



KPJ HEALTHCARE BERHAD

(Registration No. 199201015575 (247079-M))

(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of KPJ Healthcare Berhad (“**KPJ**” or the “**Company**”) will be conducted virtually using the remote participation and voting (“**RPV**”) facilities of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Monday, 12 December 2022 at 2.30 p.m. or 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 AI`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 2 September 2022 entered with AmanahRaya Trustees Berhad, being the trustee for and on behalf of Al`Aqar Healthcare REIT (“**Al`Aqar**”) (“**SPA**”), 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 RM192,000,000 (inclusive of RM25,010,816.18 in the form of 20,500,669 new units in Al`Aqar (“**Consideration Units**”)):-

| Subsidiaries | Properties to be disposed | Consideration |
|--|---|--|
| | | RM |
| Pasir Gudang Specialist Hospital Sdn. Bhd. | KPJ Pasir Gudang Specialist Hospital land and building located at PTD 204781 (New Lot 198635), Jalan Persiaran Dahlia 2, Taman Bukit Dahlia, 81700 Pasir Gudang, Johor. | 93,000,000 (inclusive of the Consideration Units) |
| Penang Specialist Hospital Sdn. Bhd. | TMC Health Centre building located at T/K PT 1106, Medan Taiping, 34000 Taiping, Perak. | 14,300,000 |
| Maharani Specialist Hospital Sdn. Bhd. | A new building forming part of KPJ Seremban Specialist Hospital located at Lot 6219 & 6220, Jalan Toman 1, Kemayan Square, 70200 Seremban, Negeri Sembilan. | 84,700,000 |
| | Total | 192,000,000 |

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 AMANAHRAYA TRUSTEES BERHAD (FOR AND ON BEHALF OF AI-`AQAR HEALTHCARE REIT 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 AmanahRaya Trustees Berhad, being the trustee for and on behalf of AI-`Aqar and Damansara REIT Managers Sdn Berhad, being the manager of AI-`Aqar, to lease the following properties back to the subsidiaries subsequent to the completion of the Proposed Sale:-

| <u>Subsidiaries</u> | <u>Properties to be leaseback</u> |
|--|--|
| Pasir Gudang Specialist Hospital Sdn. Bhd. | KPJ Pasir Gudang Specialist Hospital land and building located at PTD 204781 (New Lot 198635), Jalan Persiaran Dahlia 2, Taman Bukit Dahlia, 81700 Pasir Gudang, Johor. |
| Penang Specialist Hospital Sdn. Bhd. | TMC Health Centre building together with its land located at T/K PT 1106, Medan Taiping, 34000 Taiping, Perak. |
| Maharani Specialist Hospital Sdn. Bhd. | A new building forming part of KPJ Seremban Specialist Hospital together with its land located at Lot 6219 & 6220, Jalan Toman 1, Kemayan Square, 70200 Seremban, Negeri Sembilan. |

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.”

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

**HANA BINTI AB RAHIM @ ALI, ACIS (MAICSA 7064336)
(SSM Practising Certificate 202008003378)**
Company Secretary

Kuala Lumpur
Dated: 22 November 2022

Notes:-

Remote participation and voting

1. The EGM of the Company will be conducted virtually using the RPV facilities of TIIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781). Please follow the procedures provided in the **Administrative Guide** in order to register, participate and vote remotely via the RPV facilities. No members/proxies/corporate representatives from the public will be allowed to be physically present at the premises of the Company, the poll administrator or the venue where the Chairman will be for the purpose of the EGM.

Record of Depositors

2. In respect of deposited securities, only a depositor whose name appears in the Record of Depositors as at 5 December 2022 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

3. 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.
4. A member of the Company is entitled to appoint more than 1 proxy to attend, participate and vote at the EGM.
5. 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 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.
1. Where a member of the Company is an exempt authorised nominee, which holds ordinary shares in the Company for multiple beneficial owners in one 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.
2. Where a member appoints more than 1 proxy the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
3. A member who has appointed a proxy or attorney or authorised representative to attend, participate and vote at the EGM must request his/her proxy to register himself/ herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures for the RPV in the Administrative Guide for the EGM.
4. 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 not less than 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, the Customer Service Centre 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 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.
5. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
6. Last date and time for lodging the proxy form is **Saturday, 10 December 2022 at 2.30 p.m.**
7. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited 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 its Customer Service Centre 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 TIIH Online website at <https://tiih.online> not less than 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.
8. 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 its Customer Service Centre 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 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; or
 - (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 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.