



AL-AQAR HEALTHCARE REIT

(established in Malaysia under the trust deed dated 27 June 2006 and as amended by the supplemental trust deed dated 14 May 2009, 27 January 2011 and 9 November 2011, amended and restated by the restated trust deed dated 31 July 2013 and further amended and restated by the second restated trust deed dated 25 November 2019, entered into between Damansara REIT Managers Sdn Berhad and Amanah Raya Trustees Berhad, both companies incorporated in Malaysia under the laws of Malaysia 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 the holders of units of Al-Aqar Healthcare REIT ("Al-Aqar") ("Unitholders") will be held on a virtual basis at the Broadcast Venue: Anugerah Hall, Level 14, West Wing, KPJ Ampang Puteri Specialist Hospital, No 1 Jalan Mamanda 9, Taman Dato Ahmad Razali, 68000 Ampang, on 13 December 2022 at 3:30 p.m. for the purpose of considering and if thought fit to pass the following resolutions, with or without any amendments:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITIONS BY AMANAH RAYA TRUSTEES BERHAD ("TRUSTEE") (ACTING SOLELY IN ITS CAPACITY AS TRUSTEE FOR AND ON BEHALF OF AL-AQAR), OF THE FOLLOWING:

- (I) **A BUILDING KNOWN AS TMC HEALTH CENTRE ("TMC NEW BUILDING") FROM PENANG SPECIALIST HOSPITAL SDN BHD ("PNG"), A WHOLLY-OWNED SUBSIDIARY OF KPJ HEALTHCARE BHD ("KPJ"), FOR A TOTAL CASH CONSIDERATION OF RM14,300,000 ("PROPOSED ACQUISITION OF TMC NEW BUILDING");**
- (II) **A BUILDING FORMING PART OF KPJ SEREMBAN SPECIALIST HOSPITAL ("SEREMBAN NEW BUILDING") FROM MAHARANI SPECIALIST HOSPITAL SDN BHD ("MSH"), A WHOLLY-OWNED SUBSIDIARY OF KPJ, FOR A TOTAL CASH CONSIDERATION OF RM84,700,000 ("PROPOSED ACQUISITION OF SEREMBAN NEW BUILDING"); AND**
- (III) **KPJ PASIR GUDANG SPECIALIST HOSPITAL ("PASIR GUDANG PROPERTY") FROM PASIR GUDANG SPECIALIST HOSPITAL SDN BHD ("PGSH"), A WHOLLY-OWNED SUBSIDIARY OF KPJ, FOR A TOTAL CONSIDERATION OF RM93,000,000 TO BE SATISFIED VIA COMBINATION OF CASH OF RM RM67,989,183 AND ISSUANCE OF 20,500,669 NEW ORDINARY UNITS IN AL-AQAR ("AL-AQAR UNIT(S)") AT AN ISSUE PRICE OF RM1.22 PER UNIT ("PROPOSED ACQUISITION OF PASIR GUDANG PROPERTY");**

THE TMC NEW BUILDING, THE SEREMBAN NEW BUILDING AND THE PASIR GUDANG PROPERTY ARE COLLECTIVELY REFERRED TO AS THE PROPERTIES;

THE PROPOSED ACQUISITION OF TMC NEW BUILDING, THE PROPOSED ACQUISITION OF SEREMBAN NEW BUILDING, AND THE PROPOSED ACQUISITION OF PASIR GUDANG PROPERTY ARE COLLECTIVELY REFERRED TO AS THE "PROPOSED ACQUISITIONS";

"THAT subject to the passing of Ordinary Resolution 2, and approvals of all relevant parties and/or authorities being obtained, approval be and is hereby given to the Trustee (acting solely in its capacity as trustee for and on behalf of the Al-Aqar), to acquire the Properties upon the terms and conditions contained in the conditional sale and purchase agreements dated 2 September 2022 entered into between the Trustee (acting solely in its capacity as trustee for and on behalf of Al-Aqar) and the respective PNG, MSH and PGSH ("SPAs");

AND THAT the Board of Directors ("Board") of Damansara REIT Managers Sdn Berhad ("Manager") and the Trustee (acting solely in its capacity as the trustee for and on behalf of the Al-Aqar), be and are authorised to:

- (i) enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of Al-Aqar, all such agreements, instruments, documents and/or deeds as the Board of the Manager may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Acquisitions;
- (ii) assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Acquisitions (including but not limited to SPAs) and/or any provision, term and condition thereof as may be required and/or as the Board of the Manager may in its discretion deem necessary, expedient or appropriate and/or as may be imposed or permitted by any relevant regulatory authorities; and
- (iii) take all such steps and do all such acts, deeds and things in any manner as the Board of the Manager may from time to time deem necessary, expedient or appropriate to implement, finalise and give full effect to and complete all transactions contemplated under the Proposed Acquisitions."

