

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5225
COMPANY NAME : IHH HEALTHCARE BERHAD
FINANCIAL YEAR : December 31, 2021

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Board is collectively responsible for the long-term success of the Company and the delivery of sustainable value to its stakeholders.• In order to ensure the effective discharge of the Board's functions and responsibilities, the Board has in place the Board Charter, and has established Board Committees with clear Terms of Reference (TOR).• The Board is guided by its Board Charter which lays out its roles and responsibilities in, among others, governing and setting the strategic direction of IHH group of companies (the Group), overseeing and evaluating the conduct of the Group's business, risk identification and implementation of appropriate risk management systems, establishing an Investor Relations (IR) Programme, setting the Company's values and standards and ensuring that its obligations to the Company's shareholders and other stakeholders are understood and met, promoting corporate governance culture within the Company and reviewing the adequacy and integrity of the Group's internal control and management information systems.• Pursuant to the Board Charter, the Board, among others, performed the following roles and responsibilities during the financial year 2021, which are discharged in the best interests of the Company:<ul style="list-style-type: none">(a) governing and setting of the strategic direction of the Group. The Board ensures that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;

	<ul style="list-style-type: none"> (b) reviewing, challenging and deciding on Management’s proposals for the Group and monitoring its implementation by Management; (c) overseeing the conduct of the Group’s businesses, including supervising and assessing Management’s performance to determine whether the business is being managed properly; (d) identifying the principal risks and ensuring the implementation of appropriate systems to manage these risks and there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks; (e) establishing succession plans including appointing, training, fixing the compensation of key management including ensuring that Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and Management; (f) developing and implementing an IR programme and shareholders’ communication policy; (g) reviewing the adequacy and the integrity of the Group’s internal control systems and management information systems to safeguard and enhance enterprise value; (h) reviewing and approving financial statements and the Company’s annual reports; (i) ensuring the integrity of the Company’s financial and non-financial reporting; (j) ensuring that the necessary resources are in place for the Company to meet its objectives and review Management’s performance; (k) setting the Company’s values and standards, and ensuring that its obligations to the Company’s shareholders and other stakeholders are understood and met; (l) together with Management, promoting good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour; (m) together with Management, implementing its policies and procedures, which include managing conflict of interest, preventing the abuse of power, corruption, insider trading and money laundering; (n) determining the remuneration of Directors and Management in accordance with the Malaysian Code on Corporate Governance (MCCG), which takes into account the demands, complexities and performance of the Company as well as skills and experience required; and (o) undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, its Committees, each individual Director as well as the Board Chairman.
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	<ul style="list-style-type: none"> • The Board engages in robust discussions on matters in relation to the development, progress and implementation of the Group’s business plans and strategies. The Chairpersons of all Board Committees provide reports to the Board on issues and matters raised at the respective Board Committees’ meetings, including those concerning the Group’s strategy and performance, for the Board’s further consideration and decisions. The Board may also request the Board Committees to conduct reviews or deep dive study on the relevant subject matters and the findings/recommendations are reported to the Board for consideration and decisions. • The Board members have diverse working experience in managerial/executive capacity and also with experience on the boards of other publicly listed and/or multinational companies. The Directors understand financial statements and are able to form a view on the information presented. • IHH’s new Directors appointed in 2021 had attended the induction programme to familiarise themselves with the Group’s operations. The induction programme included briefings by Management and facilities visit, in order to familiarise them with the Management team on the ground as well as the Group’s key operations. • The Board held its Board Strategy Forum (Strategy Forum) in October-November 2021 to review the Group’s performance and set the Group’s strategic directions and aspirations. The Strategy Forum was attended by the Board, Senior Management and the relevant Heads of Department of the Group. At the Strategy Forum, the Board had discussions relating to the Group’s strategic directions and priorities. The outcome of the Strategy Forum saw the establishment of common understanding of the Group’s strategic goals, objectives and actions moving forward.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The role of the Chairman of the Board is set out in the Board Charter.• The Chairman provides leadership to the Board, champions good governance and sets the tone of governance for the Board, maintains the Board's focus towards its goals during or outside of Board meetings and is insightful of current issues within and outside the healthcare industry. The Chairman also sets the Board agenda, leads board meetings and discussions, encourages active participation and allows dissenting views to be freely expressed as well as ensures that board proceedings are in compliance with best practices.• Tan Sri Mohammed Azlan bin Hashim (Tan Sri Mohammed Azlan) is the Independent Non-Executive Chairman of IHH. Tan Sri Mohammed Azlan has extensive experience in the corporate sector and during his career, has served in various capacities in the financial services industry and investment holding companies. Additionally, Tan Sri Mohammed Azlan has the skills, knowledge and experience necessary for that of a Board Chairman and he is also the Chairman of several other public listed entities in Malaysia.• During the financial year, the Non-Executive Directors met among themselves without the presence of the MD & CEO and other Management to discuss the financial and operational issues of the Group, latest developments within the industry and governance matters.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• During the financial year, the Chairman of IHH is Tan Sri Mohammed Azlan bin Hashim whereas the MD & CEO of IHH is Dr Kelvin Loh Chi-Keon (Dr Kelvin Loh).• The Chairman is responsible for the overall effective functioning of the Board including the collective oversight of management. The MD & CEO assumes executive responsibility and spearheads the day-to-day management of the Company, in line with the Group's strategy and objectives approved by the Board. Given the different nature of responsibilities of the Chairman and MD & CEO, these positions are held by different individuals to ensure the integrity of the Board's role in exercising objective oversight over Management at all times. The separation of such roles also ensures that there is no unfettered power of decision-making vested in one individual.• The Board Charter spells out specifically the roles and responsibilities of the Chairman and MD & CEO respectively.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	<ul style="list-style-type: none">• The Chairman of IHH is not a chairman or member of the Audit Committee (AC), Risk Management Committee (RMC), Nomination Committee (NC) and Remuneration Committee (RC) (Note: On 28 May 2021, functions of the NC and RC have been combined into the Board Committee known as the Nomination and Remuneration Committee (NRC). Unless otherwise stated, references made to the NRC in this report shall also mean the NC and RC).• The positions of Chairman of the AC, RMC and NRC are held by different Directors, all of whom are not the Chairman of IHH.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	: Applied
Explanation on application of the practice	<ul style="list-style-type: none">• The Company Secretaries are Ida Suryati binti Ab Rahim (Ida Suryati) and Seow Ching Voon (Ching Voon).• Ida Suryati holds Bachelor of Law (Hons), University Kebangsaan Malaysia, Master of Law (LLM) (Commercial), University of Cambridge, United Kingdom and Master of Law (LLM), University of Malaya, Malaysia. She possesses vast experience of over twenty years in legal, governance, corporate compliance and corporate secretarial fields, having worked as in-house legal counsel and company secretary of multi-national and public-listed companies.• Ching Voon is a certified Chartered Secretary and Chartered Governance Professional of The Chartered Governance Institute with over twenty years' experience in the corporate secretarial, governance and compliance fields.• Both Ida Suryati and Ching Voon are licensed by the Companies Commission of Malaysia (CCM) to practice as the Company Secretaries.• The Company Secretaries are experienced, competent and knowledgeable, and play an important role in advising the Board on issues relating to corporate compliance with the relevant laws, rules, procedures and regulations affecting the Board and the Group, as well as best practices of governance and corporate disclosures. The roles and responsibilities of the Company Secretary are stipulated in the Board Charter.• The Directors have ready and unrestricted access to the advice and services of the Company Secretaries. The Board is regularly kept up to date on and apprised of any relevant legislation, regulations and guidelines, as well as any amendments thereto issued by Bursa Malaysia Securities Berhad (Bursa Securities), Securities Commission Malaysia, CCM and other relevant regulatory authorities including recommendations on corporate law reform in Malaysia as well as relevant foreign jurisdictions, particularly the effects of such new or amended legislation, regulations and guidelines on the Directors specifically and the Group generally.

