

KPJ HEALTHCARE BERHAD
Registration No. 199201015575 (247079-M)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF KPJ HEALTHCARE BERHAD (“KPJ” OR THE “COMPANY”) HELD VIRTUALLY AT THE BROADCAST VENUE, LEVEL 8A, MENARA KPJ, 238, JALAN TUN RAZAK, 50400 KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR, MALAYSIA AND VIA TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) OR [HTTPS://TIIH.COM.MY](https://tiih.com.my) (DOMAIN REGISTRATION NUMBER WITH MYNIC: D1A282781) ON FRIDAY, 28 FEBRUARY 2025 AT 3.00 P.M.

DIRECTORS	:	YBhg. Tan Sri Dato' Sri Dr. Ismail bin Haji Bakar (Chairman) (Non-Independent Non-Executive Director) YBhg. Dato' Mohd Redza Shah bin Abdul Wahid (Senior Independent Non-Executive Director) Encik Khairuddin bin Jaflus (Independent Non-Executive Director) Encik Hisham bin Zainal Mokhtar (Independent Non-Executive Director) Ms. Lee Lai Fan (Independent Non-Executive Director) Encik Shamsul Anuar bin Abdul Majid (Non-Independent Non-Executive Director) YBhg. Prof. Emeritus Dato' Dr Azizi bin Haji Omar (Non-Independent Non-Executive Director) Puan Annie binti Rosle (Non-Independent Non-Executive Director) Mr. Chin Keat Chyuan (President and Managing Director)
ABSENT WITH APOLOGIES	:	Encik Rozaini bin Mohd Sani (Non-Independent Non-Executive Director)
SENIOR MANAGEMENT	:	YBhg. Dato' Mohamad Farid bin Salim (Chief Operating Officer – Hospital Operations) Encik Mohd Khairul Izzad bin Mohammed Shamsudin (Chief Financial Officer) Dr. Nik Fawaz bin Nik Abdul Aziz (Chief Operating Officer - Group Allied and Retail Health Operations) Mr. Michael James Leddin (Chief Strategy Officer) Puan Norhamijah binti Mohd Hanafiah (Chief Human Resource Officer) Puan Sherene Azura binti Azli (Chief Marketing Officer) Encik Shahril Mizani bin Ariffin (Chief Digital Officer) Puan Elena binti Shamsuddin (Chief of Staff and Head of Group Strategic Communication)
SHAREHOLDERS & PROXIES	:	As per Attendance List
COMPANY SECRETARY	:	Ms. Keh Ching Tyng
INDEPENDENT SCRUTINEER (BY INVITATION)	:	Encik Muhammad Imran bin Sarifulnizam (Deloitte Business Advisory Sdn Bhd)
INDEPENDENT MODERATOR (BY INVITATION)	:	Mr. Krishman Varges Encik Syed Azman bin Al Aydeross Cik Sharanyah Nair Cik Wan Nadia binti Nasir (Deloitte Business Advisory Sdn Bhd)
POLL ADMINISTRATOR	:	Encik Muhammad bin Ashraf

(BY INVITATION)

Encik Mohd Kamal bin Mohd Din
(Tricor Investor & Issuing House Services Sdn Bhd)

OTHERS (BY INVITATION)

: Encik Imran Basheer Hassan – Consultant, Willis Towers Watson
Encik Mohd Hilmi bin Mohd Azahar – Principal Adviser, KAF
Investment Bank Berhad
Encik Azmi Hariss bin Ibrahim – Principal Adviser, KAF
Investment Bank Berhad
Encik Mohammad Iliyas bin Razali – Legal Adviser, Zaid Ibrahim
& Co
Cik Nur Syahirah binti Mohd Rafine – Legal Adviser, Zaid Ibrahim
& Co
Puan Nur Aini binti Saharudin – For Secretary
Ms. Loo Lih Xin – For Secretary
Cik Ungku Nur Akmal binti Ungku Kamarzaman – For Secretary
Mr. Warren Teoh Wern Jun – For Secretary
Ms. Cynthia Louis – For Secretary

1. CHAIRMAN'S WELCOME ADDRESS

Tan Sri Dato' Sri Dr. Ismail bin Haji Bakar presided as Chairman of the Meeting ("**Tan Sri Chairman**") and welcomed the shareholders and all those present to the Extraordinary General Meeting ("**EGM**" or "**Meeting**") of KPJ.

