

APPENDIX A

PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF KPJ HEALTHCARE BERHAD

This is the Appendix A referred to in Agenda 10 of the Notice of Thirty-First (“31st”) Annual General Meeting (“AGM”) of KPJ Healthcare Berhad (“KPJ” or the “Company”) dated 10 May 2024.

The existing Constitution of the Company is amended in the following manner (for which differences are strikethrough and highlighted in bold):

Rule No.	Existing Rule	Rule No.	Proposed New Rule
7.1	Subject to the Act, the Listing Requirements and this Constitution and to the conditions restrictions and limitations expressed in this Constitution, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and consideration and on such terms and conditions and with such preferred, deferred or other special rights, restrictions or exclusions whether in regard to dividend, voting, return of capital or otherwise as they think proper, PROVIDED ALWAYS THAT:-	7.1	Subject to the Act, the Listing Requirements and this Constitution and to the conditions, restrictions and limitations expressed in this Constitution, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and consideration and on such terms and conditions and with such preferred, deferred or other special rights, restrictions or exclusions whether in regard to dividend, voting, return of capital or otherwise as they think proper, PROVIDED ALWAYS THAT:-
(d)	“every issue of shares or options to employees and/or directors pursuant to a scheme of share allocation for employees shall be approved by the members in general meeting and:- (i) such approval shall specifically detail the amount of shares of options to be issued to such director. (ii) only directors holding office in an executive capacity shall participate in such an issue of shares or options to employees Provided Always that a director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue.	(d)	“every issue of shares or options to employees and/or directors pursuant to a scheme of share allocation for employees shall be approved by the members in general meeting.”-and:- (i) such approval shall specifically detail the amount of shares of options to be issued to such director. (ii) only directors holding office in an executive capacity shall participate in such an issue of shares or options to employees Provided Always that a director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue.

Rule No.	Existing Rule	Rule No.	Proposed New Rule
	The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares."		The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares."
127	The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least twenty-one (21) days or any longer period before the meeting or at least twenty-eight (28) days before the meeting where special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and such be given in manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of general meeting from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by any person shall not invalidate the proceedings of any resolution passed at any such meeting. At least twenty-one (21) days or any longer period notice or at least twenty-eight (28) days notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily press and in writing to	127	The notices convening meetings shall specify the place, day and hour time of the meeting, and shall be given to all members shareholders at least twenty-one (21) days or any longer period fourteen (14) days before the meeting or at least twenty-eight (28) twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting . Where it is an annual general meeting, the notice shall be given to all members at least twenty-eight (28) days before the annual general meeting . Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. and such be given in manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of general meeting from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by any person shall not invalidate the proceedings of any resolution passed at any such meeting. At least twenty-one (21) days or any longer period notice or at least twenty-eight (28) days notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by

Rule No.	Existing Rule	Rule No.	Proposed New Rule
	each stock exchange which the company is listed.		advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily press and in writing to each stock exchange which the company is listed. Such notice shall be advertised in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and announced to the Exchange in accordance to the Listing Requirements.

STATEMENT ACCOMPANYING THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. The profile of the Directors who are standing for re-election pursuant to Rule 95(i) of the Company's Constitution at the 31st AGM are set out below:

(i) Ordinary Resolution 1

MOHAMED RIDZA BIN MOHAMED ABDULLA

Independent Non-Executive Director

Date of Appointment 1 April 2020

Nationality/Age/Gender Malaysian/55/Male

Length of Service
(as at 10 May 2024) 4 years 1 month

Academic/Professional Qualifications/ Membership(s)

- Bachelor of Laws, International Islamic University, Malaysia
- Fellow Member of Institute of Chartered Secretaries and Administrators, London, United Kingdom
- Advocate and Solicitor of the High Court of Malaya
- Associate Member of the Chartered Institute of Arbitrators, Chartered Institute of Arbitrators
- Fellow of Malaysian Society of Adjudicators, The Malaysian Institute of Arbitrators

Present Directorships

Listed Entity:

- **Sime Darby Property Berhad**
Independent Non-Executive Director

Other Public Companies:
Nil

Present Appointment(s)

OIC Arbitration Center, Istanbul, Turkey

- Director

Mohamed Ridza and Co.