	<ul style="list-style-type: none"> • The Company Secretaries ensure that decisions of the Board and Board Committees are properly documented and relayed to Management to act upon in a timely manner. The Company Secretaries are also responsible for, among others, the operation of the secretariat function, including lodgements with relevant statutory and regulatory bodies, the administration of Board and Board Committee meetings (including preparation of the minutes, matters arising and Board Committee Chairmen’s reports), managing processes pertaining to the Company’s general meetings, and assisting the Board in applying the latest corporate governance practices to meet the Board’s needs and stakeholders’ expectations. • The appointment and changes in the Company Secretaries are matters reserved for the Board’s approval. The Board ensures that only qualified and suitable individuals are appointed as the Company Secretaries of the Company.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• To facilitate productive and meaningful Board and Board Committee meetings, the proceedings are conducted in accordance with an agenda comprising specific time allocated for each agenda item which is approved by the respective Chairmen prior to each meeting. The time allocated for each agenda item helps ensure that sufficient time is accorded for the Board's discussion and decision on the matter. The agenda together with comprehensive management reports and proposal papers are furnished to the Directors at least five working days in advance of each Board or Board Committee meeting.• The annual meetings calendar is fixed prior to the end of the preceding year to enable the Directors and Management to plan ahead and prepare for the meetings accordingly.• Board and Board Committee meetings are typically scheduled on different days to ensure that objective and independent deliberations take place at the meetings. Reports of the Board Committee meetings are properly conveyed to the Board prior to the Board meeting for the Board to make a fully considered decision.• Where circumstances do not permit for the Directors to meet physically, the Directors participate in Board or Board Committee meetings via electronic means. During the financial year, the Board and Board Committee meetings were mostly held via video conferencing in view of the travel restrictions and closure of international borders by various governments in light of the Coronavirus (Covid-19) situation. All deliberations and decisions made at Board or Board Committee meetings, including dissenting views and whether any Director abstained from voting or deliberating on a particular matter, are duly minuted as records of such proceedings.• Draft minutes of the meetings are typically circulated to the Directors within one month after each meeting for review.

	<ul style="list-style-type: none"> The Board refrains from approving complex matters which require rigorous deliberations via circular resolutions. A summary of circular resolutions which have been passed since the last Board meeting is circulated for notation of the Board at the next Board meeting and minuted. 	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Board had in 2013 formalised a Board Charter setting out the duties, responsibilities and functions of the Board in accordance with the principles of good corporate governance as stipulated in the policy documents and guidelines issued by the relevant regulatory authorities. The Board Charter is published on the Company's website.• As outlined in the Board Charter, the Board reserves full decision-making powers in areas such as setting the strategic direction of the Company, material acquisitions and disposition of assets, investments in capital projects, material borrowings, related party transactions, treasury policies, risk management policies and key human resource issues.• The Board delegates certain matters to the Board Committees as well as the Senior Management of the Company subject to the TORs and/or approving authority limits set by the Board in the Limits of Authority. While such delegation has been made, the Board has at all times exercised collective oversight of the Board Committees and Management and conducts regular review of the division of responsibilities to ensure that the Group is able to adapt to changing business circumstances.• The Board Charter aims to ensure that all Directors acting on behalf of the Company are aware of their fiduciary duties and responsibilities as Board members, understand the various legislations and regulations affecting their conduct and apply the principles and practices of good corporate governance in all matters. The Board Charter outlines processes and procedures for the Board and its Committees in discharging their stewardship effectively and efficiently.

	<ul style="list-style-type: none"> • The Board reviews the Board Charter as and when it deems fit to ensure its applicability to the Company’s operating environment and to align with current rules and regulations for its continued relevance. The Board Charter was last reviewed and approved for adoption by the Board in June 2020. • Under the Board Charter, the Board, among others, assumes the following roles and responsibilities: <ul style="list-style-type: none"> (a) Reviewing and adopting the strategic direction of the Group <p>Management presents their proposals with the necessary information related to the Group’s key strategies and business plans and the Board deliberates and determines the Group’s strategic and business direction based on the propositions presented by Management.</p> <p>The Board offsite meeting/strategy forum is held annually for the Board to have a focused discussion on key strategies and proposed business plans for the Group.</p> (b) Overseeing and evaluating the conduct of the Group’s businesses <p>The Board and the relevant sub-Committees review and evaluate the conduct of the Group’s businesses at their respective meetings. The Group Chief Financial Officer, Group Chief Operating Officer and/or representatives of each operating division would be invited to present to the relevant sub-Committees and Board at the monthly or quarterly meetings, where relevant, the financial performance, operational updates of their respective operating division and the macroeconomic environment. The Board provides the relevant guidance on the action plan of the Group and facilitates knowledge and experience sharing between the representatives of the operating divisions to bring about a higher level of synergy as well as operational effectiveness and efficiency.</p> <p>The Board oversees the overall performance of the Group and the achievements of the Group’s Balanced Scorecard which is approved by the Board.</p>
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(c) Identifying the principal risks and ensuring the implementation of appropriate systems to manage these risks

The Board recognises the need for a strong risk management discipline across the Group to ensure achievement of the desired business objectives. The Board also acknowledges that a holistic approach to business management, taking into consideration the economic, environmental and social (EES) risks and opportunities alongside financial implications, is a measure to generate long term benefits and business continuity.

Each of the operating division has set up their respective Risk Management division or nominated relevant staff overseeing the risk function (risk collaborator) who regularly monitors any potential risk that the respective operating division might face in the operations. The respective operating division's risk management division or risk collaborator would then report their findings to the IHH RMC through Group Risk or to Senior Management.

At the Group level, the Group Risk Management department consolidates the risk reports from the respective operating divisions and maps the risks identified into the IHH Group Risk Profile. The Group Risk Management department also embeds the precepts of sustainability within the Group by identifying, evaluating and managing material EES risks and opportunities and mapping them into the Group's broader risk management framework. The Group level risk report would then be presented to the IHH RMC for deliberation on a quarterly basis. The Group Risk Management department would also be invited to present the risk report to the Board on a half-yearly basis.

The Group has established an International Clinical Governance Advisory Council (ICGAC) which comprises independent healthcare thought leaders, former academia, practicing professionals from different regions and management representatives with clinical quality and ethics background from the respective operating divisions, which functions as a high-level advisory council. The ICGAC works with Management to drive exemplary and consistent clinical quality and advises on continuous quality improvement projects and initiatives across the Group.

(d) Establishing Talent Management and succession plans

The Group, via collaboration between the Human Capital Management function and senior leaders, continues initiatives on talent management and succession planning for key management and other critical roles within the Group. The objective is to have a high calibre global internal talent pool to drive the Group's growth plans. Individual development plans have been established and various structured talent management practices are also in place for the purpose of developing this diverse talent pool.

The Board, through the NRC, monitors the performance of the Board and Key Senior Management as well as reviews and evaluates the suitability of potential candidates and their expertise, to fill vacant key positions.

(e) Establishing and implementing a good IR programme and shareholders' communication policy

The Board recognises that a sound IR programme and shareholders' communication policy is vital in managing investors' and shareholders' interests and perception of the Company.

The Company carries out its IR activities, led by the Senior Management team and in accordance with its annual IR calendar. The Board is apprised of the IR strategy and IR activities including the number of investor conferences and non-deal roadshows attended as well as the number of analysts' meetings, on a quarterly basis. Key take-aways gathered from the IR activities, which would also be shared with the Board and Management, take into account the feedback of the investors and shareholders with the aim of further improving the Group's operational and financial performance as well as to become a better corporate citizen in the community it operates.

(f) Reviewing the adequacy and integrity of the Group's internal control and management information systems

The Board acknowledges the importance of maintaining sound and effective internal control and management information systems in order to manage and reduce risks that will hinder the Group from achieving its goals and objectives. The internal control and management information systems are embedded within the Group's operating activities.

