

NOTICE OF 31ST ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Thirty-First (“31st”) Annual General Meeting (“AGM”) of KPJ Healthcare Berhad (“KPJ” or the “Company”) will be held at Ballroom 1 and 2, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Wednesday, 26 June 2024 at 11:00 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 2023 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) Mohamed Ridza Bin Mohamed Abdulla | - Rule 95(i) |
| (ii) Hisham Bin Zainal Mokhtar | - Rule 95(i) |
| (iii) Annie Binti Rosle | - Rule 95(i) |
| (iv) Chin Keat Chyuan | - Rule 96 |
| (v) Tan Sri Dato’ Sri Dr. Ismail Bin Haji Bakar | - Rule 96 |

- (Ordinary Resolution 1)**
(Ordinary Resolution 2)
(Ordinary Resolution 3)
(Ordinary Resolution 4)
(Ordinary Resolution 5)

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 31st AGM until the conclusion of the next AGM of the Company.

Please refer to Explanatory Note C(I).

(Ordinary Resolution 6)

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 31st AGM until the conclusion of the next AGM of the Company.

Please refer to Explanatory Note C(II).

(Ordinary Resolution 7)

5. To approve the payment of a one-off ex gratia of RM60,000 to each of the NEDs of the Company in recognising the dedicated commitment and invaluable contributions by the NEDs of the Company in steering and achieving the stellar financial performance of the Group for the financial year ended 31 December 2023.

Please refer to Explanatory Note D.

(Ordinary Resolution 8)

6. To re-appoint Ernst & Young PLT as Auditors of the Company for the ensuing financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 9)

AS SPECIAL BUSINESS

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

7. **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 percent (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.

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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 E.

(Ordinary Resolution 10)

8. PROPOSED AUTHORITY FOR KPJ TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK")

"**THAT**, subject to the Act, the provisions of the Company's Constitution, the Listing Requirements of Bursa Securities and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- (a) The maximum number of shares which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company for the time being subject to the restriction that the issued capital of the Company does not fall below the applicable minimum share capital requirement of the Listing Requirements;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits of the Company; and
- (c) Upon completion of the purchase by the Company of its own shares, the Directors of the Company are authorised to deal with the shares so bought-back in their absolute discretion in any of 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 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 for purposes of an employees' share scheme, and/or as 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 authority conferred by this resolution shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution passed at the AGM either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier, 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 Listing Requirements of Bursa Securities or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, variations, modifications, revaluations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and the guidelines issued by Bursa Securities and any other relevant authorities."

Please refer to Explanatory Note F.

(Ordinary Resolution 11)

9. **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 10 May 2024 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.

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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.”

Please refer to Explanatory Note G.

(Ordinary Resolution 12)

10. PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

“THAT the proposed alteration or amendments to the existing Constitution of the Company, as annexed herewith as Appendix A, be and are hereby approved and adopted, with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

Please refer to Explanatory Note H.

(Special Resolution)

11. 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 202008003378)
Company Secretaries
Kuala Lumpur

10 May 2024

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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 2024 shall be eligible to attend the 31st 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 31st AGM.

Appointment of Proxy

2. A member of the Company, who is entitled to attend, participate and vote at the 31st 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 31st 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 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 31st 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, its 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.

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 **Monday, 24 June 2024 at 11:00 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 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> at least forty-eight (48) hours before the time appointed for holding the 31st 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 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.
 - (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.

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EXPLANATORY NOTES:

A. Audited Financial Statements for the financial year ended 31 December 2023

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 5: Re-election of Directors who retire pursuant to Rules 95(i) and 96 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 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 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. Encik Mohamed Ridza Bin Mohamed Abdulla, Encik Hisham Bin Zainal Mokhtar and Puan Annie Binti Rosle are to retire pursuant to Rule 95(i) of the Company's Constitution.

Rule 96 of the Company's Constitution states that any casual vacancy occurring in the Board may be filled up by the Directors, but any person so chosen shall retain his office only until the next following AGM of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election. Mr. Chin Keat Chyuan and YBhg. Tan Sri Dato' Sri Dr. Ismail Bin Haji Bakar who were appointed on 1 September 2023 and 2 April 2024 respectively, are to retire pursuant to Rule 96 of the Company's Constitution.

