

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser immediately.

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KPJ HEALTHCARE BERHAD

(Registration No. 199201015575 (247079-M))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR
ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**

The resolution in respect of the above proposal will be tabled as Special Business at the Twenty-Eighth Annual General Meeting (“**28th AGM**”) of KPJ Healthcare Berhad (“**KPJ**” or “**the Company**”) which to be conducted entirely through live streaming from the Broadcast Venue at Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Tuesday, 22 June 2021 at 11.00 a.m. or any adjournment thereof. The Notice of the 28th AGM together with the Form of Proxy are set out in the Annual Report 2020 of the Company which are also available to be downloaded from the Company’s website together with this Circular at <https://kpj.listedcompany.com/ar.html>.

As a shareholder, you are encouraged to go online, participate, and vote at the 28th AGM using the Remote Participation and Voting Facilities as the Company will be conducting its 28th AGM entirely through live streaming and online remote voting. If you wish to appoint a proxy to participate and vote on your behalf, you may deposit your Form of Proxy at the office of the Poll Administrator, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, alternatively, you may lodge your Form of Proxy by electronic means via TIIH Online website at <https://tiih.online>, not less than twenty-four (24) hours before the time set for holding the 28th AGM indicated below or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating the 28th AGM and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Monday, 21 June 2021 at 11.00 a.m.
Date and time of 28th AGM : Tuesday, 22 June 2021 at 11.00 a.m.

This Circular is dated 21 May 2021

DEFINITIONS

Except where the context otherwise requires or where otherwise defined herein, the following terms and abbreviations shall apply throughout this Circular:-

- “Act”** : Companies Act 2016, as amended from time to time and any re-enactment thereof
- “AGM”** : Annual General Meeting
- “Annual Report 2020”** : Annual Report of the Company for the financial year ended 31 December 2020
- “Board”** : Board of Directors of KPJ
- “Bursa Securities”** : Bursa Malaysia Securities Berhad
- “Circular”** : This Circular to Shareholders of KPJ dated 21 May 2021
- “Constitution”** : The Constitution of KPJ, as amended from time to time
- “COVID-19”** : Coronavirus disease
- “Director”** : Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of the company or any other company which is its subsidiary or holding company, or a chief executive officer of the company, its subsidiary or holding company
- “EPS”** : Earnings per share
- “FYE(s)”** : Financial year(s) ended/ending, as the case may be
- “Interested Directors”** : The directors of KPJ who are deemed interested in the Proposed Shareholders’ Mandate as disclosed in Section 6 of this Circular
- “Interested Major Shareholder(s)”** : The major shareholder(s) of KPJ who is/are deemed interested in the Proposed Shareholders’ Mandate as disclosed in Section 6 of this Circular
- “JCorp”** : Johor Corporation, a body corporate established under the Johor Corporation Enactment No. 4, 1968 (as amended by Enactment No. 5, 1995)
- “JCorp Group”** : JCorp and its subsidiaries and associated companies
- “KPJ” or “the Company”** : KPJ Healthcare Berhad
- “KPJ Group” or “the Group”** : KPJ and its subsidiary companies
- “KPJ Share(s)” or “Share(s)”** : Ordinary share(s) of KPJ
- “Listing Requirements”** : Main Market Listing Requirements of Bursa Securities

DEFINITIONS (CONT'D)

- “LPD”** : 26 April 2021, being the latest practicable date prior to the printing of this Circular
- “Major Shareholder”** : A person, who includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company, has an interest or interests in one (1) or more voting shares in the Company and the total number of voting shares, or the aggregate of the total number of those voting shares, is:-
- (a) 10% or more of the total number of voting shares in the Company; or
- (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company
- For the purpose of this definition “interest in shares” shall have the meaning given in Section 8 of the Act
- “NA”** : Net Assets
- “Proposed New Shareholders’ Mandate”** : Proposed new shareholders’ mandate for KPJ Group to enter into additional recurrent related party transactions of a revenue or trading nature
- “Proposed Renewal of Existing Shareholders’ Mandate”** : Proposed renewal of existing shareholders’ mandate for KPJ Group to enter into recurrent related party transactions of a revenue or trading nature
- “Proposed Shareholders’ Mandate”** : Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate
- “Related Party(ies)”** : Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s) who are interested in the RRPT(s) as set out in Section 2.3 of the Circular
- “RM” and “sen”** : Ringgit Malaysia and sen, respectively
- “RRPT(s)”** : Recurrent related party transaction(s) of a revenue or trading nature of KPJ Group which are necessary for the day-to-day operations and in the ordinary course of business of KPJ Group as specified in Section 2.4 of the Circular
- “Treasury Shares”** : 162,306,700 treasury shares held by KPJ as at LPD

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DEFINITIONS (CONT'D)

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and vice versa. References to persons shall include corporations, unless otherwise specified.

