

KPJ HEALTHCARE BERHAD

**MINUTES OF THE 22ND ANNUAL GENERAL MEETING
HELD AT THE PERMATA BALLROOM, LEVEL B2,
THE PUTERI PACIFIC HOTEL, JALAN ABDULLAH IBRAHIM
80000 JOHOR BAHRU, JOHOR
ON THURSDAY 28 MAY 2015 AT 12:00 P.M.**

PRESENT : **Directors**
YB Dato' Kamaruzzaman Bin Abu Kassim
YBhg Dato' Amiruddin Bin Abdul Satar
YBhg Datuk Azzat Kamaludin
Tuan Hj Aminudin Bin Dawam
Puan Zainah Binti Mustafa
Tuan Hj Zulkifli Bin Ibrahim
Dr Yoong Fook Ngian

Secretaries
Cik Salmah Binti Hj Abd Wahab
Puan Hana Binti Ab Rahim @ Ali

Shareholders and Proxyholders
(As per list attached)

IN ATTENDANCE : Messrs Ernst & Young
(Represented by Mr Sundralingam a/l
Navaratnam)

OPENING REMARKS

The Chairman welcomed all the Directors and members of the Company to the Twenty Second (22nd) Annual General Meeting and declared that the notice of the meeting be taken as read.

QUORUM

The Secretary confirmed that in accordance with Article 62 of the Articles of Association of the Company, the quorum for the Annual General Meeting was present.

A total of 50 proxy forms were received representing 758,716,459 ordinary shares equivalent to 73.32% of the issued and paid up capital of the Company.

The holders of 158,379,874 ordinary shares equivalent to 15.30% of the issued and paid up capital of the Company have appointed the Chairman of the meeting to be their proxies.

The Chairman called upon Tuan Hj Amiruddin Bin Abdul Satar, the Managing Director, to present the financial performance of the Company for the financial year ended 31 December 2014 and the latest updates on the Group's activities.

The Managing Director then presented the questions raised by the Minority Shareholders Watchdog Group (MSWG) together with the answers therein.

2. The Chairman brought the first agenda to the Meeting:-

“THAT THE REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 BE ADOPTED.”

YB Dato' Kamaruzzaman Bin Abu Kassim proposed the resolution and was seconded by Encik Mohammed Amin Bin Mohamad.

The Chairman called upon the members to forward questions on the reports and accounts and there being none, put the resolution to the meeting.

The resolution was approved by the members and declared carried by the Chairman.

3. The Chairman brought the second resolution of the agenda and proposed that :-

“THAT DATIN PADUKA SITI SA'DIAH SH BAKIR, THE DIRECTOR RETIRING BY ROTATION, BE RE-ELECTED A DIRECTOR OF THE COMPANY.”

Encik Mohammed Amin Bin Mohamad proposed the resolution and was seconded by Puan Nursheila Binti Abdullah

The resolution was put to the meeting and was approved.

4. YB Dato' Chairman brought the third resolution of the agenda and proposed that:-

“THAT PUAN ZAINAH BINTI MUSTAFA, THE DIRECTOR RETIRING BY ROTATION, BE RE-ELECTED A DIRECTOR OF THE COMPANY.”

The resolution was seconded by Tuan Hj Khairun Bin Ahmad.

The resolution was put to the meeting and was approved.

5. YB Dato' Chairman brought the fourth resolution of the agenda which was:-

“THAT DR KOK CHIN LEONG, THE DIRECTOR RETIRING BY ROTATION, BE RE-ELECTED A DIRECTOR OF THE COMPANY.”

Encik Mohammed Amin Bin Mohamad proposed the resolution and was seconded by Puan Jasimah Binti Hassan.

The resolution was put to the meeting and was approved.

6. The Chairman proposed the following resolution which was the re-election of Director retiring pursuant to Section 129 (6) of the Companies Act 1965, who is above the age of 70.

“THAT DR YOONG FOOK NGIAN BE RE-APPOINTED AS A DIRECTOR OF THE COMPANY AND TO HOLD OFFICE UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.”

The resolution was seconded by Encik Mohammed Amin Bin Mohamad.