Assisted by the Group Internal Audit which functions independently of the operations, the Board and the AC are able to effectively discharge these control responsibilities.

	<ul style="list-style-type: none"> The Board Charter is available on the Company's website at https://www.ihhealthcare.com/investors/corporate-governance. 	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Board has, since 2013, established a Code of Conduct (the Code) which has been implemented throughout the Group. The Code provides for the ethics and standard of conduct expected of all employees when performing their roles for the Group. Failure to comply with the Code may result in the commencement of disciplinary and/or legal proceedings that may lead to termination of employment.• The Code was last reviewed and approved by the Board in November 2020 for adoption on 1 January 2021. The areas covered under the Code include the following:<ol style="list-style-type: none">(1) Compliance with the laws;(2) Professional integrity;(3) Accurate and complete accounting;(4) Bribery and corruption;(5) Conflict of interest;(6) Confidentiality and protection of company assets;(7) Political and charitable contributions;(8) Occupational health, safety and sustainability;(9) Social inclusion and workplace diversity;(10) Insider dealing; and(11) Anti-money laundering, anti-terrorism financing and proceeds of unlawful activities.• The Group has also established a Third Party Code of Conduct which outlines the minimum standards for compliance by third parties in all business dealings with the Group. The Group expects all third parties with business dealings with the Group to comply with all applicable laws, regulations and standards as well as the Third Party Code of Conduct.

	<ul style="list-style-type: none"> • The Board has also put in place a Board of Directors Conflict of Interest Policy since 2018 which provides a framework for all Directors of IHH and its subsidiaries in relation to disclosure of actual or potential conflicts of interest and the protocol in managing the conflicts. • The Group has put in place a Whistleblowing Policy since 2013 and it was last reviewed and approved by the Board in November 2020 for adoption on 1 January 2021. The Whistleblowing Policy stipulates the relevant procedures and provides an avenue to enable and encourage a whistleblower to confidentially voice genuine concerns and offers the whistleblower protection from reprisals or victimisation in line with the relevant whistleblowing legislations that are applicable in all the countries where the Group operates in. • In August 2019, the Group established the Anti-Bribery and Corruption Policy (ABC Policy) which spells out the steps required in managing, escalating, assessing, preventing and reporting any potential or actual bribery and corruption during the course of business. • The ABC Policy is aligned with the Whistleblowing Policy (further details as elaborated in Practice 3.2) and the Code, aims to further enhance the Group’s existing processes in combating bribery and corruption consistent with the corporate liability provisions under Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (MACC). During the financial year, an independent consultant was engaged to assess the internal controls, processes and governance framework in relation to IHH’s existing processes and procedures at the Group level in conforming with the Guidelines on Adequate Procedures pursuant to Section 17A of MACC. The review findings, gaps and recommendations for improvement were presented to the RMC and Board for consideration to determine the next steps to be undertaken arising therefrom. • The Code and ABC Policy are available on the Company’s website at https://www.ihhealthcare.com/investors/corporate-governance.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	

Timeframe	:		
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Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• A Whistleblowing Policy (the Policy) has been implemented since 2013 and was last reviewed and approved by the Board in November 2020 for adoption on 1 January 2021. The Policy seeks to engender an environment where integrity and ethical behaviours are fostered and any malpractice or impropriety within the Group is exposed. The Policy enables employees and external parties to raise concerns internally and at a high level and to safely disclose information on activities which they believe reflect instances of misconduct, malpractice or impropriety.• The Policy also offers reassurance that the whistleblower will be protected from reprisals or victimisation for whistleblowing made in good faith. The concerns could include financial malpractice, impropriety or fraud, failure to comply with legal obligation or law, illicit or corrupt practices, abuse of power/authority/position, conflicts of interest, insider trading, theft or embezzlement, misuse or misappropriation of the Company's property, funds and assets, non-compliance with the Company's policy and procedure, dangers to health, safety or the environment, criminal activity, improper conduct or unethical behaviour and the attempts to conceal any of the aforementioned, legal offence or non-compliance or complicity, among other things.• IHH is committed to treating all such disclosures in a confidential and sensitive manner. The identity of the whistleblower shall be kept confidential unless prior written consent of the whistleblower has been obtained for such disclosure or if required by law or any regulatory authorities.• The Policy is available on the Company's website at https://www.ihhealthcare.com/investors/corporate-governance.
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Board sets the “tone from the top”, at the pinnacle of IHH’s governance structure. The Board is supported by the RMC and the Sustainability Committee in matters concerning management of material sustainability matters. The Sustainability Committee is chaired by the MD & CEO and supported by the management team located at IHH’s countries of operation.• Pursuant to the Board Charter, the Board is responsible for governing and setting of the strategic direction for the Group. The Board ensures that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability.• The Board, through the Management, ensures that there are adequate processes and frameworks in place for the ongoing sustainability of the business and to maximise value for shareholders and other key stakeholders. The Board, assisted by the Board Committees and Management, ensures that the Company has in place a sound and robust risk management and internal control framework and ensures that such framework has been effectively implemented to enhance the Company’s ability to achieve its strategic objectives for purposes of building trust and brand value of the Group for long term sustainability of the organisation.

