

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser immediately.

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**al-'aqqar**  
**HEALTHCARE REIT**  
**AL-'AQAR HEALTHCARE REIT**

(Established in Malaysia under the trust deed dated 27 June 2006 and as amended by the supplementary deed dated 14 May 2009, 27 January 2011 and 9 November 2011, amended and restated by the Restated Deed dated 31 July 2013, amended and restated by the Second Restated Deed dated 25 November 2019 and further amended by the Supplemental Deed to the Second Restated Deed dated 29 December 2022 entered into between JLG REIT Managers Sdn Bhd and AmanahRaya 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-'Aqqar Healthcare REIT, as amended, varied or supplemented from time to time)

**CIRCULAR TO UNITHOLDERS IN RELATION TO THE**

**PROPOSED RENEWAL OF UNITHOLDERS' MANDATE FOR  
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**IN CONJUNCTION WITH THE SPECIAL BUSINESS**

**AT THE FOURTEENTH ANNUAL GENERAL MEETING**

*Principal Adviser*



**CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD**  
(Registration No. 197901004504 (48703-W))  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Fourteenth (14<sup>th</sup>) Annual General Meeting ("**AGM**") of Al-'Aqqar Healthcare REIT to be held physically at Ballroom Stateroom 2, Level G, M Resort & Hotel Kuala Lumpur, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur, Malaysia, on Thursday, 25 June 2026 at 10:00 a.m. together with the Form of Proxy set out in the Notice of AGM.

A unitholder is entitled to attend and vote at the AGM and is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. The Form of Proxy should be lodged at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time of the AGM. The last day and time for lodging the Form of Proxy is on Wednesday, 24 June 2026 at 10:00 a.m.. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

**IMPORTANT DATES**

Last date and time for lodging the Form of Proxy : Wednesday, 24 June 2026 at 10:00 a.m.  
Date and time for the AGM : Thursday, 25 June 2026 at 10:00 a.m.

**This Circular is dated 25 May 2026**

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## DEFINITIONS

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For the purpose of this Circular, except where the context otherwise requires, the following words and abbreviations shall have the following meaning:

<b>Act</b>	: Companies Act, 2016, as amended from time to time and any reenactment thereof
<b>AGM</b>	: Annual General Meeting
<b>Al-'Aqar or REIT</b>	: Al-'Aqar Healthcare REIT, a real estate investment trust constituted by the Deed
<b>ART or Trustee</b>	: AmanahRaya Trustees Berhad (Registration No.: 200701008892 (766894-T)), being the trustee of Al-'Aqar
<b>Board Audit and Risk Committee</b>	: Board Audit and Risk Committee of the Manager
<b>Board</b>	: Board of Directors of the Manager
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
<b>CGS MY or Principal Adviser</b>	: CGS International Securities Malaysia Sdn Bhd (Registration No. 197901004504 (48703-W))
<b>Circular</b>	: This circular to unitholders of Al-'Aqar dated 25 May 2026
<b>Deed</b>	: The trust deed dated 27 June 2006, the supplementary deed dated 14 May 2009, 27 January 2011 and 9 November 2011, the Restated Deed dated 31 July 2013, amended and restated by the Second Restated Deed dated 25 November 2019 and further amended by Supplemental Deed to the Second Restated Deed dated 29 December 2022 entered into between the Manager, the Trustee and the persons registered as holders of the units in Al-'Aqar, constituting Al-'Aqar as amended, varied or supplemented from time to time
<b>Director</b>	: Shall have the same meaning given in Section 2(1) of the Capital Market Services Act, 2007, and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer of the listed issuer, its subsidiary or holding company
<b>FYE</b>	: Financial year ended or ending 31 December, as the case may be
<b>Interested Directors</b>	: Collectively, Shamsul Anuar bin Abdul Majid, Datuk Sr. Akmal bin Ahmad, Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Abdul Aziz bin Abdul Rasheed, Ahmad Fadzli bin Zainudin and Tay Hui-Ping
<b>Interested Major Unitholders</b>	: The major unitholders of Al-'Aqar who are deemed interested in the Proposed RRPT Mandate as disclosed in Section 7 of this Circular
<b>JCorp</b>	: Johor Corporation, being a major unitholder of Al-'Aqar
<b>JCorp Group</b>	: JCorp, its subsidiaries and its associated companies
<b>JLG</b>	: JLG Investment Holdings Sdn Bhd (Registration No. 201601019314 (1190251-T))

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**DEFINITIONS (CONT'D)**

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<b>JLG Group</b>	: JLG, its subsidiaries and its associated companies
<b>JRMSB or Manager</b>	: JLG REIT Managers Sdn Bhd (Registration No.: 200501035558 (717704-V)), being the manager of Al-'Aqar
<b>KPJ</b>	: KPJ Healthcare Berhad (Registration No.: 199201015575 (247079-M))
<b>KPJ Group</b>	: KPJ, its subsidiaries and its associated companies
<b>Listed REIT Guidelines</b>	: Guidelines on Listed Real Estate Investment Trusts issued by the SC
<b>Listing Requirements</b>	: Main Market Listing Requirements of Bursa Securities
<b>LPD</b>	: 30 April 2026, being the latest practicable date prior to printing of this Circular
<b>NAV</b>	: Net assets value
<b>Proposed RRPT Mandate</b>	: Proposed renewal of unitholders' mandate for RRPT
<b>Related Party(ies)</b>	: A director, major unitholder and/or persons(s) connected with such director or major unitholder as defined under the Listing Requirements
<b>RM and sen</b>	: Ringgit Malaysia and sen respectively
<b>RRPT</b>	: Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the REIT and which are in the ordinary course of business of the REIT
<b>SC</b>	: Securities Commission Malaysia
<b>Unitholder(s)</b>	: Holder(s) of units in Al-'Aqar

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neutral genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time or re-enacted thereof. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

All references to "you" in this Circular are to the Unitholders of Al-'Aqar.