- Managing Partner

Past Directorship(s) and/or Appointment(s)

- Director, Yayasan Pembangunan Ekonomi Islam Malaysia (YaPEIM) (2021 - 2022)
- Director, Bank Islam Malaysia Berhad (2010 - 2022)
- Director, BIMB Investment Management Berhad (2019 - 2022)
- Director, Theta Edge Berhad (2007 - 2021)
- Director, Tabung Haji Travel & Services Sdn Bhd (2007 - 2017)
- Director, Pelangi Berhad (2005 - 2010)
- Partner, Zaid Ibrahim and Co. (2000 - 2005)
- General Legal Counsel, Technip Asia Pacific, Kuala Lumpur (1998 - 2000)
- Group Legal Advisor, Arab Malaysian Corporation Berhad (AMCB) (1995 - 1998)
- Advocate and Solicitor, Rashid and Lee (1993 - 1995)

Encik Mohamed Ridza bin Mohamed Abdulla does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

(ii) Ordinary Resolution 2**HISHAM BIN ZAINAL MOKHTAR**

Independent Non-Executive Director

Date of Appointment 23 June 2021**Nationality/Age/Gender** Malaysian/62/Male**Length of Service**
(as at 10 May 2024) 2 years 10 months**Academic/Professional Qualifications/ Membership(s)**

- Master in Business Administration, Massachusetts Institute of Technology, Massachusetts, United States of America
- Master of Science (Mathematics), Illinois State University, Normal, Illinois, United States of America
- Bachelor of Science (Mathematics), Illinois State University, Normal, Illinois, United States of America
- Chartered Financial Analyst (CFA) Charterholder, CFA Institute

Present Directorships**Listed Entity:**

- **Telekom Malaysia Berhad**
Independent Non-Executive Director
- **AEON Co. (M) Bhd**
Independent Non-Executive Director

Other Public Companies:

Nil

Present Appointment(s) Nil**Past Directorship(s) and/or Appointment(s)**

- Member, Investment Panel, Lembaga Tabung Haji (2021 - 2023)
- Director, Principal Asset Management Berhad (2015 - 2022)
- Director, VADS Berhad (2019 - 2022)
- Director in the Group Managing Director's Office, Malaysian Industrial Development Finance Berhad (2018 - 2019)
- Chief Operating Officer, Astro Overseas Ltd (2014 - 2018)
- Vice President (VP), Senior Vice President, Director of Investments, Khazanah Nasional Berhad (2005 - 2014)
- VP, Chief Financial Officer, Executive Director, Tricubes Berhad (2001 - 2005)
- Head Analyst, Britac Capital Sdn Bhd (2001)
- Executive Director, K.E. Malaysian Capital Partners Sdn Bhd (2000)
- Financial Consultant, Santander Investment Research (Malaysia) Sdn Bhd (1999 - 2000)
- Financial Consultant, Sithe Pacific LLC (1998 - 1999)
- Remisier, CIMB Securities Sdn Bhd (1998)
- Senior Research Analyst, UBS Research (Malaysia) Sdn Bhd (1996 - 1998)
- Investment Analyst, Crosby Research (Malaysia) Sdn Bhd (1995 - 1996)
- Investment Analyst, Baring Research (Malaysia) Sdn Bhd (1994 - 1995)
- Head of Research, Keluangsa Sdn Bhd (1994)
- Research Executive, Crosby Research (Malaysia) Sdn Bhd (1991 - 1994)
- Analyst, William M. Mercer Zainal Fraser Sdn Bhd (1988 - 1991)
- Manpower Development Assistant, Aetna Universal Insurance Sdn Bhd (1987 - 1988)

Encik Hisham bin Zainal Mokhtar does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

(iii) Ordinary Resolution 3

ANNIE BINTI ROSLENon-Independent Non-Executive Director

Date of Appointment 23 June 2021

Nationality/Age/Gender Malaysian/56/Female

Length of Service
(as at 10 May 2024) 2 years 10 months

Academic/Professional Qualifications/ Membership(s)

- Degree in Finance and Economics, London Guildhall University
- Graduate of Association of Chartered Certified Accountants (ACCA)

Present Directorships **Listed Entity:**
Nil

Other Public Companies:

- **QSR Brands (M) Holdings Berhad**
Non-Independent Non-Executive Director
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Present Appointment(s) **Employee Provident Fund (EPF)**

- Head of Private Equity and Infrastructure Department

Past Directorship(s) and/or Appointment(s)

- Director, Iskandar Investment Berhad (2021 - 2023)
- Director, Battersea Power Station Development Company Limited (2017 - 2022)
- Principal Officer, KWASA Invest Ltd (2017 - 2019)

Puan Annie binti Rosle does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

2. The profile of the Directors who are standing for re-election pursuant to Rule 96 of the Company's Constitution at the 31st AGM are set out below:

