



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 Level 3, Persada Johor International Convention Centre, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Wednesday, 25 February 2009 at 12.30 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without modification:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY THE SUBSIDIARIES OF KPJ HEALTHCARE BERHAD ("KPJ" OR "THE COMPANY") OF THEIR ENTIRE INTEREST IN SEREMBAN SPECIALIST HOSPITAL BUILDING, TAIPING MEDICAL CENTRE BUILDING, DAMAI SPECIALIST HOSPITAL BUILDING, BUKIT MERTAJAM SPECIALIST HOSPITAL BUILDING, KPJ PENANG SPECIALIST HOSPITAL BUILDING, TAWAKAL HOSPITAL EXISTING BUILDING, KPJ TAWAKAL SPECIALIST HOSPITAL BUILDING AND KPJ INTERNATIONAL COLLEGE OF NURSING AND HEALTH SCIENCES BUILDING ("KPJIC BUILDING") TO AL-'AQAR KPJ REIT ("AL-'AQAR") FOR A TOTAL SALE CONSIDERATION OF RM292,500,000 TO BE SATISFIED PARTLY BY CASH CONSIDERATION OF RM175,626,250 AND PARTLY BY THE ISSUANCE OF 123,025,000 NEW UNITS IN AL-'AQAR 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 the Directors of KPJ to undertake the Proposed Disposals, upon the terms and conditions set out in (a) the separate conditional sale and purchase agreements dated 19 August 2008 (including supplemental letters dated 4 September 2008) entered into between Seremban Specialist Hospital Sdn Bhd, Taiping Medical Centre Sdn Bhd, Kota Kinabalu Specialist Hospital Sdn Bhd (formerly known as Damai Specialist Centre Sdn Bhd), Bukit Mertajam Specialist Hospital Sdn Bhd, Pusat Pakar Tawakal Sdn Bhd and Amanah Raya Berhad ("Trustee"), acting as trustee for Al-'Aqar, for the proposed disposal of Seremban Specialist Hospital Building, Taiping Medical Centre Building, Damai Specialist Hospital Building, Bukit Mertajam Specialist Hospital Building, KPJ Penang Specialist Hospital Building, KPJ Tawakal Specialist Hospital Building and Tawakal Hospital Existing Building (KPJ Portion); and (b) the letter of offer and revised letter of offer dated 18 August 2008 and 4 September 2008 respectively issued by the Trustee to Puteri Nursing College Sdn Bhd ("PNCSB") and the supplemental letter issued by PNCSB to the Trustee on 3 February 2009 for the proposed disposal of KPJIC Building;

AND THAT the 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, 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."

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 : 10 February 2009

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, Level 2, Persada Johor International Convention Centre, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.