Certain amounts and percentage figures included in this Circular have been subject to rounding adjustments. Any discrepancy in the figures or tables included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding.

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**DEFINITIONS (CONT'D)**

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Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our plans and objectives will be achieved.

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**EXTRACT OF THE NOTICE OF AGM****ENCLOSED**

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**JLG REIT MANAGERS SDN BHD  
(MANAGER OF AL-'AQAR HEALTHCARE REIT)**

(Company Registration No. 200501035558 (717704-V))  
(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Act)

**Registered Office:**

Suite 1, Level 17,  
Menara KOMTAR,  
Johor Bahru City Centre,  
80888 Ibrahim International Business District,  
Johor Darul Ta'zim

25 May 2026

**Board of Directors**

Datuk Hashim bin Wahir	<i>(Chairman, Independent Non-Executive Director)</i>
Abdullah bin Abu Samah	<i>(Independent Non-Executive Director)</i>
Ong Li Lee	<i>(Independent Non-Executive Director)</i>
Datuk Sr. Akmal bin Ahmad	<i>(Non-Independent Non-Executive Director)</i>
Datin Ungku Suseelawati binti Ungku Omar	<i>(Independent Non-Executive Director)</i>
Goh Tian Sui	<i>(Independent Non-Executive Director)</i>
Abdul Aziz bin Abdul Rasheed	<i>(Non-Independent Non-Executive Director)</i>
Ahmad Fadzli bin Zainudin	<i>(Alternate Director to Datuk Sr. Akmal bin Ahmad)</i>

**To: The Unitholders**

Dear Sir/Madam,

**PROPOSED RENEWAL OF UNITHOLDERS' MANDATE FOR RRPT**

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**1. INTRODUCTION**

On 27 April 2026, CGS MY had, on behalf of the Board, announced that Al-'Aqar will be seeking its unitholders' approval for a general mandate in relation to RRPT in line with Paragraph 10.09 of the Listing Requirements at its forthcoming Fourteenth (14<sup>th</sup>) AGM.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION IN RELATION TO THE PROPOSED RRPT MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING THERETO TO BE TABLED AS A SPECIAL BUSINESS AT THE FORTHCOMING AGM.**

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RRPT MANDATE TO BE TABLED AT THE FORTHCOMING AGM.**

## 2. PROPOSED RRPT MANDATE

### 2.1 Details of the Proposed RRPT Mandate

Pursuant to Paragraph 10.09(2) of the Listing Requirements, Al-'Aqar proposes to seek a general mandate from the unitholders of Al-'Aqar for Al-'Aqar to enter into arrangements or transactions with the Related Parties.

Under Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its unitholders for RRPT subject to the following:

- (i) The transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) The Proposed RRPT Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed RRPT Mandate during the financial year where the aggregate value is equal to or more than the following threshold:
  - (a) The consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
  - (b) The percentage ratio of such RRPT is 1% or more;whichever is the higher;
- (iii) The circular for the Proposed RRPT Mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) In a meeting to obtain unitholders' mandate, the relevant related party must comply with the requirements set out below:
  - (a) A Related Party with any interest, direct or indirect ("**Interested Related Party**") must not vote on the resolution in respect of the Proposed RRPT Mandate;
  - (b) An Interested Related Party who is:
    - (aa) In the case of a corporation, a director or major shareholder;
    - (bb) In the case of a business trust, a trustee-manager, a director or major shareholder of the trustee-manager or major unitholder of the business trust;
    - (cc) In the case of a closed-end fund, a director or major shareholder of the closed-end fund, the managers or a director or major shareholder of the managers; or
    - (dd) In the case of a real estate investment trust, a management company, a trustee, a director or major shareholder of the management company or major unitholder of the real estate investment trust,

must ensure that persons connected with it abstain from voting on the resolution in respect of the related party transaction; and

- (c) Where the Interested Related Party is a person connected with:
- (aa) In the case of a corporation, a director or major shareholder;
  - (bb) In the case of a business trust, a trustee-manager, a director or major shareholder of the trustee-manager or major unitholder of the business trust;
  - (cc) In the case of a closed-end fund, a director or major shareholder of the closed-end fund, the managers or a director or major shareholder of the managers; or
  - (dd) In the case of a real estate investment trust, a management company, a trustee, a director or major shareholder of the management company or major unitholder of the real estate investment trust,
- such persons stated in subparagraphs (aa), (bb), (cc) or (dd) above, as the case may be, must not vote on the resolution in respect of the related party transaction.
- (v) The Manager shall immediately announce to Bursa Securities when the actual value of a RRPT entered into by AI-'Aqar, exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

## 2.2 Key investment objective of AI-'Aqar and principal activities of the subsidiaries

The key objective of AI-'Aqar is to provide unitholders with stable distributions per unit with the potential for sustainable long-term growth of such distributions. The objective is sought to be achieved by optimising the performance and enhancing the overall quality of a large and geographically diversified portfolio of real estate through various investment and business strategies.

