

GENERAL MEETINGS: Notice of Meeting

IHH HEALTHCARE BERHAD

Type of Meeting	General
Indicator	Notice of Meeting
Description	Notice of Fifteenth Annual General Meeting ("AGM") The Fifteenth AGM will be held physically at the Main Venue and virtually through live streaming via the meeting platform of Boardroom Share Registrars Sdn Bhd.
Date of Meeting	28 May 2025
Time	10:00 AM
Venue(s)	Main Venue: Ballroom B & C, Level 6, Hilton Kuala Lumpur 3 Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur Wilayah Persekutuan, Malaysia Online Platform: https://meeting.boardroomlimited.my Malaysia
Date of General Meeting Record of Depositors	21 May 2025

Resolutions

1. For Information

Description	To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
Shareholder’s Action	For Information Only

2. Ordinary Resolution 1

Description	To re-elect Mehmet Ali Aydinlar, who retires pursuant to Clause 113(1) of the Constitution of the Company and who being eligible, offers himself for re-election.
Shareholder’s Action	For Voting

3. Ordinary Resolution 2

Description	To re-elect Tomo Nagahiro, who retires pursuant to Clause 113(1) of the Constitution of the Company and who being eligible, offers himself for re-election.
Shareholder’s Action	For Voting

4. Ordinary Resolution 3

Description	To re-elect Lim Tsin-Lin, who retires pursuant to Clause 113(1) of the Constitution of the Company and who being eligible, offers himself for re-election.
Shareholder’s Action	For Voting

5. Ordinary Resolution 4

Description	To re-elect Tan Sri Dr. Nik Norzrul Thani Bin N. Hassan Thani, who retires pursuant to Clause 120 of the Constitution of the Company and who being eligible, offers himself for re-election
Shareholder’s Action	For Voting

6. Ordinary Resolution 5

Description	To re-elect Chua Bin Hwee, who retires pursuant to Clause 120 of the Constitution of the Company and who being eligible, offers herself for re-election.
Shareholder’s Action	For Voting

7. Ordinary Resolution 6

Description	To approve the payment of the Directors' fees and other benefits (as stated in the Notice of the Fifteenth AGM) to the Non-Executive Directors of the Company by the Company in respect of their directorship and committee membership in the Company with effect from 1 July 2025 until 30 June 2026.
Shareholder’s Action	For Voting

8. Ordinary Resolution 7

Description	To approve the payment of the Directors' fees (or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the payment dates, where applicable) (as stated in the Notice of Fifteenth AGM) to the Directors of the Company who are holding directorship and committee membership in the following Company's subsidiaries by the Company's subsidiaries: (i) Fortis Healthcare Limited for the period with effect from 1 July 2025 to 30 June 2026; (ii) Parkway Trust Management Limited for the period with effect from 1 January 2025 to 30 June 2026; (iii) Acibadem Saglik Yatirimlari Holding A.S. Group for the period with effect from 1 July 2025 to 30 June 2026.
Shareholder's Action	For Voting

9. Ordinary Resolution 8

Description	To re-appoint KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration.
Shareholder's Action	For Voting

10. Ordinary Resolution 9


Description	Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.
Shareholder's Action	For Voting

11. Ordinary Resolution 10

Description	Proposed renewal of authority for IHH to purchase its owns shares of up to ten percent (10%) of the prevailing total number of issued shares of the Company.
Shareholder's Action	For Voting

Please refer attachment below.

Attachments

 IHH Healthcare Berhad_Notice of 15th Annual General Meeting.pdf

183.4 kB

Announcement Info	
Company Name	IHH HEALTHCARE BERHAD
Stock Name	IHH
Date Announced	28 Apr 2025
Category	General Meeting
Reference Number	GMA-10042025-00004
Corporate Action ID	MY250410MEET0004

