

Notice of Annual General Meeting



KPJ HEALTHCARE BERHAD
199201015575 (247079-M)

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth (“29th”) Annual General Meeting (“AGM”) of KPJ Healthcare Berhad (“KPJ” or the “Company”) will be conducted virtually using the remote participation and voting (“RPV”) facilities of TIIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781) on Tuesday, 28 June 2022 at 10:00 a.m. to transact the following businesses:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A.
2. To re-elect the following Directors of the Company who retire in accordance with the Constitution of the Company:-

(i) Datuk Md Arif Bin Mahmood	- Rule 96	(Ordinary Resolution 1)
(ii) Dato’ Mohd Shukrie Bin Mohd Salleh	- Rule 96	(Ordinary Resolution 2)
(iii) Annie Binti Rosle	- Rule 96	(Ordinary Resolution 3)
(iv) Hisham Bin Zainal Mokhtar	- Rule 96	(Ordinary Resolution 4)
(v) Lydia Anne Abraham	- Rule 96	(Ordinary Resolution 5)
(vi) Prof Dato’ Dr Azizi Bin Omar	- Rule 95(i)	(Ordinary Resolution 6)
(vii) Khairuddin Bin Jaflus	- Rule 95(i)	(Ordinary Resolution 7)

Please refer to Explanatory Note B.
3. To ratify the payment of Fees of up to RM800,000 for the Non-Executive Directors (“NEDs”) from 1 January 2022 until the conclusion of the 29th AGM of the Company.
Please refer to Explanatory Note C. **(Ordinary Resolution 8)**
4. To approve the payment of Fees of up to RM1,600,000 for the NEDs from the conclusion of the 29th AGM until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note C. **(Ordinary Resolution 9)**
5. To approve the payment of Other Remuneration comprising Committee Fees, Committee Allowances and Meeting Allowances of up to RM1,800,000 for the NEDs from the conclusion of the 29th AGM until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note C. **(Ordinary Resolution 10)**
6. To approve the Benefits payable to the NEDs from the conclusion of the 29th AGM until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note C. **(Ordinary Resolution 11)**
7. To re-appoint Ernst & Young PLT as Auditor of the Company for the ensuing financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 12)**

Notice of Annual General Meeting

SPECIAL BUSINESS

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

8. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

“THAT subject to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company’s Constitution and approval of the relevant governmental and/or regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company or allot shares under an agreement or option or offer at any time and grant rights to subscribe for shares in the Company, convert any security into shares in the Company or allot shares under an agreement or option or offer at any time and from time to time to such persons 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 allotted pursuant to this resolution during the preceding 12 months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) 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 allotted on the Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until:-

- (a) the conclusion of the next AGM of the Company at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.”

Please refer to Explanatory Note D.

(Ordinary Resolution 13)

9. PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE

“THAT approval be and is hereby given to the Company and/or its subsidiaries (the **“Group”**) to enter into any of the transactions falling within the classes of recurrent related party transactions of revenue or trading nature (**“RRPTs”**) as set out in the Circular to Shareholders dated 29 April 2022 with the related parties as described therein, provided that such transactions are:-

- (a) recurrent transactions of 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 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;

Notice of Annual General Meeting

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

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be and are authorised to complete and to do all acts, deeds and things, including execute all documents as they may consider expedient or necessary to give effect to the RRPTs contemplated and/or authorised by this ordinary resolution with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be imposed or permitted by the relevant regulatory authorities and/or deemed fit by the Directors in the best interest of the Company.”

Please refer to Explanatory Note E.

(Ordinary Resolution 14)

By Order of the Board,

TEH PENG PENG (MAICSA 7021299) (SSM Practising Certificate 202008000736)

HANA BINTI AB RAHIM @ ALI (MAICSA 7064336) (SSM Practising Certificate 202008003378)

Company Secretaries

Kuala Lumpur

Dated: 29 April 2022

Notice of Annual General Meeting

NOTES:

Remote participation and voting

1. The 29th AGM of the Company will be conducted virtually using the RPV facilities of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781). Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely via the RPV facilities. No members/proxies/corporate representatives from the public will be allowed to be physically present at the premises of the Company, the poll administrator or the venue where the Chairman will be for the purpose of the 29th AGM.

