

NEW ISSUE OF SECURITIES (CHAPTER 6 OF LISTING REQUIREMENTS) : OTHER ISSUE OF SECURITIES  
PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN FOR ELIGIBLE EMPLOYEES OF IHH AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED LTIP")

IHH HEALTHCARE BERHAD

Type	Announcement
Subject	NEW ISSUE OF SECURITIES (CHAPTER 6 OF LISTING REQUIREMENTS) OTHER ISSUE OF SECURITIES
Description	PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN FOR ELIGIBLE EMPLOYEES OF IHH AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED LTIP")

On behalf of the Board of Directors of IHH, CIMB Investment Bank Berhad wishes to announce that IHH proposes to establish and implement the Proposed LTIP. The ordinary shares in the Company (“**Shares**”) which may be allotted and issued under the Proposed LTIP shall comprise up to two percent (2%) of the total number of issued Shares (excluding treasury shares, if any) at any one time during the duration of the Proposed LTIP.

Please refer to the attachment below for further details of the Proposed LTIP.

This announcement is dated 29 August 2025.

Please refer attachment below.

Attachments



[IHH Healthcare Berhad - Proposed LTIP.pdf](#)  
259.9 kB

Announcement Info

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## IHH HEALTHCARE BERHAD (“IHH” OR “COMPANY”)

### PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN FOR ELIGIBLE EMPLOYEES OF IHH AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED LTIP”)

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#### 1. INTRODUCTION

On behalf of the Board of Directors of IHH (“**Board**”), CIMB Investment Bank Berhad (“**CIMB**”) wishes to announce that IHH proposes to establish and implement the Proposed LTIP. The ordinary shares in the Company (“**Shares**”) which may be allotted and issued under the Proposed LTIP shall comprise up to two percent (2%) of the total number of issued Shares (excluding treasury shares, if any) at any one time during the duration of the Proposed LTIP.

The Proposed LTIP is intended to be offered to employees of IHH and its subsidiaries (excluding dormant subsidiaries) (the “**Group**”), who fulfil the eligibility criteria (“**Eligible Employees**”) and are selected to participate in the Proposed LTIP as stipulated in the by-laws governing the Proposed LTIP (“**By-Laws**”). For the avoidance of doubt, the Proposed LTIP is fully earmarked for the senior management of the Group and will not be extended to the employees of IHH’s associated companies.

Further details of the Proposed LTIP are set out in the ensuing sections of this Announcement.

#### 2. DETAILS OF THE PROPOSED LTIP

The Proposed LTIP is intended to allow the Group to attract, retain, motivate and reward the Eligible Employees through the grant of a performance share grant (“**PS Grant**”), restricted share grant (“**RS Grant**”) or a combination of a RS Grant and a PS Grant (each to be described hereon as a “**Grant**”) to be vested to the Eligible Employees at a specified date in accordance with the provisions of the By-Laws. In addition to Malaysia, the Proposed LTIP shall also be extended to Eligible Employees in other selected foreign jurisdictions where the Group operates in.

The Proposed LTIP shall be in force for a period of ten (10) years commencing from the effective date of the Proposed LTIP, being the date of full compliance with all the relevant requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) in relation to the Proposed LTIP more particularly set out in Section 6 of this Announcement (“**Effective Date**”).

The Proposed LTIP will be administered by IHH’s Nomination and Remuneration Committee or such other committee to be established and authorised by the Board to implement and administer the Proposed LTIP in accordance with the By-Laws (“**Scheme Committee**”).

In implementing the Proposed LTIP, the Scheme Committee will make an offer or notification (as the case may be) in writing (“**Offer**”) to selected Eligible Employees (“**Selected Employees**”) during the duration of the Proposed LTIP. Selected Employees who accept the Offer (“**Participants**”) will be granted Shares to be vested in accordance with the Offer and the By-Laws.

