of the Outstanding Warrants	RM4.01	RM1.01
Number of Outstanding Warrants	86,575,294	346,301,176

For illustrative purposes only, pursuant to the Adjustments, a warrant holder holding 100 Warrants and whose name appears in the Record of Depositors for the Warrants on the Entitlement Date shall be entitled to 300 Additional Warrants and the exercise price of the Outstanding Warrants shall be adjusted from RM4.01 to RM1.01 per Warrant.

5.2 Adjustment to the Existing ESOS Options

The Proposed Subdivision will give rise to adjustments to the exercise price and the number of the Existing ESOS Options pursuant to the provisions of the By-Laws. Any necessary adjustments arising from the Proposed Subdivision in relation to the Existing ESOS Options will only be finalised on the Entitlement Date.

The current formula for the Adjustments set out in the By-Laws takes into consideration the par value of the shares of the Company. However, effective from 31 January 2017 onwards, all shares issued by a company upon the commencement of the Act shall have no par or nominal value pursuant to Section 74 of the Act.

As the current formula for the Adjustments is no longer applicable, the ESOS committee has in accordance to the provisions of the By-Laws decided to exercise its discretion to adjust the exercise price of the Existing ESOS Options and Additional ESOS Options to be issued pursuant to the Proposed Subdivision on a different basis, in a manner the ESOS committee deems fair and not prejudicial to the interest of the holders of Existing ESOS Options and the Company. The ESOS committee has, in consultation with the Adviser revised the formula for the Adjustments as set out in **Section 5.2.1** of this Circular after taking into consideration:

- (i) the abolishment of par value concept pursuant to the Act; and
- (ii) the outcome of the revised formula being not materially different from the computation derived from the original formula set out in the By-Laws.

The details of the actual adjustments to the option price and number of the Existing ESOS Options shall be announced at a later date and shall be set out in writing to the Grantees within 30 Market Days of such adjustments.

The Grantee of the Additional ESOS Options is not entitled to any voting rights or participation in any forms of distributions and/or offer of further securities in KPJ until and unless such holders of the Additional ESOS Options exercise their Additional ESOS Options into new KPJ Shares.

The new KPJ Shares arising from the exercise of the Additional ESOS Options shall, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the new KPJ Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid where the entitlement date precedes the Entitlement Date.

5.2.1 The computation of the adjusted exercise price and additional ESOS Options to be issued pursuant to the Proposed Subdivision

For illustrative purposes only, based on the number of the Existing ESOS Options as at the LPD, a summary of the adjustments to the Existing ESOS Options is set out as follows:-

(i) Adjustments to the Existing ESOS Options pursuant to the Proposed Subdivision

$$\begin{aligned}
 \text{New option price} &= \frac{X}{Y} \times \text{Existing option price} \\
 &= \frac{1,185,658,208}{4,742,632,832} \times \text{RM3.64} \\
 &= \text{RM0.91}^{(1)}
 \end{aligned}$$

$$\begin{aligned}
 \text{Adjusted number of ESOS Options} &= \frac{Y}{X} \times \text{Number of the Existing ESOS Options} \\
 &= \frac{4,742,632,832}{1,185,658,208} \times 77,403,412 \\
 &= 309,613,648
 \end{aligned}$$

$$\begin{aligned}
 \text{Additional ESOS Options to be issued} &= \text{Adjusted number of ESOS Options} - \text{Number of the Existing ESOS Options} \\
 &= 309,613,648 - 77,403,412 \\
 &= 232,210,236
 \end{aligned}$$

$$\begin{aligned}
 \text{Ratio for adjustments to the Existing ESOS Options} &= \frac{232,210,236}{77,403,412} \\
 &= 3
 \end{aligned}$$

Where:-

$X^{(2)}$ = the aggregate number of issued shares immediately preceding the Proposed Subdivision; and

$Y^{(2)}$ = the aggregate number of issued shares immediately after the Proposed Subdivision.

Notes:-

(1) Rounded up to the nearest 1 sen in accordance with the By-Laws.

(2) Based on the Maximum Scenario.

(ii) **Summary adjustments to the Existing ESOS Options**

	As at the LPD	After the Proposed Subdivision
Exercise price of the Existing ESOS Options	RM3.64	RM0.91
Number of Existing ESOS Options	77,403,412	309,613,648

For illustrative purposes only, pursuant to the Adjustments, an ESOS Options holder holding 100 ESOS Options and have yet to exercise the ESOS Options on the Entitlement Date shall be entitled to 300 Additional ESOS Options and the exercise price of the Existing ESOS Options shall be adjusted from RM3.64 to RM0.91 per ESOS Option.

6. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of KPJ Shares for the past 12 months from August 2016 to July 2017 are as follows:-

	High RM	Low RM
2016		
August	4.37	4.24
September	4.33	4.19
October	4.30	4.06
November	4.28	4.15
December	4.25	4.10
2017		
January	4.22	4.10
February	4.21	3.97
March	4.14	3.85
April	4.30	3.96
May	4.22	4.12
June	4.26	4.14
July	4.29	4.12

The last transacted price of KPJ Shares on 19 April 2017 (being the date prior to the announcement of the Proposed Subdivision) was RM4.05.

The last transacted price of KPJ Shares on 31 July 2017 (being the latest date prior to the printing of this Circular) was RM4.16.

(Source: Bloomberg)

7. APPROVALS REQUIRED / OBTAINED

The Proposed Subdivision is conditional upon the following approvals being obtained:-

- (i) Bursa Securities for the following:-
 - (a) the Proposed Subdivision; and
 - (b) the listing of and quotation for the Subdivided Shares and Additional Warrants, as well as the new KPJ Shares to be issued arising from the exercise of the Additional Warrants on the Main Market of Bursa Securities;

- (ii) the shareholders of KPJ at the forthcoming EGM; and
- (iii) any other relevant authority and/or party, if required.

Bursa Securities had vide its letter dated 8 June 2017, granted its approval in relation to the Proposed Subdivision subject to the following conditions:-

No.	Conditions	Status of compliance
1.	KPJ and RHB Investment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Subdivision;	To be complied
2.	KPJ and RHB Investment Bank to inform Bursa Securities upon the completion of the Proposed Subdivision;	To be complied
3.	KPJ to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Subdivision is completed;	To be complied
4.	KPJ and RHB Investment Bank are required to make the relevant announcements pursuant to paragraph 6.56(2)(b)(ii) and (iii) and paragraph 13.10(2) of the Listing Requirements;	To be complied
5.	KPJ to furnish Bursa Securities with a certified true copy of the resolution passed by the shareholders at an extraordinary general meeting approving the Proposed Subdivision prior to the listing and quotation of the Subdivided Shares; and	To be complied
6.	KPJ to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of the Warrants as at the end of each quarter together with a detailed computation of the listing fees payable.	To be complied

The Proposed Subdivision is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and major shareholders of the Company and/or persons connected to them has any interest, whether direct or indirect, in the Proposed Subdivision, save for their respective entitlements as shareholders of the Company under the Proposed Subdivision which are also available to all other shareholders of the Company.

9. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

The tentative timetable for the implementation of the Proposed Subdivision is set out below:-

Month	Event
24 August 2017	<ul style="list-style-type: none"> Convening of EGM to obtain the approval of shareholders of KPJ for the Proposed Subdivision
End August 2017	<ul style="list-style-type: none"> Announcement of the Entitlement Date for the Proposed Subdivision
Early September 2017	<ul style="list-style-type: none"> Entitlement Date Listing of and quotation for the Subdivided Shares, the Additional Warrants and the new KPJ Shares to be issued arising from the exercise of the Additional Warrants

Barring any unforeseen circumstances, the Board expects the Proposed Subdivision to be completed by the third quarter of 2017.

10. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Subdivision (which is the subject matter of this Circular), the Board confirms that there are no other outstanding corporate exercises that have been announced by the Company, but not yet completed as at the LPD.

11. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Subdivision, is of the opinion that the Proposed Subdivision is in the best interest of the Company.

As such, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Subdivision to be tabled at the forthcoming EGM of the Company.

12. EGM

The EGM, the notice of which is enclosed in this Circular, is scheduled to be held at Level 24, Menara KOMTAR, Johor Bahru City Centre, 80000, Johor Bahru, Johor on Thursday, 24 August 2017 at 12.30 p.m., together with the Proxy Form, are enclosed herein.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the enclosed Proxy Form in accordance with the instructions contained therein, to be deposited at the Registered Office of the Company at Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor, not less than 48 hours before the time stipulated for holding the EGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM, should you subsequently wish to do so.

13. FURTHER INFORMATION

Shareholders are advised to refer to **Appendix I** as set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
KPJ HEALTHCARE BERHAD

DATO' AMIRUDDIN ABDUL SATAR
President & Managing Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements, or omission of other facts which would make any statement contained herein false or misleading.

2. CONSENTS

RHB Investment Bank, being the Adviser for the Proposed Subdivision, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

3. DECLARATIONS OF CONFLICT OF INTERESTS

Save as disclosed below, RHB Investment Bank confirms that as at the LPD, there are no equity and/or financial relationship with KPJ, Johor Corporation and its subsidiaries ("**JCorp Group**"), other than the following:-

- (a) EPF, being a substantial shareholder of KPJ, is also a substantial shareholder of RHB Bank Berhad ("**RHB Bank**"), which is the holding company of RHB Investment Bank and its related companies ("**RHB Banking Group**"). As at the LPD, EPF holds approximately 12.92% and 40.70% equity interests in KPJ and RHB Bank respectively, and it is the largest shareholder of RHB Bank;
- (b) Tan Sri Azlan Zainol, a Non-Independent Non-Executive Director of RHB Bank and Non-Independent Non-Executive Chairman of RHB Investment Bank, is a nominee director of EPF; and
- (c) As at the LPD, RHB Banking Group had in its ordinary course of business, extended various credit facilities with a combined limit of up to an aggregate amount of approximately RM106.5 million to KPJ Group and RM1.17 billion to the JCorp Group ("**Credit Facilities**").