Record of Depositors

2. In respect of deposited securities, only a depositor whose name appears in the Record of Depositors as at 21 June 2022 shall be eligible to attend the AGM or appoint proxy(ies) to attend and/or vote in his/her stead. Any changes in the entries in the Record of Depositors after the said date shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Appointment of Proxy

3. A member of the Company, who is entitled to attend, participate and vote at the AGM, is entitled to appoint a proxy or attorney or in the case of a corporation, 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 is entitled to appoint more than one (1) proxy to attend, participate and vote at the AGM.
5. 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 more than 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.
6. 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.

7. 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.
8. A member who has appointed a proxy or attorney or authorised representative to attend, participate and vote at the AGM must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures for the RPV in the Administrative Guide for the 29th AGM.
9. The appointment of proxy may be made in hard copy form or by electronic means in the following manner, and must be deposited with and received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM:-
 - (a) In hard copy form
In the case of appointment made in hard copy form, the Proxy Form must be deposited at the office of the poll administrator 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.
 - (b) By electronic form
The Proxy Form can be electronically lodged with the poll administrator of the Company via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide on the procedures for electronic lodgement of Proxy Form via TIIH Online.
10. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
11. Last date and time for lodging the Proxy Form is Sunday, 26 June 2022 at 10:00 a.m.
12. Any authority pursuant to which such appointment is made by a power of attorney must be deposited at the office of the poll administrator 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 or alternatively, by electronic means via TIIH Online website at <https://tiih.online> not less than forty-eight (48) hours before the time appointed for holding the AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

Notice of Annual General Meeting

13. For a corporate member who has appointed a representative, please deposit the certificate of appointment at the office of the poll administrator 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 or alternatively, by electronic means via TIIH Online website at <https://tjih.online>. The certificate of appointment should be executed in the following manner:
- (a) 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.
 - (b) If the corporate member does not have a common seal, the certificate of appointment is to be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (i) at least two (2) authorised officers, one (1) of whom shall be a director; or
 - (ii) a director and/or authorised officer(s) in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES:

A. Agenda 1 – Audited Financial Statements

The audited financial statements together with the Reports of the Directors and Auditors thereon are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

B. Agenda 2 – Re-election of Directors who retire in accordance with Rules 95(i) and 96 of the Company's Constitution

The profiles of the Directors who are standing for re-election are set out in the "Who Governs Us" section from pages 110 to 120 of the Integrated Annual Report 2021.

The Board, having considered the views and recommendations of the Nomination & Remuneration Committee, supports the re-election of all the Directors standing for re-election.

The NRC and the Board, save for the retiring Directors who have respectively abstained from the deliberation and voting on their own re-election, had recommended the re-election of the Directors standing for re-election under the proposed Ordinary Resolutions 1 and 2 above, as they have profiles of strong corporate background, competence and experience to contribute to the Board. They were both recently appointed to the Board on 1 April 2022 and have yet to attend any Board meeting as at the point of deliberation of the support statement.

As for the Directors standing for re-election under the proposed Ordinary Resolutions 3 to 7 above, the NRC and the Board, save for the retiring Directors who have respectively abstained from the deliberation and voting on their own re-election, had expressed that they were satisfied with their active participation and contributions during deliberations at Board and Board Committee meetings. They had imparted their knowledge and experience in carrying out their roles and responsibilities as Directors.

C. Agendas 3 to 6

Pursuant to Section 230(1) of the Companies Act 2016, the fees and benefits payable to the Directors of the Company shall be approved at a general meeting.

Ordinary Resolution 8: Fees for NEDs from 1 January 2022 until the conclusion of the 29th AGM

Ordinary Resolution 9: Fees for NEDs from the conclusion of the 29th AGM until the conclusion of the next AGM of the Company to be held in 2023 (the "Relevant Period")

Ordinary Resolution 10: Other Remuneration comprising Committee Fees, Committee Allowances and Meeting Allowances for NEDs for the Relevant Period

At the previous year's AGM, shareholders' mandate was for the payment of Directors' Fees for the financial year ended 31 December 2021, while the payment of Other Directors' Remuneration comprising Committee Fees and Meeting Allowances, was mandated for the period 23 June 2021 until the conclusion of the next AGM of the Company for the year 2022.

