IHH Healthcare Berhad
Registration No. 201001018208 (901914-V)
("**IHH** or "**the Company**")
(Incorporated in Malaysia)

DIRECTORS' FIT AND PROPER POLICY

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Subject/Title	**Directors' Fit and Proper Policy**
Approved by	**Board of Directors**
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1. PURPOSE AND APPLICATION

1.1 This Directors' Fit and Proper Policy ("**Policy**") set out the fit and proper criteria for the appointment and re-appointment of directors on the Boards of IHH Healthcare Berhad ("**IHH**" or "**the Company**") and its subsidiaries ("**the Directors**")("**IHH Group**").

1.2 The Policy serves as a guide for the Company's Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company ("**Board**") in their assessments of the following:

(i) Existing Directors seeking for re-election or re-appointment; and

(ii) Candidates identified to be elected or appointed as Directors ("**the Candidates**").

1.3 The Board provides strategic leadership and ensures that good corporate governance culture permeates throughout IHH Group. As such, all Directors must have the necessary qualities, competencies, integrity, experience and time that will allow them to effectively discharge his/her role as a Director.

1.4 The Directors' Fit and Proper Policy ("**Policy**") shall be read together with the Board Charter and Policy on Nomination and Assessment Process of Board Members of IHH. This Policy shall be considered as a fit and proper policy for purpose of Paragraph 15.01A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**MMLR**").

2. RESPONSIBILITIES

2.1 The Nomination and Remuneration Committee ("**NRC**") and the Board are primarily responsible for ensuring that all Directors fulfil the Fit and Proper Criteria as outlined in this Policy and for conducting assessments of the fitness and propriety of the Directors and the Candidates. This Policy shall be administered by the NRC and Board.

2.2 The Board is committed to ensuring that the Directors have the appropriate skill and experience that commensurate with the role that they hold and will make all final determinations on the fitness and propriety of the Directors.

3. FIT AND PROPER CRITERIA

3.1 The fit and proper criteria of a Director include but not limited to the following:

3.1.1 Character and integrity

(i) Probity

a) is compliant with legal obligations, regulatory requirements and professional standards
b) any person to be appointed as a Director of IHH and IHH Group must not be disqualified to act as a director under any statutory or applicable legal provisions of such country
c) has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court
d) has not been reprimanded or disqualified by a professional or regulatory body for dishonesty or loss of integrity in any jurisdiction

(ii) Personal integrity

a) has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct
b) service contract (i.e. in the capacity of management or director) had not been terminated in the past due to concerns on personal integrity
c) has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance

(iii) Financial integrity

a) manages personal debts or financial affairs satisfactorily
b) demonstrates ability to fulfil personal financial obligations as and when they fall due under the law of any jurisdiction

(iv) Reputation

a) is of good repute in the financial and business community
b) in respect of the Candidates, have not been the subject of civil or criminal proceedings or disciplinary and enforcement action in managing or governing an entity for the past 10 years and in respect of the Existing Directors, have not been the subject of civil or criminal proceedings or disciplinary and enforcement action in managing or governing an entity from the date of their last re-election or re-appointment .In the event the Existing Directors or Candidates have been subject to civil or criminal proceedings or disciplinary and enforcement action, the NRC shall assess the seriousness of such proceedings or action and the Board shall make the final decision
c) has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management

3.1.2 Experience and competence

(i) Qualifications, training and skills

a) financially literate especially on the ability to understand financial statements and form a view on the information presented
b) possesses education qualification and professional experience which are relevant to the skill sets that the Director is earmarked to bring onto the boardroom
c) has a considerable understanding on the business and workings of the IHH Group, corporate governance as well as sustainability/ environmental, social and governance (ESG) matters
d) possesses leadership capabilities and a high level of emotional intelligence

(ii) Relevant experience and expertise

a) possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities

(iii) Relevant past performance or track record

a) had a career of occupying a high-level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations
b) possesses commendable past performance record as gathered from the results of the Board effectiveness evaluation

3.1.3 Time and commitment

(i) Ability to discharge role having regard to other commitments

a) able to devote time as a Board member, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including non-profit organisations). A Director of the Company should not hold more than 5 directorships in listed issuers to ensure that he/she would be able to devote sufficient time and commitment to the Company pursuant to Paragraph 15.06 of MMLR

(ii) Participation and contribution in the Board or track record

a) demonstrates willingness to participate actively in Board activities
b) demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom
c) exhibits ability to articulate views independently, objectively and constructively
d) contribute positively to the Board as a whole in leading the Company (or the relevant Group company as the case may be) towards achievement of its mission, vision and strategies
e) exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others
f) value board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance.
g) able to develop a good working relationship with other Board members and contribute to the Board's working relationship with Senior Management of the Company

3.1.4 Any other criteria deemed fit by the NRC or Board.

4. ASSESSMENT FOR FIT AND PROPER

4.1 The NRC is responsible to implement this Policy based on the criteria set under Section 3 above before making any recommendation to the Board for approval.

4.2 For the purpose of Clause 2.2 hereof, the assessment shall be based on the evaluation process, due diligence or any process of verification or declaration in the form or process as determined by the Company from time to time.

4.3 The results or records of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.

5. REVIEW OF THE POLICY

5.1 The NRC will review this Policy periodically to ensure that it continues to remain relevant, appropriate, and consistent with the IHH Group's practices or any other applicable regulatory requirements. Recommendation by the NRC pursuant to any updates and/or revisions involving this Policy shall be submitted to the Board of the Company for consideration and approval.