All references to “you” or “your” in this Circular are to the shareholders of the Company.

Any reference in this Circular to any enactment or guidelines is a reference to that enactment or guidelines as for the time being amended or re-enacted.

Any reference to the time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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KPJ HEALTHCARE BERHAD

(Registration No. 199201015575 (247079-M))

(Incorporated in Malaysia)

Registered Office:

Level 17
Menara KPJ
238, Jalan Tun Razak
50400 Kuala Lumpur
Malaysia

21 May 2021

Board of Directors:

Dato' Yusli bin Mohamed Yusoff	<i>(Independent Non-Executive Chairman)</i>
Ahmad Shahizam bin Mohd Shariff	<i>(Managing Director)</i>
Christina Foo	<i>(Independent Non-Executive Director)</i>
Datuk Mohd Radzif bin Mohd Yunus	<i>(Independent Non-Executive Director)</i>
Mohamed Ridza bin Mohamed Abdulla	<i>(Independent Non-Executive Director)</i>
Dato' Mohd Redza Shah bin Abdul Wahid	<i>(Independent Non-Executive Director)</i>
Khairuddin bin Jaflus	<i>(Independent Non-Executive Director)</i>
Prof Dato' Dr Azizi bin Haji Omar	<i>(Non-Independent Non-Executive Director)</i>
Dato' Dr Ngun Kok Weng	<i>(Non-Independent Non-Executive Director)</i>
Dato' Dr Sivamohan a/l S.Namasivayam	<i>(Non-Independent Non-Executive Director)</i>
Rozaini bin Mohd Sani	<i>(Non-Independent Non-Executive Director)</i>
Shamsul Anuar bin Abdul Majid	<i>(Non-Independent Non-Executive Director)</i>

To: The Shareholders of KPJ

Dear Sir/Madam,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the Twenty-Seventh AGM of the Company held on 9 July 2020, the Company had obtained a general mandate from its shareholders for the Group to enter into RRPT(s) with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental of the minority shareholders, which are necessary for KPJ Group's day-to-day operations.

In accordance with the Listing Requirements, the aforesaid mandate is subject to annual renewal and will lapse at the conclusion of the forthcoming Twenty-Eighth ("28th") AGM, unless authority for its renewal is obtained from the shareholders of KPJ.

On 23 April 2021, the Company had announced to Bursa Securities its intention to seek shareholders' approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements at the forthcoming 28th AGM of the Company.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE, TO SET OUT THE RECOMMENDATION OF THE BOARD THEREON AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 28TH AGM UNDER THE AGENDA OF SPECIAL BUSINESS.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 28TH AGM.

2. PROPOSED SHAREHOLDERS' MANDATE

2.1 Details of the Proposed Shareholders' Mandate

Pursuant to Paragraph 10.09(2), Part E of Chapter 10 of the Listing Requirements, a listed issuer may seek a mandate from its shareholders for RRPT(s), which are necessary for its day-to-day operations, subject to, inter alia, the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1)(a) of the Listing Requirements;
- (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the interested director, major shareholder or person connected with a director of major shareholder and where it involves the interest of the person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution to approve the transactions. An interested director or major shareholder must ensure that person connected with him abstain from voting on the resolution approving the transactions; and
- (v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT(s) disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate in respect of RRPT(s) pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions under Paragraph 10.08 of the Listing Requirements shall not apply to the RRPT(s) which are comprised in the said mandate during the validity period of the mandate.

The shareholder's mandate for the RRPT(s) is also subject to the following:-

- (a) the transactions are conducted on normal commercial terms;
- (b) the transactions are not detrimental to the minority shareholders;
- (c) the transactions are conducted on arm's length basis; and
- (d) details of the transactions containing the information as set out in Annexure PN12-A of the Listing Requirements are set out in the circular.

It is anticipated that KPJ Group would, in the ordinary course of its business, enter into the RRPT(s) which are necessary for its day-to-day operations with the classes of Related Parties which are disclosed in Section 2.3 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board is seeking the shareholders' mandate which would allow the Group to enter into RRPT(s) with the Related Parties as specified in Section 2.4 of this Circular provided that such transactions are necessary for the day-to-day operations of the Group, in the ordinary course of its business carried out based on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of its minority shareholders.