RHB Investment Bank has given its written confirmation that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Adviser to KPJ for the Proposed Subdivision on the basis that:-

- (a) Tan Sri Azlan Zainol holds non-executive directorships in RHB Bank Berhad and RHB Investment Bank. Tan Sri Azlan Zainol is not involved in the day-to-day operations of the RHB Banking Group. In addition, EPF is not involved in the day-to-day operations of both KPJ Group and RHB Investment Bank;
- (b) the Credit Facilities was granted on an arm's length basis and not material when compared to the RHB Banking Group's audited consolidated loans, advances and financing as at 31 December 2016;
- (c) the facilities have been provided by RHB Banking Group in the ordinary course of business and are not conditional upon RHB Investment Bank being appointed as the Adviser for the Proposed Subdivision or upon any other proposal(s) being undertaken by any entity(ies) within the RHB Banking Group. Further, RHB Investment Bank's appointment as the Adviser to KPJ is in the ordinary course of its business as a licensed investment bank and RHB Investment Bank does not receive or derive any financial interest or benefit save for the professional fees received for its appointment as the Adviser for the Proposed Subdivision;

FURTHER INFORMATION (Cont'd)

- (d) the Company has no representative on the board of RHB Investment Bank. Further, the RHB Banking Group has no representative on the board of KPJ;
- (e) the corporate finance division of RHB Investment Bank is required under its investment banking license to comply with strict policies and guidelines issued by the Securities Commission Malaysia, Bursa Securities and Bank Negara Malaysia governing its advisory operations. These guidelines require, among others, Chinese wall policies, clear segregation between dealing, lending and advisory activities and the formation of an independent committee to review its business operations; and
- (f) the conduct of the RHB Banking Group's business is regulated strictly by the Financial Services Act, 2013, the CMSA and RHB Banking Group's own internal controls and checks including segregation of reporting structures, in that its activities are monitored and reviewed by independent parties and committees.

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, there are no material litigation, claims or arbitration, either as plaintiff or defendant, which will have a material and/or adverse effect on the financial position or business of KPJ Group and the Board is not aware of any proceedings, pending or threatened against KPJ Group or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of KPJ Group.

5. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

(i) Material Commitments

Save as disclosed below, as at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by the Group which upon becoming enforceable may have a material impact on the financial results/position of the Group:-

	RM'000
Capital expenditures in respect of building, medical equipment and other property, plant and equipment	
- Approved and contracted	283,088
- Approved but not contracted	123,755
Total	406,843

(ii) Contingent Liabilities

As at the LPD, the Board is not aware of any other contingent liabilities incurred or known to be incurred by the Group which upon becoming enforceable may have a material impact on the financial results or position of the Group.

FURTHER INFORMATION (Cont'd)

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor, during normal business hours (except public holidays) from the date of this Circular up to and including the date of the EGM:-

- (i) The Constitution of KPJ;
- (ii) The audited financial statement of KPJ Group for the past 2 financial years up to and including the FYE 31 December 2016 and the latest unaudited financial statement of KPJ Group for the 3-month FPE 31 March 2017;
- (iii) Deed Poll;
- (iv) By-Laws; and
- (v) Letter of consent and declaration of conflict of interest referred to in **Section 2** and **Section 3** of this **Appendix I**.

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KPJ HEALTHCARE BERHAD

(Company No. 247079-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of KPJ Healthcare Berhad (“**KPJ**” or the “**Company**”) is scheduled to be held at Level 24, Menara KOMTAR, Johor Bahru City Centre, 80000, Johor Bahru, Johor on Thursday, 24 August 2017 at 12.30 p.m., for the purpose of considering and if thought fit, passing with or without modification, the following special resolution:-

SPECIAL RESOLUTION

PROPOSED SUBDIVISION INVOLVING THE SUBDIVISION OF EVERY 1 ORDINARY SHARE IN KPJ INTO 4 ORDINARY SHARES IN KPJ (“KPJ SHARE(S)” OR “SUBDIVIDED SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED SUBDIVISION”)

“**THAT** subject to the passing of the Special Resolution, and the approvals of all relevant regulatory authorities for the Proposed Subdivision, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to:-