In determining the eligibility of the retiring Directors to stand for re-election at the 31st AGM of the Company, the Nomination and Remuneration Committee ("**NRC**") had 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 that comprises character, experience, integrity, competency, time and commitment in discharging their roles as Directors of the Company;
- Current board balance and composition; and
- Recommendation of Practice 5.2 of the Malaysian Code on Corporate Governance ("**MCCG**") for large companies, 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 the Company's Constitution, namely Encik Mohamed Ridza Bin Mohamed Abdulla, Encik Hisham Bin Zainal Mokhtar, Puan Annie Binti Rosle, Mr. Chin Keat Chyuan and YBhg. Tan Sri Dato' Sri Dr. Ismail Bin Haji Bakar are eligible to stand for re-election.

Any retiring Directors who are shareholders of the Company will abstain from voting on the resolution in respect of his/her own re-election at the 31st AGM.

C. Ordinary Resolutions 6 and 7: 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 the shareholders' approval shall be sought at the 31st AGM of the Company for the payment of directors' fees and benefits for the NEDs from the conclusion of the 31st AGM until the conclusion of the next AGM of the Company ("**Mandate Period**").

The Company had, at its 30th 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 30th AGM until the conclusion of the 31st AGM.

The remuneration packages of the Board were last reviewed in 2021 by an independent consultant. In April 2024, the remuneration packages review was conducted internally by the NRC, with the view that the growth of the Company has resulted in greater responsibilities, risk and time taken by the NEDs to contribute their expertise to the Company.

In determining the estimated total amount of directors' fees and benefits payable for the NEDs, the Board has considered various factors including among others, the greater responsibilities, risk and time taken by 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, Board Committees and Board of subsidiaries, the current Board size and provisional sum as a contingency for appointment of additional director(s), additional meetings and establishment of new Board Committee(s) that may be deemed necessary by the Board.

The Board had upon the recommendation of the NRC, reviewed the remuneration of the NEDs and recommended the proposed increase in directors' fees to commensurate with the time commitment required, responsibilities, duties and commitment of the NEDs in discharging their roles:-

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(I) Ordinary Resolution 6: Payment of directors' fees to the NEDs

Board	Existing Fee (RM per director per annum)		Proposed New Fee (RM per director per annum)	
	Chairman of the Board	Member of the Board	Chairman of the Board	Member of the Board
Board of KPJ	220,000	120,000	360,000	150,000
Board of Subsidiary (who are Directors of KPJ)	Up to 75,000	Up to 36,000	No change	No change
Board Committees	Chairman of the Board Committee	Member of the Board Committee	Chairman of the Board Committee	Member of the Board Committee
Audit Committee	35,000	25,000	45,000	30,000
Risk, Sustainability and Governance Committee	20,000	15,000	36,000	24,000
Nomination and Remuneration Committee	20,000	15,000	36,000	24,000
Investment Committee	20,000	15,000	36,000	24,000
Tender Committee	20,000	15,000	36,000	24,000
Group Medical Advisory and Clinical Governance Committee (who are Directors of KPJ)	20,000	15,000	36,000	24,000
Whistleblowing Committee	-	-	-	-

NOTE:

- (a) The payment of the directors' fees for nominee Directors representing and are employees of Johor Corporation will be paid to Johor Corporation as Corporate Fees.
- (b) 50% of the directors' fees and committees' fees for nominee Director representing and is an employee of the Employees Provident Fund ("EPF") will be paid to EPF as Corporate Fees.
- (c) The President and Managing Director/Executive Director(s) will not receive any directors' fees and committees' fees.

(II) Ordinary Resolution 7: 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
Board of Subsidiary (who are Directors of KPJ)	Up to 3,000	Up to 1,500

NOTE:

- (a) The Meeting Allowances will be paid to all Directors in the Board and Board Committees.
- (b) The President and Managing Director/Executive Director(s) do not receive any Meeting Allowances in KPJ.

- (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

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The proposed Ordinary Resolutions 6 and 7, if passed, will allow the payment of the directors' fees and benefits to the NEDs on a quarterly basis and/or when incurred within the Mandate Period. The Board is of the view that the proposed increase in payment of directors' fees 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 31st AGM.

D. Ordinary Resolution 8: Payment of a One-off Ex Gratia to the NEDs

In recognising the dedicated commitment and invaluable contributions by the NEDs of the Company in steering and achieving the stellar financial performance of the Group for the financial year ended 31 December 2023, the Board recommended that a one-off ex gratia of RM60,000 be awarded to each of the NEDs of the Company.