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of **IHH HEALTHCARE BERHAD** (IHH or the Company) will be held at Ballroom B & C, Level 6, Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia (Main Venue) and virtually through live streaming via the meeting platform of Boardroom Share Registrars Sdn Bhd which is available on the designated link at <https://meeting.boardroomlimited.my> on Wednesday, 28 May 2025 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Clause 113(1) of the Constitution of the Company and who being eligible, offer themselves for re-election:
 - (i) Mehmet Ali Aydinlar **Ordinary Resolution 1**
 - (ii) Tomo Nagahiro **Ordinary Resolution 2**
 - (iii) Lim Tsin-Lin **Ordinary Resolution 3**
3. To re-elect the following Directors who retire pursuant to Clause 120 of the Constitution of the Company and who being eligible, offer themselves for re-election:
 - (i) Tan Sri Dr. Nik Norzrul Thani Bin N. Hassan Thani **Ordinary Resolution 4**
 - (ii) Chua Bin Hwee **Ordinary Resolution 5**
4. To approve the payment of the following fees and other benefits payable to the Directors of the Company by the Company: **Ordinary Resolution 6**
 - (i) Directors' fees to the Non-Executive Directors in respect of their directorship and committee membership in the Company with effect from 1 July 2025 until 30 June 2026 as per the table below:

Structure	Chairman (RM per annum)	Member (RM per annum)
Board of Directors	660,000	313,500
Audit Committee	175,000	100,000
Risk Management Committee	175,000	100,000
Nomination and Remuneration Committee	175,000	100,000

- (ii) Any other benefits provided to the Directors of the Company by the Company with effect from 1 July 2025 until 30 June 2026, subject to a maximum amount equivalent to RM1,300,000.

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5. To approve the payment of the Directors' fees (or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the payment dates, where applicable) to the Directors of the Company who are holding directorship and committee membership in the following Company's subsidiaries to the Directors of the Company by the Company's subsidiaries:

Ordinary Resolution 7

- (i) Fortis Healthcare Limited for the period with effect from 1 July 2025 to 30 June 2026 as per below:

Structure	Chairman/Member (INR per meeting attended)
Board of Directors	100,000
Audit Committee	100,000
Risk Management Committee	100,000
Nomination and Remuneration Committee	100,000
Corporate Social Responsibility Committee	100,000
Stakeholders Relationship Committee	100,000
Independent Directors	100,000

- (ii) Parkway Trust Management Limited (PTML) for the period with effect from 1 January 2025 to 30 June 2026 as per below:

Structure	Chairman (SGD per annum)	Member (SGD per annum)
Board of Directors	120,000	60,000
Audit and Risk Committee	40,000	17,000
Nominating and Remuneration Committee	31,000	13,000

- (iii) (a) Acibadem Saglik Yatirimlari Holding A.S. (ASYH) Group for the period with effect from 1 July 2025 to 30 June 2026 as per below:

Structure	Member (USD per annum)
Board of Directors	40,000

- (b) ASYH for the period with effect from 1 July 2025 to 30 June 2026, for the Board fee of USD513,000 per annum payable to Mehmet Ali Aydinlar as the Board Chairman and Director in ASYH Group.

6. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 8

AS SPECIAL BUSINESS

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

7. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 9**

“THAT subject to the Companies Act 2016 (the Act), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution in any one financial year does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

8. **PROPOSED RENEWAL OF AUTHORITY FOR IHH TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE PREVAILING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY)** **Ordinary Resolution 10**

“THAT subject to the Companies Act 2016 (the Act), rules, regulations and orders made pursuant to the Act, the provisions of the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) (Listing Requirements) and the approvals of all relevant governmental and/or relevant authorities, the Company be and is hereby authorised, to the extent permitted by law, to purchase and/or hold such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:

- (i) the aggregate number of shares which may be purchased (Purchased Shares) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten percent (10%) of the prevailing total number of issued shares of the Company at the point of purchase;
- (ii) the maximum funds to be allocated for the Company to purchase its own shares pursuant to the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company;
- (iii) upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares in the following manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force:
 - (a) cancel all or part of the Purchased Shares; and/or
 - (b) retain all or part of the Purchased Shares as treasury shares (as defined in Section 127 of the Act); and/or
 - (c) resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
 - (d) distribute the treasury shares as share dividends to the shareholders of the Company; and/or
 - (e) transfer the treasury shares for the purposes of or under the employees’ share scheme established by the Company; and/or
 - (f) transfer the treasury shares as purchase consideration; and/or
 - (g) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe,

or in any other manner as may be prescribed by the Act, the applicable laws, regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the Purchased Shares shall continue to be valid until all the Purchased Shares have been dealt with by the Directors.

