



## AL-AQAR HEALTHCARE REIT

(established in Malaysia under the deed dated 27 June 2006 and as amended by the supplemental deed dated 14 May 2009, 27 January 2011 and 9 November 2011 and the Restated Trust Deed dated 31 July 2013, entered into between Damansara REIT Managers Sdn Berhad, a company incorporated under the Companies Act 1965 and AmanahRaya Trustees Berhad, a trust corporation established under the Trust Companies Act 1949 and incorporated under the Companies Act 1965 and the persons who are for the time being registered as holders of the units in Al-Aqar Healthcare REIT)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting ("EGM") of unit holders of Al-Aqar Healthcare REIT ("Al-Aqar") will be held at Permata Ballroom, Level B2, The Puteri Pacific Hotel, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor on Thursday, 9 July 2015, at 12.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY AMANAHRAYA TRUSTEES BERHAD, BEING THE TRUSTEE OF AL-AQAR HEALTHCARE REIT, OF TWO (2) PARCELS OF FREEHOLD LAND IN NILAI, NEGERI SEMBILAN TOGETHER WITH BUILDINGS ERECTED THEREON FROM PUTERI NURSING COLLEGE SDN BHD, AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF KPJ HEALTHCARE BERHAD FOR A TOTAL CONSIDERATION OF RM77,800,000 ("PROPOSED ACQUISITION OF KPJUC PROPERTIES")**

"THAT subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Directors of Damansara REIT Managers Sdn Berhad, being the manager of Al-Aqar ("Manager") and AmanahRaya Trustees Berhad, being the trustee of Al-Aqar ("Trustee"), for the proposed acquisition of two (2) parcels of freehold land in Nilai, Negeri Sembilan together with buildings erected thereon (collectively, "KPJUC Properties") for a total consideration of RM77,800,000 ("KPJUC Purchase Consideration") upon the terms and conditions set out in the sale and purchase agreement dated 3 October 2014 ("KPJUC SPA") (including exchange letters dated 12 February 2015 and 18 March 2015 respectively) entered into between the Trustee and Puteri Nursing College Sdn Bhd ("PNCBSB"), an indirect wholly-owned subsidiary of KPJ Healthcare Berhad. The KPJUC Purchase Consideration shall be satisfied by the following:-

- (i) a sum of RM38,900,000, being the first fifty percent (50%) of the KPJUC Purchase Consideration shall be paid in cash; and
- (ii) The balance of RM38,900,000, being the final fifty percent (50%) of the KPJUC Purchase Consideration ("KPJUC Balance Purchase Consideration") shall be paid by the Trustee either by cash ("KPJUC Deferred Cash Consideration") or by issuance of new units in Al-Aqar ("Al-Aqar Units") ("KPJUC Deferred Consideration Units") or by a combination of KPJUC Deferred Cash Consideration and KPJUC Deferred Consideration Units in the amount equivalent to the KPJUC Balance Purchase Consideration on or before the expiry of three (3) years from the completion date of the KPJUC SPA or such other date as the parties may be agreed in writing.

The issue price of the KPJUC Deferred Consideration Units shall be computed based on the five (5)-day volume weighted average market price of the Al-Aqar Units prior to the date to be mutually agreed upon by the Trustee and PNCBSB which shall not be more than one (1) month prior to the issuance date of the KPJUC Deferred Consideration Units, incorporating not more than ten percent (10%) discount.

Any fractional units arising from the settlement of the KPJUC Balance Purchase Consideration shall be disregarded.

THAT the Directors of the Manager and Trustee are hereby authorised to issue and allot the new Al-Aqar Units in satisfaction and discharge of the KPJUC Balance Purchase Consideration pursuant to the Proposed Acquisition of KPJUC Properties (if applicable), such new Al-Aqar Units shall rank *pari passu* with other Al-Aqar Units without any preference or priority amongst themselves.

AND THAT the Directors of the Manager and Trustee be and are hereby authorised to do all such acts and things and enter into any arrangements, guarantees, agreements and/or undertakings, as they deem necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Acquisition of KPJUC Properties with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as they may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Acquisition of KPJUC Properties."

#### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION BY AMANAHRAYA TRUSTEES BERHAD, BEING THE TRUSTEE OF AL-AQAR HEALTHCARE REIT, OF A LAND IN SEREMBAN, NEGERI SEMBILAN FROM SEREMBAN SPECIALIST HOSPITAL SDN BHD, AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF KPJ HEALTHCARE BERHAD FOR A TOTAL CASH CONSIDERATION OF RM4,250,000 ("PROPOSED ACQUISITION OF SSH LAND")**

"THAT subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Directors of Damansara REIT Managers Sdn Berhad, being the manager of Al-Aqar ("Manager") and AmanahRaya Trustees Berhad, being the trustee of Al-Aqar ("Trustee"), for the proposed acquisition of a land in Seremban, Negeri Sembilan ("SSH Land") for a total cash consideration of RM4,250,000 ("SSH Purchase Consideration") upon the terms and conditions set out in the sale and purchase agreement dated 18 March 2015 (including the supplemental sale and purchase agreement dated 10 April 2015) ("SSH SPA") entered into between the Trustee and Seremban Specialist Hospital Sdn Bhd ("SSH SB"), an indirect wholly-owned subsidiary of KPJ Healthcare Berhad.