The Proposed Shareholders' Mandate, if approved by the shareholders at the forthcoming 28th AGM, will be subject to annual review and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

2.2 Principal Activities of KPJ Group

KPJ is principally an investment holding company while the principal activities of its subsidiaries include the operation of specialist hospitals, trading of pharmaceutical and consumer healthcare products, provision of pathology and laboratory services and a private nursing university college. Details of the subsidiaries and associates of the Company as at LPD are set out below:-

<u>Name of company</u>	<u>Effective interest %</u>	<u>Principal activities</u>
Kumpulan Perubatan (Johor) Sdn. Bhd.	100	Managing and investment holding company for medical sector
Point Zone (M) Sdn. Bhd.	100	Providing treasury management services to the companies within the group
Tawakal Holdings Sdn. Bhd.	100	Investment holding company
Johor Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Ipoh Specialist Hospital Sdn. Bhd.	99	Operating as a specialist hospital
Pusat Pakar Tawakal Sdn. Bhd.	100	Operating as a specialist hospital
Puteri Specialist Hospital (Johor) Sdn. Bhd.	100	Dormant

Name of company	Effective interest %	Principal activities
<u>Subsidiaries of Kumpulan Perubatan (Johor) Sdn. Bhd.</u>		
Ampang Puteri Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Bandar Baru Klang Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Kajang Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Maharani Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Pasir Gudang Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Penang Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Pusat Pakar Kluang Utama Sdn. Bhd.	100	Operating as a specialist hospital
Rawang Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Sentosa Medical Centre Sdn. Bhd.	100	Operating as a specialist hospital
Sibu Medical Centre Corporation Sdn. Bhd.	100	Operating as a specialist hospital
SMC Healthcare Sdn. Bhd.	100	Operating as a specialist hospital
PT Khidmat Perawatan Jasa Medika	80	Operating as a specialist hospital
PT Khasanah Putera Jakarta Medica	75	Operating as a specialist hospital
Kuching Specialist Hospital Sdn. Bhd.	70	Operating as a specialist hospital
Miri Specialist Hospital Sdn. Bhd.	70	Operating as a specialist hospital
Pahang Specialist Hospital Sdn. Bhd.	70	Operating as a specialist hospital
Perdana Specialist Hospital Sdn. Bhd.	61	Operating as a specialist hospital
Perlis Specialist Hospital Sdn. Bhd.	60	Operating as a specialist hospital
Selangor Specialist Hospital Sdn. Bhd.	60	Operating as a specialist hospital
Advanced Health Care Solutions Sdn. Bhd.	100	Providing healthcare information system services
Crossborder Aim (M) Sdn. Bhd.	100	Investment holding company
Crossborder Hall (M) Sdn. Bhd.	100	Investment holding company
Healthcare Technical Services Sdn. Bhd.	51	Providing management and engineering maintenance services for specialist hospital
Kota Kinabalu Wellness Sdn. Bhd.	100	Operating as an assisted living care, after birth care and rehabilitation centre

Name of company	Effective interest %	Principal activities
<u>Subsidiaries of Kumpulan Perubatan (Johor) Sdn. Bhd. (Cont'd)</u>		
KPJ Ambulatory Care Centre Sdn. Bhd.	100	Management and operation of ambulatory care centre
KPJ Dhaka (Pte) Ltd	100	Providing management services to a specialist hospital
KPJ Eyecare Specialist Sdn. Bhd.	100	Providing medical and consultancy services in eye care
KPJ Healthcare University College Sdn. Bhd.	100	Operating as a private university college of nursing and allied health
KPJ HealthShoppe Sdn. Bhd.	100	Operating as pharmacy retail outlet
KPJ Medik TV Sdn. Bhd.	100	Operating as medical service provider
Kuantan Wellness Center Sdn. Bhd.	100	Operating as a dialysis and aged-care centre
Lablink (M) Sdn. Bhd.	51	Providing pathology and laboratory services
PharmaCARE Sdn. Bhd.	100	Providing human resource, training services and rental of human resource information system
Pharmaserv Alliances Sdn. Bhd.	100	Marketing and distributing medical and pharmaceutical products
PT Al-'Aqar Bumi Serpong Damai	100	Operating as building management company
PT Al-'Aqar Permata Hijau	100	Operating as building management company
Sibu Geriatric Health & Nursing Centre Sdn. Bhd.	100	Operating and managing an aged care facilities
Sterile Services Sdn. Bhd.	100	Providing sterile services
Fabricare Laundry Sdn. Bhd.	98	Providing laundry services
DTI Resources Sdn. Bhd.	94	Providing information technology related services and rental of software
Healthcare IT Solutions Sdn. Bhd.	100	Providing healthcare information technology services
Pride Outlet Sdn. Bhd.	75	Providing maintenance services for medical equipment
Skop Yakin (M) Sdn. Bhd.	100	Marketing and distributing general merchandise