	<ul style="list-style-type: none"> • In November 2020, the Board endorsed the 5-year Sustainability Roadmap (Roadmap) with the vision to organise the Group’s objectives and goals into a set timeline, enabling the Group to build on existing strategies and current knowledge to better focus on its targets and bring the most value to the Group and its stakeholders. The Roadmap is reviewed annually by the Sustainability Committee to ensure progress is being made towards the Group’s objectives. • During the financial year, the Group embarked on the first steps of the Roadmap and have implemented Key Performance Indicators (KPIs) to track its progress in the goals which are critical to IHH’s sustainable future. • During the financial year, a materiality assessment of IHH’s material sustainability matters (material matters) was conducted based on Bursa Securities Sustainability Toolkits for Materiality Assessment and Materiality Matrix and its findings were presented to the Board. The outcome of the materiality assessment was used to guide further updates to the materiality matrix which is approved by the Board to ensure proper identification and prioritisation of sustainability matters affecting the Group. • The Group has in place a Sustainability Policy, established and approved by the Board in November 2020, which provides guiding principles on how the culture of sustainability should be promoted across the Group. The Sustainability Policy complements the Group’s approach to sustainability by expanding on the key focus areas of its sustainability strategy. The Sustainability Policy is available on the Company’s website at https://www.ihhhealthcare.com/investors/corporate-governance. • The Board reviews and approves the Sustainability Report for publication in the Annual Report of the Company. • During the financial year, Management led a Sustainability Strategy brainstorming workshop to drive further alignment and integration of sustainability considerations into the Company’s long-term business strategy. Several key outcomes include the creation of a dedicated Sustainability department to focus exclusively on the implementation of the Company’s sustainability Roadmap, as well as the strategic involvement of Country CEOs in the Sustainability Committee to better operationalise sustainability. • The Company continuously performs engagement sessions with institutional investors whereby information on sustainability initiatives and progress were shared, queries were answered and the Company obtains feedback from institutional investors that help to shape the Company’s sustainability strategies and plans. Management considers the feedback and suggestions from other stakeholder groups in a similar manner.
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	<ul style="list-style-type: none"> The Board and Management are cognisant and supportive of the global commitment and acceleration of efforts to transition to a net zero economy. Management has considered the calculation of carbon emissions from the Group's operations and setting science-based emissions targets for future reporting. 	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Company discloses annually its sustainability strategies, priorities and targets as well as performance against these targets via the Sustainability Report in the Annual Report and website of the Company.• As part of the materiality assessment of IHH's material sustainability matters (material matters) conducted during the financial year, key stakeholder groups were invited to participate in the assessment and rank importance of material matters and these were ranked based on importance to IHH's business and stakeholders. The materiality assessment also highlighted areas of improvement in terms of fostering stronger relationships with stakeholders, directly engaging them for sustainability-related exercises and the need to raise awareness regarding sustainability matters across each of IHH's operating divisions.• During the financial year, the Board and Management had a robust discussion on IHH's sustainability approach and alignment between IHH's strategy and environmental, social and governance (ESG) standards. The Board analysed the needs of the Group's stakeholders and identified the ESG focus areas which the Group intends to prioritise. The Company raised awareness of sustainability priorities through various platforms including the IHH CEO Townhall where MD & CEO emphasised on the Company's sustainability focus which is synonymous with the healthcare ethical principle of 'first do no harm'. Employee feedback and participation were solicited and sustainability strategies, priorities and targets were discussed.• The Group promotes sustainability through the Third Party Code of Conduct where its business partners are expected to conduct responsible business practices and use best efforts in reducing or preventing adverse environmental and social impacts in all aspects on their business activities and when dealing with the Company.
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • During the financial year, the Board took several initiatives to ensure that they stay updated on sustainability issues relevant to the Company and industry. • At the Strategy Forum held in October-November 2021, the Board and Management had a robust discussion on IHH’s sustainability approach and alignment between IHH’s strategy and ESG standards. The Board analysed the needs of the Group’s stakeholders and identified the ESG focus areas which the Group intends to prioritise. • The NRC had identified the topics related to ESG to be included as part of the Directors’ training for 2022. During the financial year, a seminar was organised for the Board entitled “Sustainability – The Business of Responsibility” to achieve better understanding of the Board’s responsibility, risks, value, challenges, best practices, etc., with regards to sustainability. • The RMC meeting held quarterly has a dedicated slot within its agenda for sustainability matters and issues relevant to the Group. These matters are escalated to the Board for information, discussion and/or approval, as deemed necessary.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none"> • The annual evaluation to determine the effectiveness of the Board includes assessing the role of the Board including the MD & CEO in ensuring proper governance and management of sustainability matters and considering sustainability issues when overseeing the planning, performance and long-term strategy of the Group. • Senior Management guides the Group’s economic, environmental and social strategic decisions to achieve constant and sustainable business growth and the review of their performance is based on the Group’s achievement of the strategic direction for the Group as set by the Board and their individual contributions to that deliverable. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	<ul style="list-style-type: none">• The MD & CEO leads the charge on sustainability matters within the Group.• The MD & CEO chairs the Sustainability Committee. The Sustainability Committee’s responsibilities include:<ul style="list-style-type: none">(1) Monitoring the key performance indicators and targets(2) Execution of IHH’s sustainability strategy based on the Group’s objectives and compliance with the governance framework provided by the Board Charter and respective Board Committees’ Terms of Reference• The details of the IHH Sustainability Governance Structure are available in the Annual Report 2021.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Board through the NRC, facilitated by the Company Secretary and/or an independent expert, undertakes an annual evaluation of the performance of the Board and individual Directors including the Directors due for re-election to determine whether they are eligible for re-election.• In considering Director re-election(s)/new Director appointment(s), the Board takes into account the current Board composition, skills and diversity matrix, tenure of each Director and their time commitment to determine their eligibility for re-election/identify the most suitable candidate(s) to be appointed as new Director(s).• In reviewing the tenure of the Directors on the Board, the NRC is guided by the Board skills and experience matrix, diversity requirements and the length of the Director's tenure.• In May 2020, the Board had established a policy with regards to the appointment of nominees on the Board of Directors of the entities within IHH Group which outlines the principles which apply to the appointment of IHH Directors and Management on those boards. During the financial year, the NRC undertook a review of the composition of the Board of Directors of IHH subsidiaries with the objective of ensuring appropriate representation and proper renewal at the subsidiary boards.• On 1 January 2021, the Company has appointed three additional Independent Non-Executive Directors (INED) and one Non-Independent Non-Executive Director (NINED). The appointments of the new INEDs were in line with a Board and Board Committees refresh exercise undertaken upon a review of the current Board and Board Committees composition.• During the financial year, the NRC discussed succession planning concerning the Board and considered among others, the appropriate size of the Board, tenure of Directors and frequency for review of the Board composition.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<ul style="list-style-type: none"> Pursuant to the Board Charter, at least two directors or one-third of the Board of Directors, whichever is the higher, must be INEDs. Although IHH should aspire to have a Board comprising a majority of INEDs, the Board views that the appointment of new INEDs on the Board should be based on skillsets and not be restricted on the independent element. As at the end of the financial year, the Board was comprised of five INEDs, five NINEDs, one Non-Independent Executive Director and two Alternate Directors. The INEDs made up 45% of the Board composition (excluding two Alternate Directors).
		<ul style="list-style-type: none"> The Board believes the current board composition provides the appropriate balance in terms of skills, knowledge, experience and independent elements to promote the interests of all shareholders and to govern the Group effectively. Presently, there is a proper check and balance provided by the INEDs who make up 45% of the Board and by the representatives of different shareholders. Additionally, there is no single largest shareholder who is controlling the Company through Board representation. The NINEDs represent the four largest shareholders of the Company which include the Employees Provident Fund Board which holds 9.07% of the Company's issued capital as at financial year end.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	<ul style="list-style-type: none"> IHH aspires to have a majority of INEDs on the Board and the Board views that appointment of new INEDs on the Board should be based on skillsets and not be restricted on the independent element.

Timeframe	:	Others	Subject to availability of the right candidates.
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">IHH's Policy on Nomination and Assessment process of Board Members (Policy) provides that an INED which reaches nine years of cumulative tenure shall be subject to an annual assessment by the Board and the Board will provide justifications if it intends to seek annual shareholders' approval at annual general meeting in the event that it wishes to retain the INED beyond his/her nine-year tenure. The Company shall apply the two-tier voting process consistent with the provisions of the MCCG when seeking such shareholders' approval.The Policy provides that an INED must not remain as an independent director for a period of more than twelve years.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Company has adopted a Boardroom Diversity Policy which sets out the approach to diversity on the Board including gender, age, cultural background and ethnic diversity. Although the Board is committed to further enhancing skillset, experience, gender, age and cultural background diversity with regards its composition, the Board does not specify a set target for boardroom diversity as the appointment of Board members should be based on objective criteria, merit and with due regard for diversity.• The Company has a Policy on Nomination and Assessment Process of Board Members which describes the process to be undertaken by IHH's NRC and Board in discharging their responsibilities in terms of the nomination, assessment and re-election of Board members in compliance with the Main Market Listing Requirements of Bursa Securities and taking into consideration the recommendations under MCGG.• The Company takes into consideration the following criteria in the selection and appointment of Directors and Senior Management:<ol style="list-style-type: none">(1) Business experience/expertise from diverse industries (e.g. professionals with management experience in a medical services organisation, financial, legal etc.)(2) Age and gender diversity(3) Prior board experience and current directorships(4) Worked in an organisation of comparable scale or complexity(5) Access to global networks and wide geographical/market experience

