

Notice of 32nd Annual General Meeting



KPJ HEALTHCARE BERHAD
199201015575 (247079-M)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Thirty-Second (“32nd”) Annual General Meeting (“AGM”) of KPJ Healthcare Berhad (“KPJ” or the “Company”) will be held at Level 8A, Menara KPJ, 238, Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia on Thursday, 26 June 2025 at 10:00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A.
2. To re-elect the following Directors of the Company who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:-
 - (i) Dato’ Mohd Redza Shah bin Abdul Wahid - Rule 95(i) **(Ordinary Resolution 1)**
 - (ii) Khairuddin bin Jaflus - Rule 95(i) **(Ordinary Resolution 2)**
 - (iii) Prof. Emeritus Dato’ Dr. Azizi bin Haji Omar - Rule 95(i) **(Ordinary Resolution 3)****Please refer to Explanatory Note B.**
3. To approve the payment of directors’ fees up to an aggregate amount of RM3,110,000 to the Non-Executive Directors (“NEDs”) from the conclusion of the 32nd AGM until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note C(I). **(Ordinary Resolution 4)**
4. To approve the payment of benefits payable to the NEDs up to an aggregate amount of RM2,200,000 from the conclusion of the 32nd AGM until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note C(II). **(Ordinary Resolution 5)**
5. To re-appoint Ernst & Young PLT as Auditors of the Company for the ensuing financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

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

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

“**THAT** subject to the Companies Act 2016 (the “**Act**”), the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Company’s Constitution and approval of the relevant governmental and/or regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time to such persons and 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 ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company.

THAT pursuant to Section 85 of the Act to be read together with Rule 7.5 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.”

Please refer to Explanatory Note D.

(Ordinary Resolution 7)

7. **PROPOSED RENEWAL OF AUTHORITY FOR KPJ TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)**

“**THAT** subject to the Act, the provisions of the Company’s Constitution, the Listing Requirements of 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 utilise an amount not exceeding the audited retained profits of the Company to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that:-

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its own ordinary shares shall not exceed the total retained profits of the Company at the time of purchase; and
- (c) the authority conferred by this resolution shall continue to be in force until:-
 - (i) the conclusion of the next AGM of the Company, at which time the authority will lapse unless renewed by ordinary resolution passed at the AGM either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM is required by law to be held; or
 - (iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, 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 guidelines issued by Bursa Securities and/or any other relevant regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in their absolute discretion in the following manner:-

- (i) cancel the shares so purchased; and/or
- (ii) retain the shares so purchased as treasury shares and held by the Company; and/or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; and/or
- (iv) distribute all or part of the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
- (v) transfer all or part of the treasury shares as share award or purchase consideration; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, variations, modifications, revaluations and/or amendments (if any) as may be imposed by any relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

Please refer to Explanatory Note E.

(Ordinary Resolution 8)

8. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“**THAT** subject to the Act, the Listing Requirements of Bursa Securities and the Company’s Constitution, approval be and is hereby given to the Company and/or its subsidiaries (the “**Group**”) to enter into any of the transactions falling within the classes of recurrent related party transactions of a revenue or trading nature (“**RRPTs**”) as set out in the Circular to Shareholders dated 28 April 2025 with the related parties as described therein, provided that such transactions are:

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of the Group;
- (c) carried out in the ordinary course of business of the Group, made on arm’s length basis and on normal commercial terms not more favourable to the related parties than those generally available to the public; and
- (d) not detrimental to the minority shareholders of the Company.

THAT such authority shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all acts, deeds and things, including execute all documents as they may consider expedient or necessary to give effect to the RRPTs contemplated and/or authorised by this ordinary resolution with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be imposed or permitted by the relevant regulatory authorities and/or deemed fit by the Directors in the best interest of the Company.”

Please refer to Explanatory Note F.

(Ordinary Resolution 9)

9. To transact any other business of which due notice shall have been given in accordance with the Act and the Company’s Constitution.