2. MODE OF CONDUCT FOR THE EGM

Tan Sri Chairman informed all participants that the EGM was conducted virtually via remote participation and voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor Investor**") through its TIH Online platform, which is operated in Malaysia. The Board of Directors ("**Board**"), Senior Management, advisers, consultants, poll administrator, scrutineer and independent moderator were present at the broadcast venue at Level 8A, Menara KPJ, 238 Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.

Tan Sri Chairman highlighted that the virtual EGM was recorded by the Company for its internal reference and safe-keeping. He requested all shareholders, proxies and participants to refrain from capturing or distributing any images, audio or video recordings of the proceedings in any form.

3. INTRODUCTION OF THE BOARD

Tan Sri Chairman proceeded to introduce the Board, Senior Management, the company secretary, and other attendees present at the broadcast venue.

Tan Sri Chairman informed that Encik Rozaini bin Mohd Sani, the Non-Independent Non-Executive Director, was unable to attend the EGM due to a prior commitment which he could not reschedule, and had conveyed his apologies for his absence.

4. QUORUM OF MEETING

Tan Sri Chairman invited the company secretary to confirm the presence of a quorum. The company secretary confirmed that, in accordance with Rule 61.1 of the Constitution of the Company, which stipulates that a quorum consists of at least 2 members present in person or by proxy, the required quorum for the EGM was duly met.

The requisite quorum being present, Tan Sri Chairman called the EGM to order.

5. NOTICE OF MEETING

Tan Sri Chairman informed the Meeting that the Notice of the EGM ("**Notice**"), which outlined the agenda and the text of the proposed Ordinary Resolution 1, had been sent to all shareholders of the Company and published on the Company's website on 6 February 2025. It was accompanied by the Circular to Shareholders dated 6 February 2025 ("**Circular to Shareholders**") in relation to the proposed allocation of up to a maximum of 3,000,000 existing ordinary shares of KPJ to Mr. Chin

Keat Chyuan (“**Mr. Chin**”), the President and Managing Director (“**PMD**”) of KPJ, under the long term incentive plan (“**LTIP**”).

Additionally, the Notice was advertised in the national edition of the New Straits Times on 6 February 2025. As the Notice convening the EGM had been duly sent to shareholders within the prescribed period and no objections were raised, the Notice was taken as read.

6. SEQUENCE OF MEETING

Tan Sri Chairman apprised the attendees of the sequence of proceedings for the EGM, which were arranged as follows:-

- (a) Tabling of the summary of proxy forms received;
- (b) Video presentation on the online remote voting procedures, presented by the poll administrator;
- (c) Tabling of the proposed Ordinary Resolution 1 as set out in the Notice;
- (d) Questions and Answers (“**Q&A**”) Session;
- (e) Poll voting session and verification process; and
- (f) Announcement of the poll results.

7. SUMMARY REPORT ON PROXY FORMS RECEIVED

Tan Sri Chairman called upon the company secretary to report on the number of proxy forms received.

The company secretary reported that the Company had received a total of 343 valid proxy forms, representing 79.18% of the total issued shares of the Company. Of these, holders of 750,106,114 ordinary shares, representing 17.19% of the total issued shares of the Company had appointed the Chairman of the Meeting as their proxy.

8. POLL VOTING, INTRODUCTION OF POLL ADMINISTRATOR AND SCRUTINEER, AND GUIDANCE ON POLL VOTING

Tan Sri Chairman informed the shareholders, proxies and duly authorised representatives that Ordinary Resolution 1, as set out in the Notice, would be voted on by way of poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

To facilitate the polling process, Tan Sri Chairman informed the Meeting that Tricor Investor had been appointed as the poll administrator to conduct the electronic voting (“**e-voting**”) via the Tricor e-vote application (“**Tricor e-vote App**”). Additionally, Deloitte Business Advisory Sdn. Bhd. (“**Deloitte**”) had been appointed as the independent scrutineer to verify the poll results.

The Meeting was informed that the online poll voting had opened at 3.00 p.m., and shareholders, proxies and duly authorised representatives could cast their votes at any time from 3.00 p.m. until the voting session was officially closed.