Details of the subsidiaries of AI-'Aqar as at the LPD are set out below:

<u>Name of company</u>	<u>Country of Incorporation</u>	<u>Equity interest (%)</u>	<u>Principal activities</u>
AI-'Aqar Capital Sdn Bhd	Malaysia	100.0	Special purpose company for the purpose of raising Islamic financing for AI-'Aqar
AI-'Aqar Australia Pty Ltd	Australia	100.0	Special purpose company for the purpose of acquisition of Australian property for AI-'Aqar

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## 2.3 Classes of RRPT for the Proposed RRPT Mandate

The Proposed RRPT Mandate applies to the following classes of Related Parties:

<u>Nature of RRPT</u>	<u>Transacting Party</u>	<u>Classes of Related Party and Nature of Interest</u>
<ul style="list-style-type: none"> <li>• Advisory for, inter-alia, renovation and/or upgrade of any refurbishment work to be undertaken at the hospitals; and property management fee</li> <li>• Rental income for renting of, inter-alia, specialist hospitals, medical centres, aged care centre and college buildings<sup>(1)</sup></li> </ul>	<p>KPJ Group</p>	<p>JCorp has a direct and indirect interest of 36.19% and 8.17% respectively in KPJ. KPJ and JCorp (via KPJ) are also the major unitholders of Al-'Aqar. The Manager is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping) are deemed interested by virtue of them being the Directors of JRMSB and being members of the board of directors and/or senior management of certain subsidiaries in JCorp.</p> <p>Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping resigned as directors of JRMSB on 31 March 2026 are also the members of the board of directors of and/or senior management of certain subsidiaries in JCorp. As such, Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping are also deemed interested for the six (6) months period preceding their resignation date.</p>
<p>Registrar expenses</p>	<p>JCorp Group</p>	<p>JCorp (via KPJ) is the major unitholder of Al-'Aqar. The Manager is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping) are deemed interested by virtue of them being the Directors of JRMSB and being members of the board of directors and/or senior management of certain subsidiaries in JCorp.</p> <p>Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping resigned as directors of JRMSB on 31 March 2026 are also the members of the board of directors and/or senior management of certain subsidiaries in JCorp. As such, Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping are also deemed interested for the six (6) months period preceding their resignation date.</p>

<u>Nature of RRPT</u>	<u>Transacting Party</u>	<u>Classes of Related Party and Nature of Interest</u>
Total replacement and disposal of main air conditioning system at the hospitals	JLG Group	<p>JCorp (via indirect shareholdings) is a major unitholder of Al-'Aqar.</p> <p>JLG is a wholly-owned subsidiary of JCorp.</p> <p>The Manager, is also indirectly wholly-owned by JCorp.</p> <p>The Interested Directors (save for Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping) are deemed interested by virtue of them being the Directors of JRMSB and being members of the board of directors and/or senior management of certain subsidiaries in JCorp.</p> <p>Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping resigned as directors of JRMSB on 31 March 2026 are also the members the board of directors and/or senior management of certain subsidiaries in JCorp. As such, Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping are also deemed interested for the six (6) months period preceding their resignation date.</p>

**Note:**

- (1) *The rentals from KPJ Group is payable on a monthly basis. The details of the location of the properties are as follows:*

<u>No.</u>	<u>Properties</u>	<u>Location</u>	<u>Years of expiry of the contractual lease term</u>
(a)	Kluang Utama Specialist Hospital	No. 1,3,5,7,9, & 11, Jalan Susur 1, Jalan Besar, 86000, Kluang, Johor Darul Ta'zim	2027
(b)	KPJ Sentosa KL Specialist Hospital <sup>(i)(ii)</sup>	No. 36, Jalan Chemur, Damai Complex, 50400 Kuala Lumpur	2026
(c)	KPJ Tawakkal Specialist Hospital <sup>(i)(ii)</sup>	No. 1, Jalan Pahang Barat/ Jalan Sarikei, 53000 Kuala Lumpur	2025
(d)	Tawakkal Health Centre <sup>(iii)</sup>	No. 202A, Jalan Pahang, 53000 Kuala Lumpur	2025

**Notes:**

- (i) *The contractual lease of KPJ Sentosa KL Specialist Hospital and KPJ Tawakkal Specialist Hospital are expected to be renewed ("Renewal") and the Unitholders' approval shall be sought accordingly. The terms of the renewal lease agreement(s) are currently being finalised by the Manager, the Trustee and the respective subsidiaries of KPJ ("Lessee").*
- (ii) *The Manager, the Trustee and the Lessee are also in the process of finalising and executing memorandums of extension of lease agreements in respect of KPJ Sentosa KL Specialist Hospital and KPJ Tawakkal Specialist Hospital to further extend the existing contractual lease terms pending the Renewal.*
- (iii) *In respect of Tawakkal Health Centre, the Manager, the Trustee and the Lessee are in the midst of having memorandum of extension finalised and executed to further extend the contractual lease term for another period of six (6) months (including any further extension to be mutually agreed by the parties).*

#### 2.4 Nature of RRPT for the Proposed RRPT Mandate

Transacting party	Nature of the RRPT	Names of Interested Director(s), Interested Major Unitholder(s) and/or persons connected to the Interested Director(s) and Major Unitholder(s)	Estimated value from the date of the forthcoming AGM to the date of next AGM (RM'000)	Estimated value approved on the last AGM "Estimated Value" (RM'000)	Actual value transacted from 25 June 2025 (date of the last AGM) to the LPD "Actual Value" (RM'000)
<u>Lessee</u> KPJ Group	Rental income for renting of, inter-alia, specialist hospitals, medical centres and college buildings	<u>Interested Director(s)</u> 1. Shamsul Anuar bin Abdul Majid <sup>(3)</sup> 2. Datuk Sr. Akmal bin Ahmad 3. Dato' Haji Mohammed Ridha bin Dato' Abd Kadir <sup>(3)</sup> 4. Abdul Aziz bin Abdul Rasheed 5. Ahmad Fadzil bin Zainudin 6. Tay Hui-Ping <sup>(3)</sup> <u>Interested Major Unitholder(s)</u> 1. JCorp 2. KPJ	14,361	(RM'000) (2) 19,712	(RM'000) (2) 12,192
<u>Lessor</u> ART <sup>(1)</sup>					
<u>Provider</u> KPJ Group	Advisory for, inter-alia, renovation and/or upgrade of any refurbishment work to be undertaken at the hospitals; and property management fee		1,401	1,345	1,020
<u>Recipient</u> Al-Aqar					
<u>Provider</u> JCorp Group	Registrar expenses		200	200	103
<u>Recipient</u> Al-Aqar					
<u>Provider</u> JLG Group	Total replacement and disposal of main air conditioning system at the hospitals		8,918	6,410	-
<u>Recipient</u> Al-Aqar					
<b>Total</b>			<b>24,880</b>	<b>27,667</b>	<b>13,315</b>

**Notes:**

(1) Acting solely in its capacity as trustee for and on behalf of Al-Aqar.

