



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

BOARD CHARTER

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IHH HEALTHCARE BERHAD
(201001018208 (901914-V))

BOARD CHARTER

Definitions

AGM	Annual General Meeting of IHH
AC	Audit Committee of IHH
Bursa Securities	Bursa Malaysia Securities Berhad
Board	The Board of Directors of IHH
CA	Companies Act 2016
COI	Conflict of Interest
Company or IHH	IHH Healthcare Berhad
Constitution	IHH's Constitution
Chairman	Chairman of the Board
Director	A member of the Board
EGM	Extraordinary General Meeting
ED or Executive Director	Director with executive powers and who participates in the management of IHH
GCEO	Group Chief Executive Officer of IHH
Group	IHH and its subsidiaries (based on accounting concept and as recognised in the financial statements)
Independent Director	A Director who does not participate in the management of the Company and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company and who satisfies the criteria for "independence" set out in the MMLR
KSM or Key Senior Management	A person, as identified from time to time, the key senior management of the Group, and must include a person who is primarily responsible for the business operations of IHH's core business and principal subsidiaries
LOA	Limits of authority of IHH which set out the limits of authority of the Board, MD, ED, GCEO and the Management
Management	MD, ED, GCEO and senior management of IHH
MCCG	Malaysian Code on Corporate Governance
MD	Managing Director of IHH, or a person performing the functions of a managing director, by whatever name called
MMLR	Main Market Listing Requirements of Bursa Securities
Non-Independent Director	A Director who does not satisfy the criteria for "independence" set out in the MMLR

NRC	Nomination and Remuneration Committee of IHH
RMC	Risk Management Committee of IHH
SINED	Senior Independent Non-Executive Director of IHH

1. INTRODUCTION

The Directors regard good corporate governance as vital to the success of the Company's business. The Directors are fully committed to ensuring that the following principles of good corporate governance are practised in all of the Company's dealings:

- The Board shall be the focal point of the Company's corporate governance system. It is ultimately accountable and responsible for the performance and affairs of the Company.
- All Board members shall act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.
- All Board members shall be responsible to the Company for achieving a high level of good governance.
- This Board Charter shall constitute and form an integral part of each Director's duties and responsibilities.

This Board Charter is subject to the provisions of the CA, the Constitution, the MMLR, the practices and guidance of the MCCG and any other applicable laws or regulatory requirements. It should be noted that this Board Charter serves as a reference to the Board members in executing their roles, duties and responsibilities. The provisions contained in this Board Charter neither replace nor supersede the applicable laws and regulatory requirements.

2. OBJECTIVE

The objectives of this Board Charter are:

- a) to set out the Board's strategic intent, authority and terms of reference and serves as a primary reference and literature that guides the governance and conduct of the Board;
- b) to set out the respective roles and responsibilities of the Board, board committees, individual Directors and Management; and issues and decisions reserved for the Board; and
- c) to ensure that all Directors are aware of the various legislations and regulations affecting their conduct, including but not limited to, the CA, MMLR, MCCG, Constitution, Code of Ethics issued by Companies Commission of Malaysia and the Bursa Securities Corporate Governance Guide, as amended from time to time, and that the practices and guidance of good corporate governance are applied in all their dealings in respect, and on behalf, of the Company.

3. THE BOARD

3.1 Roles and Responsibilities

3.1.1 The Board is collectively responsible for the long-term success of the Company and the delivery of sustainable value to its stakeholders. The Board assumes responsibility for the Company's leadership and is collectively responsible for meeting the objectives and goals of the Company.

3.1.2 The Board must lead and manage the Company effectively and responsibly. The Board has adopted the following corporate governance guidelines for effective discharge of its duties and responsibilities:

- (i) Board Leadership, Structure and Effectiveness
 - a) Ensuring the appointment of a Chairman who provides leadership to the Board, promotes effective governance practices and facilitates constructive Board deliberations;
 - b) Reviewing the size, composition, balance and diversity of the Board and Board Committees, and approving the appointment of Board members to ensure appropriate mix of skills, experience, independence and diversity are maintained for effective governance;
 - c) Overseeing the orderly succession planning of the Board and Board leadership, including undertaking structured reviews of the future leadership and competency needs;
 - d) Ensuring that Director's remuneration is aligned with prevailing industry practices, to attract, retain and motivate capable Directors in the effective stewardship of the Group;
 - e) Conducting fit and proper assessments of Directors seeking re-election or re-appointment, and evaluating candidates for Director positions, with the assistance of the NRC, in accordance with the Directors' Fit and Proper Policy; and
 - f) Performing formal and objective annual evaluations of the effectiveness of the Board, its Committees, individual Directors and the Board Chairman as well as formulating actionable improvement plans.
- (ii) Ethics, Values and Governance Culture
 - a) Setting the Company's core values and standards, ensuring that the Company's obligations to shareholders and other stakeholders are understood and met;
 - b) Collaborating with Management to foster a culture of good corporate governance within the Company, reinforcing ethical, prudent and professional behaviour founded on the principles of transparency, objectivity, integrity and accountability. The Board should set the "tone from the top" by formalising and committing to ethical values; and
 - c) Setting the tone and standards of the Company through the Code of Conduct and Ethics for the Company in accordance with the MCCG which articulate acceptable practices and behaviour of directors, management and employees. The Board, together with Management implements policies and procedures, including managing COI, preventing abuse of power, corruption, insider trading, money laundering and group responsible sourcing.