Name of company	Effective interest %	Principal activities
<u>Subsidiaries of Kumpulan Perubatan (Johor) Sdn. Bhd. (Cont'd)</u>		
Total Meal Solution Sdn. Bhd.	70	Providing central kitchen services
Teraju Farma Sdn. Bhd.	65	Marketing and distributing medical and pharmaceutical products
Jeta Gardens (Qld) Pty Ltd	57	Providing retirement village and aged care facilities
BDC Specialist Hospital Sdn. Bhd.	100	Operating as a building management company
Massive Hybrid Sdn. Bhd.	100	To be operating as a specialist hospital
UTM KPJ Specialist Hospital Sdn. Bhd.	100	To be operating as a specialist hospital
Damansara Specialist Hospital Sdn. Bhd.	100	Dormant
Seremban Specialist Hospital Sdn. Bhd.	100	Dormant
Taiping Medical Centre Sdn. Bhd.	100	Dormant
Bayan Baru Specialist Hospital Sdn. Bhd.	100	Dormant
Energy Excellent Sdn. Bhd.	100	Dormant
KPJ Education Services Sdn. Bhd.	100	Dormant
Pharmacare Surgical Technologies (M) Sdn. Bhd.	100	Dormant
Freewell Sdn. Bhd.	80	Dormant
<u>Subsidiary of Johor Specialist Hospital Sdn. Bhd.</u>		
Bandar Dato Onn Specialist Hospital Sdn. Bhd.	100	Operating as a specialist hospital
Kluang Specialist Hospital Sdn. Bhd.	100	Operating as a building management company
<u>Subsidiary of Ipoh Specialist Hospital Sdn. Bhd.</u>		
Sri Manjung Specialist Centre Sdn. Bhd.	100	Operating as a specialist hospital
<u>Subsidiary of Selangor Specialist Hospital Sdn. Bhd.</u>		
Pusrawi SMC Sdn. Bhd.	52	Operating as a polyclinic
<u>Subsidiary of SMC Healthcare Sdn. Bhd.</u>		
Amity Development Sdn. Bhd.	100	Dormant

Name of company	Effective interest %	Principal activities
<u>Subsidiary of Pharmaserv Alliances Sdn. Bhd.</u>		
Malaysian Institute of Healthcare Management Sdn. Bhd.	75	Dormant
<u>Subsidiary of KPJ Healthcare University College Sdn. Bhd.</u>		
KPJ Education (M) Sdn. Bhd.	100	Operating as a college and training centre
<u>Subsidiaries of Jeta Gardens (Qld) Pty Ltd</u>		
Jeta Gardens Aged Care (Qld) Pty Ltd	100	Operating and managing an aged care facility
Jeta Gardens Management (Qld) Pty Ltd	100	Dormant
<u>Associates of KPJ</u>		
Damansara REIT Managers Sdn. Berhad ^(a)	-	Manager of Al-`Aqar Healthcare REIT
Al-`Aqar Healthcare REIT	37	Real estate investment trust
<u>Associates of Kumpulan Perubatan (Johor) Sdn. Bhd.</u>		
Kedah Medical Centre Sdn. Bhd.	46	Operating as a specialist hospital
Vejthani Public Company Limited	23	Operating as an international specialist hospital

Note:-

^(a) Entity over which the Company exercises significant influence by virtue of its board representation in Damansara REIT Managers Sdn. Berhad, which controls Al-`Aqar Healthcare REIT.

2.3 Classes of RRPT(s) for the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will apply to transactions with the following classes of Related Parties:-

Transacting Party ^(a)	Nature of RRPT	Classes of Related Party and Nature of Interest ^(a)
JCorp Group (excluding Al-`Aqar Healthcare REIT ("Al-`Aqar") and Al-Salām Real Estate Investment Trust ("Al-Salām"))	<ul style="list-style-type: none"> ▪ Registrar fees ▪ Contract management and advisory fees of KPJ projects development ▪ Building management service fees payable for Menara KPJ in Kuala Lumpur ▪ Insurance coverage payable ▪ Fees payable for both project management services for the construction of hospital buildings and maintenance of non-medical equipment such as lifts and firefighting equipment 	<p><u>Major Shareholder</u></p> <ul style="list-style-type: none"> ▪ JCorp <p>KPJ is 36.07%-owned by JCorp as at LPD.</p> <p>KPJ and JCorp (via KPJ) are also the major unitholders of Al-`Aqar. Damansara REIT Managers Sdn. Berhad ("DRMSB"), the manager of Al-`Aqar and Al-Salām, is also indirectly wholly-owned by JCorp.</p>