Notice of Annual General Meeting

To streamline the period covered under the shareholders' mandates for the payment of Directors' Fees and Other Directors' Remuneration, the shareholders' mandates sought at the forthcoming 29th AGM for the payment of Directors' Fees are broken down to cover the period 1 January 2022 until the conclusion of the 29th AGM (as per proposed Ordinary Resolution 8), and the Relevant Period (as per the proposed Ordinary Resolution 9).

The shareholders' mandate sought for the payment of Directors' Fees for the Relevant Period will allow the payment of Directors' Fees for the months of January 2023 until the next AGM in 2023 on a monthly/quarterly basis, without needing a shareholders' ratification, or without holding payment until after obtaining the shareholders' mandate at the next AGM in 2023.

The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' Fees and Other Directors' Remuneration, or be given/allowed the Benefits on a monthly/quarterly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

In the event the Directors' Fees, Other Directors' Remuneration and Benefits proposed are insufficient (e.g. due to more meetings or enlarged Board/Committee size), shareholders' mandate will be sought at the next AGM for additional remuneration to meet the shortfall.

The Directors' Fees, as well as the Other Directors' Remuneration comprising Committee Fees, Committee Allowances and Meeting Allowances for NEDs, are estimated based on the rates below. There are no changes to the rates as compared with those of the previous year's.

Directors' Fees

Directors' Fees	Chairman of the Board (RM per annum)	Member of the Board (RM per annum)
NED	220,000	120,000

NOTE:

- (i) The payment of the Directors' Fees for nominee Directors representing and are employees of Johor Corporation will be paid to Johor Corporation as Corporate Fees.

Committee Fees

Board Committee Fees/ Clinical Committee Fees	Chairman of Committee (RM per annum)	Member of Committee (RM per annum)
Audit Committee	35,000	25,000
Risk & Governance Committee	20,000	15,000
Nomination & Remuneration Committee	20,000	15,000
Investment Committee	20,000	15,000
Tender Committee	20,000	15,000
Medical Advisory Committee	20,000	15,000

NOTE:

- (i) The payment of the Committee Fees for nominee Directors representing and are employees of Johor Corporation will be paid to Johor Corporation as Corporate Fees.
- (ii) The payment of the Committee Fees will be paid to all Directors in the Committees except for the Managing Director of the Company.

Committee Allowances

Committee Allowances	Chairman of Committee (RM per month)	Member of Committee (RM per month)
Advisory Committee (for 6 months only)	7,700	5,300

Notice of Annual General Meeting

Meeting Allowances

Meeting Allowances	Chairman of the Board and Committee (RM per meeting)	Member of the Board and Committee (RM per meeting)
Board of KPJ Healthcare Bhd	4,000	3,000
Audit Committee	4,000	3,000
Risk & Governance Committee	3,000	2,000
Nomination & Remuneration Committee	3,000	2,000
Investment Committee	3,000	2,000
Tender Committee	3,000	2,000
Medical Advisory Committee	4,000	3,000

NOTE:

- (i) *The payment of the Meeting Allowances will be extended to all Directors in the Board and Committees except for the Managing Director of the Company.*

Ordinary Resolution 11: Benefits payable to NEDs for the Relevant Period

Benefits	Chairman of the Board	Member of the Board
NED	Medical benefits from KPJ Hospitals only, company car and driver	Medical benefits from KPJ Hospitals only

D. Agenda 8 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 13, if passed, will empower the Directors of the Company to issue and allot up to ten percent (10%) of the total number of issued shares in the Company speedily without having to convene a general meeting. 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 which the next AGM is required by law to be held, whichever is earlier.