The resolution was put to the meeting and was approved.

7. The Chairman brought the meeting to the next resolution in the agenda:-

“THAT THE PAYMENT OF DIRECTORS FEES AMOUNTING TO RM625,000.00 IN RESPECT OF THE YEAR ENDED 31 DECEMBER 2014 BE APPROVED.”

Puan Norishah Binti Mohd Seth proposed the resolution and was seconded by Puan Nursheila Binti Abdullah.

The resolution was put to the meeting and was approved.

8. The Chairman brought the last normal agenda of the meeting which was:-

“THAT MESSRS ERNST & YOUNG, BE RE-APPOINTED AS THE AUDITORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2015, AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.”

Encik Muhammad Shafiq Bin Ab Majid proposed the resolution and was seconded by Encik Mohd Sahir Bin Rahmat.

The resolution was put to the meeting and was approved.

9. The Chairman brought Ordinary Resolution 8 under the Special Business in the agenda on the continuing in office as Independent Non-Executive Directors, which was:-

The Ordinary Resolution 8 in the agenda is:-

“THAT APPROVAL BE AND IS HEREBY GIVEN TO PUAN ZAINAH BINTI MUSTAFA WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE YEARS TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM PURSUANT TO THE MALAYSIAN CODE OF CORPORATE GOVERNANCE 2012.”

YB Dato' Chairman proposed :

“THAT PUAN ZAINAH BINTI MUSTAFA TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM.”

The resolution was seconded by Encik Mohd Sahir Bin Rahmat.

The resolution was put to the meeting and was approved.

10. The Chairman brought Ordinary Resolution 9 under the Special Business in the agenda on the continuing in office as Independent Non-Executive Directors, which was:-

The Ordinary Resolution 9 in the agenda is:-

“THAT APPROVAL BE AND IS HEREBY GIVEN TO DR KOK CHIN LEONG WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE YEARS TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM PURSUANT TO THE MALAYSIAN CODE OF CORPORATE GOVERNANCE 2012.”

YB Dato' Chairman proposed :

“THAT DR KOK CHIN LEONG TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM.”

The resolution was seconded by Encik Mohammed Amin Bin Mohamad.

The resolution was put to the meeting and was approved.

11. The Chairman brought Ordinary Resolution 10 under the Special Business in the agenda on the continuing in office as Independent Non-Executive Directors, which was:-

The Ordinary Resolution 10 in the agenda is:-

“THAT APPROVAL BE AND IS HEREBY GIVEN TO DR YOONG FOOK NGIAN WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE YEARS TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM PURSUANT TO THE MALAYSIAN CODE OF CORPORATE GOVERNANCE 2012.”

YB Dato' Chairman proposed :

“THAT DR YOONG FOOK NGIAN TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM.”

The resolution was seconded by Puan Norishah Binti Mohd Seth.

The resolution was put to the meeting and was approved.

12. The Chairman brought Ordinary Resolution 11 under the Special Business in the agenda on the continuing in office as Independent Non-Executive Directors, which was:-

The Ordinary Resolution 11 in the agenda is:-

“THAT APPROVAL BE AND IS HEREBY GIVEN TO DATUK AZZAT KAMALUDIN WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE YEARS TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM PURSUANT TO THE MALAYSIAN CODE OF CORPORATE GOVERNANCE 2012.”

YB Dato' Chairman proposed :

“THAT DATUK AZZAT KAMALUDIN, TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM.”

The resolution was seconded by Tuan Hj Khairun Bin Ahmad.

The resolution was put to the meeting and was approved.