(2) Include the rental income for renting of KPJ Healthcare University College, Nilai (Existing Building), KPJ International College, KPJ Penang Specialist Hospital (Existing Building), KPJ Seremban Specialist Hospital, KPJ Tawakkal Specialist Hospital, Taiping Medical Centre, and Tawakkal Health Centre to KPJ Group.

(3) Dato' Haji Mohammed Ridha bin Dato' Abd Kadir, Shamsul Anuar bin Abdul Majid and Tay Hui-Ping who were the former Directors of JRMSB, who resigned on 31 March 2026 are also deemed interested for the six(6) months period preceding their resignation date.

## 2.5 Details of the sums due and owing to AI-'Aqar by its Related Parties pursuant to a RRPT which exceeded the credit terms as at FYE 2025

As at 31 December 2025, the outstanding amount due to AI-'Aqar by the Related Parties pursuant to the RRPT, which exceeded the credit term for the following periods, are as follows:

Principal sum (RM'000)	Late payment charges (RM'000)	Total outstanding amount (RM'000)	Ageing analysis			
			1 year or less (RM'000)	More than 1 year but less than 3 years (RM'000)	More than 3 years but less than 5 years (RM'000)	More than 5 years (RM'000)
36,582	-	36,582	6,621	12,210	17,751	-

No late payment charges were imposed on the outstanding amounts due as a matter of goodwill gesture in view of the active on-going transactions between the parties. The Manager has and will continue to meet and discuss with the Related Parties to actively pursue for settlement of the outstanding amounts due and owing by the Related Parties to AI-'Aqar. The Board is of the opinion that the outstanding amounts are recoverable.

From 1 January 2026 up to the LPD, the Group has collected the overdue amount of RM3.806 million from the Related Parties. As at the LPD, the total amount outstanding from its Related Parties is RM32.776 million\*.

### Note:

\* Total amount outstanding consist of, amongst others, the following major debt:

- (i) RM30.577 million is related to rental payable in relation to an Australian property and both parties are in the process of finalising the settlement of the outstanding rental.
- (ii) RM2.199 million is related to rental payable from KPJ Healthcare University Sdn Bhd. On 31 December 2025, AI-'Aqar received a letter of settlement from KPJ Healthcare University Sdn Bhd for the settlement of the outstanding rental via payment instalments over the next 6 months.

## 2.6 Review procedures in relation to RRPT

### Purpose

The RRPT Policy establishes the framework for identifying, reviewing, approving, monitoring and disclosing RRPT undertaken by AI-'Aqar to ensure such transactions are conducted on arm's length basis, on normal commercial terms, in the best interest of the REIT and unitholders, not prejudicial to minority unitholders, and in compliance with the Listing Requirements, Capital Markets and Services Act 2007, Listed REIT Guidelines and the Deed.

## **Policy Statement**

The Manager shall maintain adequate internal control systems to ensure RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with Al-'Aqar's usual business practices and policies, on terms not more favourable to Related Parties than those generally available to third parties, and not detrimental to minority unitholders. The policy contained herein shall be subject to the provisions of the Listing Requirements, the Act, the Malaysian Code on Corporate Governance issued by the SC and other relevant legislations of Malaysia.

## **Procedures**

- (i) All Directors, key management personnel, senior management and relevant employees of the Manager shall submit annual declarations of interests and promptly notify any changes which may give rise to related party transactions;
- (ii) In determining the pricing for the RRPT of a revenue or trading nature, Al-'Aqar transacts at the prevailing market rates/prices for services or products, on the service or product provider's usual commercial terms, and otherwise in accordance with applicable industry norms. Other than pricing, the level of service, quality of products and other factors are also considered, such as past performance, track records, and past working relationships. The proposed transaction must be in the best interest of Al-'Aqar and the unitholders and adequately disclosed to the unitholders and the Trustee in accordance with the Listing Requirements;
- (iii) In evaluating the RRPT, the management team shall consider not only financial terms but also reputational, sustainability and governance implications;
- (iv) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third party cannot be obtained, where quotations are unavailable, management team shall document the basis of pricing using historical rates, cost analysis, industry benchmarks or independent expert advice;
- (v) For the award of contracts and any other services, the Manager will prepare an internal RRPT budget that will be evaluated and approved by the Board Audit and Risk Committee. The projects will be evaluated based on pricing as well as technical and financial capabilities of the tenderers by a person/a party appointed by the Board Audit and Risk Committee. The whole process of project budgeting, tendering, evaluation and selection of tenderer must comply with the Manager's standard operating procedures for procurements and reviewed and approved in accordance with the Group Limit of Authority;
- (vi) For material, specialised or high-risk RRPT, the Board Audit and Risk Committee may require an independent valuation, fairness opinion or external consultant review prior to approval;
- (vii) A central RRPT Register shall be maintained by the Compliance and Finance department of the Manager recording:
  - (a) transaction date;
  - (b) related party name;
  - (c) nature of relationship;
  - (d) transaction value;
  - (e) cumulative annual value;
  - (f) approving authority;
  - (g) supporting documents; and
  - (h) disclosure status.