	<ul style="list-style-type: none"> ▪ Security services fees payable ▪ Purchase of food and beverage consumables ▪ Hotel accommodation ▪ Training and seminars ▪ Medical services provided to JCorp Group's employees as panel hospital ▪ Landscape ▪ Rental payable for renting of land for car park 	<p>Directors</p> <ul style="list-style-type: none"> ▪ Dato' Mohd Redza Shah bin Abdul Wahid ▪ Rozaini bin Mohd Sani ▪ Shamsul Anuar bin Abdul Majid <p>Dato' Mohd Redza Shah bin Abdul Wahid is deemed interested as he is a Director of DRMSB (the manager of Al-`Aqar and Al-Salām, is also indirectly wholly-owned by JCorp) and also a Director of KPJ, which is a major unitholder of Al-`Aqar.</p> <p>Rozaini bin Mohd Sani and Shamsul Anuar bin Abdul Majid are deemed interested directors as they are persons connected to JCorp by virtue of them being Directors of the Company nominated by JCorp and being part of the senior management of JCorp.</p>
Al-`Aqar (represented by its trustee, AmanahRaya Trustees Berhad (“ART”) and managed by DRMSB, a wholly-owned subsidiary of Damansara Assets Sdn. Bhd. (“DASB”), which in turn is a wholly-owned subsidiary of JCorp. Al-`Aqar Australia Pty Ltd (“Al-`Aqar Australia”) is a wholly-owned subsidiary of Al-`Aqar.)	Rental payable for renting of retirement village building and aged care facility in Australia and lease of hospitals together with the land.	
Al-Salām (represented by its trustee, ART and managed by DRMSB, a wholly-owned subsidiary of DASB, which in turn is a wholly-owned subsidiary of JCorp. Al-Salām is a 57.56%-owned subsidiary of JCorp via its direct (4.21%) and indirect interest (53.35%).)	Rental payable for renting of premises for the operations of Puteri Nursing College and Malaysian College of Hospitality and Management.	
Damansara Holdings Berhad (formerly known as Damansara Realty Berhad) (“DBhd”) and its subsidiaries and associated companies (collectively, “DBhd Group”). JCorp has an indirect interest of 13.81% in DBhd.	<ul style="list-style-type: none"> ▪ Rental income for renting of land for car park ▪ Housekeeping contract fees payable ▪ Rental income for renting of office 	

Note:-

^(a) Based on position as at LPD.

2.4 Nature of RRPT(s) for the Proposed Shareholders' Mandate

(a) The Proposed Renewal of Existing Shareholders' Mandate will apply to the following Related Parties:-

Transacting Party	Nature of RRPT	Estimated aggregate value from the forthcoming AGM to the next AGM ^(a) (RM'000)	Actual value transacted from 9 July 2020 (date of last AGM) up to the LPD "Actual Value" (RM'000)	Estimated aggregate value as disclosed in the preceding year's circular to shareholders dated 10 June 2020 "Estimated Value" (RM'000)	Deviation where Actual Value exceeds Estimated Value by 10% or more (RM'000)
JCorp Group (except for Al-'Aqar and Al-Salām)	<ul style="list-style-type: none"> • Secretarial fees and registrar fees • Contract management and advisory fees of KPJ projects development • Building management service fees payable for Menara KPJ in Kuala Lumpur • Insurance coverage payable • Fees payable for both project management services for the construction of hospital buildings and maintenance of non-medical equipment such as lifts and firefighting equipment • Security services fees payable • Purchase of food and beverage consumables • Hotel accommodation • Training and seminars • Medical services provided to JCorp Group's employees as panel hospital 	400 [#] * - 1,400 6,000 * - 6,000 1,000 - * 400 6,000	775 160 1,280 4,480 1,512 4,320 674 5 220 3,570	1,000 460 1,400 5,800 4,000 6,000 1,060 10 635 10,000	- - - - - - - - - -
Al-'Aqar and its subsidiary, Al-'Aqar Australia	<ul style="list-style-type: none"> • Rental payable for renting of retirement village building and aged care facility in Australia and lease of hospitals together with the land 	17,000	14,890	17,000	-
Al-Salām	<ul style="list-style-type: none"> • Rental payable for renting of premises for the operations of Puteri Nursing College and Malaysian College of Hospitality and Management 	2,700	1,870	2,700	-
DBhd Group	<ul style="list-style-type: none"> • Rental income for renting of land for car park • Housekeeping contract fees payable • Rental income for renting of office 	2,000 16,000 20	1,750 14,150 16	2,300 18,000 20	- - -
	Total	59,320	49,965	70,385	-

2.4 Nature of RRPT(s) for the Proposed Shareholders' Mandate (Cont'd)

(b) The Proposed New Shareholders' Mandate will apply to the following Related Parties:-

Transacting Party	Nature of RRPT	Estimated aggregate value from the forthcoming AGM to the next AGM ^(a) (RM'000)
JCorp Group (except for Al- Aqar and Al-Salam)	<ul style="list-style-type: none">• Landscape• Rental payable for renting of land for car park	200 200
	Total	400

Notes:-

^(a) The actual value of the transactions may vary from the estimated value disclosed above.

Shareholders' mandate is sought for the transaction on registrar fees only at the forthcoming AGM.