- (iii) Strategy, Business Direction and Reputation
 - a) Governing and setting the strategic direction of the Group. The Board is to ensure that the Company's strategic plan supports long-term value creation and incorporates strategies addressing economic, environmental and social considerations, thereby underpinning sustainability;
 - b) Reviewing, challenging and deciding on Management's proposals for the Group and monitoring its implementation by Management;
 - c) Conducting regular Board-level strategy reviews to assess performance against strategic objectives;
 - d) Monitoring the progress of the Group's material projects and ventures; and
 - e) Reviewing and approving initiatives that materially affect the Group's brand, corporate identity or reputation, ensuring alignment with long-term strategy.
- (iv) Financial Stewardship and Capital Management
 - a) Setting the Group's annual budget, including the annual funding plan;
 - b) Monitoring the Group's debt threshold and liquidity adequacy to support Group's strategic plans; and
 - c) Determining appropriate dividend payouts in accordance with the Company's Dividend Policy.
- (v) Management Oversight and Human Capital
 - a) Overseeing the conduct of the Group's businesses, including supervising and assessing Management's performance to ensure that the Group's businesses are being managed effectively, goals were being met efficiently and in accordance with established standards;
 - b) Ensuring that adequate financial, human and operational resources are in place for the Group to achieve its objectives;
 - c) Reviewing and approving the appointment, training programme, compensation and succession of key management personnel. Ensuring that Management possesses the necessary skills and experience to effectively lead the Group. Implementing measures to provide for the orderly succession of Management, thereby maintaining continuity and stability within the Group; and
 - d) Establishing policies and procedures to determine the remuneration of Management in line with the MCCG, considering the demands, complexities and performance of the Company.
- (vi) Integrity of Financial and Non-Financial Reporting
 - a) Ensuring the integrity, transparency and reliability of the Company's financial and non-financial reporting; and
 - b) Reviewing and approving the Company's financial statements and annual reports.
- (vii) Risk Management and Internal Control
 - a) Ensuring that a sound, effective and robust framework for internal controls and risk management is in place to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;

- b) Understanding and identifying the principal risks affecting the Group's business and operations and ensuring the implementation of effective systems to manage these risks, including setting the Group's risk appetite; and
 - c) Reviewing the adequacy and integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.
- (viii) Sustainability and Climate Governance
- a) Setting and overseeing the Group's sustainability strategies, priorities and targets and integrating sustainability considerations, including climate-related risks and opportunities, are integrated into the Group's strategy, business plans, capital allocation decisions, enterprise risk management framework and all aspects of the Group's operations;
 - b) Ensuring that the Group's sustainability strategies, priorities, targets and progress are effectively communicated by Management to both internal and external stakeholders; and
 - c) Staying abreast with the sustainability issues relevant to the Group and its business.
- (ix) Investor Relations and Stakeholder Engagement
- a) Monitoring the implementation of the investor relations programme or shareholders' communications policy for the Group to ensure effective, transparent and timely engagement with stakeholders; and
 - b) Reviewing feedback from investors and analysts, including key concerns and market perceptions, and providing oversight on Management's assessment of the implications for strategy, major investments, performance communication and stakeholder confidence.
- (x) Governance Reporting, Disclosure and Regulatory Compliance
- a) Ensuring timely and accurate disclosures in accordance with MMLR and applicable disclosure obligations;
 - b) Providing information promptly, upon the Company's request, to enable the Company to meet its disclosure obligations pursuant to the MMLR and/or CA;
 - c) Reviewing and approving the AC, RMC, NRC and other relevant reports at the end of each financial year for disclosure in the Company's Annual Report; and
 - d) Approving the corporate governance overview statement and corporate governance report, approving a risk management and internal control statement and sustainability report for inclusion in the Company's annual report pursuant to the MMLR.

3.2 Authority and Matters Reserved for the Board's Decision

3.2.1 The Board shall establish, review and maintain written policies and procedures to provide a sound framework of authority, responsibility and accountability within the Group and to facilitate effective, transparent and timely corporate decision-making at the appropriate levels of the Group's hierarchy.

The day-to-day operations of the Company shall be managed and administered by the Management of the Company, subject always to the strategies, policies, risk appetite, LOA, procedures and oversight set by the Board. The Board retains overall responsibility for the stewardship, performance and long-term sustainability of the Company.

3.2.2 Subject to the limits stated in the LOA and the Constitution, the Board reserves full decision-making authority over matters which are material or fundamental to the Company, including but not limited to the following:

- a) setting the purpose, values, strategic direction and long-term objectives of the Company;
- b) annual budgets, business plans and capital expenditure beyond Management's delegated authority;
- c) material mergers and acquisitions, investments, divestments, joint ventures and disposition of assets or businesses;
- d) investments in capital projects;
- e) material borrowings, fund-raising exercises, banking facilities and guarantees;
- f) material related party transactions, including the establishment of appropriate governance processes;
- g) treasury, capital management and dividend policies;
- h) risk management framework, internal control systems and business continuity arrangements;
- i) key human capital matters;
- j) sustainability and climate-related strategies, where material to the Group's business and long-term value; and
- k) any other matters having a significant impact on the Company's reputation, financial position or stakeholder interests.

3.2.3 The Directors, whether acting collectively or individually, may seek independent professional advice in furtherance of their duties at the Company's expense. The Company shall provide Directors with ready access to Management and all relevant information to enable them to discharge their duties effectively.

3.2.4 The business and affairs of the Company shall be managed by or under the direction and oversight of the Board. The Board shall have all powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the CA or in the Constitution.

3.3 Composition and Board Balance

3.3.1 The Board shall comprise an appropriate balance of Independent and Non-Independent Directors such that no individual Director or small group of Directors can dominate the Board's decision-making process.

3.3.2 The Board shall consist of Directors who, collectively, bring an appropriate balance of skills, experience, knowledge, character and judgement, as well as diversity of age, cultural background, ethnicity, gender, and perspectives, to enable effective deliberation and sound decision-making. While it is essential to promote overall boardroom diversity, the primary consideration in the selection of Directors shall remain the ability to contribute meaningfully to the Board through an effective blend of competencies, skills, expertise and relevant experience and knowledge that are aligned with the Group's strategic direction and business needs. The composition and size of the Board shall be such as to promote constructive debate and informed, critical decision-making. Unless otherwise determined at a general meeting of the Company, the number of Directors must not be less than three (3) nor more than fifteen (15). The Directors must not hold more than 5 directorships in listed companies on Bursa Securities.

- 3.3.3 At any one time, at least two (2) or one-third (1/3), whichever is higher, of the Board members must be Independent Directors and at least one (1) Director of the Company is a woman.
- 3.3.4 The Chairman of the NRC must be an Independent Director.
- 3.3.5 The Independent Directors shall bring objective judgement, experience and independence of thought to the Board and shall not be influenced or subordinated by management or operational considerations.
- 3.3.6 The tenure of an Independent Director shall be limited to a term of nine (9) years from the date of first appointment, without further extension. Upon completion of the nine (9) years, the Independent Director shall vacate his Board seat from the Company.
- 3.3.7 The Board may, where required or deemed appropriate, identify and nominate from amongst the Independent Non-Executive Directors to be a SINED.

