



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth (16th) Annual General Meeting ("AGM") of KPJ Healthcare Berhad ("KPJ" or the "Company") will be held at the Tanjung Puteri 303, Level 3, Persada Johor International Convention Centre, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Wednesday 20 May, 2009 at 12.30 p.m. for the purpose of transacting the following businesses:

AGENDA

As Ordinary Business

- To receive and adopt the Audited Financial Statements for the year ended 31 December 2008 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To re-elect the following Directors retire in accordance with Article 96 of the Articles of Association of the Company:
 - Datin Paduka Siti Sa'diah Sheikh Bakir (Article 96) **(Resolution 2)**
 - Zainah Binti Mustafa (Article 96) **(Resolution 3)**
 - Hj Rozan Bin Mohd Sa'at (Article 97) **(Resolution 4)**
- To consider, and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act 1965:-
"That Tan Sri Datuk Arshad Bin Ayub, who is above the age of seventy (70) years, be and is hereby re-appointed as Director of the Company to hold office until the next AGM of the Company." **(Resolution 5)**
- To approve the payment of Directors' fees in respect of the financial year ended 31 December 2008 **(Resolution 6)**
- To re-appoint Messrs PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration **(Resolution 7)**

As Special Business

To consider and if thought fit, to pass the following resolutions:

6. ORDINARY RESOLUTION 1

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965 ("Act"), the Directors be and are hereby authorised to issue and allot shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company, subject always to the Act, the Articles of Association of the Company and approval of all relevant bodies being obtained for such allotment and issues." (See Note f) **(Resolution 8)**

7. ORDINARY RESOLUTION 2

PROPOSED DISTRIBUTION BY WAY OF A DIVIDEND-IN-SPECIE OF THE INVESTMENT OF UP TO 48,992,442 UNITS OF AL-AQAR KPJ REIT ("AL-AQAR") HELD BY KPJ AND ITS SUBSIDIARIES TO THE SHAREHOLDERS OF KPJ ON THE BASIS OF TWENTY THREE (23) UNITS IN AL-AQAR FOR EVERY HUNDRED (100) ORDINARY SHARES OF RM1.00 EACH HELD IN KPJ ("PROPOSED DISTRIBUTION")

"THAT approval be and is hereby given for the Company to undertake and implement the Proposed Distribution, AND THAT the Board of Directors of the Company be and is hereby authorized to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Distribution with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interests of the Company." (See Note g) **(Resolution 9)**

8. ORDINARY RESOLUTION 3

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE ON EXISTING RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF RRPT MANDATE")

"THAT authority be and is hereby given in line with Chapter 10.09 of the Listing Requirements of Bursa Securities ("Listing Requirements") for the Company, its subsidiaries or any of them, to renew the shareholders' mandate for RRPT of a revenue or trading nature for any of the aforesaid companies to enter into and to give effect to the specified RRPT, all with the particulars of which are set out in the Circular to Shareholders dated 27 April 2009 ("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

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

- the conclusion of the next 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
- 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
- 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 Renewal of RRPT Mandate." (See Note h) **(Resolution 10)**

9. ORDINARY RESOLUTION 4

PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN ORDINARY SHARES

"THAT, subject always to the Act, the provisions of the Articles of Association of the Company and the Listing Requirements and any other relevant 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:

- 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;
- 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
- 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:
 - cancel the Shares so purchased; or
 - retain the Shares so purchased as Treasury Shares and held by the Company; or
 - 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:

- the conclusion of the next AGM of the Company 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
- 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
- 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." (See Note i) **(Resolution 11)**

- To transact any other business of which due notice shall have been given.

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 : 27 April, 2009

NOTES:

- 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 and the provision of Section 149(1)(b) of Companies Act, 1965 need not be complied with.
- 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, under its common seal or in other manner approved by its Board of Directors.
- Where a member of the Company is an Authorised Nominee as defined under the Central Depositories Act 1991, he may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- Any alteration made in this form should be initiated 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: 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.
- The proposed Resolution 8 if passed is primarily to give flexibility to the Board to issue and allot shares to staff who exercised their Employees Share Option Scheme (ESOS) during the year. In order to facilitate the process, it is thus appropriate that the Directors be authorised to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes.
- The proposed Resolution 9 if passed is primarily to authorise the Company to distribute the units to its shareholders based on their respective shareholdings in KPJ as at an entitlement date to be determined and announced later.
- The proposed Resolution 10 if passed is primarily to authorise the Company and its/unlisted subsidiaries to enter into arrangements or transactions with Related Parties, particulars of which are set out in Section 2.3 and 2.4 of the Circular to Shareholders dated 27 April 2009 circulated together with this Annual Report, which are necessary for the day-to-day operations of the Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally made to the public.
- The proposed Resolution 11 if passed will enable the Company to utilise any of its surplus financial resources to purchase its own shares from the market.