

# Notice of 60<sup>th</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Sixtieth (“60<sup>th</sup>”) Annual General Meeting (“AGM”) of the Company will be held at **Training Room, Level 3, KMI Kuala Terengganu Medical Centre, Lot 3963, Jalan Sultan Mahmud, 20400 Kuala Terengganu, Terengganu** on **Tuesday, 17 June 2025 at 11.00 a.m.**, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following businesses with or without modifications:

## AGENDA

### ORDINARY BUSINESS

- |     |   |   |
|-----|---|---|
| 1.  | To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon.          | <b>Please refer to Explanatory Note 1</b> |
| 2.  | To approve the payment of the Final Single-Tier Dividend of 0.12 sen per Ordinary Share in respect of the financial year ended 31 December 2024.                        | <b>Ordinary Resolution 1</b>              |
| 3.  | To re-elect the following Directors who retire in accordance with Clause 119 of the Constitution of the Company and being eligible, offer themselves for re-election: - |   |
| 3.1 | YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil)   | <b>Ordinary Resolution 2</b>              |
| 3.2 | Haji Azlan bin Md Alifiah   | <b>Ordinary Resolution 3</b>              |
| 4.  | To approve the payment of Directors' Fees up to an amount of RM765,917.00 for the period from 1 July 2025 until 30 June 2026.   | <b>Ordinary Resolution 4</b>              |
| 5.  | To approve the payment of Directors' Benefits to the Non-Executive Directors up to an amount of RM1,337,685.00 for the period from 1 July 2025 until 30 June 2026.      | <b>Ordinary Resolution 5</b>              |
| 6.  | To re-appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration.     | <b>Ordinary Resolution 6</b>              |

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions:

**7. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”)**

“THAT subject always to the Act, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other Governmental/Regulatory Authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being;

AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

**Ordinary Resolution 7**

**8. Proposed Renewal of Existing Shareholders’ Mandates for Recurrent Related Party Transactions of a Revenue or Trading Nature**

“THAT, subject always to the Act, the Constitution of the Company and the Main Market Listing Requirements (“MMLR”) of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries (the Group) to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (Related Parties) as described in the Part A and Part B of the Circular to Shareholders dated 28 April 2025 (Recurrent RPTs) provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

(RRPT Mandates).

AND THAT such approval shall continue to be in force until: -

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by shareholders in a general meeting.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary (including executing all such documents as may be required) to give effect to the Proposed Renewal of Existing Shareholders' Mandates."

**Ordinary Resolution 8**

9. **Proposed to Build and Lease the Land Owned by Bertam Specialist Hospital Sdn Bhd Through Development of a Specialist Hospital Building for KMI Bertam Medical Centre Sdn Bhd ("Project")**

"THAT, subject to fulfilment of the conditions precedent and approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Company and/or its subsidiaries (the Group) to enter into an Agreement to Build and Lease ("ATBL") with Bertam Specialist Hospital Sdn Bhd ("BSHSB") (Registration No.: 201401000521 (1076591-X)) for the purpose of building and leasing the land owned by BSHSB through development of a specialist hospital building ("Specialist Hospital Building") for KMI Bertam Medical Centre Sdn Bhd ("KMI Bertam") (Registration No.: 202501008387 (1609801-X)), a subsidiary of Kumpulan Medic Iman Sdn Bhd ("KMISB") (Registration No.: 201301032521 (1062350-H)) in accordance with the terms and conditions of the ATBL dated 10 March 2025 as described in the Circular to Shareholders dated 28 April 2025.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and to give full effect to complete the ATBL including without limitation, 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/or parties in connection with the ATBL."

**Ordinary Resolution 9**

**10. Proposed amendment to the Constitution of the Company (“Proposed Amendment”)**

“THAT the Proposed Amendment to the Constitution of the Company as set out in the Circular to Shareholders dated 28 April 2025 be and is hereby approved and adopted.

AND THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give effect to the Proposed Amendment with full power to assent to any conditions, modifications and/or amendment as may be required by the relevant authorities.”

