



**KPJ HEALTHCARE BERHAD**

(Company No. 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") is scheduled to be held at Level 24, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor on Tuesday, 25 November 2014 at 12.30 p.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME ("PROPOSED ESOS")**

"THAT, subject to and conditional upon the approvals of all relevant authorities, the Board of Directors of KPJ (the "Board") is hereby authorised to establish, implement and administer the ESOS for the benefit of eligible employees/officers of KPJ and its subsidiaries ("Group"), executive Directors and non-executive Directors of KPJ, and directors of its subsidiaries, which are not dormant, who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person(s)") under which options will be granted to the Eligible Persons to subscribe for new ordinary shares of RM0.50 each in KPJ (or such other par value as determined from time to time) ("KPJ Share(s)") in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix 1 of the circular to shareholders of the Company dated 4 November 2014, and to adopt and approve the By-Laws;

THAT, the Board is hereby authorised to allot and issue and/or procure the transfer from time to time such number of new KPJ Shares as may be required pursuant to the exercise of the options under the Proposed ESOS provided that the aggregate number of new KPJ Shares to be allotted and issued and/or transferred shall not exceed ten percent (10%) of the total issued and paid-up share capital of KPJ (excluding treasury shares) at any point in time throughout the duration of the Proposed ESOS and that such new KPJ Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up KPJ Shares, except that the new KPJ Shares will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to shareholders, for which the entitlement date is prior to the date of allotment and issuance of such new KPJ Shares, and such new KPJ Shares will be subject to all the provisions of the Memorandum and Articles of Association of the Company and such amendments thereafter, if any;

THAT, the Board is hereby authorised to do all such acts, execute, sign and deliver on behalf of the Company, all such agreements, arrangements, undertakings, instruments or other documents as may be necessary with full powers to assent to any arrangement, condition, modification, variation and/or amendment thereto as the Board may deem fit and/or as may be imposed by any relevant regulatory authorities in connection with the Proposed ESOS;

THAT, the Board is hereby authorised to amend and/or modify the Proposed ESOS from time to time as may be required/permitted by the relevant regulatory authorities or deemed to be necessary by the Board provided that such amendments and/or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/or guarantees with any party or parties, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS;

AND THAT the proposed By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved."

**ORDINARY RESOLUTION 2**

**PROPOSED GRANT OF ESOS OPTIONS TO DATO' KAMARUZZAMAN ABU KASSIM**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Dato' Kamaruzzaman Abu Kassim, the Chairman of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 3**

**PROPOSED GRANT OF ESOS OPTIONS TO DATO' AMIRUDDIN ABDUL SATAR**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Dato' Amiruddin Abdul Satar, the President/Managing Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANT OF ESOS OPTIONS TO DATIN PADUKA SITI SA'DIAH SHEIKH BAKIR**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Datin Paduka Siti Sa'diah Sheikh Bakir, the Corporate Advisor/Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANT OF ESOS OPTIONS TO AHAMAD MOHAMAD**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Ahmad Mohamad, the Non-Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANT OF ESOS OPTIONS TO ZULKIFLI IBRAHIM**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Zulkifli Ibrahim, the Non-Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 7**

**PROPOSED GRANT OF ESOS OPTIONS TO AMINUDIN DAWAM**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Aminudin Dawam, the Non-Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 8**

**PROPOSED GRANT OF ESOS OPTIONS TO ZAINAH MUSTAFA**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Zainah Mustafa, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 9**

**PROPOSED GRANT OF ESOS OPTIONS TO TAN SRI DATO' DR. YAHYA AWANG**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Tan Sri Dato' Dr. Yahya Awang, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 10**

**PROPOSED GRANT OF ESOS OPTIONS TO DATUK AZZAT KAMALUDIN**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Datuk Azzat Kamaludin, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 11**

**PROPOSED GRANT OF ESOS OPTIONS TO DR. KOK CHIN LEONG**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Dr. Kok Chin Leong, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 12**

**PROPOSED GRANT OF ESOS OPTIONS TO DR. YOONG FOOK NGIAN**

"THAT, contingent upon the passing of Ordinary Resolution 1 and the Special Resolution, and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and grant to Dr. Yoong Fook Ngian, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS provided that not more than ten percent (10%) of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENT TO ARTICLE 3 OF THE ARTICLES OF ASSOCIATION OF KPJ PURSUANT TO THE PROPOSED ESOS ("PROPOSED AMENDMENT")**

"THAT, subject to all approvals being obtained from the relevant authorities, if any, approval be and is hereby given to the Company to amend Article 3(2)(d)(ii) of the Articles of Association of KPJ as follows:-

Article No.	Existing	Proposed Change
3(2)(d)(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 of a public issue.	Directors holding office in an executive or non-executive capacity shall be eligible to participate in such an issue of shares or options to employees.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Amendment with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to complete, finalise, implement and give full effect to the Proposed Amendment."

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

**SALMAH ABD WAHAB** (LS 0002140)  
**HANA AB RAHIM @ ALI, ACIS** (MAICSA 7064336)  
Company Secretaries  
Johor Bahru, Johor  
4 November 2014

**Notes:-**

- A member of the Company entitled to be present and vote at the meeting may appoint a proxy instead of him. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 need not be complied with.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the hand of its common seal or under the hand of an officer or attorney duly authorised. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, he may appoint at least one (1) proxy in respect of each securities account he holds with ordinary shares of the Company standing to the credit of the said securities account.
- Any alteration made in this form should be initialled by the person who signs it.
- The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the registered office of the Company at Level 11, Menara KOMTAR, Johor Bahru City Centre, 80000, Johor Bahru, Johor.