- (viii) RRPT that meets any of the following monetary thresholds or approval criteria shall be subject to the review in accordance with the applicable authority limits set out below.

<u>Threshold</u>	<u>Approval</u>
Below the Limit of Authority (“LoA”)	: Management
Above internal threshold under the LoA	: Board Audit and Risk Committee
Material RRPT threshold	: Board
Exceeded the threshold under Chapter 10 of the Listing Requirements	: Board and announcement will be required
Mandate renewal	: Unitholders

In the case where the Board, management team and/or the chief executive officer of the Manager has an interest in transaction, recommendation/approval from the Board Audit and Risk Committee and Trustee will be sought.

In addition to the above thresholds, the management team shall assess the applicable percentage ratios under the Listing Requirements to determine whether announcement, Board approval or unitholders’ mandate will be required;

- (ix) In the event of any new RRPT of revenue or trading nature, the recommendation of the Board Audit and Risk Committee will be sought and approval from the Board and Trustee will be obtained to ensure compliance with the Listing Requirements;
- (x) Any Director, committee member, employee or officer with director or indirect interest in a RRPT shall:
- (a) declare such interest immediately;
  - (b) abstain from deliberation, recommendation and voting;
  - (c) where appropriate, leave the meeting during discussion; and
  - (d) not influence the decision-making on the matter.
- (xi) All RRPTs shall be recorded and monitored monthly by Compliance and Finance department of the Manager through the RRPT Register;
- (xii) Proper records shall be maintained to capture all RRPT of a revenue or trading nature entered into pursuant to the unitholders’ mandate to ensure accurate disclosure thereof;
- (xiii) The Board Audit and Risk Committee shall have overall responsibility for the determination of the review procedures;
- (xiv) The Board Audit and Risk Committee shall review the relevant RRPT of a revenue or trading nature and the existing procedures to ascertain that they have been complied with; and
- (xv) If during the review, the Board Audit and Risk Committee is of the view that the abovementioned procedures are no longer sufficient to ensure that the RRPT of a revenue or trading nature are undertaken on an arm’s length basis and on normal commercial terms that are not more favourable to the Related Party than those normally available to the public, the Board Audit and Risk Committee shall have the discretion to request for additional procedures to be imposed on all the RRPT of a revenue or trading nature.

**Monitoring and reporting**

- (i) All RRPT must be recorded and monitored by the Compliance and Finance department of the Manager;
- (ii) All non-compliance, late disclosure, unauthorised RRPT or control breach shall be escalated immediately to chief executive officer of the Manager, chairman of the Board Audit and Risk Committee and Trustee with remediation plan within 7 business days;

- (iii) The Board Audit and Risk Committee shall review a summary of RRPT on a quarterly basis; and
- (iv) RRPT are to be disclosed in the annual report and the announcement to Bursa Securities where required.

#### **Disclosure**

- (i) Compliance and Finance department of the Manager shall monitor cumulative RRPT utilisation on an ongoing basis, and issues shall be escalated to the management team and the Board Audit and Risk Committee when utilisation reaches 100% of the approved mandate or relevant thresholds. Immediate announcements shall be made to Bursa Securities where the RRPT exceeds the prescribed thresholds by 10% or more, in accordance with the applicable Listing Requirements; and
- (ii) Disclosure on the breakdown of RRPT in the Annual Report shall be made as required under Paragraphs 10.09(2) and 10.09(3) of the Listing Requirements.

#### **Review and audit**

- (i) The Internal Auditor or Compliance Officer will periodically review RRPT processes and ensure compliance with the policy and applicable regulations;
- (ii) The findings will be reported to the Board Audit and Risk Committee; and
- (iii) The RRPT Policy shall be reviewed annually, or earlier upon material regulatory, governance or operational changes.

### **2.7 Statement of Board Audit and Risk Committee**

The Board Audit and Risk Committee has seen and reviewed the procedures set out in Section 2.6 above and is of the view that the procedures are sufficient to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority unitholders of Al-'Aqar.

The Manager has in place adequate procedures and processes to monitor, track and identify RRPT of Al-'Aqar in a timely and orderly manner. The Board Audit and Risk Committee reviews these procedures on an annual basis.

### **3. RATIONALE FOR THE PROPOSED RRPT MANDATE**

The Proposed RRPT Mandate will eliminate the need to make announcement and convene separate general meetings on each occasion to seek unitholders' prior approval for the entry by Al-'Aqar into such transactions. This will reduce the associated expenses, improve administrative efficiency and allow manpower, resources and time to be better channelled towards achieving other corporate objectives.

The RRPT entered into by Al-'Aqar are intended to meet business needs at the best possible terms. It also enhances the ability of Al-'Aqar to explore beneficial business opportunities and promote cross-selling between Al-'Aqar and its Related Parties.

#### **4. VALIDITY PERIOD FOR THE PROPOSED RRPT MANDATE**

The Proposed RRPT Mandate, if approved at the forthcoming AGM, will continue to be in force until:

- (i) The conclusion of the next AGM of Al-'Aqar, at which time it will lapse, unless renewed by a resolution passed at the meeting;
  - (ii) The expiration of the period within which the next AGM of Al-'Aqar is required to be held pursuant to the law; or
  - (iii) Revoked or varied by resolution passed by the unitholders in a general meeting,
- whichever is earlier.

#### **5. EFFECTS OF THE PROPOSED RRPT MANDATE**

The Proposed RRPT Mandate will not have any material effects on the unitholders' capital of Al-'Aqar, substantial unitholders' unitholdings in Al-'Aqar, NAV, NAV per unit, gearing, earnings per unit and income distribution of Al-'Aqar.

