

# NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Third (“33<sup>rd</sup>”) Annual General Meeting (“AGM”) of KPJ Healthcare Berhad (“KPJ” or the “Company”) will be held at The Weave, Level 8A, Menara KPJ, 238, Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia on Tuesday, 16 June 2026 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 2025 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) Shamsul Anuar bin Abdul Majid - Rule 95(i) **(Ordinary Resolution 1)**
  - (ii) Rozaini bin Mohd Sani - Rule 95(i) **(Ordinary Resolution 2)**
  - (iii) Lee Lai Fan - 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 33<sup>rd</sup> 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 32<sup>nd</sup> AGM until the conclusion of the next AGM of the Company.  
**Please refer to Explanatory Note C(II).** **(Ordinary Resolution 5)**
5. To appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young PLT, and to hold office until the conclusion of the next AGM of the Company to be held in the year 2027 at a remuneration to be determined by the Directors.  
**Please refer to Explanatory Note D.** **(Ordinary Resolution 6)**

## AS SPECIAL BUSINESS

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

6. **PROPOSED RENEWAL OF AUTHORITY FOR KPJ TO PURCHASE ITS OWN ORDINARY 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 Companies Act 2016 (the “**Act**”), the provisions of the Company’s Constitution, the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**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 following the general meeting at which such resolution was passed at which time the said authority shall lapse unless renewed by an ordinary resolution passed at that AGM, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next AGM of the Company 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; 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; or
- (iv) distribute all or part of the treasury shares as share 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.

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**AND THAT** the Directors of the Company be and are 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 7)**

## 7. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR 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 2026 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 an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are 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.”

**(Ordinary Resolution 8)**

**Please refer to Explanatory Note F.**

8. 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,**

Hana binti Ab Rahim @ Ali (MAICSA 7064336)  
(SSM Practising Certificate 202408000758)  
Nur Aini binti Saharudin (MAICSA 7084452)  
(SSM Practising Certificate 202608000127)  
Company Secretaries  
Kuala Lumpur

28 April 2026

**NOTES:**

Record of Depositors

1. In respect of deposited securities, only a depositor whose name appears in the Record of Depositors as at 9 June 2026 shall be eligible to attend the 33<sup>rd</sup> 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 33<sup>rd</sup> AGM.

Appointment of Proxy

2. A member of the Company, who is entitled to attend, participate and vote at the 33<sup>rd</sup> 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 33<sup>rd</sup> 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 33<sup>rd</sup> 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, in the designated drop-in box located at Unit G-3, 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 via Vistra Share Registry and IPO (MY) portal (“**The Portal**”) at <https://srmy.vistra.com>. Please refer to the **Administrative Guide** on the procedures for electronic lodgement of Proxy Form via The Portal.
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 **Sunday, 14 June 2026 at 10:00 a.m.**
10. Any authority pursuant to which such appointment is made by a power of attorney 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, in the designated drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, by electronic means via The Portal at <https://srmy.vistra.com> at least forty-eight (48) hours before the time appointed for holding the 33<sup>rd</sup> 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 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 in the designated drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, by electronic means via The Portal at <https://srmy.vistra.com>. 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 2025

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 ("1<sup>st</sup>") 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 every 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 the Directors 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, Encik Shamsul Anuar bin Abdul Majid, Encik Rozaini bin Mohd Sani and Ms. Lee Lai Fan are due to retire at the 33<sup>rd</sup> AGM.

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

- Board of Directors ("Board") and Board Committees Effectiveness Evaluation, which covers the assessment of the Directors' fit and proper criteria, including 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 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 and have demonstrated the requisite character, experience, integrity, competence, time and commitment in discharging their duties effectively. 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 Encik Shamsul Anuar bin Abdul Majid, Encik Rozaini bin Mohd Sani and Ms. Lee Lai Fan are eligible to stand for re-election at the 33<sup>rd</sup> 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 33<sup>rd</sup> AGM.

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## C. Audited Financial Statements for the financial year ended 31 December 2025

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 the shareholders' approval shall be sought at the 33<sup>rd</sup> AGM of the Company for the payment of directors' fees and benefits for the NEDs from the conclusion of the 33<sup>rd</sup> AGM until the conclusion of the next AGM of the Company ("**Mandate Period**").

