



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Nineteenth (19th) Annual General Meeting ("AGM") of KPJ Healthcare Berhad ("KPJ" or the "Company") will be held at the Permata Ballroom, Level B2, The Puteri Pacific Hotel, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Monday, 25 June 2012 at 12.00 pm for the purpose of transacting the following businesses:-

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2011 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors retire in accordance with the Articles of Association of the Company:-
  - i. Datin Paduka Siti Sa'diah Sh Bakir (Article 96) **(Resolution 2)**
  - ii. Zainah Binti Mustafa (Article 96) **(Resolution 3)**
  - iii. Rozan Bin Mohd Sa'at (Article 96) **(Resolution 4)**
  - iv. Amiruddin Bin Abdul Satar (Article 97) **(Resolution 5)**
  - v. Abd Razak Bin Haron (Article 97) **(Resolution 6)**
3. To consider, and if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act 1965:-
  - i. That Datuk Dr Hussein Bin Awang, who is above the age of seventy (70) years, be and is hereby re-appointed as Director and to hold office until the next Annual General Meeting of the Company." **(Resolution 7)**
  - ii. That Dr Young Fook Ngian, who is above the age of seventy (70) years, be and is hereby re-appointed as Director and to hold office until the next Annual General Meeting of the Company." **(Resolution 8)**
4. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2011. **(Resolution 9)**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 10)**

### 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** **(Resolution 11)**

"THAT pursuant to Section 132D of the Companies Act, 1965 ("Act"), the Articles of Association of the Company and subject to the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered to issue shares of the Company, from time to time, 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 percent (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 Annual General Meeting of the Company. (See Note f)

7. **ORDINARY RESOLUTION 2**  
**PROPOSED RENEWAL OF THE SHARE BUY-BACK AUTHORITY ("PROPOSED SHARE BUY BACK")** **(Resolution 12)**

"THAT, subject to Section 67A of the Act, Part IIIA of the Companies Regulations 1966, the provisions of the Articles of Association of the Company, the Main Market Listing Requirements ("Listing Requirements") of the Bursa Securities and any other applicable laws, rules, regulations and guidelines at any point in time in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares of RM0.50 each in the Company's issued and paid-up capital on Bursa Securities subject to the following:-

- a. The maximum number of shares which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any point in time 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;
- b. 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
- c. 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:-
  - i. cancel the shares so purchased; or
  - ii. retain the shares so purchased as Treasury Shares and held by the Company; or
  - iii. retain part of the shares so purchased as Treasury Shares and cancel the remainder,
  - iv. distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

**AND THAT** the authority conferred by this resolution shall continue to be in force until:-

- a. the conclusion of the next Annual General Meeting ("AGM") of the Company at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution passed either unconditionally; or
- b. 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
- c. revoked or varied by a resolution passed by the shareholders of the Company in general meeting,

whichever is earlier.

**AND THAT** the Directors of the Company be and are authorised to take all such steps 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 g)

8. **ORDINARY RESOLUTION 3**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **(Resolution 13)**

"THAT subject always to the provisions of the Act, the Memorandum & Articles of Association of the Company, Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries, to

- a. enter into new Recurrent Related Party Transactions of a Revenue or Trading Nature; and
- b. renew the shareholders' mandate for recurrent Related Party Transactions of a Revenue or Trading nature for any of the aforesaid companies to enter into and give effect to the specified Recurrent related Party Transactions;

all with the particulars of which are set out in the Section 2.3 and 2.4, Part B of the Circular to Shareholders dated 1 June 2012 ("Circular") with the Related Parties as described in the Circular, provided that such transactions are:-

- a. recurrent transactions of a revenue or trading nature;
- b. necessary for the day-to-day operations of the Company and/or its subsidiaries;
- c. carried out in 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
- d. not detrimental to the minority shareholders of the Company;

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

- a. 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
- b. 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
- c. 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 Shareholders' Mandate." (See Note h)

9. **SPECIAL RESOLUTION**  
**PROPOSED AMENDMENTS**

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in the Circular to Shareholders be and are hereby approved." (See Note i) **(Special Resolution)**

10. 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 0002140)  
ROHAYA BINTI JAAFAR (LS 0008376)

**Secretaries**

Johor Bahru  
Dated : 1 June 2012

### 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. 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.
- 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. 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.
- d. Any alteration made in this form should be initiated by the person who signs it.
- e. 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, 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.
- f. The proposed Resolution 11 if passed is primarily to give flexibility to the Directors to issue up to a maximum amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within the next AGM required by law to be held, whichever is earlier.
  - i. The mandate sought under Resolution 11 is a renewal of an existing mandate particularly on the conversion of KPJ warrants into ordinary shares of RM0.50 at the price of RM1.70 per share
  - ii. The proceeds raised from the previous mandate were RM85,307,047.20
  - iii. The proceeds were utilized for working capital purposes
  - iv. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
- g. The proposed Resolution 12 if passed will enable the Company to utilise any of its surplus financial resources to purchase its own shares from the market.
- h. The proposed Resolution 13 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 1 June 2012 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.
- i. The Special Resolution, if passed, will render the Articles of Association of the Company to be in line with the Listing Requirements of Bursa Securities and to update the Articles of Association of the Company to be consistent with the prevailing laws, guidelines or requirements of the relevant authorities.