Nevertheless, the Proposed RRPT Mandate is in relation to transactions which relate to Al-'Aqar's day to day operation and have impact on Al-'Aqar's financial performance.

#### **6. APPROVAL REQUIRED**

The Proposed RRPT Mandate is subject to and conditional upon approval being obtained from the unitholders of Al-'Aqar at the forthcoming AGM.

#### **7. DIRECTORS AND MAJOR UNITHOLDERS' INTERESTS**

Save and except as disclosed below, none of the Directors, major unitholders and persons connected to them, have any interests, direct or indirect in the Proposed RRPT Mandate:

##### **7.1 Major Unitholders' Interest**

JCorp and KPJ, being the Interested Major Unitholders, will abstain from voting in respect of their direct and indirect interests in Al-'Aqar on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM. JCorp and KPJ have undertaken to ensure that persons connected with them shall abstain from voting on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM in respect of their direct or indirect interests in Al-'Aqar.

##### **7.2 Directors' Interests**

Shamsul Anuar bin Abdul Majid is deemed interested in the Proposed RRPT Mandate by virtue of him being the former Director of the Manager who resigned on 31 March 2026, a Director of KPJ nominated by JCorp, a Director of certain subsidiaries in JCorp and also part of the senior management of JCorp. Datuk Sr. Akmal bin Ahmad is deemed interested in the Proposed RRPT Mandate by virtue of him being the Director of the Manager nominated by JCorp and also a Director of certain subsidiaries in JCorp.

Dato' Haji Mohammed Ridha bin Dato' Abd Kadir is deemed interested in the Proposed RRPT Mandate by virtue of him being the former Director of the Manager nominated by JCorp who resigned on 31 March 2026, a Director of JCorp, and also the treasurer in Tabung Amanah Warisan Negeri Johor.

Tay Hui-Ping is deemed interested by virtue of her being the former alternate Director of JRMSB who resigned on 31 March 2026 and also an alternate Director of a subsidiary in JCorp.

Abdul Aziz bin Abdul Rasheed and Ahmad Fadzli bin Zainudin are deemed interested in the Proposed RRPT Mandate by virtue of them being the Directors of the Manager and part of the senior management of certain subsidiaries in JCorp.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberations and voting on the Proposed RRPT Mandate at all Board meetings. They will also abstain from voting in respect of their direct and indirect interests, if any, on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM.

In addition, the Interested Directors have undertaken to ensure that persons connected with them shall abstain from voting on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM in respect of their direct and indirect interests in Al-'Aqar.

The direct and indirect unitholdings of the Interested Major Unitholders and Interested Directors in Al-'Aqar as at the LPD are as follows:

	Direct		Indirect	
	No. of Units '000	(1)(%)	No. of Units '000	(1)(%)
<b><u>Interested Major Unitholders</u></b>				
JCorp	-	-	(2)323,001	38.47
KPJ	28,259	3.37	(3)294,742	35.11
<b><u>Interested Directors</u></b>				
Shamsul Anuar bin Abdul Majid ( <i>resigned on 31 March 2026</i> )	-	-	-	-
Datuk Sr. Akmal bin Ahmad	-	-	-	-
Dato' Haji Mohammed Ridha bin Dato' Abd Kadir ( <i>resigned on 31 March 2026</i> )	-	-	-	-
Abdul Aziz bin Abdul Rasheed	-	-	-	-
Ahmad Fadzli bin Zainudin	-	-	-	-
Tay Hui-Ping ( <i>resigned on 31 March 2026</i> )	-	-	-	-

**Notes:**

- (1) Based on the total number of issued units of Al-'Aqar.
- (2) Deemed interested by virtue of its interest in Pusat Pakar Tawakal Sdn Bhd, Bandar Baru Klang Specialist Hospital Sdn Bhd, HSBC Noms (T) Sdn Bhd, KPJ, Seremban Specialist Hospital Sdn Bhd, Ampang Puteri Specialist Hospital Sdn Bhd, Medical Associates Sdn Bhd, Waqaf An-Nur Corporation Berhad, Sentosa Medical Centre Sdn Bhd, Kedah Medical Centre Sdn Bhd, Johor Specialist Hospital Sdn Bhd, Puteri Specialist Hospital (Johor) Sdn Bhd, Perdana Specialist Hospital Sdn Bhd, Kuantan Specialist Hospital Sdn Bhd, Kajang Specialist Hospital Sdn Bhd, ART – A/C Jeta Gardens (QLD) Pty Ltd, Kota Kinabalu Wellness Sdn Bhd, Taiping Medical Centre Sdn Bhd and Johor Ventures Sdn Bhd.
- (3) Deemed interested by virtue of its interest in Pusat Pakar Tawakal Sdn Bhd, Bandar Baru Klang Specialist Hospital Sdn Bhd, HSBC Noms (T) Sdn Bhd, Seremban Specialist Hospital Sdn Bhd, Ampang Puteri Specialist Hospital Sdn Bhd, Medical Associates Sdn Bhd, Waqaf An-Nur Corporation Berhad, Sentosa Medical Centre Sdn Bhd, Kedah Medical Centre Sdn Bhd, Johor Specialist Hospital Sdn Bhd, Puteri Specialist Hospital (Johor) Sdn Bhd, Perdana Specialist Hospital Sdn Bhd, Kuantan Specialist Hospital Sdn Bhd, Kajang Specialist Hospital Sdn Bhd, ART – A/C Jeta Gardens (QLD) Pty Ltd, Kota Kinabalu Wellness Sdn Bhd, Taiping Medical Centre Sdn Bhd and Johor Ventures Sdn Bhd.