Thereafter, a video presentation was played to guide the shareholders, proxies and duly authorised representatives on how to perform remote voting using the Tricor e-vote App.

9. ORDINARY RESOLUTION 1 THE PROPOSED ALLOCATION OF MAXIMUM OF UP TO 3,000,000 OF EXISTING ORDINARY SHARES OF KPJ TO MR. CHIN, THE PMD OF KPJ, UNDER THE LTIP OF KPJ

Tan Sri Chairman informed the Meeting that Ordinary Resolution 1 pertained to the proposed allocation of up to 3,000,000 of existing ordinary shares of KPJ to Mr. Chin, the PMD of KPJ, under KPJ’s LTIP (“**Proposed LTIP Allocations**”). The details of the Ordinary Resolution 1 were outlined in the Notice and the Circular to Shareholders. As the Circular to Shareholders had been duly circulated to all shareholders, it was taken as read.

Tan Sri Chairman further explained that, as the Proposed LTIP Allocations involved the granting of a LTIP award to Mr. Chin, Mr. Chin had abstained and would continue to abstain from all deliberations and voting on the matter. Additionally, persons connected to Mr. Chin (if any) were also required to abstain from deliberating and voting on the Proposed LTIP Allocations.

Tan Sri Chairman then proceeded to put the motion on the Proposed LTIP Allocations to the Meeting for consideration.

10. Q&A SESSION

Tan Sri Chairman informed the Meeting that the Q&A session would now commence, focusing only on questions pertaining to the Proposed LTIP Allocations. He further informed the Meeting that the Board, Senior Management, advisers and consultants were present to respond to any queries raised to the best of their ability.

To ensure efficiency, Tan Sri Chairman stated that overlapping or similar questions would be grouped together. He also informed that any unanswered questions would be compiled and addressed in a Q&A document, which would be published on the Company's website within 30 business days after the EGM.

Tan Sri Chairman then invited Mr. Krishman Varges, the representative of Deloitte, acting as the independent moderator ("**Deloitte's Representative**"), to present the live questions submitted by shareholders, proxies and duly authorised representatives via the online platform.

The questions raised by shareholders and proxy holders, together with the responses from the Board and Senior Management, are set out in Appendix 1 attached hereto.

At the conclusion of the Q&A session, Tan Sri Chairman once again informed the Meeting that any unanswered questions would be addressed in a Q&A document, which would be published on the Company's website within 30 business days after the EGM.

11. POLL VOTING SESSION

Tan Sri Chairman informed the Meeting that the online remote voting session had commenced. He noted that the voting facility had been open since 3.00 p.m. and reminded shareholders, proxies and duly authorised representatives who had not yet cast their votes to do so within the next 5 minutes. A countdown timer was displayed on screen to indicate the remaining voting duration.

Upon conclusion of the voting period, Tan Sri Chairman declared the online remote voting closed.

The Meeting was adjourned at 3.27 p.m. to facilitate the tabulation and verification of the poll results by the poll administrator and independent scrutineer.

12. ANNOUNCEMENT OF POLL RESULTS

Upon completion of the vote verification process, Tan Sri Chairman resumed the Meeting at 3.33 p.m. to announce the results of the remote online voting.

Tan Sri Chairman announced that he had received the verified poll results from the independent scrutineer, as follows:

Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Ordinary Resolution 1	2,921,629,184	86.9929	436,840,691	13.0071	3,358,469,875	100.0000

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 1, pertaining to the Proposed LTIP Allocations, was duly carried.

13. CLOSURE OF MEETING

Before concluding the Meeting, Tan Sri Chairman expressed sincere appreciation to the Board, Senior Management, staff, advisers, consultants, solicitors and esteemed shareholders for their active participation and valuable contributions. He underscored that their participation was instrumental in facilitating the successful conduct of the EGM.

There being no further business, Tan Sri Chairman declared the Meeting officially closed at 3.35 p.m. and extended best wishes to all attendees. The Meeting concluded with Tan Sri Chairman conveying well wishes in conjunction with the upcoming Ramadhan.