ORDINARY RESOLUTION 2

PROPOSED LEASE BY THE TRUSTEE (ACTING SOLELY IN ITS CAPACITY AS TRUSTEE FOR AND ON BEHALF OF AL-AQAR) OF THE FOLLOWING:

- (I) **TMC NEW BUILDING TO PNG UPON COMPLETION OF THE PROPOSED ACQUISITION OF TMC NEW BUILDING ("PROPOSED LEASE OF TMC NEW BUILDING");**
- (II) **SEREMBAN NEW BUILDING TO MSH UPON COMPLETION OF THE PROPOSED ACQUISITION OF SEREMBAN NEW BUILDING ("PROPOSED LEASE OF SEREMBAN NEW BUILDING"); AND**
- (III) **PASIR GUDANG PROPERTY TO PGSH UPON COMPLETION OF THE PROPOSED ACQUISITION OF PASIR GUDANG PROPERTY ("PROPOSED LEASE OF PASIR GUDANG PROPERTY");**

THE PROPOSED LEASE OF TMC NEW BUILDING, THE PROPOSED LEASE OF SEREMBAN NEW BUILDING AND THE PROPOSED LEASE OF PASIR GUDANG PROPERTY ARE COLLECTIVELY REFERRED TO AS THE "PROPOSED LEASES";

"THAT subject to the passing of Ordinary Resolution 1, and approvals of all relevant parties and/or authorities being obtained, approval be and is hereby given to the Trustee (acting solely in its capacity as trustee for and on behalf of Al-Aqar), to enter into a lease agreement with PNG, MSH and PGSH, respectively, in relation to and for the lease of the Properties upon the terms of the respective lease agreements from the completion of Proposed Acquisitions ("Lease Agreements");

AND THAT the Board of the Manager and the Trustee (acting solely in its capacity as trustee for and on behalf of the Al-Aqar), be and are authorised to:

- (i) enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of Al-Aqar, all such agreements, instruments, documents and/or deeds as the Board of the Manager may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Leases;
- (ii) assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Leases (including but not limited to the Lease Agreements) and/or any provision, term and condition thereof as may be required and/or as the Board of the Manager may in its discretion deem necessary, expedient or appropriate and/or as may be imposed or permitted by any relevant regulatory authorities; and
- (iii) take all such steps and do all such acts, deeds and things in any manner as the Board of the Manager may from time to time deem necessary, expedient or appropriate to implement, finalise and give full effect to and complete all transactions contemplated under the Proposed Leases."

ORDINARY RESOLUTION 3

PROPOSED ALLOTMENT OF UP TO 73,598,509 NEW UNITS IN AL-AQAR ("PLACEMENT UNITS") TO BE ISSUED, BEING UP TO 10% OF THE TOTAL NUMBER OF UNITS ISSUED, PURSUANT TO THE PROPOSED PRIVATE PLACEMENT OF UP TO 118,965,517 NEW UNITS REPRESENTING UP TO 16.16% OF THE TOTAL NUMBER OF UNITS ISSUED AS AT 31 OCTOBER 2022 ("PROPOSED PRIVATE PLACEMENT") TO LEMBAGA TABUNG HAJI ("LTH") AND/OR PERSONS CONNECTED WITH LTH ("PROPOSED ALLOTMENT TO LTH")

"THAT subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Allotment to LTH: -

- (i) approval be and is hereby given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 73,598,509 Placement Units, representing up to 10% of the total number of Units issued of 735,985,088 as at 31 October 2022, to LTH and/or persons connected with LTH at an issue price to be determined and fixed by the Board. The actual allotment of the Placement Units pursuant to the Proposed Allotment to LTH shall be at the Manager's absolute discretion provided that the aggregate number of Units to be issued pursuant to the Proposed Placement shall not exceed 118,965,517 Units (including the Proposed Allotment to LTH) and the allotment to any single placee must not exceed 73,598,509 Units or equivalent to 10% of the total number of Units issued;
- (ii) the Placement Units shall, upon allotment and issue, rank equally in all respects with the existing Units except that the Placement Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared, made or paid on the existing Units before the date of allotment and issue of such Placement Units; and
- (iii) approval and authority be and are hereby given to the Board and the Trustee (acting solely in its capacity as trustee for and on behalf of Al-Aqar) to do all such acts and things as they may consider necessary or expedient in the best interests of Al-Aqar with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Allotment to LTH."