## 8. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed RRPT Mandate, is of the opinion that the Proposed RRPT Mandate is in the best interests of Al-'Aqar.

Accordingly, the Board (save for the Interested Directors), recommends that you vote **in favour** of the ordinary resolution pertaining to the Proposed RRPT Mandate to be tabled at the forthcoming AGM.

## 9. AGM

The AGM (an extract of the Notice of AGM is also enclosed in this Circular) will be held physically at Ballroom Stateroom 2, Level G, M Resort & Hotel Kuala Lumpur, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur, Malaysia, on Thursday, 25 June 2026 at 10:00 a.m. for the purpose of considering, and if thought fit, passing the resolution to give effect to the Proposed RRPT Mandate.

If you are unable to attend and vote in person at the AGM, you may complete and return the Form of Proxy in the notice of AGM accordance with the instructions therein as soon as possible and in any event so as to arrive at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia at least twenty-four (24) hours before the time set for the AGM. The lodging of a Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Please refer to the Notice of Fourteenth (14<sup>th</sup>) AGM for further information on the meeting.

## 10. FURTHER INFORMATION

Unitholders are advised to refer to the attached **Appendix I** for further information.

Yours faithfully  
For and on behalf of the Board of  
**JLG REIT MANAGERS SDN BHD**  
(as the Manager of Al-'Aqar Healthcare REIT)

**ABDULLAH BIN ABU SAMAH**  
Independent Non-Executive Director

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## APPENDIX I – FURTHER INFORMATION

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### 1. RESPONSIBILITY STATEMENTS

This Circular has been seen and approved by the Board, and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement herein misleading.

### 2. CONSENTS AND CONFLICT OF INTEREST

CGS MY, being the Principal Adviser for the Proposed RRPT Mandate, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

Further, CGS MY hereby declares that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Principal Adviser for the Proposed RRPT Mandate.

### 3. MATERIAL CONTRACTS

Save as disclosed below, Al-'Aqar has not entered into any material contract (not being contracts entered into in the ordinary course of business) within the two (2) years preceding the LPD:

- (i) Sale and Purchase Agreement dated 27 March 2025 entered into between the Trustee, Ampang Puteri Specialist Hospital Sdn Bhd and the Manager for the acquisition of the new building forming part of KPJ Ampang Puteri for a total cash consideration of RM131,000,000.

The acquisition of the new building forming part of KPJ Ampang Puteri was completed on 7 October 2025. Pursuant to the completion of the acquisition, the parties had proceeded to enter into a leaseback arrangement in relation to the new building forming part of KPJ Ampang Puteri. Details of the Lease Agreement dated 7 October 2025 are set out in item (vii) below.

- (ii) Sale and Purchase Agreement dated 27 March 2025 entered into between the Trustee, Penang Specialist Hospital Sdn Bhd and the Manager for the acquisition of the new building forming part of KPJ Penang Specialist for a total cash consideration of RM110,000,000.

The acquisition of the new building forming part of KPJ Penang Specialist was completed on 7 October 2025. Pursuant to the completion of the acquisition, the parties had proceeded to enter into a leaseback arrangement in relation to the new building and the existing building of KPJ Penang Specialist. Details of the Lease Agreement dated 7 October 2025 are set out in item (viii) below.

- (iii) Lease Agreement dated 1 August 2025 entered into between the Trustee, Maharani Specialist Hospital Sdn Bhd and the Manager for the renewal of lease of KPJ Seremban Specialist Hospital for a contractual term commencing from 1 August 2025 to 31 July 2040 at a rental rate determined under the terms of the said lease agreement.
- (iv) Lease Agreement dated 12 June 2025 entered into between the Trustee, Pusat Pakar Tawakkal Sdn Bhd and the Manager for the renewal of lease of Tawakkal Health Centre for a contractual term commencing from 1 January 2025 to 30 June 2025 at a rental rate determined under the terms of the said lease agreement.

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**APPENDIX I – FURTHER INFORMATION (CONT'D)**

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- (v) Lease Agreement dated 1 August 2025 entered into between the Trustee, KPJ Healthcare University Sdn Bhd and the Manager for the renewal of lease of KPJ Healthcare University, Nilai for a contractual term commencing from 1 August 2025 to 31 March 2031 at a rental rate determined under the terms of the said lease agreement.
- (vi) Lease Agreement dated 1 August 2025 entered into between the Trustee, Penang Specialist Hospital Sdn Bhd and the Manager for the renewal of lease of Taiping Medical Centre Building and TMC Health Centre for a contractual term commencing from 1 August 2025 to 31 July 2028 at a rental rate determined under the terms of the said lease agreement.
- (vii) Lease Agreement dated 7 October 2025 entered into between the Trustee, Ampang Puteri Specialist Hospital Sdn Bhd and the Manager for the lease of the new building forming part of KPJ Ampang Puteri for a contractual term commencing from 7 October 2025 to 29 June 2036 at a rental rate determined under the terms of the said lease agreement.
- (viii) Lease Agreement dated 7 October 2025 entered into between the Trustee, Penang Specialist Hospital Sdn Bhd and the Manager for the lease of the new building and the existing building of KPJ Penang Specialist for a contractual term commencing from 7 October 2025 to 6 October 2040 at a rental rate determined under the terms of the said lease agreement.
- (ix) Sale and Purchase Agreement dated 4 December 2025 entered into between the Trustee and Icon Square Sdn Bhd for the disposal of a purpose-built six-storey building with a basement level currently operating as an educational institution known as “KPJ Healthcare College, Penang” together with all fixtures and fittings erected on Lot No. 55 & Lot No. 10093, held under GRN 41544 & GRN 179267 respectively, both situated within Section 5, Town of Bukit Mertajam, District of Seberang Perai Tengah, State of Pulau Pinang for a total cash consideration of RM12,000,000.