##### 2.1 RS Grant and PS Grant

The RS Grant is a time-based award with the primary objective of retaining high-performing talent and fostering a motivating and competitive culture. The RS Grants are awarded annually and are differentiated by job level and individual performance rating. The RS Grants will vest in annual installments over a number of years as determined by the Scheme Committee at the point of Grant and as stipulated in the Offer(s) without being subject to any conditions, save for the requirement to maintain individual performance of at least satisfactory level throughout the vesting period.



The PS Grant is a performance-based award which aims to foster an ownership mindset that drives sustainable growth in line with the Company's strategic goals and returns to shareholders. It encourages Participants awarded with the PS Grant ("**PS Grantee**") to actively contribute to the development and execution of long-term strategies that create value for the Company and its shareholders. The PS Grants are awarded taking into consideration the PS Grantees' seniority, contribution to the Group, category or grade of employment. The PS Grant shall vest in full at the end of a specified performance period and subject to the achievement or satisfaction of performance targets and/or conditions as determined by the Scheme Committee at the point of Grant and as stipulated in the Offer(s). Such performance targets and/or conditions may include achievements of individual key performance indicators by the PS Grantees, meeting of long-term financial performance targets/ratios of the Company, the achievement of certain Group-wide value creation metrics and/or such other target(s) that aligns the interest of the PS Grantees with those of the Company and IHH shareholders, over the performance period.

At the point of vesting, the final number of Shares awarded under the PS Grants will be determined based on a pre-defined performance range which is determined at the point of grant. The Scheme Committee retains discretion in determining the final vesting outcome, such discretion is exercised within the parameters and governance safeguards outlined in the By-Laws, ensuring a fair and consistent application of the plan across the Group.

## **2.2 The Grants under the Proposed LTIP**

The Proposed LTIP comprises the granting of a PS Grant, a RS Grant or a combination of a PS Grant and a RS Grant to the Participants, the grant composition of which is to be determined at the discretion of the Scheme Committee. The Grant shall be vested to the Participants in accordance with the terms and conditions of the Offer as determined by the Scheme Committee from time to time and in accordance with the By-Laws.

Upon vesting, the Grant to the Participants shall be satisfied by any of the following methods either in whole or in part:

- (a) issuance of new Shares, and if required, to be subscribed by the Trustee (as defined under Section 2.3.9 of this Announcement) and thereafter transferred to the Participants;
- (b) transfer of IHH's treasury shares, if any;
- (c) transfer of existing Shares acquired by the Trustee from the Main Market of Bursa Securities and/or the Main Board of Singapore Exchange Securities Trading Limited ("**SGX-ST**") (as the case may be);
- (d) any other methods as may be permitted by the Companies Act 2016 ("**Act**"), the Listing Requirements or any other relevant laws or authorities, as amended from time to time; or
- (e) a combination of any of the above.

For the purposes of the subscription of new Shares by the Trustee under Section 2.2 (a) and the transfer of existing Shares acquired by the Trustee under Section 2.2(c) above, the Company may undertake the trust arrangement as set out in Section 2.3.9 of this Announcement.

In determining the various methods of satisfaction, the Scheme Committee will take into consideration, among others, factors such as the prevailing market price of the Shares, funding considerations of, collectively, the Company and its subsidiaries (including dormant subsidiaries) ("**Group Company**"), future returns, potential costs arising from the Grants, dilutive effects on the Company's capital base as well as any applicable laws and regulatory considerations applicable to the Company where relevant.

The method of satisfaction for the Grant to the Participants shall be determined by the Scheme Committee with the approval of the Board.



## 2.3 Salient terms and conditions of the Proposed LTIP

The salient terms and conditions of the Proposed LTIP include (but not limited to) the following:

### 2.3.1 Maximum number of Shares available under the Proposed LTIP

As at 4 August 2025, being the latest practicable date prior to this Announcement (“**LPD**”), IHH has an issued share capital of RM20,188,414,541.82 comprising 8,836,153,463 Shares. As at the LPD, IHH does not hold any treasury shares.

