



## KPJ HEALTHCARE BERHAD

(247079-M)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of KPJ Healthcare Berhad ("KPJ" or the "Company") will be held at the Permata Ballroom, Lower Ground Floor, the Puteri Pacific Hotel, Jalan Salim, 80000 Johor Bahru on Monday, 5 November 2007 at 11:00 am for the purpose of considering and, if thought fit, passing the following Ordinary Resolution with or without modification:-

#### ORDINARY RESOLUTION 1

**PROPOSED DISPOSALS BY THE SUBSIDIARY AND ASSOCIATED COMPANIES OF KPJ OF THEIR ENTIRE INTEREST IN PERDANA SPECIALIST HOSPITAL BUILDING, KUANTAN SPECIALIST HOSPITAL BUILDING, SENTOSA MEDICAL CENTRE BUILDING, KPJ KAJANG SPECIALIST HOSPITAL BUILDING AND KEDAH MEDICAL CENTRE BUILDING (COLLECTIVELY KNOWN AS THE "PROPERTIES") TO AL-'AQAR KPJ REIT FOR A TOTAL SALE CONSIDERATION OF RM170,040,000 TO BE SATISFIED PARTLY BY CASH CONSIDERATION OF RM85,755,050 AND PARTLY BY ISSUANCE OF 88,721,000 NEW UNITS IN AL-'AQAR KPJ REIT ("UNITS") AT AN ISSUE PRICE OF RM0.95 PER UNIT TO BE CREDITED AS FULLY PAID-UP ("PROPOSED DISPOSALS")**

**"THAT** subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to KPJ for the Proposed Disposals and upon the terms and conditions as set out in the Sale and Purchase Agreements to be entered into between Pusat Pakar Darul Naim Sdn Bhd, Kuantan Specialist Hospital Sdn Bhd, Sentosa Medical Centre Sdn Bhd, Hospital Sentosa Sdn Bhd, Kedah Medical Centre Sdn Bhd, Perbadanan Kemajuan Negeri Kedah and Amanah Raya Berhad.

**AND THAT** the Board of Directors of the Company be and are hereby authorised to give effect to the Proposed Disposals with full power to assent to any conditions, variations, modifications, revaluations and/or amendments as they may consider to be in the best interest of the Company, Pusat Pakar Darul Naim Sdn Bhd, Kuantan Specialist Hospital Sdn Bhd, Sentosa Medical Centre Sdn Bhd, Hospital Sentosa Sdn Bhd, Kedah Medical Centre Sdn Bhd and/or that may be required by any relevant authorities and to take all such steps and to execute all such documents as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposals."

#### ORDINARY RESOLUTION 2

**PROPOSED DISTRIBUTION OF THE INVESTMENT IN UNITS OF AL-'AQAR KPJ REIT HELD BY KPJ TO THE SHAREHOLDERS OF KPJ ON THE BASIS OF SEVEN (7) UNITS FOR EVERY HUNDRED (100) ORDINARY SHARES OF RM1.00 EACH HELD IN KPJ BY WAY OF A DIVIDEND-IN-SPECIE ("PROPOSED DISTRIBUTION")**

**"THAT** subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to KPJ for the distribution of the investment in units of Al-'Aqar KPJ REIT held by KPJ to the shareholders of KPJ on the basis of seven (7) Units for every hundred (100) ordinary shares of RM1.00 each held in KPJ by way of a dividend in specie, to be distributed to the shareholders of the Company whose names appear in the Register of Members at the close of business on a date and on a basis to be determined by the Directors of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to deal with any fractional entitlements and approve any amendments or variations to the Proposed Distribution in order to comply with the relevant conditions imposed by the relevant authorities, or to take all such steps and decisions and to execute, sign and deliver on behalf of the Company all such documents and do such act as they may in their discretion deem necessary or expedient in order to finalise, implement and give full effect to and to complete the Proposed Distribution."

**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 : 22 October 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, 13<sup>th</sup> 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.