

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) 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 12:30 p.m. or immediately after the conclusion of the Thirty-Second Annual General Meeting (“**32nd AGM**”) of KPJ scheduled to be held at the same venue and on the same day at 10:00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following ordinary resolutions:-

ORDINARY RESOLUTION 1

PROPOSED SALE OF PROPERTIES BY THE SUBSIDIARIES OF KPJ TO AMANAHRAYA TRUSTEES BERHAD (FOR AND ON BEHALF OF AL`AQAR HEALTHCARE REIT AS THE TRUSTEE) (“PROPOSED SALE”)

“**THAT** subject to the passing of the Ordinary Resolution 2, fulfilment of all conditions precedent under the conditional sale and purchase agreements dated 27 March 2025 entered with AmanahRaya Trustees Berhad (“**ART**”), being the trustee for and on behalf of Al`Aqar Healthcare REIT (“**Al`Aqar**”), and all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the following subsidiaries of KPJ to dispose the properties listed below for a sale consideration of RM241,000,000 to be satisfied via cash:-

| Subsidiaries | Properties to be disposed | Consideration |
|---|---|--------------------|
| | | RM |
| Ampang Puteri Specialist Hospital Sdn. Bhd. | KPJ Ampang Puteri Specialist Hospital new building located at HS(M) 26550, PT 25119, Mukim of Ampang, Daerah of Ulu Langat, Negeri Selangor Darul Ehsan, bearing postal address KPJ Ampang Puteri Specialist Hospital, No 1, Jalan Mamanda 9, Taman Dato’ Ahmad Razali, 68000 Ampang, Selangor Darul Ehsan. | 131,000,000 |
| Penang Specialist Hospital Sdn. Bhd. | KPJ Penang Specialist Hospital new building located at Geran Mukim 1453, Lot 10150, Mukim 7, Daerah of Seberang Perai Tengah, Negeri Pulau Pinang, bearing postal address KPJ Penang Specialist Hospital, No. 570, Jalan Perda Utama, Bandar Perda, 14000 Bukit Mertajam, Pulau Pinang. | 110,000,000 |
| Total | | 241,000,000 |

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and enter into any arrangements, guarantees, agreements and/or undertakings and, sign, execute and deliver all documents as they deem necessary or expedient in order to implement, finalise and/or give full effect to and complete the Proposed Sale with full powers to assent to any terms, conditions, modifications, variations and/or amendments as the Directors of the Company may deem fit, necessary and/or expedient in the interest of KPJ or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments to implement, finalise and/or give full effect to and complete the Proposed Sale.”

ORDINARY RESOLUTION 2

PROPOSED LEASEBACK OF THE PROPERTIES BY THE SUBSIDIARIES OF KPJ FROM ART (FOR AND ON BEHALF OF AL`AQAR AS THE LESSOR) (“PROPOSED LEASEBACK”)

“**THAT** subject to the passing of the Ordinary Resolution 1 and all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the following subsidiaries of KPJ listed below to enter into the lease agreements with ART, being the trustee for and on behalf of Al`Aqar (“**Lessor**”) and JLG REIT Managers Sdn. Bhd. (formerly known as Damansara REIT Managers Sdn Berhad) (“**JLGRM**”), being the manager of Al`Aqar, to lease the following properties back to the following subsidiaries subsequent to the completion of the Proposed Sale:-

| Subsidiaries | Properties to be leaseback |
|---|---|
| Ampang Puteri Specialist Hospital Sdn. Bhd. | KPJ Ampang Puteri Specialist Hospital new building located at HS(M) 26550, PT 25119, Mukim of Ampang, Daerah of Ulu Langat, Negeri Selangor Darul Ehsan, bearing postal address KPJ Ampang Puteri Specialist Hospital, No 1, Jalan Mamanda 9, Taman Dato’ Ahmad Razali, 68000 Ampang, Selangor Darul Ehsan. |
| Penang Specialist Hospital Sdn. Bhd. | KPJ Penang Specialist Hospital new building located at Geran Mukim 1453, Lot 10150, Mukim 7, Daerah of Seberang Perai Tengah, Negeri Pulau Pinang, bearing postal address KPJ Penang Specialist Hospital, No. 570, Jalan Perda Utama, Bandar Perda, 14000 Bukit Mertajam, Pulau Pinang. |

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and enter into any arrangements, guarantees, agreements and/or undertakings and, sign, execute and deliver all documents as they deem necessary or expedient in order to implement, finalise and/or give full effect to and complete the Proposed Leaseback with full powers to assent to any terms, conditions, modifications, variations and/or amendments as the Directors of the Company may deem fit, necessary and/or expedient in the interest of KPJ or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments to implement, finalise and/or give full effect to and complete the Proposed Leaseback.”

ORDINARY RESOLUTION 3

PROPOSED LEASE RENEWAL OF PROPERTIES BETWEEN THE SUBSIDIARIES OF KPJ, ART (FOR AND ON BEHALF OF AL`AQAR AS THE LESSOR) AND JLGRM (“PROPOSED LEASE RENEWAL”)

“**THAT** approval be and is hereby given to the following subsidiaries of KPJ to enter into the renewal lease agreements with ART, being the trustee for and on behalf of Al`Aqar / Lessor and JLGRM, being the manager of Al`Aqar, to renew the lease of the following hospitals, wellness centre and college held by the Lessor including the Lessor’s fixtures and fittings (as described in the circular to shareholder dated 4 June 2025):-

| Lease Renewal Subsidiaries | Lease Renewal Properties | Renewal lease period sought |
|--|---|---|
| Penang Specialist Hospital Sdn. Bhd. | (i) KPJ Penang Specialist Hospital (ii) Taiping Medical Centre and TMC Health Centre | 15 years ⁽ⁱ⁾ 3 years ⁽ⁱⁱ⁾ |
| Maharani Specialist Hospital Sdn. Bhd. | (i) KPJ Seremban Specialist Hospital (old building, new building and vacant land) | 15 years ⁽ⁱ⁾ |
| KPJ Healthcare University Sdn. Bhd. | (i) KPJ Healthcare University (ii) KPJ Healthcare College Penang | 5 years and 8 months ⁽ⁱ⁾ 1 year ⁽ⁱⁱ⁾ |

Notes:-

- (i) With an option to renew for another 15 years.
- (ii) With an option to renew for another 2 years
- (iii) With an option to renew for another 1 year.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and enter into any arrangements, guarantees, agreements and/or undertakings and, sign, execute and deliver all documents as they deem necessary or expedient in order to implement, finalise and/or give full effect to and complete the Proposed Lease Renewal with full powers to assent to any terms, conditions, modifications, variations and/or amendments as the Directors of the Company may deem fit, necessary and/or expedient in the interest of KPJ or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments to implement, finalise and/or give full effect to and complete the Proposed Lease Renewal.”

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

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

Kuala Lumpur
4 June 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 EGM 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 EGM.

Appointment of Proxy

2. A member of the Company, who is entitled to attend, participate and vote at the EGM, 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 EGM.
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 EGM:-

(a) In hard copy form
In the case of an 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 12:30 p.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 EGM. 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 should 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 officers in accordance with the laws of the country under which the corporate member is incorporated.