AND THAT the Directors of the Manager and Trustee be and are hereby authorised to do all such acts and things and enter into any arrangements, guarantees, agreements and/or undertakings, as they deem necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Acquisition of SSH Land with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as they may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Acquisition of SSH Land."

#### ORDINARY RESOLUTION 3

**PROPOSED DISPOSAL BY AMANAHRAYA TRUSTEES BERHAD, BEING THE TRUSTEE OF AL-AQAR HEALTHCARE REIT, OF THE ENTIRE EQUITY INTEREST IN CROSSBORDER HALL (M) SDN BHD AND CROSSBORDER AIM (M) SDN BHD, WHOLLY-OWNED SUBSIDIARIES OF AL-AQAR HEALTHCARE REIT, TO KUMPULAN PERUBATAN (JOHOR) SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF KPJ HEALTHCARE BERHAD FOR A TOTAL CASH CONSIDERATION OF RM4,718,000 SUBJECT TO THE CROSSBORDER DISPOSAL CONSIDERATION ADJUSTMENT ("PROPOSED DISPOSAL")**

"THAT subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Directors of Damansara REIT Managers Sdn Berhad, being the manager of Al-Aqar ("Manager") and AmanahRaya Trustees Berhad, being the trustee of Al-Aqar ("Trustee"), for the proposed disposal of the entire ordinary shares of RM1.00 each in Crossborder Hall (M) Sdn Bhd and the entire ordinary shares of RM1.00 each in Crossborder Aim (M) Sdn Bhd, wholly-owned subsidiaries of Al-Aqar (collectively, "Crossborder Companies") ("Crossborder Sale Shares") for a total cash consideration of RM4,718,000 ("Crossborder Disposal Consideration") subject to adjustment as set out in Section 4.3.4 of Part A of the circular to the unit holders dated 24 June 2015 ("Circular") and upon the terms and conditions set out in the share sale agreement dated 31 March 2015 ("Crossborder SSA") entered into between the Trustee, the Manager and Kumpulan Perubatan (Johor) Sdn Bhd, a wholly-owned subsidiary of KPJ Healthcare Berhad ("KPJSB").

THAT pursuant to the Crossborder SSA, Al-Aqar agrees that KPJSB shall settle and/or procure the respective Crossborder Companies together with their jointly held subsidiaries, PT Al-Aqar Permata Hijau and PT Al-Aqar Bumi Serpong Damai (collectively, "Crossborder Target Companies") to settle the outstanding amount of shareholder's advances given by Al-Aqar to the Crossborder Target Companies in accordance with the terms and conditions of the Crossborder SSA.

AND THAT the Directors of the Manager and Trustee be and are hereby authorised to do all such acts and things and enter into any arrangements, guarantees, agreements and/or undertakings, as they deem necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Disposal with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as they may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Disposal."

By Order of the Board  
DAMANSARA REIT MANAGERS SDN BERHAD  
(as Manager of Al-Aqar Healthcare REIT)

HANA BINTI AB RAHIM @ ALI, ACIS (MAICSA 7064336)  
ROHAYA BINTI JAAFAR (LS 0008376)  
Company Secretaries  
Johor Bahru

Dated: 24 June 2015

#### Notes:

1. A Unit holder shall be entitled to attend and vote at this EGM, and shall be entitled to appoint another person (whether a Unit holder or not) as its proxy to attend and vote.
2. Where a Unit holder is a corporation, its duly authorised representative shall be entitled to attend and vote at the EGM, and shall be entitled to appoint another person (whether a Unit holder or not) as its proxy to attend and vote.
3. Where the Unit holder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with Units standing to the credit of the said securities account. Where a Unit holder appoints two (2) proxies, the appointment shall be invalid unless it specifies the proportions of its holdings to be represented by each proxy. Such proxy shall have the same rights as the member to vote whether on a poll or a show of hands, to speak and to be reckoned in a quorum.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney so authorised.
5. The instrument appointing a proxy must be deposited at the registered office of the Manager at: Level 11, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor at least forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
6. Only Unit holders registered in the Record of Depositors as at 30 June 2015 shall be entitled to attend and speak at the EGM or appoint proxy(ies) to attend on his/her behalf.