- (i) The general mandate sought under the proposed Ordinary Resolution 13 is to renew the existing general mandate granted to the Directors at the 28th AGM held on 22 June 2021 to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. As at the date of this notice, no new shares in the Company were issued under the existing general mandate, which will lapse at the conclusion of the 29th AGM and hence, no proceeds were raised. (The authority to issue and allot shares upon the exercise of the options under the Employee Share Option Scheme of the Company was mandated by the shareholders at the Extraordinary General Meeting of the Company held on 25 November 2014.)
- (ii) The authority will provide flexibility for the Company to raise funds under the general mandate sought, through issuance and allotment of new shares, grant of rights to subscribe for shares, conversion of any security into shares or allotment of shares under an agreement or option or offer for purposes of funding future investment(s), project(s), working capital and/or acquisitions.

E. Agenda 9 - Proposed Renewal of the Existing Shareholders' Mandate for RRPTs of Revenue or Trading Nature

The proposed Ordinary Resolution 14, if passed, will empower the Group to enter into RRPTs of revenue or trading nature, the particulars of which are set out in the Circular to Shareholders dated 29 April 2022 in relation to the Proposed Renewal of the Existing Shareholders' Mandate for RRPTs of Revenue or Trading Nature. The said Circular to Shareholders is available on our corporate website at <https://kpj.listedcompany.com/ar.html>.

The procurement of the above proposed shareholders' mandate will substantially reduce administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential RRPTs arise.

Please refer to the details in the Circular to Shareholders dated 29 April 2022 for the proposed renewal of the existing shareholders' mandate for RRPTs of Revenue or Trading Nature.

Proxy Form



KPJ HEALTHCARE BERHAD
199201015575 (247079-M)

I/We

Full Name (in block capitals):	CDS account no.:	No. of shares held:
Address:	NRIC/Passport/Company no.:	Contact no.:

being a member of KPJ Healthcare Berhad, do hereby appoint:

Full name (in block as per NRIC/Passport):	NRIC/Passport no.:	Proportion of Shareholdings	
		No. of shares held	%
Address:			

and/or (please delete as appropriate)

Full name (in block as per NRIC/Passport):	NRIC/Passport no.:	Proportion of Shareholdings	
		No. of shares held	%
Address:			

and/or failing him/her, the Chairperson of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the 29th Annual General Meeting ("AGM") of the Company to be conducted virtually using the remote participation and voting ("RPV") facilities of TIIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781) on Tuesday, 28 June 2022 at 10:00 a.m. or any adjournment thereof.

No.	Description of Resolution	For	Against
	To receive the Audited Financial Statements for the year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.		
Ordinary Resolution 1	To re-elect Datuk Md Arif Bin Mahmood as Director.		
Ordinary Resolution 2	To re-elect Dato' Mohd Shukrie Bin Mohd Salleh as Director.		
Ordinary Resolution 3	To re-elect Annie Binti Rosle as Director.		
Ordinary Resolution 4	To re-elect Hisham Bin Zainal Mokhtar as Director.		
Ordinary Resolution 5	To re-elect Lydia Anne Abraham as Director.		
Ordinary Resolution 6	To re-elect Prof Dr Azizi Bin Omar as Director.		
Ordinary Resolution 7	To re-elect Khairuddin Bin Jaflus.		
Ordinary Resolution 8	To ratify the payment of Directors' Fees from 1 January 2022 until the conclusion of the 29 th AGM.		
Ordinary Resolution 9	To approve the payment of Directors' Fees from the conclusion of the 29 th AGM until the conclusion of the next AGM.		
Ordinary Resolution 10	To approve the payment of Other Directors' Remuneration.		
Ordinary Resolution 11	To approve the Directors' Benefits payable.		
Ordinary Resolution 12	To re-appoint Ernst & Young PLT as Auditor and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 13	To authorise Directors to issue and allot shares of up to 10% of the total number of issued shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
Ordinary Resolution 14	To renew the existing shareholders' mandate for recurrent related party transactions of revenue and trading nature.		

Signed this _____ day of _____ 2022

Signature and/or Seal

NOTES:

Remote participation and voting

1. The 29th AGM of the Company will be conducted virtually using the RPV facilities of TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781). Please follow the procedures provided in the **Administrative Guide** in order to register, participate and vote remotely via the RPV facilities. No members/proxies/corporate representatives from the public will be allowed to be physically present at the premises of the Company, the poll administrator or the venue where the Chairman will be for the purpose of the 29th AGM.