The one-off ex gratia also includes the former Chairman, Datuk Md Arif Bin Mahmood in recognition of his distinguished leadership, services and invaluable contributions to the Company.

Any NEDs who are also shareholders of the Company will abstain from voting on the aforesaid resolution at the 31st AGM.

E. Ordinary Resolution 10: Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to issue and allot up to ten percent (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 10 is to renew the existing general mandate granted to the Directors at the 30th AGM of the Company held on 22 June 2023, 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 30th 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) and/or acquisitions of assets and/or working capital.

The Company is also seeking shareholders' approval to waive their statutory pre-emptive rights under Section 85 of the Act and to allow Company Directors to allot new

shares without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate.

F. Ordinary Resolution 11: Proposed Share Buy-Back

The proposed Ordinary Resolution 11, 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 percent (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 Share Buy-Back dated 10 May 2024.

G. Ordinary Resolution 12: 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 12, 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 10 May 2024 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://kpi.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 10 May 2024 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.

H. Special Resolution: Proposed Alteration or Amendments to the Constitution of the Company

The proposed alteration or amendments to the existing Constitution of the Company ("**Proposed Amendments**") are to give flexibility to the Company to issue shares or implement a share issuance scheme that includes Directors and to be in line with Section 316 of the Act pertaining to the notice period required for meetings of members for the passing of an ordinary resolution.

The shareholders' approval is being sought under a special resolution for the Company to incorporate the Proposed Amendments into its existing Constitution, in accordance with Section 36(1) of the Act. The Proposed Amendments as per Appendix A, which is circulated together with the Notice of the 31st AGM dated 10 May 2024, shall take effect once the proposed special resolution has been passed by a majority of not less than seventy-five percent (75%) of the members who are entitled to vote and do vote in person or by proxy at the 31st AGM.

APPENDIX A TO THE NOTICE OF 31ST AGM

Proposed Alteration or Amendments to the Constitution of KPJ Healthcare Berhad

This is the Appendix A referred to in Agenda 10 of the Notice of Thirty-First ("31st") Annual General Meeting ("AGM") of KPJ Healthcare Berhad ("KPJ" or the "Company") dated 10 May 2024.

The existing Constitution of the Company is amended in the following manner (for which differences are strikethrough and highlighted in bold):

Rule No.	Existing Rule	Rule No.	Proposed New Rule
7.1	Subject to the Act, the Listing Requirements and this Constitution and to the conditions restrictions and limitations expressed in this Constitution, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and consideration and on such terms and conditions and with such preferred, deferred or other special rights, restrictions or exclusions whether in regard to dividend, voting, return of capital or otherwise as they think proper, PROVIDED ALWAYS THAT:-	7.1	Subject to the Act, the Listing Requirements and this Constitution and to the conditions, restrictions and limitations expressed in this Constitution, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and consideration and on such terms and conditions and with such preferred, deferred or other special rights, restrictions or exclusions whether in regard to dividend, voting, return of capital or otherwise as they think proper, PROVIDED ALWAYS THAT:-
(d)	"every issue of shares or options to employees and/or directors pursuant to a scheme of share allocation for employees shall be approved by the members in general meeting and:- (i) such approval shall specifically detail the amount of shares of options to be issued to such director. (ii) only directors holding office in an executive capacity shall participate in such an issue of shares or options to employees Provided Always that a director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue. The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares."	(d)	"every issue of shares or options to employees and/or directors pursuant to a scheme of share allocation for employees shall be approved by the members in general meeting." and:- (i) such approval shall specifically detail the amount of shares of options to be issued to such director. (ii) only directors holding office in an executive capacity shall participate in such an issue of shares or options to employees Provided Always that a director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue. The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares."
127	The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least twenty-one (21) days or any longer period before the meeting or at least twenty-eight (28) days before the meeting where special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and such be given in manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of general meeting from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by any person shall not invalidate the proceedings of any resolution passed at any such meeting. At least twenty-one (21) days or any longer period notice or at least twenty-eight (28) days notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily press and in writing to each stock exchange which the company is listed.	127	The notices convening meetings shall specify the place, day and hour time of the meeting, and shall be given to all members shareholders at least twenty-one (21) days or any longer period fourteen (14) days before the meeting or at least twenty-eight (28) days twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Where it is an annual general meeting, the notice shall be given to all members at least twenty-eight (28) days before the annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. and such be given in manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of general meeting from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by any person shall not invalidate the proceedings of any resolution passed at any such meeting. At least twenty-one (21) days or any longer period notice or at least twenty-eight (28) days notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily press and in writing to each stock exchange which the company is listed. Such notice shall be advertised in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and announced to the Exchange in accordance to the Listing Requirements.