The maximum number of Shares which may be allotted and issued under the Proposed LTIP shall not, in aggregate exceed two percent (2%) of the total number of issued Shares (excluding treasury shares, if any) at any one time throughout the duration of the Proposed LTIP (“**Maximum Scheme Shares**”).

In the event the number of new Shares which may be awarded under the Proposed LTIP exceeds the Maximum Scheme Shares at any point in time as a result of the Company purchasing and/or cancelling Shares in accordance with the provisions of the Act or undertaking any corporate proposal(s) resulting in the reduction of the Company’s total number of issued Shares, no further Offer shall be awarded by the Scheme Committee until such number of Shares already awarded under the Grant to the Participants (and the corresponding number of Shares to be issued upon vesting of the Shares) falls below the Maximum Scheme Shares. During this period, entitlement to the Shares arising from the Grant which have already been awarded at that point in time shall remain valid in accordance with the By-Laws.

Any unvested Shares that cease to be capable of vesting pursuant to the By-Laws will continue to be available for future Grants under the Proposed LTIP.

### 2.3.2 Basis of allocation and maximum allowable allocation

Subject to any adjustment which may be made under the By-Laws, the aggregate maximum number of Shares that may be allocated under the Proposed LTIP to any Selected Employee shall be determined by the Scheme Committee from time to time as it deems appropriate, taking into consideration the seniority, contribution, category or grade of employment of the Selected Employee or such other matters which the Scheme Committee may in its sole and absolute discretion deem fit.

Notwithstanding the foregoing and in accordance with the Listing Requirements, not more than ten percent (10%) of the total number of new Shares to be issued under the Proposed LTIP shall be allocated to a Selected Employee who, either singly or collectively through persons connected with the Selected Employee, holds twenty percent (20%) or more of the total number of issued Shares (excluding treasury shares, if any).

Selected Employees shall not participate in any deliberation or discussion of their own respective Offers and/or any Offers to persons connected with them, if any, in accordance with the Listing Requirements.



### 2.3.3 Eligibility

Any Eligible Employee in the Group who fulfils the following criteria as at the date the Offer is made shall be eligible for consideration and selection as a Selected Employee by the Scheme Committee:

- (i) has attained the age of eighteen (18) years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
- (ii) is employed on a full-time basis and is on the payroll of any subsidiary of the Group that is not dormant and who has not served a notice of resignation, received a notice of termination or ceased from employment pursuant to the terms under the By-Laws;
- (iii) employment has been confirmed in writing;
- (iv) is serving in a specific designation under an employment contract, whether on a permanent contract or for a fixed duration (but excluding those who are employed for a specific project, or any other contract as may be determined by the Scheme Committee) and who has not served a notice of resignation, received a notice of termination or ceased from employment pursuant to the terms under the By-Laws; and
- (v) fulfils any other eligibility criteria and/or falls within such category as may be determined by the Scheme Committee in its discretion from time to time.

Eligibility for consideration under the Proposed LTIP does not confer an Eligible Employee any claim or right to participate in the Proposed LTIP or any right whatsoever under the Proposed LTIP. Further, an Eligible Employee does not acquire or have any right over or in connection with the Grant unless the Offer has been made by the Scheme Committee to the Eligible Employee and the Eligible Employee has accepted the Offer in accordance with the provisions of the By-Laws.

The Scheme Committee may, at its absolute discretion, vary or revise any of the eligibility criteria as set out above and in the By-Laws and determine any other eligibility criteria, at any time and from time to time. Any such decision shall be final and binding. This would be subject to compliance with the Listing Requirements and any other applicable laws or requirements (as the case may be).