Record of Depositors

2. In respect of deposited securities, only a depositor whose name appears in the Record of Depositors as at 21 June 2022 shall be eligible to attend the AGM or appoint proxy(ies) to attend and/or vote in his/her stead. Any changes in the entries in the Record of Depositors after the said date shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Appointment of Proxy

3. A member of the Company, who is entitled to attend, participate and vote at the AGM, is entitled to appoint a proxy or attorney or in the case of a corporation, 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 is entitled to appoint more than one (1) proxy to attend, participate and vote at the AGM.
5. 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 more than 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.
6. 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.
7. 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.
8. A member who has appointed a proxy or attorney or authorised representative to attend, participate and vote at the AGM must request his/her proxy to register himself/herself for RPV at TIH Online website at <https://tjih.online>. Please follow the procedures for the RPV in the Administrative Guide for the 29th AGM.

9. The appointment of proxy may be made in hard copy form or by electronic means in the following manner, and must be deposited with and received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM:-
 - (a) In hard copy form
In the case of appointment made in hard copy form, the Proxy Form must be deposited at the office of the poll administrator 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.
 - (b) By electronic form
The Proxy Form can be electronically lodged with the poll administrator of the Company via TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide on the procedures for electronic lodgement of Proxy Form via TIH Online.
10. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
11. Last date and time for lodging the Proxy Form is Sunday, 26 June 2022 at 10:00 a.m.
12. Any authority pursuant to which such appointment is made by a power of attorney must be deposited at the office of the poll administrator 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 or alternatively, by electronic means via TIH Online website at <https://tjih.online> not less than forty-eight (48) hours before the time appointed for holding the AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed a representative, please deposit the certificate of appointment at the office of the poll administrator 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 or alternatively, by electronic means via TIH Online website at <https://tjih.online>. The certificate of appointment should be executed in the following manner:
 - (a) 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.
 - (b) If the corporate member does not have a common seal, the certificate of appointment is to be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (i) at least two (2) authorised officers, one (1) of whom shall be a director; or
 - (ii) a director and/or authorised officer(s) in accordance with the laws of the country under which the corporate member is incorporated.

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Affix
stamp

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

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KPJ HEALTHCARE BERHAD

Registration No. 199201015575 (247079-M)

Administrative Guide For Shareholders

Meeting	: 29 th Annual General Meeting (“ AGM ”) of KPJ Healthcare Berhad (“ KPJ ” or the “ Company ”)
Day, Date	: Tuesday, 28 June 2022
Time	: 10:00 a.m.
Meeting Platform	: Online virtual meeting using the remote participation and voting (“ RPV ”) facilities of TIIH Online website at https://tiih.online or https://tiih.com.my (Domain registration number with MYNIC: D1A282781)

1. No members/proxies/corporate representatives from the public will be allowed to be physically present at the premises of the Company, the poll administrator or the venue where the Chairman will be for the purpose of the 29th AGM.
2. In respect of deposited securities, only a depositor whose name appears in the Record of Depositors as at 21 June 2022 shall be eligible to participate at the 29th AGM or appoint proxy(ies) or corporate representative to participate and vote in his/her stead.
3. As shareholders, please register your attendance and exercise your rights as shareholders at the 29th AGM remotely using the aforesaid RPV facilities. If you are appointing a proxy or corporate representative to attend, participate, speak and vote on your behalf, please request your proxy or corporate representative to register himself/herself for the aforesaid RPV facilities in accordance with the procedures as set out below.