By Order of the Board,

Keh Ching Tyng (MAICSA 7050134)
(SSM Practising Certificate 202008002616)
Hana binti Ab Rahim @ Ali (MAICSA 7064336)
(SSM Practising Certificate 202408000758)
Company Secretaries
Kuala Lumpur

28 April 2025

NOTES:

Record of Depositors

1. In respect of deposited securities, only a depositor whose name appears in the Record of Depositors as at 19 June 2025 shall be eligible to attend the 32nd AGM or appoint proxy(ies) to attend and/or vote in his/her stead. Any changes in the entries in the Record of Depositors after the said date shall be disregarded in determining the rights of any person to attend and vote at the 32nd AGM.

Appointment of Proxy

2. A member of the Company, who is entitled to attend, participate and vote at the 32nd AGM, is entitled to appoint a proxy or attorney or in the case of a corporation, a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
3. A member of the Company is entitled to appoint more than one (1) proxy to attend, participate and vote at the 32nd AGM.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”), it may appoint more than one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies (“**Proxy Form**”).
7. The appointment of proxy may be made in hard copy form or by electronic means in the following manner and must be deposited with and received by the Company at least forty-eight (48) hours before the time appointed for holding the 32nd AGM:-

(a) In hard copy form

In the case of appointment made in hard copy form, the Proxy Form must be deposited with the poll administrator of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, drop it into the Tricor Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(b) By electronic form

The Proxy Form can be electronically lodged with the poll administrator of the Company via TIIH Online website at <https://tiih.online>. Please refer to the **Administrative Guide** on the procedures for electronic lodgement of Proxy Form via TIIH Online.

8. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
9. Last date and time for lodging the Proxy Form is **Tuesday, 24 June 2025 at 10:00 a.m.**
10. Any authority pursuant to which such appointment is made by a power of attorney must be deposited at the office of the poll administrator of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or drop it into the Tricor Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, by electronic means via TIIH Online website at <https://tiih.online> at least forty-eight (48) hours before the time appointed for holding the 32nd AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. For a corporate member who has appointed a representative, please deposit the certificate of appointment at the office of the poll administrator at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or drop it into the Tricor Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, by electronic means via TIIH Online website at <https://tiih.online>. The certificate of appointment should be executed in the following manner:
- (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (b) If the corporate member does not have a common seal, the certificate of appointment is to be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one (1) shall be a director; or
 - (ii) any director and/or authorised officer(s) in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES:

A. Audited Financial Statements for the financial year ended 31 December 2024

The Audited Financial Statements together with the Reports of the Directors and Auditors thereon are laid in accordance with Section 340(1)(a) of the Act for discussion only. They do not require shareholders' approval and hence, will not be put for voting.

B. Ordinary Resolutions 1 to 3: Re-election of Directors who retire pursuant to Rule 95(i) of the Company's Constitution and being eligible, have offered themselves for re-election

Rule 95(i) of the Company's Constitution states that at the First ("1st") AGM of the Company, the whole of the Directors shall retire from office and at every succeeding AGM, one-third (1/3) of the Directors or if their number is not a multiple of three (3), the number nearest to, but not exceeding one-third (1/3), shall retire from office. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Rule 95(ii) of the Company's Constitution states that the Directors to retire shall be those who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement, be selected from among them by lot. Pursuant to Rule 95(i) of the Company's Constitution, YBhg. Dato' Mohd Redza Shah bin Abdul Wahid, Encik Khairuddin bin Jaflus and YBhg. Prof. Emeritus Dato' Dr. Azizi bin Haji Omar are due to retire at the 32nd AGM.

In determining the eligibility of the retiring Directors to stand for re-election, the Nomination and Remuneration Committee ("NRC") considered the following:-

- Evaluation on the effectiveness of the retiring Directors in accordance with the fit and proper criteria as set out in the Company's Fit and Proper Policy for the Board, which includes character, experience, integrity, competency, time and commitment in discharging their roles as Directors of the Company;
- The current board balance and composition; and
- Practice 5.2 of the Malaysian Code on Corporate Governance ("MCCG") for large companies, which recommends that the Board comprises a majority of independent directors.