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THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (AGM) of the Company at which time the authority shall lapse unless by ordinary resolution passed at that AGM, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities.

AND THAT the Directors of the Company be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991) and to take all such steps and to enter into and execute all declarations, commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations (if any) as may be imposed by the relevant authorities.”

9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

SEOW CHING VOON (SSM Practicing Certification no.: 202008001213) (MAICSA 7045152)
Company Secretary

Kuala Lumpur
29 April 2025

NOTES:**PROXY AND/OR AUTHORISED REPRESENTATIVES**

1. The Fifteenth Annual General Meeting of the Company (the Meeting or AGM) will be held on a hybrid mode whereby member(s), proxy(ies), corporate representative(s) or attorney(s) will have an option, either:
 - (i) to attend physically in person at the Main Venue (Physical Attendance); or
 - (ii) to attend virtually using the Remote Participation and Electronic Voting (RPEV) facilities available on Boardroom Smart Investor Portal (BSIP) at <https://meeting.boardroomlimited.my> (Virtual Attendance).

2. All member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend the AGM must register as a user with BSIP first and then pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com> to verify their eligibility to attend the AGM and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
3. The pre-registration is open from the date of the Notice of the AGM on Tuesday, 29 April 2025 and the closing date and time shall be at 10.00 a.m. on Monday, 26 May 2025.

Please follow the procedures as stipulated in the Administrative Details for Physical Attendance and Virtual Attendance at the Meeting.

4. The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 (the Act) and Clause 78 of the Company's Constitution which provides that the main venue of the AGM shall be in Malaysia and the chairman must be present at the main venue of the AGM. The electronic means of conducting the Fifteenth AGM on a virtual basis will facilitate and enable all shareholders to participate in the proceedings by audio and/or video capabilities without the need to be physically present at the Meeting venue.
5. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead, in accordance with the Administrative Details.
6. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A member other than an exempt authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the Meeting. Notwithstanding the foregoing, any member other than an exempt authorised nominee who is also a substantial shareholder (within the meaning of the Act) shall be entitled to appoint up to (but not more than) five (5) proxies. Where such member appoints more than one (1) proxy, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified.
8. The instrument appointing a proxy shall:
 - (i) in the case of an individual, be signed by the appointer or by his/her attorney; and
 - (ii) in the case of corporation, be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

A copy of the Authorisation Document or the duly registered Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and exercised, should be enclosed with the form of proxy.

9. A corporation which is a member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with the Company's Constitution.
10. The instrument appointing the proxy together with the Authorisation Document or the duly registered Power of Attorney referred to in Note 8 above, if any, must be deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via electronic means through the BSIP at <https://investor.boardroomlimited.com> (please refer to Section F of the Administrative Details for details) not less than forty-eight (48) hours before the time appointed for holding of the Meeting or at any adjournment thereof.

Notice of Annual General Meeting

11. **Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, in accordance with the Administrative Details, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the Purposes), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

12. **Members entitled to attend**

Only members whose names appear in the General Meeting Record of Depositors on 21 May 2025 shall be entitled to attend, speak and vote at this Fifteenth AGM of the Company or appoint a proxy(ies) on his/her behalf, in accordance with the Administrative Details.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. Re-election of Directors

Clause 113(1) of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office.

Clause 120 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with the Constitution. Any Director so appointed shall hold office only until the next following AGM of the Company and shall then be eligible for re election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

In line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Board through the Nomination and Remuneration Committee had assessed the Directors standing for re-election and after having undergone the fit and proper assessment, the Board was satisfied that the Directors standing for re-election are competent, have contributed effectively to the Board's deliberations, diligent, committed and have effectively discharged their roles as Directors. The Board agreed to recommend the Directors who are standing for re-election to the shareholders for approval at the Fifteenth AGM.

The profiles of the Directors seeking re-election are set out in the profile of the Board of Directors as laid out on pages 57 to 63 of the Company's Annual Report 2024 as well as in the Company's website at <https://www.ihhhealthcare.com/about-us/our-leadership/board-of-directors>.

