



KPJ HEALTHCARE BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of KPJ Healthcare Berhad ("KPJ" or the "Company") is scheduled to be held at the Dewan Anugerah, Level 4, Outpatient Block, KPJ Johor Specialist Hospital, 39-B, Jalan Abdul Samad, 80100 Johor Bahru, Johor on Thursday, 28 November 2013 at 12.30 p.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 329,766,497 NEW ORDINARY SHARES OF RM0.50 EACH IN KPJ ("KPJ SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING KPJ SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"THAT, subject to and conditional upon the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors of KPJ ("Board") be and is hereby authorised to capitalise an amount of up to RM164,883,248.50 out of the share premium and retained earnings of the Company, and to apply the same for the purposes of issuing up to 329,766,497 Bonus Shares credited as fully paid-up to be issued to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of one (1) Bonus Share for every two (2) existing KPJ Shares held;

THAT fractional entitlements of the Bonus Shares, if any, shall be dealt in such manner as the Board shall in their discretion deems fit and expedient, and to be in the best interest of the Company;

THAT the Bonus Shares will upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up KPJ Shares, save and except that the new KPJ Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date precedes the date of allotment of such new KPJ Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all 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 Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 43,968,866 NEW KPJ SHARES ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FIFTEEN (15) EXISTING KPJ SHARES HELD ON THE ENTITLEMENT DATE, TOGETHER WITH UP TO 87,937,732 FREE DETACHABLE NEW WARRANTS 2013/2018 ("NEW WARRANT(S)") ON THE BASIS OF TWO (2) NEW WARRANTS FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED ("PROPOSED RIGHTS ISSUE")

"THAT, subject to the passing of Ordinary Resolution 3, the Special Resolution and conditional upon the approvals of all relevant authorities for the admission of the New Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares, New Warrants and Additional Warrants (as defined herein) as well as the new KPJ Shares to be issued arising from the exercise of the New Warrants and Additional Warrants (as defined herein) on the Main Market of Bursa Securities being obtained, the Board be and is hereby authorised to:-

- (i) provisionally issue and allot by way of a renounceable rights issue of up to 43,968,866 Rights Shares together with up to 87,937,732 free New Warrants at an indicative issue price of RM2.80 per Rights Share on the basis of one (1) Rights Share for every fifteen (15) existing KPJ Shares held by the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date, together with two (2) New Warrants for every one (1) Rights Share subscribed, for such purpose and utilisation of proceeds as disclosed in the circular to shareholders of the Company dated 6 November 2013 ("Circular");
- (ii) determine the final issue price of the Rights Shares after taking into consideration, amongst others, the theoretical ex-all price of KPJ Shares (after taking into account the Proposed Bonus Issue) based on the five (5)-day volume weighted average price of KPJ Shares immediately preceding the price-fixing date to be determined later by the Board, subject to the minimum par value of RM0.50 each;
- (iii) enter into and execute a deed poll constituting the New Warrants ("Deed Poll 2013") and to do all acts, deeds and things as he may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll 2013;
- (iv) allot and issue any such additional warrants 2010/2015 ("Additional Warrant(s)") as may be required or permitted to be issued as a consequence of the adjustments under the provisions in the deed poll executed by the Company dated 29 October 2009, as amended by the supplemental deed poll dated 26 November 2009 ("Deed Poll 2009");

THAT, the Board be and is hereby authorised to deal with any fractional entitlements of the Rights Shares, unsubscribed Rights Shares, New Warrants and Additional Warrants that may arise from the Proposed Rights Issue, in a fair and equitable manner as they shall in their discretion deem fit and expedient, and to be in the best interest of the Company;

THAT, the Company shall allot and issue such appropriate number of new KPJ Shares arising from the exercise by the holders of Additional Warrants and New Warrants in accordance with the provisions in the Deed Poll 2009 and Deed Poll 2013, respectively;

THAT, the Rights Shares will upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up KPJ Shares, save and except that the Rights Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date precedes the date of allotment of such Rights Shares;

THAT, the new KPJ Shares to be issued arising from the exercise of the Additional Warrants and New Warrants shall, upon the allotment and issue, rank *pari passu* in all respects with the existing KPJ Shares, save and except that the new KPJ Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment and issue of the new KPJ Shares;

THAT, the Additional Warrants to be issued shall upon, allotment and issue, rank *pari passu* in all respects with the outstanding warrants 2010/2015;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue."

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF KPJ FROM RM500,000,000 COMPRISING 1,000,000,000 KPJ SHARES TO RM750,000,000 COMPRISING 1,500,000,000 KPJ SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of the Special Resolution below, the authorised share capital of the Company be increase from RM500,000,000 (Ringgit Malaysia Five Hundred Million only) divided into 1,000,000,000 ordinary shares of RM0.50 each to RM750,000,000 (Ringgit Malaysia Seven Hundred and Fifty Million only) divided into 1,500,000,000 ordinary shares of RM0.50 each;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF KPJ ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of the Ordinary Resolution 3, the Memorandum and Articles of Association of the Company shall be amended as follows:-

Existing	Proposed Amendments
<p>Memorandum of Association</p> <p>Clause 5</p> <p>"The capital of the Company is RM500,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed."</p>	<p>Clause 5</p> <p>"The capital of the Company is RM500,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed."</p>
<p>Articles of Association</p> <p>Articles 3(1)</p> <p>"The authorised capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000) divided into 1,000,000,000 ordinary shares of RM0.50 each."</p>	<p>Articles 3(1)</p> <p>"The authorised capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000) divided into 1,000,000,000 ordinary shares of RM0.50 each."</p>

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

By Order of the Board,
KPJ HEALTHCARE BERHAD

SALMAH BINTI ABD WAHAB (LS 0002140)
HANA BINTI AB RAHIM @ ALI, ACIS (MAICSA 7064336)
Secretaries

Johor Bahru
6 November 2013

- Notes:-**
- (1) A member of the Company entitled to be present and vote at the meeting may appoint a proxy to 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 appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the hand of its common seal or under the hand of an officer or attorney duly authorised. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.
 - (3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, he may appoint at least one (1) proxy in respect of each securities account he 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 initialled 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 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 adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.