APPOINTMENT OF PROXY OR CORPORATE REPRESENTATIVE

4. If you are unable to attend the 29th AGM, you are encouraged to appoint a proxy or the Chairman of the meeting as your proxy. Please indicate your voting instructions in the Proxy Form.
5. If you wish to participate in the 29th AGM yourself, please do not submit any Proxy Form for the AGM. You will not be allowed to participate in the AGM together with the appointed proxy.
6. Accordingly, Proxy Forms and/or documents relating to the appointment of proxy/corporate representative for the AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not less than forty-eight (48) hours before the time appointed for holding the AGM i.e. not later than **Sunday, 26 June 2022 at 10.00 a.m.**
 - (a) In hard copy form

In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the office of the poll administrator 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.
 - (b) By electronic form

The Proxy Form can be electronically lodged with the poll administrator of the Company via TIIH Online website at <https://tiih.online>. The steps to submit your Proxy Form via TIIH Online are summarised under item 13A(c) below.

POLL VOTING

7. The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
8. Members/proxies/corporate representatives can proceed to vote on the resolutions at any time from the start of the 29th AGM at **10.00 a.m.** on **Tuesday, 28 June 2022** until the time when the **Chairman announces the closure of the voting session** at the 29th AGM. Kindly refer to item 13B(c) below for guidance on how to vote remotely via TIIH Online.
9. Upon closure of the voting session for the AGM, the scrutineers will verify the poll results, followed by the Chairman's declaration of the poll results.

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

10. The RPV facilities are available on TIIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781).
11. Members/proxies/corporate representatives are to attend, speak (in the form of real-time submission of typed text) and vote remotely at the AGM using the RPV facilities of TIIH Online.
12. Questions may be submitted before or during the AGM using the RPV facilities. The Board or Management of the Company will endeavour to respond to your questions during the 29th AGM.

PROCEDURES TO PARTICIPATE AND VOTE REMOTELY USING TIIH ONLINE

13. Please read and follow the procedures below to participate and vote at the AGM remotely:-

A. Before the AGM

(a) New User Sign Up	<ul style="list-style-type: none">• Access the website at https://tjih.online.• Sign-up as a new user under "e-Services". Please refer to the tutorial guide posted on the homepage for details and assistance.• For individual shareholders,<ul style="list-style-type: none">- Select "Create Account by Individual Holder".- Registration will be verified, and you will be notified via email within one (1) working day.• For corporation or institutional shareholders,<ul style="list-style-type: none">- The authorised or nominated representative of the corporation or institutional shareholder to select "Create Account by Representative of Corporate Holder".- Registration will be verified, and you will be notified via email within one (1) to two (2) working days.• If you are already a user of TIIH Online, you are not required to sign-up again.
(b) Submit your request to attend the 29 th AGM remotely	<ul style="list-style-type: none">• Registration is open from Friday, 29 April 2022 at 10:00 a.m. until the conclusion of the 29th AGM on Tuesday, 28 June 2022.• Access the website at https://tjih.online.• Login with your user ID (email address) and password.• Select the Corporate Event: "(Registration) KPJ Healthcare Berhad 29th AGM".• Read and agree to the Terms & Conditions and confirm the Declaration.• Select "Register for Remote Participation and Voting".• Review your registration and proceed to register.• System will send an email to notify that your registration for remote participation is received and will be verified.• After verification of your registration against the Record of Depositors as at 21 June 2022, the system will send you an email after 26 June 2022 to notify the approval or rejection of your registration for remote participation.• Should your application to join the 29th AGM be approved, we will make available to you the rights to join the meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting. <p>(Note: Please allow sufficient time for the approval of TIIH Online new user and for the RPV registration.)</p>

A. **Before the AGM (Cont'd)**

<p>(c) Submission of Proxy Forms and/or documents relating to the appointment of proxy/corporate representative/ attorney electronically</p>	<ul style="list-style-type: none"> The Proxy Form is to be lodged not less than forty-eight (48) hours before the meeting i.e. before Sunday, 26 June 2022 at 10.00 a.m. <p>Steps for Individual Shareholders</p> <ul style="list-style-type: none"> Access the website at https://tiih.online. Login with your user ID (email address) and password. Select the Corporate Event: "KPJ Healthcare Berhad AGM 2022 - Submission of Proxy Form". Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of voting shares to be represented by your proxy(s). Indicate your voting instructions – FOR or AGAINST. Otherwise, your proxy will vote on your behalf. Review and confirm your proxy(s) appointment. Print the Proxy Form for your record. <p>Steps for Body Corporate or Institutional Shareholders</p> <ul style="list-style-type: none"> Access the website at https://tiih.online. Login with your user ID (email address) and password. Select the Corporate Event: "KPJ Healthcare Berhad AGM 2022 - Submission of Proxy Form". Read and agree to the Terms and Conditions and confirm the Declaration. Download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxy by inserting the required data. Upload the duly completed proxy appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record. <p>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the steps above before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our poll administrator, if you need clarifications on the user registration.)</p>
<p>(d) Submit your questions electronically before the AGM</p>	<ul style="list-style-type: none"> Access the website at https://tiih.online. Login with your user ID (email address) and password. At the Corporate Event: "(Registration) KPJ Healthcare Berhad 29th AGM", select "Submit Question".