The roles and responsibilities of SINED, if so appointed, shall include the following:

- a) to serve as a sounding Board for the Chairman and to lead the performance evaluation of the Chairman;
 - b) to act as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through normal channels of engagement with the Chairman or GCEO;
 - c) to serve as the principal conduit between Directors on sensitive or complex issues;
 - d) to ensure that all Independent Directors have appropriate opportunities to contribute to agenda setting, and to advise the Chairman on quality, sufficiency and timeliness of the information provided by management that is necessary or appropriate for the Independent Directors to perform their duties effectively;
 - e) to consult Chairman regarding Board meeting schedules to ensure that Independent Directors have sufficient time to properly perform their duties and responsibilities to allow adequate discussion of all agenda items;
 - f) to chair meetings of the Board or Non-Executive Directors, in the absence of the Chairman;
 - g) to lead succession planning initiatives relating to the Board and senior management, including oversight of the development of a diverse and sustainable pipeline for Board and Management succession, including future Chairmen, Executive Directors and the GCEO; and
 - h) to lead the annual review of Board effectiveness, ensuring that the performance of each individual Director and Chairman of the Board are independently assessed.
- 3.3.8 The Board shall act in the best interests of the Company as a whole and shall ensure that the interests of all shareholders, and not only the interests of a particular faction or group, are taken into account by the Board. The Board shall consider all relevant issues objectively and impartially.
- 3.3.9 The views of the Independent Directors shall carry significant weight in the Board's decision-making process. If, on any matter discussed at a Board meeting, any Director holds views contrary to those of any of the other Directors, such differing views shall be clearly recorded in the minutes of the meeting.

- 3.3.10 The Board, through the NRC, shall annually review its composition considering the benefits of all aspects of diversity in order to maintain an appropriate balance and mix of skills, experience, background and other qualities, including core competencies which Non-Executive Directors should bring to the Board.

In order to assess Directors' independence on an annual basis, the Company shall incorporate specific considerations in its annual Board assessment on whether its Directors view its members as able to exercise objective judgement in problem solving and demonstrate independence of thought in decision making.

- 3.3.11 On boardroom diversity, the Board is committed to promoting boardroom diversity in terms of age, gender, cultural background and ethnicity, as recommended by MCCG and Bursa Securities. While the Company does not set any specific target on boardroom diversity in terms of age, gender, cultural background and ethnicity, the Board, through the NRC, shall continuously review the Board composition taking into consideration the appropriate skills, experience and characteristics required by the Board members, in the context of the needs of the Group.

The Board shall endeavour to work towards having at least 30% women Directors on Board, subject to the availability of the right candidates and the Board's skills requirements. The Board shall also review the female participation at senior management levels to ensure there is a healthy and diverse talent pipeline.

- 3.3.12 Directors shall notify the Company in writing within seven (7) days upon accepting any new directorship or cessation of any directorship so that proper statutory lodgement with the relevant authorities could be made.

3.4 Appointments

- 3.4.1 The appointment of a new Director shall be a matter for consideration and decision by the full Board upon taking into account the recommendation and views from the NRC. In making its recommendation, the NRC must consider the character, integrity, competence, knowledge, diversity, commitment, independent judgement, performance and contribution, experience and accomplishments, board interaction, COI and any other criteria deemed fit, of the candidates. In making its recommendation, the NRC may utilise independent sources to identify suitably qualified candidates.

The Company may disclose in the Annual Report the manner in which candidates for Non-Executive Director positions were sourced, including whether such candidates were identified through the NRC, external search consultants or other channels.

The Board shall have the power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with the Company's Constitution. Any Director so appointed shall hold office only until the conclusion of the next AGM of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The Directors may appoint an alternate Director subject to the provisions in the MMLR and the Constitution.

- 3.4.2 The continuing Directors or the sole continuing Director may act notwithstanding any vacancy in their body but if as long as their number is reduced below the quorum fixed by or pursuant to the Company's Constitution, the continuing Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or summoning a general meeting of the Company. If there are no directors or director able or willing to act, then any two (2) members may summon a general meeting for the purpose of appointing Directors.

3.4.3 New Directors are expected to have such expertise as to qualify them to make a positive contribution to the Board performance of its duties. New Directors are required to commit sufficient time to attend the Company's meetings / matters before accepting his / her appointment to the Board.

3.4.4 The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointments of new Directors are properly executed. The Company Secretary is to facilitate the orientation of new Directors and assist in Directors' training and development.

Directors shall provide written notice to the Company of any interests in shares, debentures, participatory interests, rights, options and contracts in the Company or its related companies as well as COI, actual or potential, pursuant to the CA and MMLR.

All Directors are also required to provide letters of undertaking in the prescribed form to Bursa Securities within fourteen (14) days of appointment, confirming their undertaking to comply with the MMLR. The Independent Directors are required to provide confirmation of independence in the prescribed form.

3.4.5 In addition to the Mandatory Accreditation Programme (MAP) as required by Bursa Securities, Directors are also encouraged to attend training programmes conducted by competent professionals which aids the Director in the discharge of his duties as a Director, and which are relevant to the Company's operations and business. The Board, through the NRC, evaluates and determines the training needs of Directors on a continuous basis and the training programmes attended by Directors shall be disclosed in the annual report in accordance with applicable disclosure requirements.

3.5 Re-election

3.5.1 At the AGM in every 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, shall retire from office PROVIDED ALWAYS that all Directors including MD and Executive Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. An election of Directors shall take place each year.

The Directors to retire in every year shall be those who have been longest in office since last election, but as between Directors of equal seniority, the Directors to retire shall (unless they otherwise agree among themselves) be determined from among them by lot.

3.6 Supply of Information

3.6.1 The Company shall ensure that all Directors are provided with quality information in a form and manner appropriate for them to discharge their duties effectively. All Directors shall have the same right of access to information.

All Directors have the right, whenever necessary and reasonable, to be provided with full and unrestricted access to the resources needed to enable them to perform their duties, at the cost of the Company and in accordance with procedures as determined by the Board, including but not limited to:

- a) obtaining full and unrestricted access to any information pertaining to the Company and Group companies, subject to applicable confidentiality obligations;
- b) obtaining full and unrestricted access to the advice and services of the Company Secretary; and
- c) obtaining independent professional or other external advice.