Further, in accordance with Paragraph 6.06(1) of the Listing Requirements, in the event a director ("**Eligible Director**"), chief executive and/or major shareholder of IHH and/or persons connected with any one of them are identified as Eligible Employees pursuant to the Proposed LTIP, the specific allotment of Shares pursuant to any Offer made to them must be approved by the shareholders of IHH at a general meeting. For the avoidance of doubt, any such Eligible Employee shall abstain, and shall ensure that persons connected with them shall abstain, from voting on the relevant resolution in respect of the Offer proposed to be made to such Eligible Employee at the relevant general meeting in accordance with the Listing Requirements. Further, the Eligible Director or the chief executive shall abstain from and shall continue to abstain from deliberating on their own proposed grants as well as the proposed grants to persons connected with them, if any, under the Proposed LTIP at all relevant Board and Board committee meetings.

### 2.3.4 Duration of the Proposed LTIP

The Proposed LTIP shall be in force for a period of ten (10) years, commencing from the Effective Date. The Board shall be entitled to terminate the Proposed LTIP at any time before the expiry of the Proposed LTIP in accordance with the terms of the By-Laws.

On expiry or termination of the Proposed LTIP, any Offer which has yet to be accepted shall forthwith cease to be capable of acceptance and any unvested Shares shall forthwith cease to be capable of vesting.



### **2.3.5 Ranking of the Shares**

Any Shares allotted and issued and/or transferred to the Participant pursuant to the Proposed LTIP shall:

- (a) be subject to the provisions of the Constitution of IHH; and
- (b) rank equally in all respects with the then existing issued Shares.

Further, a Participant shall not be entitled to any dividend, right, allotment, entitlement and/or any other distribution attached to the Shares that may be declared, made or paid to the shareholders of IHH for which the entitlement date precedes the date on which the Shares are credited into the Participant's securities account.

For the avoidance of doubt, the Participants shall not in any event be entitled to any dividends, rights, allotments or other distributions on his/her unvested Grants.

The Participants shall not be entitled to exercise any voting rights in respect of any Shares nor to receive any notice of general meetings of the Company unless the Shares have been credited into the securities account of the Participants prior to the record date to receive notice of general meetings of the Company and to vote thereat.

Further, any dividend, right, allotment, entitlement and/or any other distribution attributable to the Shares held by, if any, the Trustee but not yet credited into the securities accounts of the Participants shall be applied and dealt with in accordance with the Trust Deed.

### **2.3.6 Listing of and quotation of the new Shares**

An application will be made to Bursa Securities for the listing of and quotation for the new Shares to be issued pursuant to the Proposed LTIP, on the Main Market of Bursa Securities. The new Shares to be issued will be dual listed on the Main Market of Bursa Securities and the Main Board of SGX-ST.

### **2.3.7 Alteration of capital**

In the event of any alteration in the capital structure of the Company during the duration of the Proposed LTIP (whether by way of capitalisation of profits or reserves, rights issues, bonus issues, capital reduction (save for set off against accumulated losses), capital repayment, sub-division or consolidation of capital, other reconstruction or reorganization of capital, or declaration of any special dividend or distribution or otherwise howsoever taking place), the Scheme Committee and in accordance with the By-Laws, shall make adjustments to:

- (a) the number of unvested Shares comprised in a Grant; and/or
- (b) the method and/or manner in the vesting of the Shares comprised in a Grant.

Any adjustment will be made in accordance with the provisions of the By-Laws.



### 2.3.8 Amendment, variation and/or modification to the Proposed LTIP

Subject to compliance with the Listing Requirements and to the approval of any other authority (if required), the Scheme Committee may at any time and from time to time recommend to the Board any addition, amendment and/or modification to and/or deletions of all or any part of the By-Laws as it shall in its discretion think fit and the Board shall at any time and from time to time have the power by resolution to add to, amend, modify and/or delete all or any part of the By-Laws upon such recommendation provided that:

- (i) no such addition, amendment, modification and/or deletion shall be made which would adversely affect the rights attaching to any Grant awarded prior to such addition, amendment, modification and/or deletion except with the written approval of the Participants to whom that Grant is made; and
- (ii) no such addition, amendment, modification and/or deletion shall be made to such matters which are required to be contained in these By-Laws by virtue of the Listing Requirements to the advantage of the Participants without the prior approval of the shareholders of IHH.

