



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 the “**Company**”) is scheduled to be held at Level 24, Menara KOMTAR, Johor Bahru City Centre, 80000, Johor Bahru, Johor on Thursday, 24 August 2017 at 12.30 p.m., for the purpose of considering and if thought fit, passing with or without modification, the following special resolution:-

SPECIAL RESOLUTION

PROPOSED SUBDIVISION INVOLVING THE SUBDIVISION OF EVERY 1 ORDINARY SHARE IN KPJ INTO 4 ORDINARY SHARES IN KPJ (“KPJ SHARE(S)” OR “SUBDIVIDED SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED SUBDIVISION”)

“**THAT** subject to the passing of the Special Resolution, and the approvals of all relevant regulatory authorities for the Proposed Subdivision, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to:-

- (i) subdivide each of the existing ordinary shares in the Company into 4 ordinary shares in the Company held by the shareholders of KPJ whose names appear on the Record of Depositors of the Company on the Entitlement Date;
- (ii) allot and issue any such additional warrants 2014/2019 to be issued pursuant to the adjustments made in accordance with the provisions of the deed poll dated 11 December 2013 (“**Deed Poll**”) as a result of the Proposed Subdivision (“**Additional Warrants**”); and
- (iii) allot and issue any such additional options under the employees’ share option scheme of KPJ (“**ESOS**”) to be issued pursuant to the adjustments made in accordance with the provisions of the ESOS by-laws dated 27 February 2015 (“**By-Laws**”) as a result of the Proposed Subdivision (“**Additional ESOS Options**”);

THAT fractional entitlements arising from the Proposed Subdivision, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT the Subdivided Shares will, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid where the entitlement date precedes the Entitlement Date;

THAT the Additional Warrants to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing warrants 2014/2019;

THAT the new KPJ Shares to be issued arising from the exercise of the Additional Warrants and Additional ESOS Options shall, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the new KPJ Shares will not be entitled to participate in any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the Entitlement Date;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Subdivision 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 the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Subdivision.”

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 58 of the Company’s Constitution and Paragraph 7.16 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad to issue a General Meeting Record of Depositors (“**ROD**”) as at 17 August 2017. Depositors whose names appear on the ROD as at 17 August 2017 are entitled to attend or appoint proxy(ies) to attend and/or vote on his/her behalf.

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

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

Johor Bahru
2 August 2017

Notes:-

- a. 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.
- b. If a corporation is a member of the Company, the corporation may by resolution of its Board or other governing body authorise a person or persons to act as its representative or representatives at the EGM.
- c. A certificate of authorisation by the corporation shall be *prima facie* evidence of the appointment or the revocation of the appointment, as the case may be, of a representative under Section 333(5) of the Companies Act, 2016.
- d. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA 1991**”), he may appoint at least 1 proxy in respect of each Securities Account (as defined in SICDA 1991) it holds with ordinary shares of the Company standing to the credit of the said Securities Account (as defined in SICDA 1991).
- e. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office of the Company at: KPJ HEALTHCARE BERHAD, Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.