2. Directors' fees and any other benefits

- (i) Section 230(1) of the Act provides among others that the fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Clause 121 of the Company's Constitution provides that the fees of the Directors in any year and any benefits payable to directors including any compensation for loss of employment of a Director or former Director shall from time to time be determined by an ordinary resolution of the Company in general meeting.

Premised on the recommendation of the Nomination and Remuneration Committee (NRC), the Board has agreed to recommend Ordinary Resolutions 6 and 7 to the shareholders for approval at the Fifteenth AGM. The individual directors do not participate in decisions regarding their own remuneration package.

- (ii) The proposed Ordinary Resolution 6 is to seek the shareholders' approval for the payment of the Directors' fees to the Non-Executive Directors (NEDs) of the Company in respect of their directorship and committee membership in the Company and any other benefits payable to the NEDs of the Company by the Company with effect from 1 July 2025 until 30 June 2026.

The proposed fees for the NEDs of the Company as compared to the existing fees previously approved by the shareholders are as follows:

Structure	As approved at the Fourteenth AGM		Approval sought at the Fifteenth AGM	
	Chairman (RM per annum)	Member (RM per annum)	Chairman (RM per annum)	Member (RM per annum)
Board of Directors	660,000	313,500	No change	No change
Audit Committee	175,000	100,000	No change	No change
Risk Management Committee	175,000	100,000	No change	No change
Nomination and Remuneration Committee	175,000	100,000	No change	No change
Steering Committee (dissolved on 28 November 2024)	350,000	100,000	N/A	N/A

The benefits provided to the NEDs shall be determined by the Board which presently are comprised of among others, a company car and related benefits for the Chairman, mobile devices and medical benefits. The details of the benefits provided to the NEDs for the financial year ended 31 December 2024 are provided on pages 82 to 83 of the Annual Report 2024. No revision has been proposed in respect of the quantum of the benefits to be provided to the NEDs of the Company from 1 July 2025 until 30 June 2026 as compared to the prior year.

- (iii) The proposed Ordinary Resolution 7 is to seek the shareholders' approval for the payment of the Directors' fees (or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the payment dates, where applicable) to the NEDs of the Company in respect of their directorship and committee membership in the Company's subsidiaries and any other benefits payable to the NEDs of the Company by the Company's subsidiaries with effect from 1 July 2025 until 30 June 2026 (except for PTML which shall take retrospective effect from 1 January 2025 until 30 June 2026).

PTML has conducted Directors' fee benchmarking exercise in 2024. PTML Board has approved the changes of Directors' fees, subject to PTML shareholder's approval. The changes in Directors' fees, if approved, shall take retrospective effect from 1 January 2025.

The proposed revision to the Directors' fees in PTML as compared to the existing fees previously approved by the shareholders are as follows:

Structure	PTML (SGD per annum)			
	As approved at the Fourteenth AGM		Approval sought at the Fifteenth AGM	
	Chairman	Member	Chairman	Member
Board of Directors	110,000	55,000	120,000	60,000
Audit and Risk Committee	38,000	16,000	40,000	17,000
Nomination and Remuneration Committee	28,000	12,000	31,000	13,000

There is no revision proposed for the Directors' fees of Fortis Healthcare Limited and ASYH Group.

- (iv) The NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolutions 6 and 7 regarding the Directors' fees payable and any other benefits provided by the Company and Company's subsidiaries to the NEDs of the Company.

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EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Resolution pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 9 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act (General Mandate). The General Mandate, if passed, will empower the Directors to issue shares in the Company up to an amount of not exceeding in total ten percent (10%) of the total number of issued shares of the Company for any possible fund raising activities, funding investment project(s), working capital or such purposes as the Directors consider would be in the interest of the Company. The approval is sought to avoid any delay and cost in convening separate general meetings for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company had, during its Fourteenth AGM held on 28 May 2024, obtained its shareholders' approval for the General Mandate. No share was issued pursuant to the General Mandate as at the date of this Notice.