	<ul style="list-style-type: none"> • The Group has implemented a Workforce Diversity Policy which is applicable to employees of the Group across all the regions within which IHH operates. The Group will not set any fixed targets around age, gender and ethnic diversity, but will actively work towards having the appropriate diversity based on but not limited to the following strategies: <ol style="list-style-type: none"> (1) recruiting from a diverse pool of candidates for all positions, including senior management; (2) reviewing succession plans to ensure an appropriate focus on diversity; (3) identifying specific factors to take into account the recruitment and selection processes to encourage diversity; (4) developing programs to develop a broader pool of skilled and experienced senior management, including, workplace development programs, mentoring programs and targeted training and development; and (5) any other strategies the Board develops from time to time. • Where necessary, an independent consultant will be engaged to ensure there is due diligence work done in the search for qualified candidates as new Board members or Senior Management personnel. • The Board and Management are comprised of individuals from various nationalities, ethnicity and age group. Please refer to Annual Report 2021 for more details on the diversity composition of the Board. • As at the financial year end, the diversity composition of Senior Management (including Dr Kelvin Loh Chi-Keon, MD & CEO) was as follows: <table border="1" data-bbox="603 1375 1407 1487" style="margin-left: 40px;"> <thead> <tr> <th colspan="3">Age Group</th> <th colspan="2">Gender</th> </tr> <tr> <th>40-49</th> <th>50-59</th> <th>60-69</th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>6</td> <td>3</td> <td>-</td> <td>5</td> <td>4</td> </tr> </tbody> </table> 	Age Group			Gender		40-49	50-59	60-69	Male	Female	6	3	-	5	4
Age Group			Gender													
40-49	50-59	60-69	Male	Female												
6	3	-	5	4												
Explanation for departure :																
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																
Measure :																

Timeframe	:		
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Group has adopted the Policy on Nomination and Assessment Process of Board Members which sets out the process and requirements to be undertaken by the NRC and Board in discharging their responsibilities in terms of nomination, assessment and re-election of the Board members.• For new appointments, the candidate is identified not just through the recommendation of the existing board members, senior management and shareholders but also from independent sources.• In 2020, the Board has engaged the services of an independent executive search consultant, to undertake the search of potential candidates for the role of INED. The recommendation of the independent executive search consultant was presented to the NRC for the necessary assessment and evaluation before recommending to the Board for approval. Consequently, three candidates were appointed to the Board as INEDs with effect from 1 January 2021.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The following information is disclosed in the Annual Report 2021 of the Company:<ol style="list-style-type: none">(1) Biography including academic/professional qualification and present directorships not within the IHH Group(2) Any family relationships with any directors and/or any major shareholders of the Company(3) Any conflict of interest with the Company(4) Any convictions for offences within the past five years other than for traffic offences, if any(5) Details of their attendance at Board meetings• The explanatory notes accompanying the Notice of Annual General Meeting (AGM) contains a statement by the Board on whether the appropriate assessment has been conducted on each of the Directors seeking re-election at the AGM and the view of the Board on whether the said Directors are eligible to stand for re-election. Shareholders are referred to the Annual Report 2021 where the details of the Directors standing for re-election are disclosed.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none">• During the financial year, the then NC was chaired by Shirish Moreshwar Apte, former INED of the Company, until his retirement upon the conclusion of the Eleventh AGM on 28 May 2021.• Effective 28 May 2021, the functions of the NC and RC of IHH have been combined into the Board Committee known as the NRC. The NRC is chaired by Dato' Muthanna bin Abdullah, an INED. Majority of the members of the NRC are comprised of INEDs.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<ul style="list-style-type: none">As at the end of the financial year, the Board has two women Directors, representing 18% of the Board composition (excluding Alternate Directors).	
		<ul style="list-style-type: none">Gender diversity is one component of diversity hence, notwithstanding that there are less than 30% women directors, the Board comprises Directors who contribute to other diversity requirements of the Board in terms of diverse backgrounds, international expertise, experience and culture. All of these diversity components found on the Board contribute to the diverse perspectives and insights on Board decisions.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	<ul style="list-style-type: none">The Board will actively work towards having at least 30% women representation on the Board depending on the availability of the right candidates.The Board consistently ensures that women candidates are shortlisted and considered for all available positions on the Board. Nevertheless, the decision of the Board on potential Board candidates are subject to other factors such as the Directors' existing skillsets and any gaps which need to be addressed.	
Timeframe	:	Within 2 years	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied
Explanation on application of the practice	:	<p><u>Board</u></p> <ul style="list-style-type: none"> The Company has adopted a Boardroom Diversity Policy which sets out the approach to diversity on the Board including gender, age, cultural background and ethnic diversity. The Company's policy on gender diversity was disclosed in the Annual Report 2021 under the NRC Report. The Boardroom Diversity Policy is also available on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance. The Board does not specify a set target for boardroom gender diversity. In ensuring Board diversity, the Board aims to achieve synergies of thinking through diverse cultures, experience, skills, etc. rather than just in terms of gender as the appointment of Board members should be based on objective criteria, merit and with due regard for diversity. <p><u>Senior Management</u></p> <ul style="list-style-type: none"> The Group has implemented a Workforce Diversity Policy which is applicable to employees of the Group across all the regions within which IHH operates. The Group will not set any fixed targets around age, gender and ethnic diversity, but will actively work towards having the appropriate diversity. The Workforce Diversity Policy is available on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	

Timeframe	:		
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Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <ul style="list-style-type: none">• The Board undertakes an annual evaluation to determine the effectiveness of the Board, Board Committees and each individual Director.• The Board had engaged an independent expert as an external facilitator to facilitate the Board annual evaluation in respect of the financial year ended 31 December 2020.• In respect of the financial year ended 31 December 2021, the Board had carried out the annual Board and Director Effectiveness evaluation (BDEE), which was conducted internally and facilitated by the NRC and Company Secretary.• The BDEE was carried out through questionnaires and discussions were held at the NRC and Board meetings in relation to the outcomes and improvement plans. During the BDEE exercise, in addition to the areas of assessment, Board members had provided feedback on the areas of improvement moving forward.• The performance of the Board as a whole was evaluated in the areas covering:<ol style="list-style-type: none">(1) Board composition, development and structure(2) Board leadership(3) Board governance oversight and processes(4) Sustainability governance(5) Board agenda, meetings and information(6) Board dynamics and culture(7) Board and management relationship(8) Board and stakeholder engagement

	<ul style="list-style-type: none"> • The Board Committees were assessed based upon the composition and experience of the respective Board Committee members, fulfilment of objectives in line with their respective TOR, effectiveness and efficiency of decision making process, the quality of information communicated to the Board as well as the effectiveness of the Board Committees' Chairman. • Each AC member was evaluated in the areas covering execution of responsibilities, financial literacy and the understanding of business/industry, significant accounting policies, accounting estimates and financial reporting practices, significant financial and non-financial risks as well as internal control systems and risk management practices. • The Board also evaluated the performance of the MD & CEO based on questionnaires completed by all Board members. Based on the overall results of the evaluation conducted in respect of the financial year under review, the Board was satisfied with the performance of the MD & CEO. • Overall, the results of the BDEE in respect of the financial year under review demonstrated that the Board is working well given its organisational model and board structure and that the Directors demonstrated a high level of commitment to their fiduciary duties and have consistently fulfilled their responsibilities as members of the Board and relevant Board Committees. The Board will take the necessary actions in respect of areas that could be further strengthened. The results of the BDEE would also be used to assist the NRC and Board in assessing the future development of the Board and Board Committees. • The Board also assessed the independence of INEDs in respect of the financial year under review. Based on the overall assessments conducted for the financial year under review, the Board is satisfied that the INEDs of the Company are independent from the management and free from any business or other relationships which could interfere with the exercise of independent judgement. • The Board would engage an external facilitator once in every three years to undertake the annual evaluations of the Board and Board Committees.
Explanation for departure :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	

Measure	:		
Timeframe	:		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Group's policy on Directors' and Senior Management's remuneration establishes formal and transparent procedures for determining remuneration of Directors and Senior Management in a manner that will attract and retain Senior Management talent, align their interests with the interests of shareholders and drive the Company's long-term objectives.• The remuneration for the Executive Director is structured so as to link rewards to corporate and individual performance. The NRC is responsible for reviewing and recommending to the Board, the policy and framework of the Directors' remuneration and the remuneration package for the Executive Directors.• The Board uses market capitalisation (cap) as the financial metrics to benchmark the non-executive directors' (NEDs) fees as there is a very strong positive relationship between the directors' fees and the Company's market cap. Market cap includes other qualitative measures such as the status of the company's brands and reputation, the abilities of the company's management, its market position and potential growth, which would determine the price that investors are willing to pay for the company's stock.• The NEDs fees and any benefits will be subject to Shareholders' approval at a general meeting. The proposed NEDs fees are benchmarked against the Company's peer groups comprising Malaysia-based large cap companies, Singapore-based large cap companies and regional healthcare large cap companies. Remuneration levels are related with the Board responsibilities, effort and time commitment. Directors, including Executive Directors, will not be involved in discussion relating to, and in deciding, their own remuneration.

