



KPJ HEALTHCARE BERHAD

(Company No. 247079-M)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of KPJ Healthcare Berhad (“KPJ” or “Company”) will be held at Tanjung Puteri 302, Level 3, Persada Johor International Convention Centre, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Thursday, 29 November 2012 at 12.30 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 80% EQUITY INTEREST IN PT KHIDMAT PERAWATAN JASA MEDIKA BY KUMPULAN PERUBATAN (JOHOR) SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF KPJ, FROM JOHOR CORPORATION (“JCORP”) FOR A TOTAL CASH CONSIDERATION OF RM15,840,000 (“PROPOSED ACQUISITION OF PT KPJ MEDIKA”)

“THAT subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Directors of KPJ to undertake the Proposed Acquisition of PT KPJ Medika, upon the terms and conditions set out in the shares sale agreement dated 9 July 2012 entered into between KPJSB and JCorp, for a total cash consideration of RM15,840,000.

AND THAT the Directors of KPJ be and are hereby authorised to give full effect to the Proposed Acquisition of PT KPJ Medika with full power to assent to any conditions, variations, revaluations, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Acquisition of PT KPJ Medika.

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF A PARCEL OF VACANT COMMERCIAL LAND HELD UNDER H.S.(D) 501209, LOT NO. PTD 163189, MUKIM OF TEBRAU, DISTRICT OF JOHOR BAHRU, STATE OF JOHOR BY RENALCARE PERUBATAN (M) SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF KPJ, FROM JOHOR LAND BERHAD, A SUBSIDIARY COMPANY OF JCORP, FOR A TOTAL CASH CONSIDERATION OF RM45,000,000 (“PROPOSED ACQUISITION OF BDO LAND”)

“THAT subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Directors of KPJ to undertake the Proposed Acquisition of BDO Land, upon the terms and conditions set out in the sale and purchase agreement dated 23 July 2012 entered into between Renalcare Perubatan (M) Sdn Bhd (a wholly-owned subsidiary company of KPJ), JLB and JCorp for a total cash consideration of RM45,000,000.

AND THAT the Directors of KPJ be and are hereby authorised to give full effect to the Proposed Acquisition of BDO Land with full power to assent to any conditions, variations, revaluations, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps and to execute all such documents as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Acquisition of BDO Land.

ORDINARY RESOLUTION 3

PROPOSED DISPOSAL OF TWO (2) PIECES OF LAND HELD UNDER THE TITLE PARTICULARS PN 2406, LOT NO. 5219 AND PN 3273, LOT NO. 5221, BOTH SITUATED IN THE TOWNSHIP OF JOHOR BAHRU, DISTRICT OF JOHOR BAHRU, STATE OF JOHOR BY PUTERI SPECIALIST HOSPITAL (JOHOR) SDN BHD, A WHOLLY-OWNED SUBSIDIARY COMPANY OF KPJ, TO AL-'AQAR HEALTHCARE REIT FOR A TOTAL CASH CONSIDERATION OF RM3,590,000 (“PROPOSED DISPOSAL OF PSHSB LAND”)

“THAT subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Directors of KPJ to undertake the Proposed Disposal of PSHSB Land, upon the terms and conditions set out in the sale and purchase agreement dated 8 August 2012 entered into between PSHSB and Al-'Aqar (represented by its trustee, AmanahRaya Trustees Berhad for the Proposed Disposal of PSHSB Land) for a total cash consideration of RM3,590,000.

AND THAT the Directors of KPJ be and are hereby authorised to give full effect to the Proposed Disposal of PSHSB Land with full power to assent to any conditions, variations, revaluations, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps and to execute all such documents as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal of PSHSB Land.

By order of the Board
KPJ HEALTHCARE BERHAD

SALMAH BINTI HJ ABD WAHAB (LS 0002140)
ROHAYA BINTI JAAFAR (LS 0008376)
Secretaries

Johor Bahru
14 November 2012

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint multiple proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 need not be complied with.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, under its common seal or in other manner approved by its Board of Directors.
3. Where a member of the Company is an Authorised Nominee as defined under the Central Depositories Act, 1991, he may appoint multiple proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. Any alteration made in this form should be initiated by the person who signs it.
5. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the registered office of the Company at KPJ HEALTHCARE BERHAD, Suite 12B, Level 12, Menara Ansar, 65, Jalan Trus, 80000 Johor Bahru, Johor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.