* The Board had considered that no shareholders' mandate is sought for this transaction at the forthcoming AGM.

2.5 Amount due from and owing to KPJ Group by its Related Parties pursuant to the RRPT(s)

As at LPD, there is no amount due from and owing to KPJ Group by its Related Parties pursuant to the RRPT(s) for the FYE 31 December 2020 which have exceeded the normal credit terms of the KPJ Group.

2.6 Review Procedures for RRPT(s)

The Company has established the following internal review procedures to ensure that the RRPT(s) are undertaken on an arm's length basis and on normal commercial terms consistent with the Group's usual business practices and policies, which are not more favourable to the Related Parties than those generally available to third parties/public and are not to the detriment of the minority shareholders:-

- (i) in determining the pricing for the RRPT(s), the Group transacts at the prevailing market rates/prices for services or products, on the service or product providers' usual commercial terms, and otherwise in accordance with applicable industry norms;
- (ii) at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties;
- (iii) all RRPT(s) are subject to the following limit of approval:-
 - value below RM1,000,000.00 must be reviewed and approved by KPJ Group Management Committee;
 - value above RM1,000,000.00 but below RM5,000,000.00 must be reviewed and approved by the Investment Committee;
 - value above RM1,000,000.00 but below RM20,000,000.00 must be reviewed and approved by the Development and Procurement Committee; or
 - value above RM20,000,000.00 must be reviewed and approved by the Board of Directors of the Company
- (iv) if any Director of the KPJ Group has a direct or indirect interest in any particular transaction, he or she will have to abstain from any deliberation and also voting in respect of the said transaction. If a member of the Audit Committee is interested in any transactions, that member of the Audit Committee shall abstain from voting in any matter relating to any decision to be taken by the Audit Committee with respect to such transactions;
- (v) proper records shall be maintained to capture all RRPT(s) of a revenue or trading nature entered into pursuant to the shareholders' mandate to ensure accurate disclosure thereof. Disclosure shall be made in the Annual Report of the Company of the aggregate value of transactions conducted in accordance with the given mandate;
- (vi) the Audit Committee shall have overall responsibility for the determination of the review procedures;
- (vii) the Audit Committee shall review the relevant RRPT(s) of a revenue or trading nature and the existing procedures to ascertain that they have been complied with; and
- (viii) if during the review, the Audit Committee is of the view that the abovementioned procedures are no longer sufficient to ensure that the RRPT(s) undertaken on an arm's length basis and on normal commercial terms that are not more favourable to the Related Party than those normally available to the public, the Audit Committee shall have the discretion to request for additional procedures to be imposed on all the RRPT(s).

2.7 Statement by the Audit Committee

The Audit Committee of the Company has seen and reviewed the procedures established in Section 2.6 above in treatment of RRPT(s) and is of the view that:-

- (i) the said procedures for the RRPT(s) as well as the periodic review to be made by the Audit Committee in relation thereto are sufficient to ensure that the RRPT(s) will be made at arm's length and in accordance with the Company's normal commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders;
- (ii) the Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner; and
- (iii) the Audit Committee will review these procedures and processes on an annual basis.

2.8 Disclosure in Annual Report

A disclosure will be made in accordance with Section 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT(s) entered into during the financial year, amongst others, based on the following information:-

- (i) the type of the RRPT(s) made; and
- (ii) the names of the Related Parties involved in each type of RRPT(s) made and their relationships with the Company.

The above disclosure will be made in the Company's Annual Report for each subsequent financial year after the Proposed Shareholders' Mandate has been approved and renewed.

In addition, if the actual value of the RRPT(s) entered into by the Group exceeds the estimated value of the RRPT(s) disclosed in the circular to the shareholders on the Proposed Shareholders' Mandate by 10% or more, the Company will make an immediate announcement to Bursa Securities.

3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The RRPT(s) to be entered into by the Group with the Related Parties are intended to meet business needs at the best possible terms. The Proposed Shareholders' Mandate also enhances the ability of the Group to explore beneficial business opportunities and promote cross-selling between the Group and the JCorp Group.

The Proposed Shareholders' Mandate, if approved by the shareholders, will eliminate the need to make regular announcements to Bursa Securities or to issue separate circulars to shareholders and to convene separate general meetings on each occasion to seek shareholders' prior approval for the entry by the Group into such transactions. This will substantially reduce administrative time, inconvenience and expenses associated with the making of such announcements and the convening of such general meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

Hence, the Directors are seeking approval from the shareholders on the RRPT(s) as described under Section 2.4 of this Circular.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any material effect on the issued share capital of the Company, substantial shareholders' shareholdings in the Company, NA per share, gearing, EPS as well as the dividend of the Group.