**Special Resolution 1**

**11. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of Company.**

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the 60<sup>th</sup> AGM to be held on Tuesday, 17 June 2025 at 11.00 a.m., the Final Single-Tier Dividend of 0.12 sen per Ordinary Share in respect of the financial year ended 31 December 2024 will be paid on 24 July 2025 to Depositors whose names appear in the Record of Depositors at the close of business on 10 July 2025. A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 10 July 2025 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**Badrol bin Abu Bakar**

(LS0009999)

(SSM PC No. 202008002474)

**Wan Muhammad Akmal bin Wan Zawawi**

(MACS 01702)

(SSM PC No. 201908000307)

Company Secretaries

Kuala Terengganu

Dated: 28 April 2025

**Notes:-**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company. A member shall appoint not more than two (2) proxies to attend and vote instead of the member at the general meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
2. Where a member is an Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds to which shares in the Company standing to the credit of the said account.
3. Where a Member of the Company is an Exempt Authorised Nominee which holds Deposited Securities in the Company for multiple beneficial owners in one (1) securities account (Omnibus Account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
4. Pursuant to Paragraph 8.29(A)(1) of the MMLR of Bursa Securities, all resolutions set out on the Notice of 60<sup>th</sup> AGM will be put to vote by poll. Poll administrator and Independent Scrutineer will be appointed to conduct the polling/e-polling process and verify the results of the poll respectively.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal, or under the hand of two (2) authorised officers, one of whom shall be a director or of its attorney duly authorised in writing. The Directors may but shall not be bound to require evidence of any such attorney or officer.
6. The original signed instrument appointing a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative must be deposited at the office of the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan **not less than 48 hours before the time of holding the AGM.**
7. For the purpose of determining a member who shall be entitled to attend and vote at the 60<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 10 June 2025. **Only a depositor whose name appears on the Record of Depositors as at 10 June 2025 shall be entitled to attend the said AGM or appoint proxies to attend and vote in his/her stead.**

**EXPLANATORY NOTES TO THE AGENDA: -**

**Item 1 of the Agenda**

This item is meant for discussion only. The provisions of Section 340 (1) of the Act require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a resolution to be put forward for voting.

**Item 2 of the Agenda – Ordinary Resolution 1**

The Board is recommending that the shareholders approve the payment for a final dividend.

According to Section 131 of the Act, a Company may only make a distribution to the shareholders out of available profits if the Company is solvent. On 24 April 2025, the Board had considered the amount of dividend and decided to recommend the same for shareholders' approval.

The Board is satisfied that the Company will be solvents as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution date which will be announced by the Company after 60<sup>th</sup> AGM in accordance with Section 132(2) of the Act.

**Item 3 of the Agenda – Ordinary Resolutions 2 and 3**

Clause 119 of the Constitution of the Company provides that an election of Directors shall take place each year. At the first AGM of the Company, all the Directors shall retire from office, and at the AGM in every subsequent year, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors including Managing Director shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the general meeting at which he retires.

YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil) and Haji Azlan bin Md Alifiah are standing for re-election as Directors and being eligible, have offered themselves for re-election. The profiles of YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil) and Haji Azlan bin Md Alifiah are set out in the Profiles of the Board of Directors on pages 66 and 68 of the Company's Integrated Annual Report 2024 respectively.

The Board, through Nomination and Remuneration Committee ("NRC") has accessed YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil) and Haji Azlan bin Md Alifiah and recommended both of them for re-election at the forthcoming 60<sup>th</sup> AGM.

**Item 4 and 5 of the Agenda – Ordinary Resolutions 4 and 5**

Section 230(1) of the Act, provides amongst others, that “the fees” of the Directors and “any benefits” payable to the Directors shall be approved at a general meeting. In this respect, the Board agreed that the shareholders’ approval shall be sought at the 60<sup>th</sup> AGM on the Directors’ Fees and Benefits in two (2) separate resolutions.