Notwithstanding the above, all rights attached to any Grant awarded to a Participant under the Proposed LTIP shall be amended to the extent necessary to comply with the laws as well as the applicable regulatory and statutory requirements of the jurisdiction the Participant is employed in.

### 2.3.9 Trust Arrangement

For the purposes of facilitating the implementation and administration of the Proposed LTIP, the Company may establish a trust to be administered by trustee(s) consisting of such trustee or its authorised nominee appointed by the Company from time to time ("**Trustee**"), if required, for the purposes of subscribing for new Shares and/or acquiring existing Shares from the Main Market of Bursa Securities and/or the Main Board of SGX-ST (as the case may be) and transferring them to the Participant as the mode of settlement under Sections 2.2(a) and (c) of this Announcement ("**Trust**"). To enable the Trustee to subscribe for new Shares and/or acquire existing Shares for the purpose of the Proposed LTIP and to pay expenses in relation to the administration of the Trust, the Trustee will, to the extent permitted by law, be entitled from time to time to accept funding from the Company and/or its subsidiaries or any third party to be paid into the bank account(s) to be established by the Trustee for the purpose of the Trust as the Trustee may direct for such payment.

The Trustee, if and when a Trust is established, shall administer the Trust in accordance with the terms of the trust deed to be entered into between the Company and the trustee constituting the trust ("**Trust Deed**"). For the purpose of administering the Trust, the Trustee shall do all such acts and things and enter into any transactions, agreements, deeds, documents or arrangements and make rules, regulations or impose terms and conditions or delegate part of its power relating to the administration of the Trust, as the Scheme Committee may in its discretion direct for the implementation and administration of the Trust which are expedient for the purpose of giving effect to and carrying out the powers and duties conferred on the Trustee by the Trust Deed.

The Scheme Committee shall have the discretion to direct the Trustee to subscribe for new Shares and/or acquire existing Shares at any time and from time to time and also to revoke or suspend any such direction that has earlier been given to the Trustee.

The Scheme Committee shall have power from time to time, at any time, to appoint or rescind/terminate the appointment of any Trustee as it deems fit in accordance with the provisions of the Trust Deed. The Scheme Committee shall have the power from time to time, at any time, to negotiate with the Trustee to amend the provisions of the Trust Deed.



### **3. UTILISATION OF PROCEEDS**

No proceeds is expected to be raised from the Proposed LTIP as the Participants will not be required to pay for the Shares pursuant to the vesting of the Shares under the Grants, including where new Shares are issued and subscribed by the Trustee pursuant to Section 2.2(a) of this Announcement, as the subscription will be funded by the Group Company through the Trustee.

However, relevant Participants will be required to pay a nominal sum of RM1.00 (for relevant Participants in Malaysia) or the nominal sum equivalent to one (1) unit of the respective foreign currency (for relevant Participants in foreign jurisdictions) to IHH as a non-refundable consideration when accepting the Offer.

Additionally and for avoidance of doubt, the Participants shall be responsible for all direct and indirect taxes (including, without limitation, income tax) which may be personally incurred arising out of or as a result of the vesting of the Shares to them.

### **4. RATIONALE FOR THE PROPOSED LTIP**

The Grant is designed to align the interests of the Eligible Employees with the long-term objectives of the Group and will vest subject to the fulfilment of the vesting conditions as may be determined by the Scheme Committee at the time of grant and where applicable, achievement of pre-determined performance objectives.