STATEMENT ACCOMPANYING THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. The profile of the Directors who are standing for re-election pursuant to Rule 95(i) of the Company's Constitution at the 31st AGM are set out below:

(i) Ordinary Resolution 1	
MOHAMED RIDZA BIN MOHAMED ABDULLA Independent Non-Executive Director	
Date of Appointment	1 April 2020
Nationality/Age/Gender	Malaysian/55/Male
Length of Service (as at 10 May 2024)	4 years 1 month
Academic/ Professional Qualifications/ Membership(s)	<ul style="list-style-type: none"> • Bachelor of Laws, International Islamic University, Malaysia • Fellow Member of Institute of Chartered Secretaries and Administrators, London, United Kingdom • Advocate and Solicitor of the High Court of Malaya • Associate Member of the Chartered Institute of Arbitrators, Chartered Institute of Arbitrators • Fellow of Malaysian Society of Adjudicators, The Malaysian Institute of Arbitrators
Present Directorships	<p>Listed Entity:</p> <ul style="list-style-type: none"> • Sime Darby Property Berhad Independent Non-Executive Director <p>Other Public Companies: Nil</p>
Present Appointment(s)	<p>OIC Arbitration Center, Istanbul, Turkey</p> <ul style="list-style-type: none"> • Director <p>Mohamed Ridza and Co.</p> <ul style="list-style-type: none"> • Managing Partner
Past Directorship(s) and/or Appointment(s)	<ul style="list-style-type: none"> • Director, Yayasan Pembangunan Ekonomi Islam Malaysia (YaPEIM) (2021 - 2022) • Director, Bank Islam Malaysia Berhad (2010 - 2022) • Director, BIMB Investment Management Berhad (2019 - 2022) • Director, Theta Edge Berhad (2007 - 2021) • Director, Tabung Haji Travel & Services Sdn Bhd (2007 - 2017) • Director, Pelangi Berhad (2005 - 2010) • Partner, Zaid Ibrahim and Co. (2000 - 2005) • General Legal Counsel, Technip Asia Pacific, Kuala Lumpur (1998 - 2000) • Group Legal Advisor, Arab Malaysian Corporation Berhad (AMCB) (1995 - 1998) • Advocate and Solicitor, Rashid and Lee (1993 - 1995)

Encik Mohamed Ridza bin Mohamed Abdulla does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

STATEMENT ACCOMPANYING THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

(ii) Ordinary Resolution 2	
HISHAM BIN ZAINAL MOKHTAR Independent Non-Executive Director	
Date of Appointment	23 June 2021
Nationality/Age/Gender	Malaysian/62/Male
Length of Service (as at 10 May 2024)	2 years 10 months
Academic/ Professional Qualifications/ Membership(s)	<ul style="list-style-type: none"> • Master in Business Administration, Massachusetts Institute of Technology, Massachusetts, United States of America • Master of Science (Mathematics), Illinois State University, Normal, Illinois, United States of America • Bachelor of Science (Mathematics), Illinois State University, Normal, Illinois, United States of America • Chartered Financial Analyst (CFA) Charterholder, CFA Institute
Present Directorships	<p>Listed Entity:</p> <ul style="list-style-type: none"> • Telekom Malaysia Berhad Independent Non-Executive Director • AEON Co. (M) Bhd Independent Non-Executive Director <p>Other Public Companies: Nil</p>
Present Appointment(s)	Nil
Past Directorship(s) and/or Appointment(s)	<ul style="list-style-type: none"> • Member, Investment Panel, Lembaga Tabung Haji (2021 - 2023) • Director, Principal Asset Management Berhad (2015 - 2022) • Director, VADS Berhad (2019 - 2022) • Director in the Group Managing Director's Office, Malaysian Industrial Development Finance Berhad (2018 - 2019) • Chief Operating Officer, Astro Overseas Ltd (2014 - 2018) • Vice President (VP), Senior Vice President, Director of Investments, Khazanah Nasional Berhad (2005 - 2014) • VP, Chief Financial Officer, Executive Director, Tricubes Berhad (2001 - 2005) • Head Analyst, Britac Capital Sdn Bhd (2001) • Executive Director, K.E. Malaysian Capital Partners Sdn Bhd (2000) • Financial Consultant, Santander Investment Research (Malaysia) Sdn Bhd (1999 - 2000) • Financial Consultant, Sithe Pacific LLC (1998 - 1999) • Remisier, CIMB Securities Sdn Bhd (1998) • Senior Research Analyst, UBS Research (Malaysia) Sdn Bhd (1996 - 1998) • Investment Analyst, Crosby Research (Malaysia) Sdn Bhd (1995 - 1996) • Investment Analyst, Baring Research (Malaysia) Sdn Bhd (1994 - 1995) • Head of Research, Keluangsa Sdn Bhd (1994) • Research Executive, Crosby Research (Malaysia) Sdn Bhd (1991 - 1994) • Analyst, William M. Mercer Zainal Fraser Sdn Bhd (1988 - 1991) • Manpower Development Assistant, Aetna Universal Insurance Sdn Bhd (1987 - 1988)