The NRC (save for the retiring Directors who had abstained from deliberation and decision on their own re-election), was satisfied that the retiring Directors met the fit and proper criteria as set out in the Company's Fit and Proper Policy for the Board. Based on the above, the NRC (save for the retiring Directors who had abstained from deliberation and decision on their own re-election) was of the view that the retiring Directors are eligible to stand for re-election.

The Board, having considered the views and recommendations of the NRC, endorsed the NRC's recommendation that the Directors who retire in accordance with Rule 95(i) of the Company's Constitution, namely YBhg. Dato' Mohd Redza Shah bin Abdul Wahid, Encik Khairuddin bin Jaflus and YBhg. Prof. Emeritus Dato' Dr. Azizi bin Haji Omar are eligible to stand for re-election at the 32nd AGM.

Any retiring Directors who are shareholders of the Company will abstain from voting on the resolution in respect of their own re-election at the 32nd AGM.

C. Ordinary Resolutions 4 and 5: Payment of directors' fees and benefits

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that shareholders' approval shall be sought at the 32nd AGM of the Company for the payment of directors' fees and benefits for the NEDs from the conclusion of the 32nd AGM until the conclusion of the next AGM of the Company (**"Mandate Period"**).

The Company had, at its Thirty-First (**"31st"**) AGM, obtained approval from the shareholders in respect of the payment of directors' fees and benefits for the NEDs for the period from the conclusion of the 31st AGM until the conclusion of the 32nd AGM.

In determining the estimated total amount of directors' fees and benefits payable to the NEDs for the Mandate Period, the Board has considered various factors including among others, the increasing responsibilities, risks and time commitment required from the NEDs to contribute their expertise to the Company in line with the growth of the Company, the number of scheduled meetings for the Board and Board Committees of the Company and its subsidiaries, the current Board size and a provisional sum as a contingency for appointment of additional director(s), additional meetings and establishment of new Board Committee(s) as deemed necessary by the Board.

The Board, upon the recommendation of the NRC, has reviewed the remuneration of the NEDs and recommends that the prevailing rates of directors' fees and benefits be maintained for the Mandate Period. This recommendation is commensurate with the time commitment, responsibilities, duties and commitment required of the NEDs:-

(I) Ordinary Resolution 4: Payment of directors' fees to the NEDs

Board	Chairman of the Board (RM per annum)	Member of the Board (RM per director per annum)
Board of KPJ	360,000	150,000
Board of subsidiary (who are Directors of KPJ)	Up to 90,000	Up to 40,000

Board Committees	Chairman of the Board Committee (RM per annum)	Member of the Board Committee (RM per director per annum)
Audit Committee	45,000	30,000
Risk, Sustainability and Governance Committee	36,000	24,000
Nomination and Remuneration Committee	36,000	24,000
Investment Committee	36,000	24,000
Tender Committee	36,000	24,000
Group Medical Advisory and Clinical Governance Committee (who are Directors of KPJ)	36,000	24,000
Whistleblowing Committee	-	-
Long Term Incentive Plan Committee	-	-

Notes:

- Nominee Directors who represent and are employees of Johor Corporation will have their directors' fees paid to Johor Corporation as Corporate Fees.
- 50% of the directors' and committee fees for nominee Director who represents and is an employee of the Employees Provident Fund (**"EPF"**) will be paid to EPF as Corporate Fees.
- The President and Managing Director/Executive Director(s) will not receive any directors' fees. Directors' fees from subsidiary companies of KPJ will be paid to KPJ as Corporate Fees.