(i) Ordinary Resolution 4

CHIN KEAT CHYUAN

President and Managing Director

Date of Appointment	1 September 2023
Nationality/Age/Gender	Malaysian/50/Male
Length of Service (as at 10 May 2024)	8 months
Academic/ Professional Qualifications/ Membership(s)	<ul style="list-style-type: none"> • Master of Business Administration, General (Merit), University of Nottingham – Nottingham University Business School, United Kingdom • Bachelor's Degree of Biochemistry (Hons), National University of Malaysia (UKM), Malaysia • Executive Education Programme, Advanced Strategic Management, IMD Business School
Present Directorships	<p>Listed Entity: Nil</p> <p>Other Public Companies: Nil</p>
Present Appointment(s)	Nil
Past Directorship(s) and/or Appointment(s)	<ul style="list-style-type: none"> • Vice President, Ethicon South East Asia (July 2022 – 30 August 2023) • Board of Governor, American Malaysian Chamber of Commerce (AMCHAM) (2017 – June 2023) • President, Pharmaceutical Association of Malaysia (PhAMA) (2017 – March 2023) • Managing Director, Johnson & Johnson Malaysia & Brunei (January 2016 – June 2022) • Country Director, Johnson & Johnson Malaysia & Brunei (May 2014 – December 2015) • ASEAN General Manager, Johnson & Johnson Medical (December 2013 – April 2014) • ASEAN Franchise Director, Johnson & Johnson Medical (January 2010 – November 2013) • Franchise Manager/Director, Johnson & Johnson Medical Malaysia (April 2006 – December 2009) • Product Specialist/Sales Manager, Johnson & Johnson Medical Malaysia (October 1997 – March 2006)

Mr. Chin Keat Chyuan has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.

Details of his shareholdings in the Company are disclosed on page 310 of the Integrated Annual Report 2023.

(ii) Ordinary Resolution 5

TAN SRI DATO' SRI DR. ISMAIL BIN HAJI BAKAR

Non-Independent Non-Executive Chairman

Date of Appointment	2 April 2024
Nationality/Age/Gender	Malaysian/64/Male
Length of Service (as at 10 May 2024)	1 month
Academic/ Professional Qualifications/ Membership(s)	<ul style="list-style-type: none">• Doctor of Philosophy (PhD) in Politics, University of Hull, United Kingdom• Master of Business Administration in Business Administration (Project Based), University of Hull, United Kingdom• Bachelor of Economics (Hons) in Applied Economics, University of Malaya, Malaysia• Diploma in Public Management, National Institute of Public Administration (INTAN), Malaysia
Present Directorships	<p>Listed Entity:</p> <ul style="list-style-type: none">• Bank Islam Malaysia Berhad Independent Non-Executive Chairman <p>Other Public Companies:</p> <ul style="list-style-type: none">• Johor Plantations Group Berhad Non-Independent Non-Executive Chairman
Present Appointment(s)	<p>Enforcement Agency Integrity Commission</p> <ul style="list-style-type: none">• Chairman <p>Johor Corporation</p> <ul style="list-style-type: none">• Deputy Chairman <p>Tekun Corporation Sdn Bhd</p> <ul style="list-style-type: none">• Chairman
Past Directorship(s) and/or Appointment(s)	<ul style="list-style-type: none">• Chairman, Kulim (Malaysia) Berhad• Director, Malaysia Airport Holdings Berhad• Chairman, Bintulu Port Holdings Berhad• Chairman, Malaysia Rail Link Sdn Bhd• Director, Bank Negara Malaysia• Chairman, Kumpulan Wang Persaraan• Chief Secretary, Government of Malaysia• Secretary General, Ministry of Finance• Secretary General, Ministry of Agriculture & Agro Based Industry• Secretary General, Ministry of Transport• Director, National Budget, National Budget Office, Treasury, Ministry of Finance• Director, Strategic Unit, Treasury, Ministry of Finance• Deputy Secretary General (Policy), Ministry of Defence• Senior Advisor to the Executive Director (SEA Group), World Bank• Head of Section, (Planning, Research and Policy), Government Procurement, Ministry of Finance• Principal Assistant Secretary, Economic and International Division (Public Finance Section), Ministry of Finance• Assistant Secretary, Economic and International Division (Capital Market, Money Market and Banking Section), Ministry of Finance• Assistant Secretary, Economic and International Division (External Trade and Balance and Payment), Ministry of Finance• Assistant Director, Anti Narcotic Task Force• Assistant Secretary, Contract and Supply Division, Ministry of Finance

Tan Sri Dato' Sri Dr. Ismail Bin Haji Bakar does not hold any shares in KPJ, has no conflict of interest or potential conflict of interest with the Company and/or its subsidiaries, has no family relationship with any Director and/or Major Shareholder of the Company, or has any convictions for offences (other than traffic offences, if any) within the past five years or any public sanction or penalty imposed by the relevant regulatory bodies during the financial year 2023.