3.6.2 Notice of meetings and, whenever possible, the agenda shall be circulated to all Directors in advance of each Board meeting. The full agenda and comprehensive, complete and accurate Board papers (including pre-reading materials) shall be circulated to all Directors within a reasonable period prior to each Board meeting. This allows the Directors sufficient time to review the materials and, where necessary, seek clarification, conduct independent analysis or request additional information.

Notwithstanding the above, genuine urgent matters and exceptional circumstances, for example time-sensitive transactions or acquisitions, could fall outside these timing requirements and shorter notice would be allowed with the Chairman's consent and approval.

3.6.3 Upon conclusion of the meeting, full Board minutes of each Board meeting shall be circulated to all Board members in a timely manner for review and confirmation. The confirmed minutes of meetings shall be kept by the Company Secretary.

3.7 Vacancy

3.7.1 The office of a Director shall, ipso facto, be vacated:

- a) if he ceases to be or is disqualified to be a Director by virtue of the CA;
- b) if he resigns from his office by giving notice in writing under his hand sent to or left at the registered office in accordance with Section 208 of the CA;
- c) if he retires in accordance with the CA or the Constitution but is not re-elected;
- d) if he has been absent from more than 50% of the total meetings of the Directors held from the date of his election or appointment to the end of any financial year of the Company (whether or not an alternate Director appointed by him attended) unless otherwise exempted by Bursa Securities on application by the Company;
- e) if he is removed from his office of Director by resolution of the Company passed at a general meeting pursuant to the CA or the Constitution;
- f) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001 [Act 615] or any statutory modification or re-enactment thereof;
- g) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- h) if he dies;
- i) if he becomes prohibited from being a Director pursuant to paragraph 15.05 of the MMLR; or
- j) if he otherwise vacates his office in accordance with the Constitution.

If the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board.

4. MEETINGS

4.1 The Board shall meet in person where practicable, with due notice of issues to be discussed and shall record its conclusion in discharging its duties and responsibilities. Members of the Management who are not Directors may be invited to attend and speak at meetings on matters relating to their sphere of responsibility.

4.2 The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit, subject always to the Constitution. The quorum necessary for the transaction of the business of Directors shall be two (2).

4.3 A meeting of Directors at which a quorum is present shall be duly constituted and competent to exercise all or any of the powers, authorities and discretions vested in or exercisable by the Directors generally by or under the Constitution. Each Director shall have one (1) vote. Subject to the Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of Directors shall, for all purposes, be deemed a decision of the Directors and provided always that in the case of an equality votes, the Chairman of a meeting shall have a second or casting vote. However, in the case of an equality of votes and two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.

Pursuant to the above, the Chairman shall, to the extent applicable and possible, take into consideration the followings as reference in exercising his/her casting vote:

- a) The Chairman's casting vote may be exercised in the event of an equality of votes only.
- b) In the event the Chairman has two votes, one as a Director and the other a casting vote, these two votes may not be exercised concurrently. The Chairman shall first exercise his/her vote at the same time the other Directors vote and then, only in the event of equality votes, the Chairman may exercise his / her casting vote.
- c) If the Chairman puts the issue to the vote, but does not vote him/herself and there is an equality votes, then the casting vote may not apply since the Chairman has yet to exercise his/her deliberative vote.
- d) The casting vote is used in good faith and be exercised honestly and in accordance with what the Chairman believes to be the best interests of those who may be affected by the vote.
- e) The casting vote is used to resolve disputes and attempt to achieve consensus and not to promote the personal interests of the Chairman.
- f) The Chairman shall not be compelled to exercise the casting vote.
- g) The Chairman may consider exercising his/her vote to maintain the status quo or to keep a proposal alive in order to allow further discussion.

5. CIRCULAR RESOLUTIONS

A resolution in writing signed or approved by letter, electronic mail, telegram, telex or telefax or other electronic communication by majority of the Directors who may be present in Malaysia and by majority of Directors who may be absent from Malaysia and who have supplied the Company Secretary an address for the giving of notices to them while they are so absent, and who are sufficient to form a quorum, but other than any Director who is precluded or prohibited from voting on the resolution in question by reason of the Constitution or any applicable law, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present in Malaysia and has not supplied to the Company Secretary an address for the giving of notices to him while he is not so present but has an alternate who is so present, then such resolution shall be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay, and shall be recorded by him in the Company's Minutes Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates.

6. ROLES AND RESPONSIBILITIES OF A DIRECTOR

6.1 Delegation of roles and responsibilities

The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may prescribe, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons (whether or not a Director) to be members of any such committee or local board, or any managers or agents, and may determine their remuneration. The Board may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any such committee or local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board deems fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.

While the Directors may appropriately delegate its authority to committees or Management, they should not abdicate their responsibilities and should at all times exercise collective oversight of the committees and Management. The Directors should not delegate matters to a committee or Management to an extent that would significantly hinder or reduce the Directors' ability to discharge their functions. The delegation shall always be subjected to Section 216 of the CA.

Section 216(2) of the CA states that where the directors have delegated any power, the directors are responsible for the exercise of the power by the delegatee as if the power had been exercised by the directors themselves. **Section 216(3) of the CA** states that the directors are not responsible under subsection (2) if – (a) the directors believed on reasonable grounds at all times that the delegatee would exercise the power in conformity with the duties imposed on the directors under the CA and the constitution of the company, if any; and (b) the directors believed on reasonable grounds, in good faith and after making a proper inquiry, if the circumstances indicated the need for the inquiry, that the delegatee was reliable and competent in relation to the power delegated.