The disposal of KPJ Healthcare College, Penang is still ongoing, pending completion.

#### **4. MATERIAL LITIGATION**

As at the LPD, there are no material litigation, claims or arbitration, either as a plaintiff or a defendant, which will have a material and/or adverse effect on the financial positions or business of Al-'Aqar and the Board is not aware of any proceedings pending or threatened against Al-'Aqar or of any fact which is likely to give rise to any proceedings which may materially and/or adversely affect the position or business of Al-'Aqar.

#### **5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of JRMSB at Suite 1, Level 17, Menara KOMTAR, Johor Bahru City Centre, 80888 Ibrahim International Business District, Johor Darul Ta'zim, following the date of this Circular from Mondays to Fridays (except public holidays) during business hours up to the date of the AGM:

- (i) the Deed;
- (ii) the audited consolidated financial statements of Al-'Aqar for the FYE 2024 and FYE 2025 and the unaudited consolidated financial statements of Al-'Aqar for the financial period ended 31 March 2026;
- (iii) the letter of consent referred to in Section 2 above; and
- (iv) the material contracts referred to in Section 3 above.

# al-'aqqar

## HEALTHCARE REIT

### AL-'AQAR HEALTHCARE REIT

(Established in Malaysia under the trust deed dated 27 June 2006 and as amended by the supplementary deed dated 14 May 2009, 27 January 2011 and 9 November 2011, amended and restated by the Restated Deed dated 31 July 2013, amended and restated by the Second Restated Deed dated 25 November 2019 and further amended by the Supplemental Deed to the Second Restated Deed dated 29 December 2022 entered into between JLG REIT Managers Sdn Bhd and AmanahRaya 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-'Aqqar Healthcare REIT, as amended, varied or supplemented from time to time)

#### EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fourteenth (14<sup>th</sup>) Annual General Meeting (“**AGM**”) of the holders of units of Al-'Aqqar Healthcare REIT (“**Al-'Aqqar**”) (“**Unitholders**”) will be held physically at Ballroom Stateroom 2, Level G, M Resort & Hotel Kuala Lumpur, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur, Malaysia, on Thursday, 25 June 2026 at 10:00 a.m. to transact the following businesses:

#### AGENDA

##### Special Business

#### ORDINARY RESOLUTION 2

#### **PROPOSED RENEWAL OF UNITHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RRPT MANDATE”)**

“**THAT** subject always to the provisions of the Listing Requirements or the requirements and approvals of other regulatory authorities, approval be and is hereby given to Al-'Aqqar, to enter into and give effect to the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of Al-'Aqqar and which are in the ordinary course of business of Al-'Aqqar (“**Recurrent Related Party Transaction**” or “**RRPT**”) as stated in Section 2.3 of the Circular to Unitholders dated 25 May 2026 (“**Circular**”), provided that such transactions are:

- (i) Recurrent transactions of a revenue or trading nature;
- (ii) Necessary for the day-to-day operations of Al-'Aqqar;
- (iii) Carried out in the ordinary course of business of Al-'Aqqar, made on an arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (iv) Not detrimental to the minority Unitholders;

**AND THAT** the Proposed RRPT Mandate is subject to annual renewal and continue to be in force until:

- (i) The conclusion of the next AGM of Al-'Aqqar following this 14<sup>th</sup> AGM, at which time the Proposed RRPT Mandate will lapse unless by a resolution passed by the Unitholders at the AGM, such authority is renewed; or
- (ii) The expiration of the period within which the next AGM of Al-'Aqqar is required by law to be held; or
- (iii) Revoked or varied by a resolution passed by the Unitholders at a general meeting of Al-'Aqqar;

whichever is earlier;

**AND THAT** the Directors of the Manager 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 RRPT Mandate contemplated and/or authorised by this ordinary resolution.”

By Order of the Board  
**JLG REIT MANAGERS SDN BHD**  
(as the Manager of Al-'Aqar Healthcare REIT)

**NURALIZA BINTI A. RAHMAN (MAICSA 7067934)**  
Company Secretary  
Johor

**25 May 2026**

**Notes:**

1. *A Unitholder shall be entitled to attend and vote at this AGM, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote.*
2. *Where a Unitholder is a corporation, its duly authorised representative shall be entitled to attend and vote at the AGM, and shall be entitled to appoint another person (whether a Unitholder or not) as its proxy to attend and vote.*
3. *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.*
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 of 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 Office of the Poll Administrator at: Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia at least twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof or e-mail to [mega-shareereg@megacorp.com.my](mailto:mega-shareereg@megacorp.com.my)*
6. *Only Unitholders registered in the Record of Depositors as at 18 June 2026 shall be entitled to attend and speak at the AGM or appoint proxy(ies) to attend on his/her behalf.*
7. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.*
  - 7.1 *Audited Financial Statements*  
*The Audited Financial Statements laid at this meeting pursuant to Clause 13.18(b) of the guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission Malaysia on 15 March 2018 and as revised on 28 November 2022, 26 February 2024 and 27 March 2026 are meant for discussion only. It does not require Unitholders' approval and therefore, shall not be put forward for voting.*

**EXPLANATORY NOTES ON SPECIAL BUSINESS:**

**Proposed RRPT Mandate**

The proposed Ordinary Resolution 2 if passed, is primarily to authorise Al-'Aqar to enter into RRPT with Related Parties, which are necessary for the day-to-day operations of Al-'Aqar and are based on normal commercial terms that are not more favourable to the Related Parties than those generally made to the public.

The procurement of the Proposed RRPT Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek Unitholders' approval as and when potential RRPT arise.