Confirmed by,

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Tan Sri Dato' Sri Dr. Ismail bin Haji Bakar
Chairman

Date: 18 April 2025

KPJ Healthcare Berhad [Registration No. 199201015575 (247079-M)] ("KPJ" or the "Company")
- Extraordinary General Meeting held on 28 February 2025
- List of Questions and Answers

Appendix 1

No.	Question	Shareholder / Proxy Name	Answer
1	Why is this Extraordinary General Meeting ("EGM") being held virtually instead of physically? (Remark: This question was received from the shareholder before the EGM.)	Oon Khai Kit	The decision to hold this EGM virtually was made after considering cost efficiency in reducing expenses (venue rental, logistics, and other operational costs) and compliance with the requirements of Bursa Malaysia Securities Berhad and the Securities Commission Malaysia, which permit listed companies to convene virtual general meetings.
	A physical meeting should be cheaper than a virtual meeting.	Lim San Kim	
2	Will there be any tokens of appreciation given to shareholders? (Remark: This question was received from the shareholder before the EGM.)	Oon Khai Kit	There will be no distribution of gifts or vouchers for this EGM. They are typically provided during the AGM in June.
	Is there no door gift provided at today's EGM?	Kwong Sheng Yuan	
	If rewards are provided at the meeting, shareholders are more likely to retain their shares and even increase their holdings, rather than sell them off.	Lim San Kim	
	Shareholders who opt not to receive physical copies of the Annual Report or AGM Notice should be rewarded, as this helps the Company reduce costs.	Lim San Kim	
	Kindly provide eVouchers or eWallet credits to attendees as a token of appreciation for this special event.	Cheah Yew Boon	
	Dear director, please kindly provide door gift, thanks	Hong Kok Heng	
	Don't participate in the exhibition; save the cost to reward the participants. Before the meeting starts, exclude the video presentation to save costs.	Lim San Kim	
	Please consider providing Touch 'n Go PINs to attendees of this meeting, as participants incur costs for internet, phone maintenance, and related expenses.	Rien Hashim	
	Will there be any door gifts provided at today's meeting?	Mohamad Naquiuddin Bin Rosdi	

No.	Question	Shareholder / Proxy Name	Answer
2	Please give us TnGo e-wallet credits for attending this EGM. Thank you.	Stephen Lye Tuck Meng	Please refer to the answer on Page 1, under Question 2.
	Please reward me as I support your resolution.	Lim San Kim	
	Please provide a cup of drink via e-wallet.	Lim San Kim	
	What is the rationale for providing tokens of appreciation only at the AGM, given that savings are made on meals and venue costs, while directors are paid, staff and vendors are also provided meals, and shareholders themselves incur expenses such as phone and internet?	Rien Hashim	
	Hope those who benefit from this exercise will provide some drink via e-wallet.	Lim San Kim	
	Please provide some wound plaster, blue or red lotion, as a token of consolation for supporting your resolutions.	Lim San Kim	
3	What is the basis for allocating a maximum of 3 million shares for the proposed Long-Term Incentive Plan ("LTIP") allocation?	Tan Sek Keng	The proposed number of shares reflects the Company's growth objectives and the role of the LTIP in fostering long-term alignment of management of KPJ with shareholders and incentivizing for sustained value creation.
4	What are the key performance indicators ("KPIs") established for Mr. Chin Keat Chyuan to qualify for the LTIP?	Tan Sek Keng	The LTIP is designed such that it is linked to creation of long-term shareholder value. Thus, any payout will be contingent on the Company's long-term performance and shareholder value creation.
5	What is the urgency of holding this EGM to approve the proposed LTIP allocation instead of waiting for the upcoming Annual General Meeting?	Tan Sek Keng	Approving the LTIP allocation promptly allows the Company to implement the LTIP in a timely manner, aligning with current business needs and ensuring that the eligible LTIP recipients are motivated and retained. We believe this timing is in the best interest of the Company and our shareholders.
6	Given the proposed issuance of up to 3 million new shares under the LTIP, what impact is anticipated on KPJ Healthcare Berhad's share price in the short and medium term?	Tan Sek Keng	The share price of a publicly traded company is influenced by many factors, most of which are outside the control of the management.
7	What are the views and basis put forth by the Nomination and Remuneration Committee regarding this LTIP scheme?	Tan Sek Keng	The Board of Directors, through its Nomination & Remuneration Committee, sets the President and Managing Director's compensation, including the potential LTIP quantum, using market benchmarks, performance evaluations, and independent consultant input to ensure alignment with shareholder interests and long-term value creation.