6.2 Directors' Duties

6.2.1 The duties of a Director, either individually or collectively, include but are not limited to the following:

- a) abide by all regulatory and statutory requirements that affect Directors and the Company;
- b) at all times act in good faith in the best interests of the Company as a whole and not in the interests of some other person or body;
- c) exercise reasonable care, skill and diligence with the knowledge, skill and experience which may be reasonably expected of a Director having the same responsibility and any additional knowledge, skill and experience which the Director in fact has;
- d) make the business judgement in good faith for a proper purpose, in the best interest of the Company, without having a material personal interest in the subject matter of the business judgment, is informed about the subject matter of the business judgment to the extent the Director reasonably believes to be appropriate under the circumstances;
- e) exercise the powers conferred by the Constitution for "proper purposes", and not for any collateral purpose;
- f) refrain from or prevent any act that would adversely affect decision-making concerning the activities of the Company;

- g) act in accordance with their fiduciary duties and comply with the spirit as well as the letter of the applicable laws, regulations and governance standards;
- h) carry out their duties in a lawful manner and use reasonable care to ensure that the Company conducts its business in accordance with the laws and a high standards of business ethics and commercial integrity;
- i) endeavour to avoid COI wherever possible. Where a conflict arose, persist or may arise, they shall adhere scrupulously to the procedures provided by the laws, the Constitution of the Company, MMLR and any policies or procedures approved by the Board for dealing with conflicts, whereby they shall disclose their nature and extent of such interest in any contract or proposed contract with the Company or the Group, including any interests in a competing business, where applicable, and shall not participate in any discussion and shall abstain from the decision making process;
- j) be diligent, attend Board meetings and devote sufficient time to remain familiar with the nature of the Company's business and context, including the political, legal and social frameworks within which it operates. Directors should be aware of the statutory and regulatory requirements that affect the Company;
- k) observe the confidentiality of non-public information they possess as Directors, except where disclosure is authorised or required by laws; and
- l) ensure that the Company has in place an approved procedure for buying and selling shares or securities in the Company by Directors and their associates during and outside the closed period. Directors should abstain from insider trading.

6.2.2 Subject to the CA, the Directors shall not, without the prior approval of the Company in a general meeting:

- a) enter or carry into effect any arrangement or transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of the Company's undertaking or property; or
- b) exercise any power of the Company to issue shares unless otherwise permitted under the CA; or
- c) enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding company, or its subsidiary, or a person connected with a Director or substantial shareholder to acquire from or dispose to such a Director or person any shares or non-cash assets of the requisite value.

6.2.3 The Directors may exercise all powers of the Company to borrow money and to mortgage or charge the Company's undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

6.3 Directors' Liabilities

6.3.1 Directors may be liable if they:

- a) dishonestly or fraudulently take, apply, conceal, misappropriate or destroy any property of the Company;
- b) falsify, destroy, alter or mutilate any Company's record with the intent to defraud, deceive or conceal material information;
- c) knowingly authorise or are a party to the carrying on of the Company's business in a reckless manner;

- d) induce or attempt to induce any person to give credit to the Company through fraud, misrepresentation or false pretences;
- e) knowingly be a party to the carrying on of the Company's business with the intent to defraud creditors of the Company; and
- f) engage in market misconduct, including insider trading, unlawful disclosure of price-sensitive information or other offences under the capital markets laws.

This clause is not exhaustive and does not prejudice the application of any statutory duties, fiduciary obligations or liabilities imposed on Directors under written law, including the CA and the MMLR.

6.3.2 Directors are insured against errors and omissions and the associated costs of defending or settling a claim arising from any acts or omission in their capacity as Directors. However, the indemnity and insurance do not cover any criminal liability or any liabilities arising from breach of trust or negligence, or the provisions covered in Section 288 of the CA. The indemnity and insurance shall be in accordance with Section 289 of the CA.

7. CONFLICT OF INTEREST

7.1 Directors and KSM shall avoid any situation in which they have, or may reasonably be perceived to have, an actual or potential COI, whether directly or indirectly, including any interest in a competing business. Directors and KSM shall comply with the Company's COI policy, the CA, the MMLR and all other applicable laws and regulatory requirements.

In any situation that involves or may reasonably be expected to involve a COI with the Company or the Group, Directors and KSM shall immediately disclose the nature and extent of such interest, whether direct or indirect, to the Company.

7.2 Directors and KSM have a continuing responsibility to determine whether they have any actual, potential or persisting COI in relation to any matter, situation or transaction that is to be considered by the Board or Board Committees. The Company and the Group have adopted a structured process which includes the requirement for Directors and KSM to periodically submit a written COI declarations, as well as to make immediate disclosures as and when a COI arises. Any disclosed COI shall be appropriately reviewed by the AC to ensure that appropriate measures were taken to resolve, eliminate or mitigate such conflicts, before reporting to the Board.

7.3 Where a Director or KSM has an interest, whether direct or indirect, in any matter under consideration, such Director or KSM shall, upon disclosure of the COI, recuse himself or herself from participating in the relevant Board and Committee deliberations meetings and abstain from deliberation and voting on the matter.

7.4 The AC is entrusted by the Board to review and evaluate the nature and extent of the COI situation submitted by the Directors and/or KSM through the Company Secretary, report to the Board of any related party transaction (including recurrent related party transactions) and COI situation that arose, persist or may arise within the Company or the Group including any transaction, procedure or course of conduct that raises questions of management integrity, and recommend the proposed measures taken to resolve, eliminate, or mitigate such conflicts for Board's consideration and approval.

7.5 Directors shall at all times act in the best interest of the Company and the Group, and shall not use their position or information acquired by virtue of their office for personal gain or to cause detriment to the Company or the Group. Without limiting the foregoing, Directors shall, in particular:

- a) avoid placing their own interest or any third-party interests above those of the Company or the Group;

- b) refrain from engaging in any outside business or activity that would directly or indirectly materially conflict with or adversely affect the interests of the Company or the Group;
- c) not misuse their position, information or Board membership for personal advantage or for the benefit of any third-party; and
- d) not solicit, accept or receive any gifts, gratuities, hospitality, honoraria or any other item of value from any person or entity as a direct or indirect inducement for favourable treatment.