2. Proposed renewal of authority for IHH to purchase its own shares of up to ten percent (10%) of the prevailing total number of issued shares of the Company

The proposed Ordinary Resolution 10, if passed, will enable the Company to purchase its own shares through Bursa Malaysia Securities Berhad of up to ten percent (10%) of the prevailing total number of issued shares of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Statement to shareholders dated 29 April 2025, which is issued together with the Company's Annual Report 2024.

Administrative Details

IHH Healthcare Berhad 201001018208 (901914-V) (IHH or the Company)
Fifteenth Annual General Meeting (15th AGM or Meeting)



IHH Healthcare

Date	: Wednesday, 28 May 2025
Time	: 10.00 a.m.
Main Venue	: Ballroom B & C, Level 6, Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Online Platform	: https://meeting.boardroomlimited.my

A. Hybrid Mode for the 15th AGM

1. The **15th AGM** of IHH will be conducted via hybrid mode in accordance with Paragraph 8.27A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Principle C of the Malaysian Code on Corporate Governance whereby listed issuers are encouraged to leverage technology in conducting general meetings to facilitate voting and remote shareholders' participation.
2. Shareholders shall have the option to attend the hybrid 15th AGM either
 - (i) physically in person at the Main Venue (**Physical Attendance**); or
 - (ii) virtually using the Remote Participation and Electronic Voting (RPEV) facilities available on Boardroom Smart Investor Portal (BSIP) at <https://meeting.boardroomlimited.my> (**Virtual Attendance**).

The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 and Clause 78 of the Company's Constitution which provides that the main venue of the AGM shall be in Malaysia and the chairman must be present at the main venue of the AGM. The electronic means of conducting the 15th AGM on a virtual basis will facilitate and enable all shareholders to participate in the proceedings by audio and/or video capabilities without the need to be physically present at the Meeting venue.

3. You are reminded to kindly check our website at <https://www.ihhhealthcare.com/investors/shareholders/agm-and-egm> for the latest updates, if any, regarding the administration of the 15th AGM.

B. General Meeting Record of Depositors

1. Only shareholders whose names appear in the General Meeting Record of Depositors on **21 May 2025** shall be entitled to attend, speak and vote at the Meeting of the Company or appoint a proxy(ies) on his/her behalf.

C. Procedures of the AGM

1. **For shareholders whose names appear in the Record of Depositors of Bursa Malaysia Securities Berhad**, kindly follow the steps below on how to register and participate in the 15th AGM.
2. **For shareholders whose shares are traded on Singapore Exchange Securities Trading Limited**, please refer to the instructions on the Voting Instruction Form. The Login User Guide for participation, posing questions and voting at the 15th AGM will be emailed to you together with your remote access user ID and password, where applicable, once your registration has been approved. Kindly follow the steps below on how to participate in the 15th AGM.

D. Pre-Registration for the 15th AGM

All member(s), proxy(ies), corporate representative(s) or attorney(s) attending the AGM physically or virtually, must pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com> for verification of their eligibility to attend the 15th AGM and to confirm their mode of attendance i.e. either Physical Attendance or Virtual Attendance.

The pre-registration is open from the date of the Notice of the AGM on Tuesday, 29 April 2025 and the closing date and time shall be at 10.00 a.m. on Monday, 26 May 2025.

Please complete the pre-registration process by following these steps:

Step 1 – Register Online with Boardroom Smart Investor Portal (BSIP) (for first time registration only)

[Note: If you have already signed up with BSIP once before, you are not required to register again. You may proceed to Step 2]

- a. Access BSIP website at <https://investor.boardroomlimited.com>.
- b. Click **<<Register>>** to sign up as a user.
- c. Please select the correct account type i.e. sign up as "Shareholder" or "Corporate Holder".
- d. Complete registration and upload softcopy of MyKad / Identification Card (front and back) or Passport in JPEG, PNG or PDF format.
- e. For Corporate Holder, kindly upload the authorization letter as well. Click **<<Sign Up>>**.