The Proposed LTIP is implemented to enable IHH to grant Shares to the Eligible Employees as part of the Company's continuous efforts to:

- (a) align the interests of the Participants with IHH's share performance and shareholder value by instilling a sense of ownership amongst the Participants to drive longer term shareholder value enhancement;
- (b) attract capable senior talent which can facilitate the long-term growth and profitability of the Group by offering participation in the Proposed LTIP;
- (c) enhance employee retention of the Group as the Participants will be incentivised to remain in employment throughout the vesting period of the Proposed LTIP to realise the maximum remuneration; and
- (d) reward and recognise the Eligible Employees who have contributed to the growth, performance and profitability of the Group.

### **5. EFFECTS OF THE PROPOSED LTIP**

#### **5.1 Issued share capital**

The Proposed LTIP will not have an immediate effect on the existing share capital of the Company. The share capital of IHH will increase progressively as and when the Shares comprised in the Grants are vested and are satisfied via the issuance of new Shares. Nevertheless, there will be no effect on the issued share capital of the Company if the Shares comprised in the Grants are vested and are satisfied via the transfer of the Company's treasury shares or transfer of existing Shares under the Trust.



For illustrative purposes, assuming that all Shares comprised in the Grants are fully vested and satisfied by the issuance of new Shares, the proforma effect of the Proposed LTIP on the share capital of the Company is as follows:

	<b>No. of Shares</b>	<b>RM'000</b>
Issued share capital as at the LPD	8,836,153,463	20,188,415
Add: Issuance of new Shares pursuant to the Proposed LTIP <sup>(1)</sup>	176,723,069	1,175,138
<b>Enlarged issued Shares</b>	<b>9,012,876,532</b>	<b>21,363,553</b>

**Note:**

- (1) *Based on the Maximum Scheme Shares of 176,723,069, representing two percent (2%) of the total number of issued Shares as at the LPD. The value of the Shares is based on the illustrative price of RM6.6496 per Share, which represents the five (5)-day weighted average market price of Shares up to and including the LPD.*

It should be noted that even if the Maximum Scheme Shares stipulated above are awarded to the Participants, the actual number of new Shares to be issued may be less in view of the following:

- (i) The Participants would be required to satisfy the vesting conditions in order to be entitled to the Shares comprised in their Grant under the Proposed LTIP;
- (ii) The unvested Shares comprised in any Grant cease to be capable of vesting; and/or
- (iii) The Grants may be satisfied through the transfer of treasury shares and/or existing Shares instead of via the allotment and issuance of new Shares.

Conversely, the actual number of Shares to be issued under the Proposed LTIP may be more than the Maximum Scheme Shares stipulated above due to a larger share base arising from the Shares issued under the Proposed LTIP and/or any other corporate exercise over the duration of the Proposed LTIP.

## **5.2 Substantial shareholders' shareholding**

The Proposed LTIP will not have an immediate effect on the shareholding of the substantial shareholders of IHH until such time when new Shares are issued pursuant to the vesting of the Shares comprised in the Grants which will then result in a dilution to the substantial shareholders' shareholding. Any effect on the substantial shareholders' shareholding in IHH will depend on the number of Shares issued or transferred pursuant to any vesting of Shares comprised in the Grants under the Proposed LTIP as well as the mode of settlement of the Grant on the date of vesting.

There will be no dilution on the shareholding of the substantial shareholders of IHH in the event that settlement of all the Grants on the date of vesting is undertaken with existing Shares.



For illustrative purposes, assuming that the Maximum Scheme Shares are fully satisfied by the allotment and issuance of new Shares under the Proposed LTIP, and the substantial shareholders of IHH and persons connected with them are not made any Offers under the Proposed LTIP, the proforma effect of the Proposed LTIP on the shareholding of the substantial shareholders of IHH is as follows:

Substantial Shareholders	As at the LPD				After the Proposed LTIP			
	Direct No. of Shares (‘000)	% <sup>(1)</sup>	Indirect No. of Shares (‘000)	% <sup>(1)</sup>	Direct No. of Shares (‘000)	% <sup>(2)</sup>	Indirect No. of Shares (‘000)	% <sup>(2)</sup>
MBK Healthcare Management Pte Ltd (“ <b>MBK Healthcare</b> ”)	2,888,487	32.7	-	-	2,888,487	32.0	-	-
Mitsui & Co., Ltd	-	-	2,888,487 <sup>(3)</sup>	32.7	-	-	2,888,487 <sup>(3)</sup>	32.0
Pulau Memutik Ventures Sdn Bhd (“ <b>Pulau Memutik</b> ”)	2,284,536	25.9	-	-	2,284,536	25.3	-	-
Khazanah Nasional Berhad	-	-	2,284,536 <sup>(4)</sup>	25.9	-	-	2,284,536 <sup>(4)</sup>	25.3
Employees Provident Fund Board	995,450 <sup>(5)</sup>	11.3	-	-	995,450 <sup>(5)</sup>	11.0	-	-
Mehmet Ali Aydinlar	7,948	0.1	523,604 <sup>(6)</sup>	5.9	7,948	0.1	523,604 <sup>(6)</sup>	5.8
Hatice Seher Aydinlar	7,000	0.1	516,604 <sup>(7)</sup>	5.8	7,000	0.1	516,604 <sup>(7)</sup>	5.7
SZA Gayrimenkul Yatirim Insaat ve Ticaret Anonim Sirketi	516,604	5.8	-	-	516,604	5.7	-	-



**Notes:**

- (1) *Computed based on the total Shares in circulation as at the LPD of 8,836,153,463 Shares and there are no treasury shares held by IHH as at the LPD.*
- (2) *Computed based on the total Shares in circulation as at the LPD and after assuming that 176,723,069 new Shares are issued as at the LPD as full settlement of the Proposed LTIP based on the Maximum Scheme Shares as at the LPD.*
- (3) *Deemed interested by virtue of its shareholding in MBK Healthcare pursuant to Section 8 of the Act.*
- (4) *Deemed interested by virtue of its shareholding in Pulau Memutik pursuant to Section 8 of the Act.*
- (5) *The Shares are held through various nominee companies.*
- (6) *Deemed interested by virtue of his wife, Hatice Seher Aydinlar's shareholding in IHH and SZA Gayrimenkul Yatirim Insaat ve Ticaret A.S.'s shareholding in IHH, a company wholly-owned by Mehmet Ali Aydinlar, his wife and daughter, pursuant to Section 8 of the Act.*
- (7) *Deemed interested by virtue of SZA Gayrimenkul Yatirim Insaat ve Ticaret A.S.'s shareholding in IHH, a company wholly-owned by Hatice Seher Aydinlar, her husband and daughter, pursuant to Section 8 of the Act.*

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### **5.3 Net assets (“NA”), NA per Share and gearing**

The Proposed LTIP is not expected to have any immediate effect on the consolidated NA and consolidated NA per Share of the Group Company. Any potential effects on the NA and NA per Share of the Group Company will depend on the actual number of Shares which are comprised in the Grants that are allotted and issued.

Any transfer of the treasury shares will result in a dilutive effect on the NA per Share of the Group Company due to the re-inclusion of the treasury shares as part of the issued Shares (excluding the remaining treasury shares, if any) for the calculation of the NA per Share. The Proposed LTIP is not expected to have any material effect on the Group Company’s gearing level.

### **5.4 Earnings and earnings per Share (“EPS”)**

The Proposed LTIP will not have an immediate effect on the consolidated earnings and EPS of the Group Company until such time when the Grants are granted.

According to Malaysian Financial Reporting Standards 2 on Share-Based Payment (“**MFRS 2**”), the cost arising from the awarding of the Grants under the Proposed LTIP will be based on the fair value of the Grant at the date of grant and will be recognised as an expense in the Group Company’s consolidated profit or loss over the vesting period.