Encik Hisham bin Zainal Mokhtar does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

STATEMENT ACCOMPANYING THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

(iii) Ordinary Resolution 3

ANNIE BINTI ROSLE

Non-Independent Non-Executive Director

Date of Appointment	23 June 2021
Nationality/Age/Gender	Malaysian/56/Female
Length of Service (as at 10 May 2024)	2 years 10 months
Academic/ Professional Qualifications/ Membership(s)	<ul style="list-style-type: none"> • Degree in Finance and Economics, London Guildhall University • Graduate of Association of Chartered Certified Accountants (ACCA)
Present Directorships	<p>Listed Entity: Nil</p> <p>Other Public Companies:</p> <ul style="list-style-type: none"> • QSR Brands (M) Holdings Berhad Non-Independent Non-Executive Director
Present Appointment(s)	<p>Employee Provident Fund (EPF)</p> <ul style="list-style-type: none"> • Head of Private Equity and Infrastructure Department
Past Directorship(s) and/or Appointment(s)	<ul style="list-style-type: none"> • Director, Iskandar Investment Berhad (2021 - 2023) • Director, Battersea Power Station Development Company Limited (2017 - 2022) • Principal Officer, KWASA Invest Ltd (2017 - 2019)

Puan Annie binti Rosle does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

STATEMENT ACCOMPANYING THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

2. The profile of the Directors who are standing for re-election pursuant to Rule 96 of the Company's Constitution at the 31st AGM are set out below:

(i) Ordinary Resolution 4	
CHIN KEAT CHYUAN President and Managing Director	
Date of Appointment	1 September 2023
Nationality/Age/Gender	Malaysian/50/Male
Length of Service (as at 10 May 2024)	8 months
Academic/ Professional Qualifications/ Membership(s)	<ul style="list-style-type: none"> • Master of Business Administration, General (Merit), University of Nottingham - Nottingham University Business School, United Kingdom • Bachelor's Degree of Biochemistry (Hons), National University of Malaysia (UKM), Malaysia • Executive Education Programme, Advanced Strategic Management, IMD Business School
Present Directorships	<p>Listed Entity: Nil</p> <p>Other Public Companies: Nil</p>
Present Appointment(s)	Nil
Past Directorship(s) and/or Appointment(s)	<ul style="list-style-type: none"> • Vice President, Ethicon South East Asia (July 2022 - 30 August 2023) • Board of Governor, American Malaysian Chamber of Commerce (AMCHAM) (2017 - June 2023) • President, Pharmaceutical Association of Malaysia (PhAMA) (2017 - March 2023) • Managing Director, Johnson & Johnson Malaysia & Brunei (January 2016 - June 2022) • Country Director, Johnson & Johnson Malaysia & Brunei (May 2014 - December 2015) • ASEAN General Manager, Johnson & Johnson Medical (December 2013 - April 2014) • ASEAN Franchise Director, Johnson & Johnson Medical (January 2010 - November 2013) • Franchise Manager/Director, Johnson & Johnson Medical Malaysia (April 2006 - December 2009) • Product Specialist/Sales Manager, Johnson & Johnson Medical Malaysia (October 1997 - March 2006)

Mr. Chin Keat Chyuan has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

Details of his shareholdings in the Company are disclosed on page 310 of the Integrated Annual Report 2023.

