



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Fourteenth (14th) Annual General Meeting of KPJ Healthcare Berhad will be held at the Permata Ballroom, the Puteri Pacific Hotel, Jalan Salim, 80000 Johor Bahru on Tuesday 26 June, 2007 at 12.00 noon for the purpose of transacting the following businesses:-

### AGENDA

#### As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2006 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors retire in accordance with the Articles of Association of the Company:-
  - (i) Tan Sri Dato' Dr Abu Bakar Bin Dato' Suleiman (Article 96) **(Resolution 2)**
  - (ii) Datuk Dr Hussein Bin Awang (Article 96) **(Resolution 3)**
  - (iii) Kamaruzzaman Bin Abu Kassim (Article 97) **(Resolution 4)**
3. To consider, and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act 1965:-

"That Tan Sri Datuk Arshad Ayub, who is above the age of seventy (70) years, be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting of the Company." **(Resolution 5)**
4. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2006. **(Resolution 6)**
5. To re-appoint Messrs PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

#### As Special Business

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

#### 6. Ordinary Resolution

##### AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company, at any time 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 10% of the issued share capital 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act, 1965, the Articles of Association of the Company and approval of all relevant bodies being obtained for such allotment and issues. **(Resolution 8)**

#### 7. Special Resolution

##### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"That alterations, modifications, additions or deletions to the Articles of Association of the Company contained in Appendix I attached to the Annual Report 2006 be and are hereby approved." **(Resolution 9)**

8. To transact any other business of which due notice shall have been given.

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

**SALMAH BINTI HJ ABD WAHAB** (LS 02140)  
**IDHAM JIHADI BIN ABU BAKAR, ACIS** (MAICSA 7007381)  
Secretaries

Johor Bahru  
Dated : 1 June 2007

### NOTES:

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under seal or in other manner approved by its Board of Directors.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at : KPJ HEALTHCARE BERHAD, 13th Floor, Menara Johor Corporation, KOTARAYA , 80000 Johor Bahru, Johor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. The proposed Resolution 8 if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This authority shall expire at the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company at a general meeting.
5. The proposed amendments will bring the Articles of Association of the Company in line with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act, 1965 and to enhance administrative efficiency.