	<ul style="list-style-type: none"> • There is a remuneration philosophy and framework in place which defines the pay range (based on market data) of different levels of Senior Management according to a job grade structure. The remuneration guidelines for Senior Management provide for benchmarking against competitive market reference and market positioning, individual remuneration considerations and pay mix guidelines. The NRC will determine the appropriate remuneration for Senior Management of the Company and recommend the same to the Board for consideration. There are numerous determinants of remuneration for an individual and these would be assessed by the NRC and Board to ensure that the remuneration package identified for Senior Management of the Company is fair, equitable and competitive.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> • Effective 28 May 2021, the functions of the NC and RC of IHH have been combined into the Board Committee known as the NRC. The NRC is responsible for recommending and reviewing remuneration policies, the remuneration framework and performance measures of individual Directors and Senior Management. • The NRC comprises solely NEDs, a majority of them are Independent Directors. • The NRC has at least four scheduled meetings annually to deliberate on matters under its purview in accordance with the NRC TOR. Apart from these scheduled meetings, the NRC may meet more frequently if and when the need arises. • The NRC's TOR is available on the Company's website at https://www.ihhealthcare.com/investors/corporate-governance.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• Please refer to the table on the next page. The amounts reflected in the said table are in Malaysian Ringgit.• The Directors' remuneration should be read with the accompanying note, where applicable: ¹ Fees for representatives of MBK Healthcare Management Pte Ltd and Pulau Memutik Ventures Sdn Bhd on the Board are paid directly to Mitsui & Co., Ltd and Khazanah Nasional Berhad, respectively. ² For the period from 1 January 2021 – 28 February 2021, fees for representative of Employees Provident Fund Board (EPF) on the Board are paid equally to EPF and the Nominee Director. From 1 March 2021 onwards, fees for representative of EPF are paid directly to the Nominee Director.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Mohammed Azlan bin Hashim	Independent Director	950	-	-	-	28	-	978	950	-	-	-	28	-	978
2	Dr Kelvin Loh Chi-Keon	Executive Director	-	Negligible	1,354	7,027	19	1,805	10,205	-	Negligible	4,696	11,445	128	6,306	22,575
3	Masato Sugahara ¹ (Resigning on 31 March 2022)	Non-Executive Non-Independent Director	285	-	-	-	-	-	285	285	-	-	-	-	-	285
4	Takeshi Saito ¹	Non-Executive Non-Independent Director	432	-	-	-	-	-	432	762	-	-	-	-	-	762
5	Dr Farid bin Mohamed Sani ¹	Non-Executive Non-Independent Director	505	-	-	-	-	-	505	556	-	-	-	-	-	556
6	Mehmet Ali Aydinlar	Non-Executive Non-Independent Director	385	-	-	-	-	-	385	2,611	-	-	-	-	1,065	3,676
7	Tunku Alizakri bin Raja Muhammad Alias ²	Non-Executive Non-Independent Director	379	-	-	-	-	-	379	379	-	-	-	-	-	379
8	Jill Margaret Watts	Independent Director	589	-	-	-	-	-	589	589	-	-	-	-	-	589
9	Dato' Muthanna bin Abdullah	Independent Director	508	-	-	-	-	-	508	508	-	-	-	-	-	508
10	Ong Ai Lin	Independent Director	508	-	-	-	-	-	508	508	-	-	-	-	-	508
11	Satoshi Tanaka	Independent Director	404	-	-	-	-	-	404	404	-	-	-	-	-	404

12	Tomo Nagahiro (Alternate Director to Masato Sugahara) (Ceasing as Alternate Director on 31 March 2022)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13	Wong Eugene (Alternate Director to Dr Farid bin Mohamed Sani) (Resigned on 21 February 2022)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
14	Rossana Annizah binti Ahmad Rashid (Resigned on 28 May 2021)	Independent Director	330	-	-	-	-	-	330	517	-	-	-	-	-	517
15	Shirish Moreshwar Apte (Retired on 28 May 2021)	Independent Director	318	-	-	-	-	-	318	454	-	-	-	-	-	454

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<ul style="list-style-type: none">• The Board is of the view that it is not to the Company's advantage or best business interest to disclose the detailed remuneration of its Senior Management considering the competitive nature of the industry within which the Group operates and the sensitivities associated with such disclosure. The confidentiality of such information is also crucial for the Group in managing its talent bench effectively.	
		<ul style="list-style-type: none">• Please refer to the explanation in Practice 7.1 on the qualitative aspect of the remuneration guideline and policy for Senior Management.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	<ul style="list-style-type: none">• The Board will monitor the market practice in respect of such disclosure for future consideration.	
Timeframe	:	Others	Not disclosing for the time being.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none"> • During the financial year, the AC was chaired by Rossana Annizah binti Ahmad Rashid, former INED of the Company, until her resignation on 28 May 2021. She was not the Chairman of the Board. • Ong Ai Lin was appointed as the Chairman of the AC on 28 May 2021 and she is not the Chairman of the Board. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<ul style="list-style-type: none">• Currently, the Company has in place a policy that requires a former key audit partner to observe a cooling-off period of at least two years before being appointed as a member of the AC.• The abovementioned policy is contained in the AC's TOR to ensure the independence of such appointment(s) to the AC, if any.• The AC's TOR is available on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	<ul style="list-style-type: none">• The AC's TOR would be updated to reflect that a former partner of the external audit firm of the Company is required to observe a cooling-off period of at least three years before being appointed as a member of the AC.
Timeframe	:	Within 1 year

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• IHH has an internal policy to assess the suitability and independence of external auditors and to perform a major review of external auditors every five years in line with market practice, except for under certain circumstances as determined by the Board. The experience, capabilities, audit approach and independence of the audit firms are assessed by Management and recommended to the AC for appointment or re-appointment.• The AC would conduct an annual review and assessment in relation to the appointment and re-appointment of external auditors for statutory audit, recurring audit-related and non-audit related services. The objective of the review is to ensure that the independence and objectivity of the external auditors are not compromised.• The annual review and assessment of external auditors were carried out via an evaluation form covering the following areas and supported by the assessment conducted by relevant management members:<ul style="list-style-type: none">(1) calibre of the external audit firm and resources(2) independence and objectivity(3) quality of the processes/performance(4) audit team(5) audit scope and planning(6) audit fees(7) audit communications.• The external auditors, KPMG PLT, had provided a written confirmation to the AC that their firm, its engagement partner, engagement quality control reviewer and members of the audit engagement team are independent for the purpose of the audit of the consolidated financial statements of the Company for the financial year ended 31 December 2021, in accordance with the terms of relevant professional and regulatory requirements.

	<ul style="list-style-type: none"> The Board and the AC maintain a formal and professional relationship with the external auditors. For the financial year under review, the AC had two meetings with the external auditors without the presence of Management, which encouraged a greater exchange of independent and frank views and opinions as well as dialogue between both parties. 	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	The AC comprises solely of four INEDs, as follows: (1) Ong Ai Lin – Chairman; (2) Jill Margaret Watts – Member; (3) Dato' Muthanna bin Abdullah – Member; and (4) Satoshi Tanaka – Member.