The Company had, at its Thirty-Second ("**32<sup>nd</sup>**") 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 32<sup>nd</sup> AGM until the conclusion of the 33<sup>rd</sup> AGM.

In determining the estimated total amount of directors' fees and benefits payable for the NEDs for the Mandate Period, the Board has considered various factors including among others, the increasing responsibilities, risk 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 the 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 approved that the prevailing rates of directors' fees and benefits be maintained for the Mandate Period taking into consideration the time commitment, responsibilities, duties and commitment required of the NEDs.

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

#### (a) Meeting Allowances

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 180,000	Up to 40,000

Board Committees	Chairman of the Committee (RM per annum)	Member of the 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
Whistleblowing Committee	-	-

#### Notes:

- Nominee Directors who represent and are employees of Johor Corporation ("**JCorp**") will have their directors' fees paid to JCorp as Corporate Fees.
- 50% of the directors' and committee fees for a 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 ("**PMD**")/Executive Director(s) will not receive any Directors' fees in KPJ. 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**

Board and Board Committees	Chairman of the Board and Committee (RM per meeting)	Member of the Board and Committee (RM per director 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
Whistleblowing Committee	3,000	2,000
Board and Board Committee 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 PMD/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.*

NEDs of KPJ appointed to the KPJ Health System Governing Council are entitled to the following meeting allowance:-

Description	Chairman of the Council (RM per meeting)	Member of the Council (RM per director per meeting)
KPJ Health System Governing Council (who are Directors of KPJ)	4,000	3,000

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## (b) Other Benefits

Description	Chairman of the Board	Member of the Board
NEDs	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) at 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 as and 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 33<sup>rd</sup> AGM.

## D. Ordinary Resolution 6: Appointment of Messrs. PricewaterhouseCoopers PLT as Auditors of the Company

The Company had received a Notice of Nomination from JCorp, a major shareholder of the Company, for the appointment of Messrs. PricewaterhouseCoopers PLT (“**PwC**”) as Auditors of the Company in place of Messrs. Ernst & Young PLT who will be retiring as Auditors at the forthcoming 33<sup>rd</sup> AGM of the Company.

The Board has reviewed the recommendation of the Audit Committee and has recommended the appointment of PwC as Auditors of the Company to be tabled to the shareholders for approval at the forthcoming 33<sup>rd</sup> AGM of the Company.

A copy of the Notice of Nomination from JCorp is annexed as “**Annexure A**” in the Company's Integrated Annual Report 2025.

## E. Ordinary Resolution 7: Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 7, 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 2026 which is available on the Company's corporate website at <https://kpj.listedcompany.com/ar.html>.

## F. Ordinary Resolution 8: Proposed Renewal of Existing Shareholders' Mandate for RRPTs of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will enable the Group to enter into RRPTs of revenue or trading nature, the particulars of which are set out in the Circular to Shareholders dated 28 April 2026 in relation to the Proposed Renewal of Existing Shareholders' Mandate for 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 2026 for the Proposed Renewal of Existing Shareholders' Mandate for RRPTs of a Revenue or Trading Nature.

Annexure A



17 March 2026

**THE BOARD OF DIRECTORS  
KPJ HEALTHCARE BERHAD**

Level 12 Menara KPJ  
238 Jalan Tun Razak  
50400 Kuala Lumpur  
Malaysia

Dear Tan Sri/Datuk/Sir/Madam,

**NOTICE OF NOMINATION OF PRICEWATERHOUSECOOPERS PLT AS AUDITORS**

We, **JOHOR CORPORATION**, being a member of the Company, holding 38.49% of the total shares of the Company, hereby give notice of our intention to nominate Messrs PricewaterhouseCoopers PLT as Auditors of the Company in place of the retiring auditors, for the shareholders' approval in the forthcoming ANNUAL GENERAL MEETING of the Company.

Thank you.

Yours faithfully,  
**JOHOR CORPORATION**

A handwritten signature in black ink, appearing to read 'Mohd Nordin Bin Jamaludin', written over a white background.

**( MOHD NORDIN BIN JAMALUDIN )**  
Chief Corporate Services Officer/Company Secretary

**MEMBINA & MEMBELA**

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