The payment of the Directors’ Fees for the period from 1 July 2025 until 30 June 2026 will only be made if the proposed Ordinary Resolution 4 has been approved at the 60<sup>th</sup> AGM of the Company.

In determining the estimated total amount of Directors’ Benefits, the Board had considered various factors which include amongst others, the number of scheduled and Special Board meetings, scheduled and Special Board Committee meetings as well as the number of Non-Executive Directors involved in these meetings.

The estimated sum of RM1,337,685.00 is for Directors’ Benefits for the period from 1 July 2025 until 30 June 2026. The payment of the Directors’ benefits will be made on monthly basis and/or as and when incurred if the proposed Ordinary Resolution 5 has been passed at the 60<sup>th</sup> AGM. The Board is of the view that it is fair and equitable for the Directors to be paid on a monthly basis and/or as and when incurred, given that they have duly discharged their duties and responsibilities and provided their services to the Company throughout the said period.

**Item 6 of the Agenda – Ordinary Resolution 6**

The Board at its meeting held on 24 April 2025 endorsed for the re-appointment of Ernst & Young PLT as External Auditors of the Company for the financial year ending 31 December 2025 be presented to the shareholders for approval. Based on the annual assessment conducted by the Audit Committee of the Company on suitability, independence, objectivity and performance of external auditors, Ernst & Young PLT has met the criteria prescribed by Paragraph 15.21 of the Bursa Securities.

**Item 7 of the Agenda – Ordinary Resolution 7**

**Authority to Issue Shares pursuant to Sections 75 and 76 of the Act**

The Company had in its 59<sup>th</sup> AGM held on 6 June 2024, obtained its Shareholders’ approval for the renewal of the general mandate for the issuance of shares pursuant to Sections 75 and 76 of the Act.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 6 June 2024 and will lapse at the conclusion of the 60<sup>th</sup> AGM.

The proposed Ordinary Resolution 7 is a renewal of the mandate to issue shares under Sections 75 and 76 of the Act. If passed, it will allow the Directors of the Company, from the date of the above AGM, authority to issue and allot shares from the unissued capital of the Company but not exceeding 10% of the issued share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

A renewal for the said mandate is sought to avoid any delay and cost involved in convening such a general meeting. Should the mandate be exercised, the Directors will utilise the proceeds raised for funding current and/or future investment projects, working capital, acquisition, issuance of shares as settlement of purchase consideration and/or such other applications they may in their absolute discretion deem fit.

**Item 8 of the Agenda – Ordinary Resolution 8**

**Proposed Renewal of Shareholders’ Mandates**

The proposed Ordinary Resolution 8, if passed, will provide mandates for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group’s day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

These mandates shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Please refer to Part A and Part B of the Circular to Shareholders dated 28 April 2025 on the Proposed Renewal of Shareholders’ Mandates for further information.

**Item 9 of the Agenda – Ordinary Resolution 9**

**Proposed to Build and Lease the Land Owned by Bertam Specialist Hospital Sdn Bhd Through Development of a Specialist Hospital Building for KMI Bertam Medical Centre Sdn Bhd**

The proposed Ordinary Resolution 9 is to give authority to the subsidiary of the Company to enter into an Agreement to Build and Lease (“ATBL”) with Bertam Specialist Hospital Sdn Bhd (“BSHSB”) (Registration No.: 201401000521 (1076591-X)) for the purpose of building and leasing the land owned by BSHSB through development of a specialist hospital building (“Specialist Hospital Building”) for KMI Bertam Medical Centre Sdn Bhd (“KMI Bertam”) (Registration No.: 202501008387 (1609801-X)), a subsidiary of Kumpulan Medic Iman Sdn Bhd (“KMISB”) (Registration No.: 201301032521 (1062350-H)) in accordance with the terms and conditions of the ATBL dated 10 March 2025 as described in the Circular to Shareholders dated 28 April 2025.

**Item 10 of the Agenda – Special Resolution 1**

**Proposed Amendment to the Constitution**

The Circular Resolution to Shareholders dated 28 April 2025 provides a comprehensive explanation of the proposed amendment to the Constitution.