



## 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 Tanjung Puteri 303, Level 3, Persada Johor International Convention Centre, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Monday, 21 December 2009 at 12.30 p.m., to consider and if thought fit, to pass the following resolutions with or without modifications:-

#### **ORDINARY RESOLUTION 1**

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY EXISTING ONE (1) ORDINARY SHARE OF RM1.00 EACH IN KPJ INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN KPJ ("SHARES") INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN KPJ ("SHARES") ("PROPOSED SHARE SPLIT")**

"**THAT**, subject to the passing of the Special Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, approvals of all relevant authorities or parties (if required) and approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") for the Proposed Share Split as well as for the listing of and quotation for all new ordinary shares of RM0.50 each in the Company ("Shares") on the Main Market of Bursa Securities, approval be and hereby given to the Board of Directors of the Company ("Board") to subdivide each of the existing ordinary shares of RM1.00 each of the Company, held by registered shareholders of KPJ whose names appear in the Record of Depositories as at the close of business on a date to be determined by the Board and announced later ("Entitlement Date"), into two (2) ordinary shares of RM0.50 each which will be fully paid up.

**AND THAT** the Shares shall, upon allotment and issue, rank pari passu in all respects with each other.

**AND THAT** the Board be and is hereby empowered and authorised to deal with any fractional entitlement and fraction of a Share that may arise from the Proposed Share Split in such a manner as it shall in their absolute discretion deem fit and in the interest of the Company; and

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Share Split."

#### **ORDINARY RESOLUTION 2**

**PROPOSED BONUS ISSUE OF UP TO 105,525,308 NEW SHARES ("BONUS SHARES"), TO BE CREDITED AS FULLY-PAID UP BY KPJ, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FOUR (4) SHARES HELD ("PROPOSED BONUS ISSUE")**

"**THAT**, subject to the passing of the Special Resolution 1, Ordinary Resolution 1 and Ordinary Resolution 3, approvals of all relevant authorities or parties (if required) and the approval of Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities, authority be and is hereby given to the Board to capitalise from the Company's share premium and/or retained earnings account a sum of up to RM52,762,654, and that the same be applied in making payment in full at par of up to 105,525,308 Bonus Shares in the share capital of the Company;

**AND THAT** such Bonus Shares be allotted and distributed as fully paid amongst persons who are registered as shareholders of the Company on the Entitlement Date, on the basis of one (1) Bonus Share for every four (4) KPJ Shares held then by such shareholders after accounting for the Proposed Share Split on the Entitlement Date;

**AND THAT** the Board be and is hereby empowered and authorised to deal with any fractional entitlement and fraction of a Bonus Share that may arise from the Proposed Bonus Issue in such a manner as it shall in their absolute discretion deem fit and in the interest of the Company;

**AND THAT** such Bonus Shares shall upon allotment and issue, rank pari passu in all respects with the existing Shares save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of the allotment of the Bonus Shares; and

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Bonus Issue."

#### **ORDINARY RESOLUTION 3**

**PROPOSED ISSUE OF UP TO 131,906,635 FREE WARRANTS IN KPJ ("FREE WARRANTS") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY FOUR (4) SHARES HELD ("PROPOSED FREE WARRANTS ISSUE")**

"**THAT**, subject to the passing of the Special Resolution 1, Ordinary Resolution 1 and Ordinary Resolution 2, approvals of all relevant authorities or parties (if required) and the approvals of Bursa Securities for the admission of the Free Warrants to the Main Market of Bursa Securities as well as for the listing of and quotation for the Free Warrants and the new Shares arising from the exercise of the Free Warrants on the Main Market of Bursa Securities, authority be and is hereby given to the Board to allot and distribute the Free Warrants amongst persons who are registered as shareholders of the Company on the Entitlement Date, on the basis of one (1) Free Warrant for every four (4) KPJ Shares held then by such shareholders after accounting for the Proposed Share Split and the Proposed Bonus Issue on the Entitlement Date;

**AND THAT** the Board be and is hereby empowered and authorised to deal with any fractional entitlement and fraction of a Free Warrants that may arise from the Proposed Free Warrants Issue in such a manner as it shall in their absolute discretion deem fit and in the interest of the Company;

**AND THAT** the Board to allot and issue such appropriate number of new Shares arising from the any exercise by the holders of the Free Warrants of their rights under any such Free Warrants in accordance with the provisions of the deed poll constituting the Free Warrants dated 29 October 2009; and

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Free Warrants Issue with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Free Warrants Issue."

#### **SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF KPJ TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED SHARE SPLIT ("PROPOSED MA AMENDMENTS")**

"**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 above, the Memorandum of Association of the Company be amended by deleting the existing Clause 5 in its entirety and substituting thereof the following new Clause 5 to facilitate the implementation of the Proposed Share Split:

Proposed Clause 5

"The capital of the Company is RM500,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed."

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed MA Amendments with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed MA Amendments."

**By Order of the Board**

**SALMAH BINTI HJ ABD WAHAB (LS 02140)**  
**IDHAM JIHADI BIN ABU BAKAR, ACIS (MAICSA 7007381)**  
Secretaries

Johor Bahru  
26 November 2009

#### **Notes:-**

- a. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him.*
- b. 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.*
- c. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, 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.*