STATEMENT ACCOMPANYING THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

(ii) Ordinary Resolution 5

TAN SRI DATO' SRI DR. ISMAIL BIN HAJI BAKAR

Non-Independent Non-Executive Chairman

Date of Appointment	2 April 2024
Nationality/Age/Gender	Malaysian/64/Male
Length of Service (as at 10 May 2024)	1 month
Academic/ Professional Qualifications/ Membership(s)	<ul style="list-style-type: none"> • Doctor of Philosophy (PhD) in Politics, University of Hull, United Kingdom • Master of Business Administration in Business Administration (Project Based), University of Hull, United Kingdom • Bachelor of Economics (Hons) in Applied Economics, University of Malaya, Malaysia • Diploma in Public Management, National Institute of Public Administration (INTAN), Malaysia
Present Directorships	<p>Listed Entity:</p> <ul style="list-style-type: none"> • Bank Islam Malaysia Berhad Independent Non-Executive Chairman <p>Other Public Companies:</p> <ul style="list-style-type: none"> • Johor Plantations Group Berhad Non-Independent Non-Executive Chairman
Present Appointment(s)	<p>Enforcement Agency Integrity Commission</p> <ul style="list-style-type: none"> • Chairman <p>Johor Corporation</p> <ul style="list-style-type: none"> • Deputy Chairman <p>Tekun Corporation Sdn Bhd</p> <ul style="list-style-type: none"> • Chairman
Past Directorship(s) and/or Appointment(s)	<ul style="list-style-type: none"> • Chairman, Kulim (Malaysia) Berhad • Director, Malaysia Airport Holdings Berhad • Chairman, Bintulu Port Holdings Berhad • Chairman, Malaysia Rail Link Sdn Bhd • Director, Bank Negara Malaysia • Chairman, Kumpulan Wang Persaraan • Chief Secretary, Government of Malaysia • Secretary General, Ministry of Finance • Secretary General, Ministry of Agriculture & Agro Based Industry • Secretary General, Ministry of Transport • Director, National Budget, National Budget Office, Treasury, Ministry of Finance • Director, Strategic Unit, Treasury, Ministry of Finance • Deputy Secretary General (Policy), Ministry of Defence • Senior Advisor to the Executive Director (SEA Group), World Bank • Head of Section, (Planning, Research and Policy), Government Procurement, Ministry of Finance • Principal Assistant Secretary, Economic and International Division (Public Finance Section), Ministry of Finance • Assistant Secretary, Economic and International Division (Capital Market, Money Market and Banking Section), Ministry of Finance • Assistant Secretary, Economic and International Division (External Trade and Balance and Payment), Ministry of Finance • Assistant Director, Anti Narcotic Task Force • Assistant Secretary, Contract and Supply Division, Ministry of Finance

Tan Sri Dato' Sri Dr. Ismail Bin Haji Bakar does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

PROXY FORM



A JCORP Company
KPJ HEALTHCARE BERHAD
 199201015575 (247079-M)

I/We

Full Name (in Block and as per NRIC/Passport/Certificate of Incorporation):	CDS account No.:	No. of shares held:
Address:	NRIC No./ Passport No./Registration No.:	Contact No.:

being a member of KPJ Healthcare Berhad (Registration No. 199201015575 (247079-M)), do hereby appoint:

Full Name (in Block and as per NRIC/Passport):	NRIC No./Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Address:			

and / or (please delete whichever not applicable)

Full Name (in Block and as per NRIC/Passport):	NRIC No./Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Address:			

or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to vote for me/us and on my/our behalf at the 31st Annual General Meeting ("31st AGM") of the Company to be held at Ballroom 1 and 2, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Wednesday, 26 June 2024 at 11:00 a.m. or any adjournment thereof.

RESOLUTIONS		FOR	AGAINST
Ordinary Resolution 1	To re-elect Mohamed Ridza Bin Mohamed Abdulla as Director of the Company.		
Ordinary Resolution 2	To re-elect Hisham Bin Zainal Mokhtar as Director of the Company.		
Ordinary Resolution 3	To re-elect Annie Binti Rosle as Director of the Company.		
Ordinary Resolution 4	To re-elect Chin Keat Chyuan as Director of the Company.		
Ordinary Resolution 5	To re-elect Tan Sri Dato' Sri Dr. Ismail Bin Haji Bakar as Director of the Company.		
Ordinary Resolution 6	To approve the payment of directors' fees.		
Ordinary Resolution 7	To approve the payment of benefits payable to the Non-Executive Directors of the Company.		
Ordinary Resolution 8	To approve the payment of a one-off ex gratia of RM60,000 to each of the Non-Executive Directors of the Company.		
Ordinary Resolution 9	To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 10	To authorise the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
Ordinary Resolution 11	To approve the Proposed Share Buy-Back.		
Ordinary Resolution 12	To approve the renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("RRPTs") and proposed new shareholders' mandate for additional RRPTs of a revenue or trading nature.		
Special Resolution	To approve the Proposed Alteration or Amendments to the Constitution of the Company.		