(II) Ordinary Resolution 5: Payment of benefits to the NEDs

(a) Meeting Allowances

Description	Chairman of the Board and Committee (RM per meeting)	Member of the Board and Committee (RM per meeting)
Board of KPJ	4,000	3,000
Audit Committee	4,000	3,000
Risk, Sustainability and Governance Committee	3,000	2,000
Nomination and Remuneration Committee	3,000	2,000
Investment Committee	3,000	2,000
Tender Committee	3,000	2,000
Group Medical Advisory and Clinical Governance Committee (who are Directors of KPJ)	4,000	3,000
Whistleblowing Committee	3,000	2,000
Long Term Incentive Plan Committee	-	-
Board of subsidiary (who are Directors of KPJ)	Up to 3,000	Up to 1,500

Notes:

- (a) The Meeting Allowances will be paid to all Directors in the Board and Board Committees, except for the President and Managing Director/ Executive Director(s) of the Company.
- (b) Meeting allowances from KPJ's subsidiary companies for nominee Director who represents and is an employee of KPJ will be paid to KPJ as Corporate Fees.

(b) Other Benefits

Description	Chairman of the Board	Member of the Board
NED	Medical benefits (including dental and eye treatment) from KPJ Hospitals only, company car and driver, technology devices and other claimable benefits	Medical benefits (including dental and eye treatment) from KPJ Hospitals only, technology devices and other claimable benefits

The proposed Ordinary Resolutions 4 and 5, if passed, will allow the quarterly payment of directors' fees to the NEDs and payment of benefits on a monthly basis and/or when incurred within the Mandate Period. The Board is of the view that the payment of directors' fees and benefits to the NEDs are just and equitable taking into account their roles and responsibilities towards the Group and the time, contribution and services they render to the Company and its subsidiaries.

Any NEDs who are also shareholders of the Company will abstain from voting on the aforesaid resolutions at the 32nd AGM.

D. Ordinary Resolution 7: Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot up to ten per centum (10%) of the total number of issued shares in the Company for the time being, pursuant to Sections 75 and 76 of the Act. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The general mandate sought under the proposed Ordinary Resolution 7 is to renew the existing general mandate granted to the Directors at the 31st AGM of the Company held on 26 June 2024 and is sought to provide flexibility and to avoid any delay and cost in convening a general meeting for such issuance of shares for fund raising activities.

The Company did not issue any new shares under the general mandate which was approved at the 31st AGM.

The authority will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company for any possible fund raising activities, including but not limited to placement of shares, funding for future investment project(s), acquisitions of assets and/or working capital purposes.

The Company is also seeking shareholders' approval to waive their statutory pre-emptive rights under Section 85 of the Act and to allow the Directors to allot new shares without first offering them to existing shareholders in proportion to their shareholdings pursuant to the general mandate.

E. Ordinary Resolution 8: Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to utilise any of its surplus financial resources to purchase the Company's own shares up to ten per centum (10%) of the total number of issued shares of the Company through Bursa Securities at any time within the time stipulated in the mandate. The funds allocated for this purpose shall not exceed the total retained profits of the Company.

For further information, please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 28 April 2025 which is available on the Company's corporate website at <https://kpj.listedcompany.com/ar.html>.

F. Ordinary Resolution 9: Proposed Renewal of Existing Shareholders' Mandate for RRPTs of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional RRPTs of a Revenue or Trading Nature

The proposed Ordinary Resolution 9, if passed, will enable the Group to enter into RRPTs of a revenue or trading nature, the particulars of which are set out in the Circular to Shareholders dated 28 April 2025 in relation to the Proposed Renewal of Existing Shareholders' Mandate for RRPTs of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for additional RRPTs of a Revenue or Trading Nature. The said Circular to Shareholders is available on the Company's corporate website at <https://kpj.listedcompany.com/ar.html>. The procurement of the above proposed shareholders' mandate will substantially reduce administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential RRPTs arise.

Please refer to the details in the Circular to Shareholders dated 28 April 2025 for the Proposed Renewal of Existing Shareholders' Mandate for RRPTs of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for additional RRPTs of a Revenue or Trading Nature.