13. The Chairman brought Ordinary Resolution 12 as follows :-

“THAT PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 (“ACT”), THE ARTICLES OF ASSOCIATION OF THE COMPANY AND SUBJECT TO THE APPROVALS OF THE RELEVANT GOVERNMENT AND/OR REGULATORY AUTHORITIES, THE DIRECTORS BE AND ARE HEREBY EMPOWERED TO ISSUE SHARES OF THE COMPANY, FROM TIME TO TIME, UPON SUCH TERMS AND CONDITIONS AND FOR SUCH PURPOSES AS THE DIRECTORS MAY, IN THEIR ABSOLUTE DISCRETION DEEM FIT, PROVIDED THAT THE AGGREGATE NUMBER OF SHARES ISSUED PURSUANT TO THIS RESOLUTION DOES NOT EXCEED 10 PERCENT (10%) OF THE ISSUED SHARE CAPITAL OF THE COMPANY FOR THE TIME BEING AND THAT THE DIRECTORS BE AND ARE ALSO EMPOWERED TO OBTAIN THE APPROVAL FOR THE LISTING OF AND QUOTATION FOR THE ADDITIONAL SHARES SO ISSUED ON THE BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) AND THAT SUCH AUTHORITY SHALL CONTINUE IN FORCE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY.”

The Chairman informed the members present that the proposed adoption of the resolution was primarily to give flexibility to the Board of Directors to issue and allot shares particularly on the conversion of KPJ Warrants into ordinary shares of RM0.50 each at the price of RM4.01 per share and the exercise of Employees Share Option Scheme (ESOS) at the price of RM3.64 per share.

The resolution will give the Directors of the Company, authority, from time to time, to issue and allot ordinary shares not exceeding 10% of the issued share capital for the time being of the Company upon such terms as may be determined by the Directors in the best interest of the Company.

The proceeds from this exercise will be used for funding future investment project(s), working capital and/or acquisitions.

Puan Nursheila Binti Abdullah proposed the resolution and was seconded by Encik Mohammed Amin Bin Mohamad.

The resolution was put to the meeting and was approved.

14. YB Dato' Chairman brought Ordinary Resolution 13 under Special Business on the Proposed Renewal of the Share Buy-Back Authority ("Proposed Share Buy Back")

"THAT SUBJECT TO SECTION 67A OF THE ACT, PART IIIA OF THE COMPANIES REGULATIONS 1966, THE PROVISIONS OF THE ARTICLES OF ASSOCIATION, THE MAIN MARKET LISTING REQUIREMENTS ("LISTING REQUIREMENTS") OF THE BURSA SECURITIES AND ANY OTHER APPLICABLE LAWS, RULES, REGULATIONS AND GUIDELINES FOR THE TIME BEING IN FORCE, THE DIRECTORS OF THE COMPANY BE AND ARE HEREBY AUTHORISED, TO MAKE PURCHASE(S) OF ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY'S ISSUED AND PAID-UP CAPITAL ON BURSA SECURITIES SUBJECT TO THE FOLLOWING :-

- (A) THE MAXIMUM NUMBER OF SHARES WHICH MAY BE PURCHASED AND/OR HELD BY THE COMPANY SHALL NOT EXCEED TEN PERCENT (10%) OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY FOR THE TIME BEING SUBJECT TO THE RESTRICTION THAT THE ISSUED AND PAID-UP CAPITAL OF THE COMPANY DOES NOT FALL BELOW THE APPLICABLE MINIMUM SHARE CAPITAL REQUIREMENT OF THE LISTING REQUIREMENTS;**
- (B) THE MAXIMUM FUND TO BE ALLOCATED BY THE COMPANY FOR THE PURPOSE OF PURCHASING ITS SHARES SHALL NOT EXCEED THE RETAINED PROFITS AND THE SHARE PREMIUM ACCOUNT OF THE COMPANY; AND**
- (C) UPON COMPLETION OF THE PURCHASE BY THE COMPANY OF ITS OWN SHARES, THE DIRECTORS OF THE COMPANY ARE AUTHORISED TO DEAL WITH THE SHARES SO BOUGHT-BACK IN THEIR ABSOLUTE DISCRETION IN ANY OF THE FOLLOWING MANNERS:-**

- (i) CANCEL THE SHARES SO PURCHASED; OR
- (ii) RETAIN THE SHARES SO PURCHASED AS TREASURY SHARES AND HELD BY THE COMPANY; OR
- (iii) RETAIN PART OF THE SHARES SO PURCHASED AS TREASURY SHARES AND CANCEL THE REMAINDER,
- (iv) DISTRIBUTE THE TREASURY SHARES AS DIVIDENDS TO SHAREHOLDERS AND/OR RESELL ON BURSA SECURITIES AND/OR CANCEL ALL OR PART OF THEM; OR