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy shall vote or abstain from voting at his/her discretion.)

Signed this _____ day of _____ 2024

Signature and/or Seal

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 2024 shall be eligible to attend the 31st 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 31st AGM.

Appointment of Proxy

2. A member of the Company, who is entitled to attend, participate and vote at the 31st 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 31st 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 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 31st 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, its 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 TIH Online website at <https://tjh.online>. Please refer to the **Administrative Guide** on the procedures for electronic lodgement of Proxy Form via TIH 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 **Monday, 24 June 2024 at 11:00 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 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 TIH Online website at <https://tjh.online> at least forty-eight (48) hours before the time appointed for holding the 31st 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 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 TIH Online website at <https://tjh.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.

Please fold here to seal

AFFIX
STAMP

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD

UNIT 32-01, LEVEL 32, TOWER A
VERTICAL BUSINESS SUITE, AVENUE 3
BANGSAR SOUTH
NO. 8, JALAN KERINCHI
59200 KUALA LUMPUR, MALAYSIA

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ADMINISTRATIVE GUIDE

for the Thirty-First ("31st") Annual General Meeting ("AGM") of KPJ Healthcare Berhad ("KPJ" or the "Company")

Day and Date : Wednesday, 26 June 2024
Time : 11:00 a.m.
Meeting Venue : Ballroom 1 and 2, Level 1, Sime Darby Convention Centre,
1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia

Entitlement to Participate and Appointment of Proxy

1. In respect of deposited securities, only a depositor whose name appears in the Record of Depositors as at 19 June 2024 shall be eligible to attend the 31st AGM or appoint proxy(ies) or corporate representative to attend and/or vote in his/her stead.
2. If you are unable to attend the 31st AGM, you are encouraged to appoint a proxy or the Chairman of the meeting as your proxy. Please indicate your voting instructions in the Proxy Form.
3. If you wish to attend the 31st AGM yourself, please do not submit any Proxy Form for the 31st AGM. You will not be allowed to attend the 31st AGM together with the appointed proxy.
4. Accordingly, Proxy Forms and/or documents relating to the appointment of proxy/corporate representative for the 31st AGM whether in hard copy form or by electronic means shall be deposited or submitted in the following manner at least forty-eight (48) hours before the time appointed for holding the 31st AGM i.e. not later than **Monday, 24 June 2024 at 11:00 a.m.**:

(a) In hard copy form

In the case of an appointment made in hard copy form, the Proxy Form 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 alternatively, its 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>. The steps to submit your Proxy Form via TIIH Online are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">• Access the website at https://tiih.online.• Register as a user under the "e-Services" by selecting "Create Account by Individual Holder".• Please refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of the Proxy Form	<ul style="list-style-type: none">• After the release of the notice of meeting by the Company, login with your username (i.e. email address) and password.• Select the corporate event: "KPJ Healthcare Berhad 31st AGM - Submission of Proxy Form".• Read and agree to the Terms & Conditions and confirm the Declaration.• Enter your CDS account number and indicate the number of shares for each proxy(ies) to vote on your behalf.• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.• Indicate your voting instructions – "FOR" or "AGAINST", otherwise your proxy will decide your vote.• Review and confirm your proxy(ies) appointment.• Print the Proxy Form for your record.