Nevertheless, the Proposed Shareholders' Mandate is in relation to transactions which relate to the KPJ Group's day-to-day operations. Hence, it will impact KPJ Group's financial performance.

5. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to and conditional upon approval being obtained from the shareholders of the Company at the forthcoming 28th AGM.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed in this Circular and below, none of the Directors, Major Shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Shareholders' Mandate:-

(i) Major Shareholders' Interest

JCorp being the Interested Major Shareholder will abstain from voting in respect of its direct and indirect interests in the Company on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming 28th AGM. JCorp has undertaken to ensure that persons connected with it shall abstain from voting on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming 28th AGM in respect of their direct or indirect interests in the Company.

(ii) Directors' Interests

Dato' Mohd Redza Shah bin Abdul Wahid is deemed interested in the Proposed Shareholders' Mandate by virtue of him being a Director of DRMSB (the manager of Al-'Aqar and Al-Salām, is also indirectly wholly-owned by JCorp) and also a Director of KPJ, which is a major unitholder of Al-'Aqar.

Rozaini bin Mohd Sani and Shamsul Anuar bin Abdul Majid are deemed interested in the Proposed Shareholders' Mandate as they are persons connected to JCorp by virtue of them being Directors of the Company nominated by JCorp and being part of the senior management of JCorp.

Dato' Mohd Redza Shah bin Abdul Wahid, Rozaini bin Mohd Sani and Shamsul Anuar bin Abdul Majid shall collectively be referred to as "**Interested Directors**".

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberation, voting and any recommendations relating to the Proposed Shareholders' Mandate at all Board meetings. They will also abstain from voting in respect of their direct and indirect interests, if any, on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 28th AGM.

In addition, the Interested Directors have also undertaken to ensure that persons connected to them shall abstain from voting on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming 28th AGM in respect of their direct and indirect interests in the Company.

The direct and indirect shareholdings of the Interested Major Shareholder and Interested Directors in the Company as at LPD are as follows:-

	Direct Interest		Indirect Interest	
	No. of Shares ('000)	% ^(a)	No. of Shares ('000)	% ^(a)
<u>Interested Major Shareholder</u>				
JCorp	1,545,916	36.07	109,404 ^(b)	2.55

	Direct Interest		Indirect Interest	
	No. of Shares (‘000)	% ^(a)	No. of Shares (‘000)	% ^(a)
<u>Interested Directors</u>				
Dato’ Mohd Redza Shah bin Abdul Wahid	-	-	-	-
Rozaini bin Mohd Sani	-	-	-	-
Shamsul Anuar bin Abdul Majid	-	-	-	-

Notes:-

- ^(a) Based on the total number of issued share capital of 4,285,404,714 ordinary shares (after excluding 162,306,700 Treasury Shares) in the Company as at LPD.
- ^(b) Deemed interested by virtue of its shareholdings in Kulim (Malaysia) Berhad, Johor Ventures Sdn. Bhd., RHB Nominees (Tempatan) Sdn. Bhd. for JCorp Capital Solutions Sdn. Bhd. and Johor Land Berhad pursuant to Section 8(4) of the Act.

7. DIRECTORS’ RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed Shareholders’ Mandate, is of the opinion that the Proposed Shareholders’ Mandate is fair and reasonable and is in the best interest of KPJ Group.

Accordingly, the Board (save for the Interested Directors), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders’ Mandate to be tabled under the Agenda of Special Business at the forthcoming 28th AGM.

8. AGM

In light of the COVID-19 pandemic and as part of the safety measures, the 28th AGM of the Company will be conducted entirely through live streaming from the Broadcast Venue at Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Tuesday, 22 June 2021 at 11.00 a.m. for the purpose of considering, and if thought fit, passing the ordinary resolution to give effect to the Proposed Shareholders’ Mandate as set out in the Notice of the 28th AGM and the Form of Proxy which are available to be downloaded from the Company’s website at <https://kpj.listedcompany.com/ar.html>.

As a shareholder, you are encouraged to go online, participate, and vote at the 28th AGM using the Remote Participation and Voting Facilities. If you wish to appoint a proxy to participate and vote on your behalf, you may deposit your Form of Proxy at the office of the Poll Administrator Tricor Investor & Issuing House Services Sdn. Bhd. or alternatively, you may lodge your Form of Proxy by electronic means via TIIH Online website at <https://tiih.online>. The completed Form of Proxy must be deposited/lodged not less than twenty-four (24) hours before the time set for holding the 28th AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating the 28th AGM and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendices I and II for further information.