8. ROLES OF CHAIRMAN AND MANAGING DIRECTOR / GROUP CHIEF EXECUTIVE OFFICER

8.1 Roles of Chairman

- 8.1.1 There shall be a balance of power, authority and accountability between the Chairman and the MD / GCEO, with a clear division of responsibility between the running of the Board and the Company's business respectively. The positions of Chairman and MD /GCEO must be separated, held by different individuals, clearly defined and will be reviewed if there are significant changes to the Company's strategy, operations, performance or management.
- 8.1.2 The Chairman, in consultation with the MD / GCEO and the Company Secretary, shall set the agenda for Board meetings and ensure that the Board members receive complete and accurate information in a timely manner. He must ensure that the number of agenda items and its prioritisation enables effective board discussions and that sufficient time is allocated to matters of importance.
- 8.1.3 The Chairman leads Board meetings and provides effective stewardship of Board deliberations. He shall ensure that discussions are conducted in a fair, open and orderly manner, that no Board member, whether Executive or Non-Executive, dominates the discussion, and drives towards consensus while allowing for rigorous debate and to achieve closure on such discussion. The Chairman shall encourage active participation and allow differing or dissenting views to be freely expressed, considered and appropriately minuted. The Chairman shall chair general meetings and act as the Company's ambassador, both within the domestic market and internationally. The Chairman shall allow reasonable opportunities for members at the meeting to question, discuss, comment or make recommendation on the management of the Company.
- 8.1.4 The key roles and responsibilities of the Chairman shall include, without limitation, the following:
 - a) providing leadership to the Board so that the Board can perform its responsibilities effectively;
 - b) managing an effective and constructive relationship between the Board and the Management in ensuring the success of the Company's governance and management functions
 - c) ensuring that appropriate steps are taken to provide effective communication and engagement with stakeholders, and that their views are communicated to the Board as a whole;
 - d) leading the Board in establishing and monitoring good corporate governance practices in the Company;
 - e) managing Board communications and effectiveness;
 - f) ensuring Board proceedings are in compliance with best practices;

- g) maintaining good contact and effective relationships with external stakeholders, including regulators, shareholders, investors, employees, and the community and representing the Board where appropriate; and
- h) ensuring compliance with all relevant regulations and legislation and ensuring that governance, risk and compliance matters are given due attention by the Board.

8.2 Roles of Managing Director / Group Chief Executive Officer

- 8.2.1 The MD / GCEO shall have executive responsibility for the overall management and day-to-day operations of the Company and the Group, within the authority limits approved by the Board.
- 8.2.2 The MD / GCEO is responsible for implementing the policies, strategies and decisions approved by the Board.
- 8.2.3 The MD / GCEO shall be accountable to, and subject to the authority, direction and oversight of the Board, and shall ensure that the Board is kept fully informed on all material matters affecting the Group.
- 8.2.4 All Board authorities conferred on the Management, with the exception of the internal audit function, are delegated through the MD / GCEO and this will be considered as the MD's / GCEO's authority and accountability as far as the Board is concerned. Consequently, the MD / GCEO shall therefore be answerable to the Board for the performance of the Group and the achievement of the agreed goals and targets, within the limits of authority approved by the Board.

The key responsibilities and accountabilities of the MD / GCEO shall include, without limitation, the following:

- a) plan, develop and implement strategies to drive sustainable growth, including the identification of new market opportunities, investments and strategic alliances, for the Board's consideration and approval;
- b) representing the Group as the key executive spokesperson with all stakeholders including investors, regulators and business partners and the broader investment community;
- c) perform core role as Board member in subsidiaries and associated companies to ensure achievement of both financial and non-financial goals or key performance indicators as reflected in the approved balanced scorecard;
- d) lead the preparation and monitor the execution of annual budgets and business plans for the business unit;
- e) providing governance support to key subsidiaries of IHH;
- f) building and maintain effective relationships with regulators/industry leaders in key new and existing markets, and the ensure continuity and orderly transition of such relationships where necessary;
- g) facilitating effective coordination and collaboration among and between corporate and business unit senior management of the Group to build relationships, share best practices and explore opportunities to improve knowledge of businesses;
- h) report to the Board on the Company's overall performance;
- i) ensure the recruitment, development and retention of high calibre talent, and to promote leadership succession planning across the Group; and
- j) establish and implement short and long-term business unit goals, objectives, policies and operating procedures.

- 8.2.5 The Board may entrust to and confer upon the MD / GCEO such powers as are exercisable by the Board, upon such terms and conditions with such restrictions as it may think fit and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

9. BOARD COMMITTEES

The Board may delegate certain of its governance responsibilities to Board committees with clearly defined terms of reference. The following are the relevant Committees established by the Board:

- a) AC;
- b) RMC; and
- c) NRC.

Apart from the above committees, the Board may from time-to-time establish other Board Committees to assist the Board in discharging its responsibilities more effectively.

Independent Directors and Non-Executive Directors play a leading role in these Committees. The Management and third parties are co-opted to the Committees as and when required.

9.1 Audit Committee

- 9.1.1 The AC plays a pivotal role in assisting the Board to fulfil its oversight responsibilities through review of financial information and provides an unbiased assessment of the effectiveness and efficiency of the Group's internal controls. Additionally, the AC reviews and reports to the Board on any COI situations that have arisen, persist or may arise, along with the measures taken to resolve, eliminate or mitigate such conflicts.

9.2 Risk Management Committee

- 9.2.1 The RMC oversees the establishment and implementation of the Group's risk management framework by Management so that the Group has a sound, effective and robust risk management and internal control framework in place. The RMC also supports the Board in fulfilling its key risk oversight responsibilities in an integrated and strategic manner and provides oversight, direction and guidance to Management on the Group's risk management matters. The RMC has been entrusted to assist the Board in driving the Group's sustainability and climate-related initiatives and provide oversight on material sustainability matters that impact the Group's business strategies, operations and decision-making process.

9.3 Nomination and Remuneration Committee

- 9.3.1 In relation to the nomination responsibilities, the NRC plays a pivotal role in the oversight of the nomination and selection process for Board members (including fit and proper assessments) and Senior Management, assesses and monitors the composition and effectiveness of the Board and Board Committees and undertakes development needs and succession planning initiatives for the Board and the Group as a whole which includes GCEO, CEOs and Key Management positions.
- 9.3.2 In relation to the remuneration responsibilities, the NRC is tasked with recommending and reviewing remuneration policies, the remuneration framework and performance measures for Directors and Senior Management. This ensures that the remuneration practices are aligned with the strategic objectives of the Group.

9.4 Terms of Reference of Board Committees

- 9.4.1 The Terms of Reference of AC, RMC and NRC are available on the Company's website at www.ihhealthcare.com.