ADMINISTRATIVE GUIDE

for the Thirty-First ("31st") Annual General Meeting ("AGM") of KPJ Healthcare Berhad ("KPJ" or the "Company")

Procedure	Action
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">• Access the website at https://tiih.online.• Under the "e-Services", the authorised or nominated representative of the corporate or institutional shareholder selects "Create Account by Representative of Corporate Holder".• Complete the registration form and upload the required documents.• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.• Proceed to activate your account with the temporary password provided in the email and reset your own password. <p>Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the Share Registrar if you need clarification on the user registration.</p>
Proceed with submission of the Proxy Form	<ul style="list-style-type: none">• Login to https://tiih.online using your username (i.e. email address) and password.• Select the corporate event: KPJ Healthcare Berhad 31st AGM - Submission of Proxy Form.• Read and agree to the Terms & Conditions and confirm the Declaration.• Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note therein.• Prepare the file for the appointment of proxies by inserting the required data.• Proceed to upload the duly completed proxy appointment file.• Select "Submit" to complete your submission.• Print the confirmation report for record.

Voting

5. The voting at the 31st AGM will be conducted by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") to conduct the poll voting electronically ("**e-voting**") via Tricor e-Vote application ("**Tricor e-Vote App**") and Scrutineer Solutions Sdn Bhd as Independent Scrutineers to verify the poll results.

Results of the voting

6. The resolutions proposed at the 31st AGM and the results of the voting will be announced at the 31st AGM and subsequently via an announcement made by the Company through Bursa Securities at www.bursamalaysia.com.

Other Information for Physical Attendance at the 31st AGM

7. All physical attendees at the 31st AGM venue must be fully vaccinated or medically fit to attend without any transmissible health condition. Despite the wearing of face mask in enclosed spaces is now optional, you are advised to keep your mask on at the meeting venue during the 31st AGM proceedings. The Company reserves the right to reject entrance of any attendee who does not meet the foregoing health standard operating procedures.
8. Registration
 - (i) Registration will commence at 9:30 a.m. and will end at a time as directed by the Chairman of the meeting.
 - (ii) Please present your original MyKad/Passport (for foreigner) at the registration counter and make sure you collect your MyKad/Passport thereafter.
 - (iii) Once registered, you will be given a wristband for entry to the AGM venue. No person will be allowed to enter the venue without wearing the wristband.
 - (iv) There will be no replacement of wristband in the event that you lose or misplace the wristband.
 - (v) No person will be allowed to register on behalf of another person even with the original MyKad/Passport of that other person.
 - (vi) The registration counter will only handle your registration. If you have any enquiry, please proceed to the Help Desk. The Help Desk will be located next to the registration counter in the same area.

ADMINISTRATIVE GUIDE

for the Thirty-First ("31st") Annual General Meeting ("AGM") of KPJ Healthcare Berhad ("KPJ" or the "Company")

9. If you are driving to the AGM venue, complimentary parking is available for all attendees. Attendees may park at Multilevel carpark, M Floor, G Floor or LG2 Floor of Sime Darby Convention Centre.
10. Strictly no recording or photography of the 31st AGM proceedings is allowed.
11. Refreshment and door gift(s)
 - Light refreshment will be served before the commencement of the 31st AGM.
 - No food and beverages are allowed in the Meeting Venue.
 - There will be no distribution of door gift(s) or vouchers at the 31st AGM.

Integrated Annual Report 2023 and other AGM Documents

12. The following documents are available on the Company's website at <https://kpj.listedcompany.com/ar.html>:
 - (a) Integrated Annual Report 2023.
 - (b) Sustainability Report 2023.
 - (c) Corporate Governance Report 2023.
 - (d) Notice of 31st AGM, Statement Accompanying Notice of 31st AGM, Proxy Form and Administrative Guide for the 31st AGM.
 - (e) Statement to Shareholders dated 10 May 2024 in relation to the Proposed Authority for KPJ to purchase its own shares of up to 10% of the total number of issued shares of the Company.
 - (f) Circular to Shareholders dated 10 May 2024 in relation to the 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.
13. We encourage viewing the e-versions of the above documents. However, should you require a printed copy of any of the above items, please send an email to our Share Registrar at suhaila.sabar@waqafannur.com.my. Please indicate your name, NRIC No./Passport No./Registration No., CDS Account No., mailing address and Contact No. when making the request.

Communication Guide

14. Shareholders are reminded to monitor the Company's website and announcements for any changes relating to the 31st AGM arrangements.

Enquiries

15. If you have any enquiries prior to the meeting, please contact the following persons during office hours, Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com

Contact persons :

Hayman Daniel : +603-2783 9145 / email Hayman.Daniel@my.tricorglobal.com
Syafiqul Hafidz : +603-2783 9024 / email Syafiqul.Hafidz@my.tricorglobal.com

www.kpjhealth.com.my



A JCORP Company

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