



## 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") will be held at the Cemerlang Conference Room, Level 11, KPJ Tawakkal Specialist Hospital, No 1 Jalan Pahang Barat off Jalan Pahang, 53000 Kuala Lumpur, on Friday, 17 December 2010 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without modification:-

#### **ORDINARY RESOLUTION 1**

**PROPOSED DISPOSAL BY BANDAR BARU KLANG SPECIALIST HOSPITAL SDN BHD ("BBKSHSB"), A SUBSIDIARY OF KPJ HEALTHCARE BERHAD ("KPJ" OR "THE COMPANY") OF ITS ENTIRE INTEREST IN BANDAR BARU KLANG SPECIALIST HOSPITAL BUILDING, TO AL-AQAR KPJ REIT ("AL-AQAR") FOR A TOTAL SALE CONSIDERATION OF RM85,000,000 TO BE SATISFIED PARTLY BY CASH CONSIDERATION OF RM29,491,820 AND PARTLY BY THE ISSUANCE OF 56,641,000 NEW UNITS IN AL-AQAR AT AN ISSUE PRICE OF RM0.98 PER UNIT TO BE CREDITED AS FULLY PAID-UP AND PROPOSED LEASEBACK OF BANDAR BARU KLANG SPECIALIST HOSPITAL BUILDING BY THE SAID SUBSIDIARY OF KPJ**

**"THAT** subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Directors of KPJ to undertake the proposed disposals of Bandar Baru Klang Specialist Hospital Building, upon the terms and conditions set out in the conditional sale and purchase agreement ("SPA") dated 9 March 2010 (including supplemental sale and purchase agreement and supplemental letter dated 30 April 2010 and 1 December 2010) entered into between BBKSHSB and AmanahRaya Trustees Berhad ("Trustee" or "ART"), acting as trustee for Al-Aqar, for the proposed disposal of Bandar Baru Klang Specialist Hospital Building for a sale consideration of RM85,000,000 to be satisfied as follows:-

- (i) Cash consideration of RM29,491,820; and
- (ii) The issuance of 56,641,000 new units in Al-Aqar at an issue price of RM0.98 per unit to be credited as fully paid-up

**THAT** pursuant to the SPA entered between BBKSHSB and the Trustee and subject to the approvals being obtained from the relevant authorities and parties (if required), the sale consideration for the said Property may be varied, in the event that a revaluation of Bandar Baru Klang Specialist Hospital Building upon completion of its construction is conducted by the Manager and/or the Trustee, acting on behalf of Al-Aqar, of which the variation of the sale consideration shall not be more than 10% of the original sale consideration of RM85.00 million ("**Revised Sale Consideration**"); and the difference between the Revised Sale Consideration of Bandar Baru Klang Specialist Hospital Building and the original sale consideration, if any, shall be settled in cash by Al-Aqar.

**THAT** the approval be and is hereby given to the Directors of KPJ to enter into the lease agreement in relation to the Bandar Baru Klang Specialist Hospital Building, with ART.

**AND THAT** the Directors of the Company be and are hereby authorised to give effect to the proposed disposal and proposed leaseback of Bandar Baru Klang Specialist Hospital Building 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, 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 disposal and proposed leaseback of Bandar Baru Klang Specialist Hospital Building."

#### **ORDINARY RESOLUTION 2**

**PROPOSED DISPOSAL BY PUSAT PAKAR KLUANG UTAMA SDN BHD ("PPKUSB"), A SUBSIDIARY OF KPJ OF ITS ENTIRE INTEREST IN KLUANG UTAMA SPECIALIST HOSPITAL BUILDING TO AL-AQAR FOR A TOTAL SALE CONSIDERATION OF RM3,500,000 TO BE SATISFIED BY CASH CONSIDERATION AND PROPOSED LEASEBACK OF KLUANG UTAMA SPECIALIST HOSPITAL BUILDING BY THE SAID SUBSIDIARY OF KPJ**

**"THAT** subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Directors of KPJ to undertake the proposed disposal of Kluang Utama Specialist Hospital Building, upon the terms and conditions set out in the conditional sale and purchase agreement dated 9 March 2010 (including supplemental sale and purchase agreement dated 30 April 2010) entered into between PPKUSB and the Trustees, for a sale consideration of RM3,500,000 to be satisfied by cash.

**THAT** approval be and is hereby given to the Directors of KPJ to enter into the lease agreement in relation to the Kluang Utama Specialist Hospital Building, with ART.

**AND THAT** the Directors of the Company be and are hereby authorised to give effect to the proposed disposal and proposed leaseback of Kluang Utama Specialist Hospital Building 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, 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 disposal and proposed leaseback of Kluang Utama Specialist Hospital Building."

#### **ORDINARY RESOLUTION 3**

**PROPOSED DISPOSAL BY PT KHASANAH PUTRA JAKARTA MEDICA ("PT KPJ MEDICA"), A SUBSIDIARY OF KPJ OF ITS ENTIRE INTEREST IN RUMAH SAKIT BUMI SERPONG DAMAI BUILDING TO AL-AQAR FOR A TOTAL SALE CONSIDERATION OF Indonesian Rupiah Equivalent to RM50,270,000 TO BE SATISFIED BY CASH CONSIDERATION AND PROPOSED LEASEBACK OF RUMAH SAKIT BUMI SERPONG DAMAI BUILDING BY THE SAID SUBSIDIARY OF KPJ**

**"THAT** subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Directors of KPJ to undertake the proposed disposal of Rumah Sakit Bumi Serpong Damai Building, upon the terms and conditions set out in the conditional sale and purchase agreement dated 9 March 2010 (including supplemental sale and purchase agreement and supplemental letter dated 30 April 2010 and 1 December 2010, respectively) entered into between PT KPJ Medica and the Trustees, for a sale consideration of Indonesian Rupiah equivalent to RM50,270,000 to be satisfied by cash.

**THAT** approval be and is hereby given to the Directors of KPJ to enter into the lease agreement in relation to the Rumah Sakit Bumi Serpong Damai Building, with ART, acting on behalf of Al-Aqar or its subsidiary.

**AND THAT** the Directors of the Company be and are hereby authorised to give effect to the proposed disposal and proposed leaseback of Rumah Sakit Bumi Serpong Damai Building 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, 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 disposal and proposed leaseback of Rumah Sakit Bumi Serpong Damai Building."

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

Salmah Binti Hj Abd Wahab (LS 02140)  
Rohaya Binti Jaafar (LS 08376)  
Secretaries

Johor Bahru  
Dated : 2 December 2010

#### **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, Suite 12B, Level 12, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.