10. REMUNERATION LEVELS OF DIRECTORS

- 10.1 The Company shall ensure that Directors' remuneration is set at appropriate and competitive levels that are sufficient to attract, retain and motivate Directors of the requisite calibre to drive the Company's long-term objectives, taking into consideration all relevant factors including the demands, complexities and performance of the Company as well as skills and experience required, function, workload and responsibilities involved.
- 10.2 The level of remuneration for the MD and/or Executive Directors shall be structured so as to link rewards to corporate and individual performance.
- 10.3 The fees of all Directors in any year and any benefits payable to Directors including any compensation for loss of employment of a Director or former Director shall from time to time be determined by an ordinary resolution of the Company in general meeting and provided always that:
- a) fees or extra remuneration payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
 - b) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;
 - c) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter;
 - d) fees or extra remuneration payable to Director(s) holding executive position(s) in such capacity, may not include a commission on or percentage of turnover; and
 - e) any Director who shall hold office as part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fee related to the period during which he has held office.
- 10.4 The Directors (including alternate Directors) shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. In addition to the foregoing, a Director shall be entitled to such reasonable fixed allowance as may be determined by the Directors in respect of any attendance at any meeting and/or the performance of any duty or other thing required of him as a Director of the Company.
- 10.5 If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing, if any Director being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.
- 10.6 Non-Executive Directors who have participated in the employee share scheme are prohibited to sell, transfer or assign the shares obtained through the exercise of options offered to him pursuant to the employee share scheme within one (1) year from the date of offer of such options.
- 10.7 An adequate disclosure on the Directors' remuneration would be made in the Company's Annual Report for transparency and accountability purposes as well as in compliance with the MMLR.

11. FINANCIAL REPORTING

11.1 Transparency

- 11.1.1 The Company shall present a clear and balanced assessment of the Company's financial position and future prospects that extends to the interim and price-sensitive information and other relevant reports submitted to regulators.
- 11.1.2 The Board shall ensure that the financial statements are prepared so as to give a true and fair view of the current financial status of the Company in accordance with the applicable approved accounting standards.
- 11.1.3 The quarterly financial results must be announced to Bursa Securities as early as possible within two (2) months after the end of each quarterly financial period.
- 11.1.4 The Auditors Report shall contain a statement from the Company's external auditors explaining their responsibility in forming an independent opinion, based on their audit of the financial statements.

11.2 External Auditors

- 11.2.1 The Board shall establish formal, transparent and professional arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the external auditors through its AC.
- 11.2.2 The AC shall keep under review the scope, results and cost-effectiveness of the audit and the independence and objectivity of the external auditors. The AC shall conduct an annual assessment of the independence of external auditors including ensuring that the provision of non-audit services does not give rise to conflicts of interest or impair auditor independence.
- 11.2.3 Save for the appointment of external auditors to fill casual vacancy which may be approved by the Board in accordance with the CA, the appointment, re-appointment or removal of the external auditors shall be subject to approval of shareholders at general meetings. The external auditors shall retire at each AGM and subject to re-appointment by shareholders for the ensuing financial year.

11.3 Internal Controls and Risk Management

- 11.3.1 The Company shall have a well-resourced internal audit function, which is independent of the activities it audits, to critically review all aspects of the Company's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are to be undertaken on a regular basis. The Head of Internal Audit shall report directly to the AC and have direct access to the Board through the Chairman of the AC.
- 11.3.2 The Board has overall responsibility for establishing and maintaining sound internal control systems that cover financial controls, operational effectiveness and efficiencies, compliance with applicable laws, regulations and internal policies as well as enterprise-wide risk management, that will provide a reasonable assurance that the Company's assets are safeguarded against unauthorised use or disposition and the system is reviewed on a regular basis.

The Board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

The Board should determine the Company's level of risk tolerance and actively identify, assess and monitor key business risks to safeguard shareholders' investments and the Company's assets.

The Board or through the relevant Board Committees, should also disclose whether it has conducted an annual review and periodic testing of the Company's internal control and risk management framework. This should include any insights it has gained from the review and any changes made to its internal control and risk management framework arising from the review. Where information is commercially sensitive and may give rise to competitive risk, disclosure in general terms is acceptable.

The disclosure should include a discussion on how key risk areas such as finance, operations, regulatory compliance, reputation, cyber security and sustainability were evaluated and the controls in place to mitigate or manage those risks. In addition, it should state if the risk management framework adopted by the Company is based on an internationally recognised risk management framework.

- 11.3.3 The RMC shall receive and deliberate on regular reports regarding the outcome of such reviews on a regular basis.

12. GENERAL MEETINGS

12.1 Annual General Meeting

- 12.1.1 The AGM is the principal forum for dialogue with private and institutional shareholders. The Directors must ensure that the AGM provides an important opportunity for effective communication with, and receipt of constructive feedback from, the Company's shareholders.

- 12.1.2 The Chairman shall preside over the AGM and encourage active participation by the shareholders during the AGM.

- 12.1.3 The Chairman and, where appropriate, the MD / GCEO and/or Management shall respond to shareholders' queries during the AGM. Where necessary, the Chairman will undertake to provide a written answer to any significant question that cannot be readily answered at the meeting.

- 12.1.4 The Company shall in each year hold a general meeting as its AGM in addition to any other general meetings in that year, within six (6) months of the Company's financial year end and not more than fifteen (15) months shall elapse between the date of one AGM and that of the next.

- 12.1.5 The notices convening an AGM shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least twenty-one (21) days before the meeting. Any notice of meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least twenty-one (21) days' notice of such meeting shall be given by advertisement in at least one (1) nationally circulated newspaper in Malaysia and Singapore and in writing to the stock exchanges upon which the Company's shares are listed.

Notwithstanding the above, the Company shall aim to issue the notices for an AGM to the shareholders at least twenty-eight (28) days prior to the meeting.

- 12.1.6 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes, two (2) members present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of the Constitution and entitled to vote shall be a quorum.

- 12.1.7 All resolutions at an AGM shall be decided by poll in accordance with the MMLR, and the results shall be announced to the stock exchanges upon which the Company's shares are listed as soon as practicable after the conclusion of the meeting.

12.2 Extraordinary General Meeting

- 12.2.1 The Directors may whenever they think fit, convene an EGM. An EGM shall also be convened upon a valid requisition made in accordance with the provisions of the CA. Where the Directors fail to convene the meeting in the manner provided under Section 311 of the CA, the requisitionists may convene the meeting in the manner provided under Section 313 of the CA. Any EGM convened by requisitionists shall, as nearly as possible, be convened in the same manner as meetings convened by the Directors.
- 12.2.2 Subject always to the provisions of Section 323 of the CA, no business shall be transacted at an EGM except business of which due notice has been given in the notice convening the meeting.
- 12.2.3 The notices convening an EGM shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed of such meeting shall be given by advertisement in at least one (1) nationally circulated newspaper in Malaysia and Singapore and in writing to stock exchanges upon which the Company's shares are listed.
- 12.2.4 No business shall be transacted at an EGM unless a quorum is present when the meeting proceeds to business. For all purposes, two (2) members present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of the Company's Constitution and entitled to vote shall be a quorum.
- 12.2.5 All resolutions at an EGM shall be decided by poll in accordance with the MMLR, and the results shall be announced to the stock exchanges upon which the Company's shares are listed as soon as practicable after the conclusion of the meeting.

13. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

- 13.1 The Board shall be accountable to the shareholders and is committed to maintaining an active, transparent and constructive investor relations and shareholder communication framework. Such framework is intended to facilitate effective, timely and balanced communication between the Company, its shareholders, other stakeholders and the investing public.
- 13.2 The Board shall be mindful of the legal and regulatory framework governing the disclosure of material and price-sensitive information. Investor relations activities of the Company are governed by the Group's Investor Relations Policy which can be viewed on the Group's website at www.ihhhealthcare.com.
- 13.3 The Company may, from time to time, engage in dialogues, briefings or meetings with shareholders, institutional investors, fund managers and financial analysts as part of its investor relations programme. Such engagements serve as a channel for the Board and Management to convey information on the Group's performance, strategic direction, business outlook and other matters affecting shareholders' interests, while ensuring compliance with disclosure obligations and avoiding selective disclosure.
- 13.4 A press conference will normally be held after each general meeting of the Company. At such press conference, the Chairman or MD / GCEO shall provide a briefing on the Company's results, prospects and any specific event for notation. All press releases and media statements shall be vetted by Management to ensure that no material or price-sensitive information that has not been announced to Bursa Securities is inadvertently disclosed.

13.5 The Company's website at www.ihhhealthcare.com shall contain vital information concerning the Group. The Company's website shall provide easy and timely access to relevant and up-to-date corporate information pertaining to the Company, including but not limited to corporate announcements, financial results, annual and sustainability reports, corporate governance policies and reports as well as notices and minutes of general meetings.

13.6 The Company adopts integrated reporting based on a globally recognised framework. An integrated report serves as the main report from which all other detailed information flows; such as financial statements, corporate governance and sustainability reports. It is concise communication about how the Company's strategy, performance, governance and prospects lead to sustainable value creation.

14. RELATIONSHIP WITH OTHER STAKEHOLDERS

14.1 In pursuing the vision, mission and long-term sustainability of the Company, the Board recognises that no company can exist to maximise shareholders value alone. In this regard, the needs and interests of other stakeholders shall also be taken into consideration.

14.2 Employees

14.2.1 The Board acknowledges that the employees are invaluable assets of the Company and play a vital role in achieving the Company's vision, mission and strategic objectives.

14.2.2 The Company shall adopt comprehensive and documented policies and procedures with respect to the following:

- a) Employee safety, occupational health and total well-being, with the objective of providing a safe, healthy and supportive work environment for all employees, and to promote a strong safety culture across the Group;
- b) Industrial relations, employee welfare, engagement and development, with the objective of promoting fair labour practices, respectful and inclusive workplace relations, continuous learning and development, and the physical, mental and emotional well-being of employees; and
- c) Workforce diversity, inclusion and talent sustainability, with the objective of cultivating a diverse and inclusive workforce across markets that embraces and promotes diversity, recognising and accepting the individual differences across the Group.

14.3 Environment

14.3.1 The Board acknowledges the need to safeguard and minimise the adverse impact to the environment in the pursuit of the Company's vision, mission and strategic objectives.

14.3.2 The Company shall adopt comprehensive and documented policies and procedures as part of its commitment to protect the environment and contribute towards sustainable development.

14.3.3 The Company supports initiatives aimed at addressing environmental issues.

14.4 Social Responsibility

14.4.1 The Board acknowledges that the Company should play a vital role in contributing towards the welfare of the community in which it operates and is committed to conducting its business in a socially responsible manner.

14.4.2 The Company adopts comprehensive and documented policies and procedures towards responsible marketing and advertising of its products and services.

14.4.3 The Company supports charitable causes and initiatives on community development projects.

15. COMPANY SECRETARY

15.1 The Board shall appoint a suitably qualified and competent Company Secretary who plays an important role to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices. The Board shall ensure that the Company Secretary fulfils the functions for which he/she has been appointed.

15.2 The Company Secretary is responsible for ensuring that Board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.

15.3 The roles and responsibilities of the Company Secretary shall include, but are not limited to the following:

- a) managing all Board and Committee meeting processes and logistics, attend and record minutes of all Board and Board Committee meetings and facilitate Board communications;
- b) advising the Board on its roles, responsibilities, powers and governance obligations;
- c) facilitating the orientation of new Directors and assist in Director training and development;
- d) advising the Board on corporate disclosures, compliance matters and reporting obligations against the CA, securities regulations, MMLR and other applicable laws, rules and regulations;
- e) managing processes pertaining to the general meetings of shareholders;
- f) monitoring corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and
- g) serving as a key conduit for stakeholders' communication and engagement on corporate governance matters, where appropriate.

15.4 The Company Secretary shall advise Directors on their obligations to adhere to matters relating to:

- a) disclosure of interest in securities;
- b) disclosure of the nature and extent of any actual or potential COI, including interests in any competing business in a transaction involving the Company or the Group;
- c) prohibition on dealing in securities; and
- d) restrictions on the disclosure of price-sensitive or confidential information.

15.5 The Board members shall have ready and unrestricted access to the professional advice and services of the Company Secretary.

16. APPLICATION

- 16.1 The principles set out in this Board Charter shall be:
- a) kept under review and updated as practices on corporate governance develop and further guidelines on corporate governance are issued by the relevant regulatory authorities;
 - b) applied in practice having regard to their spirit and general principles rather than to the letter alone; and
 - c) summarised in the Annual Report as part of a narrative statement by the Directors on corporate governance.
- 16.2 The Board endeavours to comply at all times with the principles and practices set out in this Board Charter.
- 16.3 The Board shall review this Board Charter as and when it deems fit to ensure its applicability to the Company's current situation. This Board Charter shall be published in the corporate website of the Company.
- 16.4 At any one time, should the MMLR or CA be amended for any reason whatsoever, the amendment of which affected the contents of this Charter, the amended MMLR or CA shall take precedent over the Board Charter.