



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of KPJ Healthcare Berhad will be held at the Permata Ballroom, Lower Ground Floor, the Puteri Pacific Hotel, Jalan Salim, 80000 Johor Bahru on Tuesday 26 June, 2007 at 12.30 p.m. or immediately after the conclusion or adjournment of the 14th Annual General Meeting for the purpose of transacting the following businesses:-

### AGENDA

#### ORDINARY RESOLUTION 1

##### PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN ORDINARY SHARES

"THAT, subject always to the Companies Act, 1965 ("Act"), the provisions of the Articles of Association of the Company and the Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by law, to purchase its own ordinary shares of RM1.00 each in the Company ("Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company provided that:-

(a) The maximum number of Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being subject to the restriction that the issued and paid-up 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 Shares shall not exceed the retained profits and the share premium account 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 manners:-

(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,

and the treasury shares may be distributed as dividends to the Company's shareholders and/or resold in the open market in accordance with the relevant rules of Bursa Securities and/or subsequently cancelled.

AND THAT the authority conferred by this resolution shall continue to be in force until:-

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the EGM at which such resolution was passed, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or

(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or

(c) revoked or varied by a resolution passed by the shareholders of the Company in general meeting,

whichever is earlier.

AND THAT authority be and is hereby unconditionally and generally given to the Directors of the Company; to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991) to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, 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 provisions of the Memorandum and Articles of Association of the Company and the guidelines issued by Bursa Securities and any other relevant authorities."

#### ORDINARY RESOLUTION 2

##### SHAREHOLDERS' MANDATE

##### PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROVISION OF FINANCIAL ASSISTANCE

"THAT authority be and is hereby given in line with Chapter 10.09 of the Listing Requirements of the Bursa Malaysia, for the Company, its subsidiaries or any of them

(1) pursuant to Paragraph 10.09 of the Bursa Malaysia Securities Berhad Listing Requirements, to

(A) enter into new Recurrent Related Party Transactions of a Revenue or Trading Nature; and

(B) renew the shareholders' mandate for Recurrent Related Party Transactions of a Revenue or Trading nature for any of the aforesaid companies to enter into and to give effect to the specified Recurrent Related Party Transactions;

all with the particulars of which are set out in the Circular to Shareholders dated 8 June 2007 ("Circular") with the Related Parties as described in the Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which those generally available to the public and are not detrimental to the minority shareholders of the Company; and

(2) pursuant to Paragraphs 8.23 and 10.09 read with Practice Notes 12/2001 and 14/2002 of the Bursa Malaysia Securities Berhad Listing Requirements, to enter into the recurrent transactions for the provision of financial assistance as set out in the Circular dated 8 June 2007 provided that the provision of financial assistance is fair and reasonable to the Company and is not to the detriment of the Company and its shareholders;

and provided further that disclosure for all such transactions is made in the annual report of the aggregate value of all such transactions conducted pursuant to the shareholders' mandate during the financial year where :-

(a) the consideration, value of the assets, capital outlay or costs of the aggregated transaction is equal to or exceeds RM1.0 million; or

(b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%;

whichever is lower;

AND THAT such authority shall continue to be in force until :-

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which time the authority shall lapse unless by a resolution passed at the AGM, such authority is renewed; or

(b) the expiration of the period within which the next AGM after the date that is required by law to be held pursuant to Section 143(1) of the Companies Act (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act); or

(c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Proposed Shareholders' Mandate."

**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 : 8 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.