IN ANY OTHER MANNER AS PRESCRIBED BY THE ACT, RULES, REGULATIONS AND GUIDELINES PURSUANT TO THE ACT AND THE REQUIREMENTS OF BURSA SECURITIES AND ANY OTHER RELEVANT AUTHORITY FOR THE TIME BEING IN FORCE;

AND THAT THE AUTHORITY CONFERRED BY THIS RESOLUTION SHALL CONTINUE TO BE IN FORCE UNTIL:-

- (A) THE CONCLUSION OF THE NEXT AGM OF THE COMPANY AT WHICH SUCH RESOLUTION WAS PASSED, AT WHICH TIME THE AUTHORITY WOULD LAPSE UNLESS RENEWED BY ORDINARY RESOLUTION PASSED EITHER UNCONDITIONALLY OR SUBJECT TO CONDITIONS; OR
- (B) THE EXPIRATION OF THE PERIOD WITHIN WHICH THE NEXT AGM IS REQUIRED BY LAW TO BE HELD; OR
- (C) REVOKED OR VARIED BY A RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY IN GENERAL MEETING,

WHICHEVER IS EARLIER, BUT NOT SO AS TO PREJUDICE THE COMPLETION OF THE PURCHASE(S) BY THE COMPANY BEFORE THE AFORESAID EXPIRY DATE AND IN ANY EVENT, IN ACCORDANCE WITH THE PROVISIONS OF THE LISTING REQUIREMENTS OF BURSA SECURITIES OR ANY OTHER RELEVANT AUTHORITIES.

AND THAT THE DIRECTORS OF THE COMPANY BE AND ARE AUTHORISED TO TAKE ALL SUCH STEPS TO IMPLEMENT, FINALISE AND GIVE FULL EFFECT TO THE PROPOSED SHARE BUY-BACK WITH FULL POWER TO ASSENT TO ANY CONDITIONS, MODIFICATIONS, REVALUATIONS AND/OR AMENDMENTS AS MAY BE IMPOSED BY THE RELEVANT AUTHORITIES AND WITH FULL POWER TO DO ALL SUCH ACTS AND THINGS THEREAFTER IN ACCORDANCE WITH THE ACT, THE PROVISIONS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY AND THE GUIDELINES ISSUED BY BURSA SECURITIES AND ANY OTHER RELEVANT AUTHORITIES."

Puan Nursheila Binti Abdullah proposed the resolution and was seconded by Encik Mohammed Amin Bin Mohamad.

The resolution was put to the meeting and was approved.

15. The last Ordinary Resolution under Special Business was to approve the Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").

"THAT SUBJECT ALWAYS TO THE PROVISIONS OF THE ACT, THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY, LISTING REQUIREMENTS OR OTHER REGULATORY AUTHORITIES, APPROVAL BE AND IS HEREBY GIVEN TO THE COMPANY AND/OR ITS SUBSIDIARIES, TO RENEW THE SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE, AND TO ENTER INTO AND GIVE EFFECT TO THE SPECIFIED RECURRENT RELATED PARTY TRANSACTIONS; ALL WITH THE PARTICULARS OF WHICH ARE SET OUT IN PART B OF THE CIRCULAR TO SHAREHOLDERS DATED 5 MAY 2015 ("CIRCULAR") WITH THE RELATED PARTIES AS DESCRIBED IN PART B OF THE CIRCULAR, PROVIDED THAT SUCH TRANSACTIONS ARE:-

- A. RECURRENT TRANSACTIONS OF A REVENUE OR TRADING NATURE;**
- B. NECESSARY FOR THE DAY-TO-DAY OPERATIONS OF THE COMPANY AND/OR ITS SUBSIDIARIES;**
- C. CARRIED OUT IN THE ORDINARY COURSE OF BUSINESS OF THE COMPANY AND/OR ITS SUBSIDIARIES, MADE ON AN ARM'S LENGTH BASIS AND ON NORMAL COMMERCIAL TERMS WHICH THOSE GENERALLY AVAILABLE TO THE PUBLIC;AND**
- D. NOT DETRIMENTAL TO THE MINORITY SHAREHOLDERS OF THE COMPANY;**