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The AC is chaired by Ong Ai Lin, an INED who is an Associate of The Institute of Chartered Accountants in England & Wales and a Member of the Malaysian Institute of Accountants.• All the AC members, as indicated by their profiles, are able to read and understand financial statements, and ask pertinent questions about the Company's financial reporting process. The AC members also come from diverse backgrounds with extensive experience in healthcare, banking, business strategy, risk management, legal, cybersecurity and corporate governance.• During the financial year, there was a change in the composition of the AC wherein three new Directors were appointed as members of the AC. The new Directors underwent an onboarding process for them to gain more insights and understanding of the operations of the Group.• The AC members are encouraged to attend at least one training in a year with emphasis being exerted on relevant developments in accounting and auditing standards, practices and rules. The AC is also apprised of developments in accounting and auditing standards impacting the Company/Group by the External Auditors periodically.• During the financial year under review, the AC members attended trainings related to accounting developments, corporate governance, risk management, cybersecurity, digitisation and sustainability. The detailed trainings attended by the AC members during the financial year under review are provided in the Corporate Governance Overview Statement of the Company's Annual Report 2021.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Board is fully committed to maintaining a sound system and framework of risk management and internal controls. The Board, through the RMC, is responsible for governing risks and providing guidance to Management in formulating the risk management frameworks, policies and guidelines. It maintains oversight of all identifiable risks within the Group to ensure that the policies and procedures on risks and internal controls are implemented in accordance with the Group's business objectives. The RMC assists the Board in overseeing the establishment and implementation of the risk management framework of the Group by Management so that the Group has in place a sound, effective and robust risk management and internal control framework. The RMC also assists the Board in fulfilling its key risk oversight responsibilities in an integrated and strategic manner and provides insight, direction and guidance to Management on the Group's risk management matters. The RMC makes the necessary and relevant recommendations to the Board for consideration and approval.• The Group has put in place an Enterprise Risk Management (ERM) framework to identify, assess, mitigate and monitor risks and uncertainties associated with the achievement of the Group's business objectives. Each business operating entity or group adopts the ERM framework to systematically identify, evaluate and address key risks affecting its business and regulatory environment. On a quarterly basis, these key risks (including cybersecurity risks, bribery and corruption risks), internal controls and risk mitigation plans are reported to the RMC, who in turn will report to the Board on critical risk issues, material matters and recommendations. The Group Risk Management department would also be invited to present the risk report to the Board on a half-yearly basis.• Risk appetites, including financial, strategic, operational and governance risk appetites, are defined in the Group's ERM Governance Policy. Key risk indicators and risk tolerance levels are also in place for the Management and the Board to regularly monitor key business risks.

	<ul style="list-style-type: none"> The Statement on Risk Management and Internal Control of the Company's Annual Report 2021 provides an overview of the risk management framework and state of internal controls within the Company and the Group. 	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Group's ERM framework provides a holistic and systematic approach to risk management. It outlines the governance principles, structure and accountabilities, as well as policies and limits in managing the Group's key risks.• ERM structures, responsibilities and processes are in place at each major business operating entity or group. This robust framework allows for periodic review of key risks and emerging risks, including financial, operational, regulatory, compliance (including bribery and corruption), reputational, cybersecurity and IT, clinical governance and talent retention/manpower related risks so that pre-emptive actions and adequate risk mitigation plans can be put in place to address and treat these risks. On a quarterly basis, these key risks, internal controls and risk mitigation plans are reported to the IHH RMC, who in turn will report to the Board on critical risk issues, material matters and recommendations. The Group Risk Management department would also be invited to present the risk report to the Board on a half-yearly basis.• The Group's ERM framework has been developed and validated by external professional firms. References are made to the Singapore Code of Corporate Governance, MCGG and ISO 31000 Risk Management.• Apart from the self-assessment performed by Management on the adequacy and effectiveness of internal controls in mitigating the key risks, independent audits have been performed by the internal auditors on material internal controls such as financial, operational and IT controls. In addition to financial and operational audits which cover core fundamental controls, the internal auditors also perform risk focused audits with greater focus on key risks and controls.

	<ul style="list-style-type: none"> External audits take the form of random checks and site visits by the Ministry of Health to assess compliance to local laws and regulations. In addition to these audits, the hospitals have also embarked on a voluntary third party assessment of its structure, process and outcome standards against the Joint Commission International (JCI) requirements for healthcare organisations. The Statement on Risk Management and Internal Control of the Company's Annual Report 2021 provides an overview of the risk management framework and state of internal controls within the Company and the Group. 	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted
Explanation on adoption of the practice	:	<ul style="list-style-type: none">• The RMC comprises a majority of INEDs, as follows:<ol style="list-style-type: none">(1) Jill Margaret Watts – Chairman;(2) Dato' Muthanna bin Abdullah – Member;(3) Ong Ai Lin – Member; and(4) Tunku Alizakri bin Raja Muhammad Alias – Member.• The RMC members come from diverse backgrounds with extensive experience in healthcare, banking, business strategy, risk management, legal, cybersecurity and corporate governance. This diverse mix of experience and expertise adds value to the deliberations of the RMC.• The primary role of the RMC is to assist the Board by overseeing the establishment and implementation of the risk management framework of the Group by Management so that the Group has in place a sound, effective and robust risk management and internal control framework.• The key responsibilities of the RMC are spelt out in the RMC's TOR which is available on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance.

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Group has an independent internal audit function, reporting directly to the AC. Apart from IMU Group and Gleneagles Hong Kong, the majority of the Group's internal audit function is undertaken in-house and supported by co-sourcing with independent external subject matter experts, where necessary. This model allows greater flexibility and the ability to provide broader coverage over all key risks. The Internal Audit Function of Fortis Healthcare Limited Group is undertaken in-house and supported by outsourced independent internal audit firms.• Group Internal Audit (GIA) is guided by international standards and professional best practices of Internal Audit to enhance internal audit activities. GIA uses structured risk-based and strategic-based approaches to develop its strategic audit plan which is reviewed and approved by the AC annually. GIA is also guided by an Internal Audit Charter which formally defines the purpose, authorities, responsibilities and scope of activities undertaken by GIA. The Internal Audit Charter is reviewed on an annual basis by Group Head, Internal Audit and endorsed by the AC together with the annual internal audit plan for the year ahead.• The AC reviews the internal audit reports issued by the internal audit function of the respective operating divisions during the year and these are presented at quarterly AC meetings. The Group Head, Internal Audit, meets with the AC twice a year without the presence of the Executive Directors and Management with the exception of the Company Secretaries to provide feedback on the overall control environment of each operating division, GIA's independence and the support rendered to the internal audit team in the course of performing audit activities during the year.• The AC's TOR provide clear provisions to enable effective management and independence of the GIA function.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Board through the AC ensures that the GIA function is effective and able to function independently. The Board through the AC will also evaluate the competence and effectiveness of the GIA, whether the GIA department is adequately resourced and whether the GIA function is carried out in accordance with a recognised framework.• The AC reviews the KPIs, competency and resources of the internal audit function to ensure that, collectively, the internal audit function is suitable and has the required expertise, resources and professionalism to discharge its duties, etc. GIA is independent of the business of the Group.• Stephen John Byrne (Stephen Byrne), the Group Head of Internal Audit of IHH has vast international and diverse experience of over 25 years in internal audit, risk management, assurance, external audit, treasury and credit functions in various organisations. Stephen Byrne is a Fellow Member of the Institute of Chartered Accountants in England and Wales.• There are currently 45 internal auditors across the Group. All the internal auditors have the required qualifications to carry out audit work. During the financial year, GIA has commenced a review of the different job roles within the internal audit function and development of a skills and competencies matrix for the purpose of developing the in-house team.• During the financial year under review, GIA was supported by independent external subject matter experts. This included subject matter experts in the areas of cybersecurity and clinical risks.