Yours faithfully,
For and on behalf of the Board of
KPJ HEALTHCARE BERHAD

CHRISTINA FOO
Independent Non-Executive Director

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of Directors of KPJ and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, KPJ Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business of KPJ Group) during the past two (2) years immediately preceding the date of this Circular:-

- (a) Lease agreement between AmanahRaya Trustees Berhad (as trustee for Al-Aqar Healthcare REIT), Johor Land Berhad and Pasir Gudang Specialist Hospital Sdn. Bhd. dated 26 August 2019 for the lease of a land together with a hospital building erected thereon to be known as "KPJ Batu Pahat Specialist Hospital" ("**Lease Agreement**") upon the terms and conditions of the Lease Agreement; and
- (b) Build and lease agreement between Infra Total Care Sdn. Bhd. ("**Lessor**") and Bandar Baru Klang Specialist Hospital Sdn. Bhd. ("**Lessee**") dated 9 September 2019 ("**Build and Lease Agreement**") for the construction of a hospital on the land ("**Demised Premises**") by the Lessor and for the lease of the said Demised Premises to the Lessee upon the terms and conditions of the Build and Lease Agreement.
- (c) Sale and purchase agreement between Lam Lim Haw, Optimax Healthcare Services Sdn. Bhd., Wilayah Kontact Sdn. Bhd. and Maximgold Venture Sdn. Bhd. (collectively, the "**Vendors**"), and Johor Specialist Hospital Sdn. Bhd. ("**Purchaser**") dated 18 May 2020 for the purchase of 15,500,000 ordinary shares comprising of 100% of the issued and paid-up share capital of Kluang Specialist Hospital Sdn. Bhd. ("**Sale & Purchase Agreement**") upon the terms and conditions of the Sale & Purchase Agreement.

3. MATERIAL LITIGATION

As at LPD, KPJ Group is not engaged in any material litigations, claims or arbitrations, either as plaintiff or a defendant, which will have a material and/or adverse effect on the financial position or business of the Group and the Board is not aware of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of KPJ at Level 17, Menara KPJ, 238, Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia, during normal business hours from Mondays to Fridays (except public holidays) for the period commencing from the date of this Circular to the date of the forthcoming 28th AGM:-

- (i) Constitution of KPJ;
- (ii) Audited consolidated financial statements of the KPJ Group for the past two (2) FYE 31 December 2019 and 2020; and
- (iii) Material contracts referred to in Section 2 of Appendix I.



KPJ HEALTHCARE BERHAD

(Registration No. 199201015575 (247079-M))

(Incorporated in Malaysia)

EXTRACT OF THE NOTICE OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth (28th) Annual General Meeting (“AGM”) of KPJ Healthcare Berhad (“**KPJ**” or the “**Company**”) will be conducted entirely through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“Broadcast Venue”) on Tuesday, 22 June 2021 at 11.00 a.m. to transact the following businesses:

AGENDA

SPECIAL BUSINESS

ORDINARY RESOLUTION 10

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“**THAT** subject always to the provisions of the Act, the Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries (“Group”), to enter into and give effect to the Recurrent Related Party Transactions of a Revenue or Trading nature, all with the particulars of which are set out in the Circular to Shareholders dated 21 May 2021 (“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 Group;
- (c) carried out in the ordinary course of business of the Group, made on an arm’s length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (d) not detrimental to the minority shareholders of the Company;

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

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders’ Mandate is passed, at which time it will 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 to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier;

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of KPJ with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shareholders' Mandate contemplated and/or authorised by this ordinary resolution." (Note 16(ii))

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

HANA BINTI AB RAHIM @ ALI, ACIS (MAICSA 7064336)
Secretary

Kuala Lumpur
Date: 21 May 2021

Notes:-

1. IMPORTANT NOTICE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders WILL NOT BE ALLOWED to attend the 28th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 28th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Guide on 28th AGM and take note of Notes (2) to (14) below in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 15 June 2021. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
3. A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM via RPV.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
9. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Guide on 28th AGM.

10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
- (i) In hard copy form
- In the case of an appointment made in hard copy form, the proxy form must be deposited with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- (ii) By electronic form
- The proxy form can be electronically lodged with the Poll Administrator of the Company via TIIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging the proxy form is Monday, 21 June 2021 at 11.00 a.m..
13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
14. For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
- (a) at least two (2) authorised officers, of whom one shall be a director; or
- (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
16. **EXPLANATORY NOTES ON SPECIAL BUSINESS:**
- (ii) **Agenda 7 – Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders’ Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)**
- The proposed Ordinary Resolution 10 if passed, is primarily to authorise the Company and its subsidiaries (“Group”) to enter into arrangements or transactions with Related Parties, particulars of which are set out in the Circular to Shareholders dated 21 May 2021 (“Circular”) 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 procurement of the Proposed Shareholders’ Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders’ approval as and when potential Recurrent Related Party Transactions arise.
- (iii) **For the Proposed Shareholders’ Mandate, please refer the details in the Circular to Shareholders dated 21 May 2021.**