The extent of the effect on earnings and EPS cannot be determined at this juncture as it would depend on, among others, the number of Grants granted and various factors that affect the fair value of the Grants at the respective dates of grant and the mode of settlement of the Grants upon vesting. Any allotment and issuance of new Shares or transfer from treasury shares or existing Shares upon vesting of the Grants may have a dilutive effect on the EPS.

The Board has taken note of the potential effect of the Proposed LTIP on the Group Company’s earnings and will take into consideration such impact in the allocation of Grants to the selected Eligible Employees.

The estimated expenses in relation to the establishment of the Proposed LTIP (excluding MFRS 2 cost) to be borne by the Company is approximately RM1.38 million, which comprise fees payable to the relevant authorities, EGM expenses and professional fees as well as other expenses such as printing incurred in connection with the Proposed LTIP.

### **5.5 Convertible securities**

As at the LPD, IHH does not have any convertible securities in issue.

## **6. APPROVALS REQUIRED**

The Proposed LTIP is subject to the following approvals being obtained:

- (a) Bursa Securities for the listing of and quotation for the new Shares to be issued pursuant to the Proposed LTIP on the Main Market of Bursa Securities;
- (b) shareholders of IHH at the Company’s Extraordinary General Meeting (“**EGM**”) to be convened; and
- (c) any other relevant approvals including any approvals from regulatory authorities, if required.

The Proposed LTIP is not conditional or inter-conditional upon any other corporate exercise/scheme by the Company.



**7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM**

Dr. Prem Kumar Nair, the Group Chief Executive Officer (“GCEO”) of IHH, is eligible to participate in the Proposed LTIP in his current capacity. He is therefore deemed interested in the Proposed LTIP and the proposed allocation of Shares to him and persons connected with him (if any).

The GCEO has abstained from and will continue to abstain from all deliberations, expressing an opinion and making any recommendation at all relevant Board and Board committee meetings in relation to his allocation as well as allocations to persons connected with him, if any, pursuant to the Proposed LTIP.

The GCEO shall also abstain from voting in respect of his direct and/or indirect shareholdings in IHH on the resolution(s) pertaining to the Proposed LTIP and the proposed allocation of Shares to him and/or persons connected with him (if any) under the Proposed LTIP at the Company’s EGM to be convened.

The GCEO also undertakes to ensure that persons connected with him (if any) will abstain from voting in respect of their direct and/or indirect shareholdings in IHH on the resolution(s) pertaining to the Proposed LTIP and the proposed allocation of Shares to him and/or persons connected with him (if any) under the Proposed LTIP at the Company’s EGM to be convened.

As at the LPD, the GCEO has a direct shareholding of 1,300,000 Shares in IHH, representing approximately 0.01% of the total issued Shares. The GCEO does not have any indirect shareholding in IHH as at the LPD.

Save as disclosed above, none of the Directors, major shareholders and/or persons connected with them has any interest, direct and/or indirect, in the Proposed LTIP.

**8. DIRECTORS’ STATEMENT**

The Board has deliberated on the Proposed LTIP at the relevant Board meetings and has agreed to present the Proposed LTIP to the shareholders of the Company for their consideration and approval.

The Board, having considered all aspects of the Proposed LTIP (including but not limited to the rationale and effects of the Proposed LTIP) is of the opinion that the Proposed LTIP is in the best interest of the Group Company.

**9. APPLICATION TO THE RELEVANT AUTHORITIES**

Barring any unforeseen circumstances, the additional listing application to Bursa Securities for the listing of and quotation for the new Shares to be issued pursuant to the Proposed LTIP is expected to be submitted within one (1) month from the date of this Announcement.

**10. ESTIMATED TIMEFRAME FOR COMPLETION/ IMPLEMENTATION**

Barring any unforeseen circumstances and subject to the relevant approvals for the Proposed LTIP being obtained, the Effective Date is expected to be in the 4<sup>th</sup> quarter of 2025.

**11. ADVISER**

CIMB has been appointed as the Principal Adviser for the Proposed LTIP.

This Announcement is dated 29 August 2025.