B. **On the AGM Day (28 June 2022)**

<p>(a) Login to TIIH Online</p>	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 29th AGM at any time from 9:30 a.m. i.e. 30 minutes before the commencement of the 29th AGM at 10:00 a.m. on Tuesday, 28 June 2022.
<p>(b) Participate online</p>	<ul style="list-style-type: none"> Select the Corporate Event: "(Live Stream Meeting) KPJ Healthcare Berhad 29th AGM" to engage in the proceedings of the meeting remotely. If you have any questions for the Board of Directors/Management of the Company, you may type your questions in the "Query Box" (on the right-hand side of your screen) and click "Submit". The Board of Directors/Management of the Company will endeavour to respond to your questions during the 29th AGM. <p>(Note: The quality of your connection to the live streaming is dependent on the bandwidth and stability of the internet connection at your location and the device you use.)</p>
<p>(c) Online remote voting</p>	<ul style="list-style-type: none"> You may vote at any time from the start of the 29th AGM at 10:00 a.m. until the time when the Chairman announces the closure of the voting session at the 29th AGM. Select the Corporate Event: "(Remote Voting) KPJ Healthcare Berhad 29th AGM" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account number (tick the box) that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Review your votes cast and click "Confirm" to submit your votes. You may choose to download document (of your votes) for record.
<p>(d) End of remote participation</p>	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 29th AGM, the live streaming will end.

14. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, please call the Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

RESULTS OF THE VOTING

15. The poll vote results of the resolutions proposed at the 29th AGM will be announced at the 29th AGM and subsequently via an announcement to Bursa Malaysia Securities Berhad, which is available at www.bursamalaysia.com.

INTEGRATED ANNUAL REPORT 2021 AND OTHER AGM DOCUMENTS

16. The following documents are available on the Company's website at <https://kpj.listedcompany.com/ar.html>

- (a) Integrated Annual Report 2021
- (b) Sustainability Report 2021
- (c) Financial Report 2021
- (d) Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of Revenue and Trading Nature
- (e) Corporate Governance Report 2021
- (f) Notice of AGM, Proxy Form and Administrative Guide for Shareholders

17. We encourage viewing the e-versions of the above documents. If a printed copy of any of items 16(a), 16(b), 16(c) and 16(d) above is required, please send an email to our Share Registrar at suehaila@jcorp.com.my. Please indicate your name, NRIC/passport/company number, CDS account number, mailing address and contact number when making the request. You may also request a printed copy of any of items 16(a), 16(b), 16(c) and 16(d) above via TIIH Online at <https://tiih.online> by selecting "Request for Annual Report" under "Investor Services".

NO DOOR GIFTS/FOOD VOUCHERS

18. There will be no distribution of gifts or vouchers in conjunction with the AGM.

19. The Company would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

RECORDING OR PHOTOGRAPHY

20. Recording or photography of the proceedings of the 29th AGM is strictly prohibited.

COMMUNICATION GUIDE

21. Shareholders are reminded to monitor the Company's website and announcements for any changes relating to the AGM arrangements.

ENQUIRIES

22. If you need any assistance, please contact the following persons during office hours, Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons :

Mohammad Amirul Iskandar : +603-2783 9263 / email: Mohammad.Amirul@my.tricorglobal.com

Mohamad Khairudin Bin Tajudin : +603-2783 7973 / email: Mohamad.Khairudin@my.tricorglobal.com