	<ul style="list-style-type: none"> • GIA adopts a systematic and disciplined approach to evaluate the adequacy and effectiveness of the Group’s governance, internal control and risk management system, using the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control – Integrated Framework. • The Audit Committee Report and Statement of Risk Management and Internal Control of the Company’s Annual Report 2021 provide an overview of the internal audit function of the Group. 	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Company has a dedicated IR and Corporate Communications Department which maintains regular dialogue with all its stakeholders that include key institutional investors and analysts, as well as answers queries from shareholders. The Company recognises the importance of timely, transparent, and accurate information being disclosed to shareholders and investors for them to make informed decisions about IHH.• The Board has endorsed the IR policy which aims to enforce IHH's commitment to maintain timely, accurate and fair communications to the shareholders and stakeholders by updating them of material developments and providing a guideline of processes and procedures upon which IHH can successfully implement its IR programme.• The IR programme is conducted throughout the year to ensure that a series of planned activities are implemented to communicate IHH's vision, purpose, strategy, operational performance, financial results and other material developments to the Stock Exchanges (Bursa Securities and Singapore Exchange Securities Trading Limited), analysts, investors, shareholders and other stakeholders in a timely, open and comprehensive manner. IR regularly participates in investor conferences and non-deal roadshows organised by the sell side brokers. During the financial year, even as international travels and physically meetings were curtailed, the Company promptly conducted its financial results analyst briefings and participated in ten investor conferences and non-deal roadshows through virtual platform such as MS Teams, Webex, Zoom and teleconference facilities.• The Group's IR Policy is available on the Company's website at https://www.ihhealthcare.com/investors/corporate-governance.

	<ul style="list-style-type: none"> • IHH’s corporate website at www.ihhhealthcare.com and social media platforms provide dedicated platforms for stakeholders to access essential and relevant information of the Group. Stakeholders can raise and direct their views, feedback and complaints via the communication channel provided on IHH’s corporate website and social media platforms which are then channelled to the appropriate divisions within the Group for proper handling. • The Group’s IR function is responsible to ensure and facilitate continuous and effective communication between the Company and its stakeholders. Shareholders and investors can raise and direct their IR-related enquiries via a dedicated email address at ir@ihhhealthcare.com which is published on IHH’s corporate website.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none"> The Company’s Annual Report 2021 has been prepared in accordance with the International <IR> Framework set by the Value Reporting Foundation and with reference to the Global Reporting Initiative (GRI) including the Sector Specific Sustainability Topics for Healthcare Providers and Services and Healthcare Technology to enhance reporting connectivity while providing stakeholders with a more holistic view of how the Company creates and sustains value. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none"> The Notice and agenda of the Eleventh AGM held on 28 May 2021 together with the Form of Proxy were despatched to shareholders at least 28 days before the AGM. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none"> • All Directors will attend/participate virtually at the general meetings of the Company, unless unforeseen circumstances or pressing commitments prevent them from doing so. Any leave of absence must be justified accordingly. • The Chairman of the Board Committees endeavour to attend/participate virtually at the general meetings of the Company to address any stakeholder concerns on matters relating to the functions and activities under the purview of their respective Committees. In the event any Director is unable to attend/participate virtually at the general meeting, he/she will inform the Board Chairman in advance, then at the meeting, the other Board members (including MD & CEO) will assist in addressing the questions raised. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• Clause 78 of the Company's Constitution allows general meetings to be convened at more than one venue using any technology or method that enables shareholders to participate and exercise their right to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the chairperson shall be present at the main venue of the meeting.• In support of the Government of Malaysia's (the Government) ongoing efforts to contain the spread of the Covid-19 and the Government's advice of physical distancing, the Company held its Eleventh AGM on 28 May 2021 on a fully virtual basis entirely via Remote Participation and Electronic Voting (RPEV) facilities, pursuant to Section 327(2) of the Companies Act 2016 and the Company's Constitution.• To facilitate the fully virtual Eleventh AGM, Administrative Details had been distributed to all the shareholders of the Company providing guidance as to the appointment of proxy, registration for RPEV, participation through live webcast and posing questions as well as remote voting procedures at the virtual meeting.• Remote participation at the general meeting requires registration and pre-authorized user accounts with password. The RPEV platform's systems and suppliers' services utilised by the Company are certified to the ISO/IEC 27001:2013 international standard. This provides a robust, auditable and externally verified framework of controls designed to maintain the confidentiality, integrity and availability of customer information and the personal data.• Barring any unforeseen circumstances, the Company would endeavour to convene its general meeting by leveraging on technology in the future so as to allow remote shareholders' participation and voting in absentia at the general meetings.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <ul style="list-style-type: none">• The AGM is the main platform for interaction between the Board, Senior Management and shareholders of the Company. The Board ensures that shareholders are given the opportunity to participate in the AGM either physically or virtually, in light of the Covid-19 situation.• Shareholders are given sufficient information on the resolutions put forth for voting at the AGM via the explanatory notes to the notice of AGM and/or Annual Report.• There is a dedicated question and answer (Q&A) session during the AGM to allow shareholders sufficient opportunity to pose questions relating to the financial performance/outlook/strategy of the Company and resolutions tabled at the AGM. In a fully virtual AGM, shareholders can pose questions to the Board and Senior Management in real time.• The Board and Senior Management endeavour to respond to all those questions raised at the AGM to the extent which time permits. The Chairman would invite questions from shareholders during the Q&A session of the AGM and ensure that there are no further questions forthcoming before moving ahead with the meeting.• Shareholders are also invited to submit questions for the Board ahead of the AGM via email. In the event the Board is unable to respond to the shareholders' questions during the AGM, shareholders are invited to email their questions to the Company after the meeting via a dedicated email address at info@ihhhealthcare.com which the Company would subsequently address.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<ul style="list-style-type: none">• The Eleventh AGM of the Company was held on a fully virtual basis entirely via RPEV facilities. The virtual meeting platform of Boardroom Share Registrars Sdn Bhd (Boardroom) was used for the conduct of the fully virtual Eleventh AGM.• The Board takes all the necessary measures and preparation to ensure, to the best of its ability, that the virtual AGM is well organised for shareholders to participate seamlessly. However, shareholders' internet connectivity and quality also have a bearing on their experience while participating in the AGM of the Company. The Company advises shareholders ahead of the AGM, to ensure their connectivity to the internet at all times in order to participate and vote at the AGM.• The RPEV facilities are set up and tested a day prior to the AGM with the Board, Management and External Auditors participating in a dry run of the AGM to facilitate a smooth broadcast of the AGM on the actual day and to mitigate any issues which may arise.• Instructions on how to register and participate in the virtual AGM are included in the Administrative Details which are despatched to shareholders and published on the Company's website. At the commencement of the AGM, shareholders are briefed on the functions of the RPEV platform including step-by-step guidance on how to view the live webcast, pose questions using the messaging window and electronic voting.

	<ul style="list-style-type: none"> • At the AGM, shareholders are able to have real-time interaction with the Board and Senior Management, via the messaging window of the RPEV platform. There is a dedicated Q&A session during the AGM to allow shareholders sufficient opportunity to pose questions relating to the financial performance/outlook of the Company and resolutions tabled at the AGM. • Questions received from the shareholders are read out and answered by the relevant members of the Board or Senior Management at the fully virtual AGM for the benefit of all shareholders present. 	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p> <ul style="list-style-type: none"> • Beginning year 2022, questions posed by shareholders during the AGM would be made visible to all meeting participants during the meeting. • Where multiple questions relating to the same issue are submitted by shareholders during the AGM, they could be addressed on collective basis. • In the event the Board is unable to respond to the shareholders' questions during the AGM, shareholders could email their questions to the Company after the meeting via a dedicated email address at info@ihhhealthcare.com which the Company would subsequently address. 	
<p>Timeframe</p>	<p>:</p> <p>Others</p>	<p>Beginning year 2022.</p>

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none"> The minutes of the Eleventh AGM held on 28 May 2021 was published on IHH's website within 30 business days after the AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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