- f. You will receive an email from Boardroom for email address verification. Click **<<Verify Email Address>>** from the email received to continue with the registration.
- g. Once your email address is verified, you will be re-directed to BSIP for verification of mobile number. Click **<<Request OTP Code>>** and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click **<<Enter>>** to complete the process.
- h. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 – Registration of Attendance

[Note: The registration will be opened on 29 April 2025 (Date of Notice of 15th AGM)]

Physical Attendance

- a. Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- b. Select “**IHH HEALTHCARE BERHAD 15TH ANNUAL GENERAL MEETING**” from the list of Meeting Event(s) and click **<<Enter>>**.
- c. Go to **<<Physical>>**, Click on **<<Pre-Register>>**.
- d. Read and accept the General Terms and Conditions and click **<<Next>>**.
- e. Enter your Central Depository System (CDS) Account Number and thereafter submit your request.
- f. You will receive notification from Boardroom that your pre-registration has been received.

Virtual Attendance

- a. Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- b. Select “**IHH HEALTHCARE BERHAD 15TH ANNUAL GENERAL MEETING**” from the list of Meeting Event(s) and click **<<Enter>>**.
- c. Go to **<<Virtual>>**, Click on **<<Register for RPEV>>**.
- d. Read and accept the General Terms and Conditions and click **<<Next>>**.
- e. Enter your CDS Account Number and thereafter submit your request.
- f. You will receive notification from Boardroom that your request has been received and is being verified.

Thereafter:

- a. Upon system verification against the **General Meeting Record of Depositors as at 21 May 2025**, you will receive an email from Boardroom indicating either your registration for remote participation has been approved or rejected.
- b. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.

E. Attendance and Participation at the 15th AGM

Physical Attendance

- a. Registration will start at 8.00 a.m. at Ballroom A, Level 6, Hilton Kuala Lumpur.
- b. Please present your original National Registration Identification Card (MyKad) or valid passport (for non-Malaysians) (Identification) for verification purposes at the registration counters. Kindly note that driver's license, old National Registration Identification Card, expired Passport and photocopy of MyKad or Passport would not be accepted for verification. Registration on behalf is strictly NOT ALLOWED even with the original Identification of that other person.
- c. You will be given the following upon registration:
 - i. one (1) identification wristband; and
 - ii. one (1) breakfast voucher

(please note the redemption time stated under Section I).

Kindly note that only shareholders or proxies with a wristband are allowed to enter the Main Venue upon successful registration.

Virtual Attendance

[Please note that the quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users. You may not be able to gain access to the 15th AGM via the RPEV facilities if there is an existing firewall on the device that you are using]

- a. The Virtual Meeting Portal will be opened for login starting **two (2) hours** before the commencement of the 15th AGM at **8.00 a.m. on 28 May 2025**.
- b. Follow the steps provided in the email from Boardroom along with your remote access user ID and password to login to the Virtual Meeting Portal (Refer to Step 2 above).
- c. The steps will also guide you on how to view live webcast, ask questions and vote.
- d. The live webcast will end and the messaging window (for asking questions) will be disabled once the Chairman announces the closure of the 15th AGM.
- e. Thereafter, you can logout from the Virtual Meeting Portal.

Note: No recording or photography of the Meeting proceedings is allowed without the prior written permission of the Company.

Administrative Details

IHH Healthcare Berhad 201001018208 (901914-V) (Company)
Fifteenth Annual General Meeting (15th AGM or Meeting)

F. Appointment of Proxy

(i) For shareholders whose names appear in the Record of Depositors of Bursa Malaysia Securities Berhad only

1. A shareholder entitled to participate and vote at the Meeting is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are not able to participate in the 15th AGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.
2. You may download the Form of Proxy from our website at <https://www.ihhhealthcare.com/investors/shareholders/agm-and-egm>.
3. The Form of Proxy must be deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (in accordance with the steps stated below) not less than forty-eight (48) hours before the time appointed for holding of the Meeting or at any adjournment thereof:

Individual Members

- Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- Select **"IHH HEALTHCARE BERHAD 15TH ANNUAL GENERAL MEETING"** from the list of Meeting Event(s) and click **<<Enter>>**.
- Click on **<<Submit eProxy Form>>**.
- Read and accept the General Terms and Conditions and click **<<Next>>**.
- Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- Indicate your voting instructions – **FOR** or **AGAINST**. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY.
- Review and confirm your proxy appointment.
- Click **<<Apply>>**.
- Download or print the eProxy form as acknowledgement.

Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

(Via Email)

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of shareholder and CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) to submit the request.
- Please provide a softcopy of the Corporate Representative's / Proxy's MyKad / Identification Card (Front and Back) or Passport in JPEG, PNG or PDF format as well as his/her email address.

(Via BSIP)

- Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- Select **"IHH HEALTHCARE BERHAD 15TH ANNUAL GENERAL MEETING"** from the list of Meeting Event(s) and click **<<Enter>>**.
- Click on **<<Submit eProxy Form>>**.
- Select the company you would like to represent (if more than one).
- Proceed to download the file format for **<<Submission of Proxy Form>>** from BSIP.
- Prepare the file for the appointment of proxies by inserting the required data.
- Proceed to upload the duly completed proxy appointment file.
- Review and confirm your proxy appointment and click **<<Submit>>**.
- Download or print the eProxy form as acknowledgement.

4. If you wish to attend the Meeting yourself, please do not submit any Form of Proxy for the Meeting. **You will not be allowed to attend the Meeting together with a proxy appointed by you.**
5. If you have submitted your Form of Proxy prior to the Meeting and subsequently decide to attend the Meeting yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies). Your proxy(ies) on revocation would not be allowed to attend the Meeting. In such event, you should advise your proxy(ies) accordingly.

(ii) For shareholders whose shares are traded on Singapore Exchange Securities Trading Limited, please refer to the instructions on the Voting Instruction Form.

G. Submission of Questions at the 15th AGM

1. Shareholders may submit questions for the Board in advance to info@ihhhealthcare.com by **10.00 a.m. on 26 May 2025** (48 hours before the commencement of the 15th AGM).
2. The Board will use its best endeavour to respond to the questions submitted via the messaging window which are related to the resolutions to be tabled at the 15th AGM. In the event the Board is unable to respond to your questions during the 15th AGM, you may email your questions to info@ihhhealthcare.com after the Meeting.

H. Voting Procedure at the 15th AGM

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting (e-Voting). The Company has also appointed SKY Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. At the Meeting, you will be provided with a briefing on the e-Voting housekeeping rules.
3. For the purposes of the 15th AGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.
4. There are 2 methods for shareholders and proxies who wish to use their personal voting device to vote remotely. The methods are:
 - Scan the QR Code provided to you in the email from Boardroom along with your remote access user ID and password to login to the meeting platform; OR
 - Go to the meeting platform website at <https://meeting.boardroomlimited.my>.
5. You may proceed to cast your votes on each of the proposed resolutions at the commencement of the 15th AGM and until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
6. The Scrutineers will verify the poll result reports upon the closure of the poll by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote were successfully carried or not.

I. Vouchers or Gifts

No vouchers or gifts will be given to shareholders/proxies who attend the 15th AGM.

Food and Beverage

1. Packed breakfast will be distributed at Ballroom A, Level 6, Hilton Kuala Lumpur from 8.00 a.m. until 11.00 a.m. You are advised to redeem the packed breakfast STRICTLY within the redemption time as stipulated herein, failing which, the redemption counter will be closed at 11.00 a.m.
2. Breakfast voucher would need to be presented for the redemption of the packed breakfast.
3. Each individual present as shareholder OR proxy OR corporate representative; or representing more than one (1) shareholder is entitled to one (1) breakfast voucher only.

Parking

1. Parking at the Hilton Kuala Lumpur hotel carpark will be free of charge after validation.
2. Validation is:
 - provided one (1) time only for registered individual with identification wristband.
 - from 8.00 a.m. to 1.00 p.m. at the parking validation counter located at Ballroom A, Level 6, Hilton Kuala Lumpur.

J. Enquiry

If you have any enquiry prior to the Meeting or if you wish to request for technical assistance to participate in the virtual Meeting, please contact Boardroom during office hours (8.30 a.m. to 5.30 p.m.):

Help Desk

Boardroom Share Registrars Sdn Bhd

Tel : +603 - 7890 4700 (helpdesk)

Fax : +603 - 7890 4670

Email : bsr.helpdesk@boardroomlimited.com