ORDINARY RESOLUTION 4

PROPOSED ALLOTMENT OF UP TO 73,598,509 PLACEMENT UNITS TO BE ISSUED, BEING UP TO 10% OF THE TOTAL NUMBER OF UNITS ISSUED, PURSUANT TO THE PROPOSED PRIVATE PLACEMENT TO EMPLOYEES PROVIDENT FUND BOARD ("EPF") AND/OR PERSONS CONNECTED WITH EPF ("PROPOSED ALLOTMENT TO EPF")

"THAT subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Allotment to EPF:

- (i) approval be and is hereby given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 73,598,509 Placement Units, representing up to 10% of the total number of Units issued of 735,985,088 as at 31 October 2022, to EPF and/or persons connected with EPF at an issue price to be determined and fixed by the Board. The actual allotment of the Placement Units pursuant to the Proposed Allotment to EPF shall be at the Manager's absolute discretion provided that the aggregate number of Units to be issued pursuant to the Proposed Placement shall not exceed 118,965,517 Units (including the Proposed Allotment to EPF) and the allotment to any single placee must not exceed 73,598,509 Units or equivalent to 10% of the total number of Units issued;
- (ii) the Placement Units shall, upon allotment and issue, rank equally in all respects with the existing Units except that the Placement Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared, made or paid on the existing Units before the date of allotment and issue of such Placement Units; and
- (iii) approval and authority be and are hereby given to the Board and the Trustee (acting solely in its capacity as trustee for and on behalf of Al-Aqar) to do all such acts and things as they may consider necessary or expedient in the best interests of Al-Aqar with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Allotment to EPF."

SPECIAL RESOLUTION 1

PROPOSED REVISION IN MANAGEMENT FEE

"THAT approval be and is hereby granted to Al-Aqar to revise the management fee from the existing rate to the revised rate as follows:

Existing Provision	Revised Provision
The Manager shall be entitled to receive for its own account out of the total assets of Al-Aqar, a management fee (exclusive of service tax, if any), of up to:	The Manager shall be entitled to receive for its own account out of the total assets of Al-Aqar a Management Fee of up to zero point three percent (0.30%) per annum of the total asset value of Al-Aqar (exclusive of service tax, if any).
(a) zero point one zero percent (0.10%) of the gross asset value ("GAV") for the first RM1.0 billion of the value of the total assets of Al-Aqar; and	
(b) zero point one two five percent (0.125%) of the GAV above RM1.0 billion of the value of the total assets of Al-Aqar.	

AND THAT the Proposed Revision in Management Fee will be effective from the date of registration of the Supplemental Deed to the Second Restated Trust Deed with the Securities Commission Malaysia;

AND THAT the Board and the Trustee be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of Al-Aqar with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take 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 Revision in Management Fee contemplated and/or authorised by this special resolution."

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

**NURALIZA BINTI A. RAHMAN (MAICSA 7067934)
ROHAYA BINTI JAAFAR (LS 0008376)**

Company Secretaries

Johor Bahru
Dated: 21 November 2022

Notes:-

1. The EGM will be conducted on a virtual basis through live streaming session and remote voting. Unitholder(s) or proxy(ies) or corporate representative(s) or attorney(s) WILL NOT BE ALLOWED to attend the EGM in person at the broadcast venue on the day of the EGM.
Unitholders can register online to participate in the EGM via <https://vps.megacorp.com.my/joVY9p>.
Please refer to the Administrative Note.
2. A Unitholder who is entitled to attend and vote remotely at the EGM is entitled to appoint not more than 2 proxies (whether a Unitholder or not) to participate instead of him. A proxy need not be a unitholder. Where a unitholder appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his holding (expressed as a percentage of the whole) to be represented by each proxy.
3. Where a Unitholder is a corporation, its duly authorised representative shall be entitled to attend and vote remotely at the EGM, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote remotely at the EGM.
4. Where the Unitholder 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 Unitholder 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.
5. 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.
6. The instrument appointing a proxy must be deposited at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or e-mail to EGM-support.AIAqar@megacorp.com.my, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
7. Unitholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are to attend the EGM and may use the Questions' Pane facility to submit questions in real time during the EGM via the Live-Streaming solution. Unitholder(s) or proxy(ies) or corporate representative(s) or attorney(s) may also submit their questions prior to the EGM via email to EGM-support.AIAqar@megacorp.com.my.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll. The Unitholder(s) or proxy(ies) or corporate representative(s) or attorney(s) shall vote remotely via the digital ballot form. Please refer to the Administrative Guide via <http://www.alaaqar.com.my> for further information on the EGM.
9. If during the convened EGM and where the discussion pertaining to the resolution of the EGM has concluded, the chairman of the EGM decides to hold the poll voting of the resolution at a later date, the instrument appointing a proxy must be deposited at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or e-mail to EGM-support.AIAqar@megacorp.com.my, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
10. Only Unitholders registered in the Record of Depositors as at 6 December 2022 shall be entitled to attend and speak at the EGM or appoint proxy(ies) to attend on his/her behalf.