AND THAT SUCH AUTHORITY SHALL CONTINUE TO BE IN FORCE UNTIL :-

- (A) THE CONCLUSION OF THE NEXT AGM OF THE COMPANY FOLLOWING THIS AGM, AT WHICH TIME THE AUTHORITY SHALL LAPSE UNLESS BY A RESOLUTION PASSED AT THE AGM, SUCH AUTHORITY IS RENEWED; OR**
- (B) THE EXPIRATION OF THE PERIOD WITHIN WHICH THE NEXT AGM AFTER THE DATE THAT IS REQUIRED BY LAW TO BE HELD PURSUANT TO SECTION 143(1) OF THE COMPANIES ACT (BUT SHALL NOT EXTEND TO SUCH EXTENSIONS AS MAY BE ALLOWED PURSUANT TO SECTION 143(2) OF THE COMPANIES ACT); OR**
- (C) REVOKED OR VARIED BY A RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY AT A GENERAL MEETING;**

WHICHEVER IS EARLIER;

AND THAT THE DIRECTORS OF THE COMPANY BE AUTHORISED TO COMPLETE AND DO ALL SUCH ACTS AND THINGS (INCLUDING EXECUTING ALL SUCH DOCUMENTS AS MAY BE REQUIRED) AS THEY MAY CONSIDER EXPEDIENT OR NECESSARY OR GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE."

The said resolution is primarily to authorize the Company and its unlisted subsidiaries to enter into arrangements or transactions with related parties, particulars of which are set out in Section 2.3 and 2.4, Part B of the Circular to shareholders circulated together with the Annual Report, which are necessary for the day-to-day operations of the Group and are based on normal commercial terms that are not more favourable to the related parties than those generally made to the public.

For the resolution, YB Dato' Kamaruzzaman Bin Abu Kassim, Dato'j Amiruddin Bin Abdul Satar, Datin Paduka Siti Sa'diah Sh Bakir, Tuan Hj Ahamad Bin Mohamad, Tuan Hj Zulkifli bin Ibrahim and Tuan Hj Aminudin bin Dawam (collectively referred to as 'Interested Directors') are deemed interested in the proposed shareholders' mandate by virtue of them being Directors of KPJ nominated by JCorp and persons connected to JCorp by virtue of them being senior management of JCorp.

Accordingly, the interested Directors of KPJ have abstained and will continue to abstain from deliberations and voting in respect of their direct and indirect shareholdings in KPJ on the proposed shareholders' mandate at this AGM.

In addition, JCorp, being the interested major shareholder of KPJ, abstained from voting in respect of its direct and indirect shareholdings in KPJ on the proposed shareholders' mandate. JCorp also undertakes that all persons connected with it will abstain from voting in respect of their direct and indirect shareholdings in KPJ.

YB Dato' Kamaruzzaman Bin Abu Kassim, however, being Chairman of the meeting, participated in the deliberations and voting as the appointed proxy holder on behalf of the eligible members of the Company.

Puan Nursheila Binti Abdullah proposed the resolution and was seconded by Encik Mohammed Amin Bin Mohamad.

The resolution was put to the meeting and was approved.

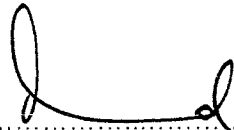
16. There being no further questions, the Chairman in concluding the meeting, proposed a VOTE OF THANKS to the Management, all employees of the Group for their effort and dedication in the past year and to the stakeholders especially to the shareholders and customers for their continued support.

The motion was seconded unanimously.

The meeting was adjourned at 1.00 p.m.

Confirmed on 27th August 2015

Confirmed by,



.....
(DATO' KAMARUZZAMAN BIN ABU KASSIM)
Chairman

Prepared by,



.....
(SALMAH BINTI HJ ABD WAHAB)
Secretary