- (i) subdivide each of the existing ordinary shares in the Company into 4 ordinary shares in the Company held by the shareholders of KPJ whose names appear on the Record of Depositors of the Company on the Entitlement Date;
- (ii) allot and issue any such additional warrants 2014/2019 to be issued pursuant to the adjustments made in accordance with the provisions of the deed poll dated 11 December 2013 (“**Deed Poll**”) as a result of the Proposed Subdivision (“**Additional Warrants**”); and
- (iii) allot and issue any such additional options under the employees’ share option scheme of KPJ (“**ESOS**”) to be issued pursuant to the adjustments made in accordance with the provisions of the ESOS by-laws dated 27 February 2015 (“**By-Laws**”) as a result of the Proposed Subdivision (“**Additional ESOS Options**”);

THAT fractional entitlements arising from the Proposed Subdivision, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT the Subdivided Shares will, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid where the entitlement date precedes the Entitlement Date;

THAT the Additional Warrants to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing warrants 2014/2019;

THAT the new KPJ Shares to be issued arising from the exercise of the Additional Warrants and Additional ESOS Options shall, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the new KPJ Shares will not be entitled to participate in any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the Entitlement Date;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Subdivision with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Subdivision.”

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 58 of the Company's Constitution and Paragraph 7.16 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad to issue a General Meeting Record of Depositors (“**ROD**”) as at 17 August 2017. Depositors whose names appear on the ROD as at 17 August 2017 are entitled to attend or appoint proxy(ies) to attend and/or vote on his/her behalf.

**By Order of the Board,
KPJ HEALTHCARE BERHAD**

SALMAH BINTI HJ ABD WAHAB (LS 0002140)
HANA BINTI AB RAHIM @ ALI, ACIS (MAICSA 7064336)
Secretaries

Johor Bahru
2 August 2017

Notes:-

- a. *A member of the Company entitled to be present and vote at the meeting may appoint a proxy to vote instead of him. A proxy may but need not be a member of the Company.*
- b. *If a corporation is a member of the Company, the corporation may by resolution of its Board or other governing body authorise a person or persons to act as its representative or representatives at the EGM.*
- c. *A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or the revocation of the appointment, as the case may be, of a representative under Section 333(5) of the Companies Act, 2016.*
- d. *Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA 1991**”), he may appoint at least 1 proxy in respect of each Securities Account (as defined in SICDA 1991) it holds with ordinary shares of the Company standing to the credit of the said Securities Account (as defined in SICDA 1991).*
- e. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office of the Company at: KPJ HEALTHCARE BERHAD, Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.*

Proxy Form

No. of ordinary shares held	CDS account no.



KPJ HEALTHCARE BERHAD
(Company No. 428915-X)
(Incorporated in Malaysia)

*I/We.....
(Full name and NRIC No. / Company No. in block letters)

of.....
(Full address in block letters)

being a member(s) of **KPJ HEALTHCARE BERHAD** hereby appoint Chairman of the meeting,
or.....
(Full name and NRIC in block letters)

of.....
(Full address in block letters)

or failing him/her
(Full name and NRIC in block letters)

of.....
(Full address in block letters)

as my/our* proxy to vote for me/us* on my/our* behalf at the Extraordinary General Meeting of the Company to be held at Level 24, Menara KOMTAR, Johor Bahru City Centre, 80000, Johor Bahru, Johor on Thursday, 24 August 2017 at 12.30 p.m., and at any adjournment in respect of my/our holdings of shares in the manner indicated below:-

SPECIAL RESOLUTION	FOR	AGAINST
Proposed Subdivision		

(Please indicate with a (✓) in the appropriate box whether you wish your vote to be cast for or against the resolution. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.)

For appointment of 2 proxies, number of shares and percentages of shareholding to be represented by each proxy:		
	NO. OF SHARES	% OF SHAREHOLDING
Proxy 1		
Proxy 2		
Total		

.....
Signature(s)/Common Seal of Shareholder(s)

Dated this.....day of2017

[*Delete if not applicable]

Notes:-

- A member of the Company entitled to be present and vote at the meeting may appoint a proxy to vote instead of him. A proxy may but need not be a member of the Company.
- If a corporation is a member of the Company, the corporation may by resolution of its Board or other governing body authorise a person or persons to act as its representative or representatives at the EGM.
- A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or the revocation of the appointment, as the case may be, of a representative under Section 333(5) of the Companies Act, 2016.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA 1991"), he may appoint at least 1 proxy in respect of each Securities Account (as defined in SICDA 1991) it holds with ordinary shares of the Company standing to the credit of the said Securities Account (as defined in SICDA 1991).
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof, shall be deposited at the registered office of the Company at: KPJ HEALTHCARE BERHAD, Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.



Fold this flap for sealing

Then fold here



KPJ HEALTHCARE BERHAD (247079-M)
Level 16
Menara KOMTAR
Johor Bahru City Centre
80000 Johor Bahru
Johor, Malaysia

1st fold here