

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5225
COMPANY NAME : IHH Healthcare Berhad
FINANCIAL YEAR : December 31, 2024

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 delivering sustainable value to its stakeholders.• To ensure effective discharge of the Board's functions and responsibilities, the Board has established a Board Charter and Board Committees with clear Terms of Reference (TOR).• The Board is guided by its Board Charter which outlines its roles and responsibilities including:<ul style="list-style-type: none">➤ Governing and setting the strategic direction of IHH group of companies (the Group);➤ Overseeing and evaluating the conduct of the Group's business;➤ Identifying and managing risks through appropriate risk management systems;➤ Establishing an Investor Relations (IR) Programme;➤ Setting the Company's values and standards;➤ Ensuring obligations to the Company's shareholders and other stakeholders are understood and met;➤ Promoting a good corporate governance culture within the Group; and➤ Reviewing the adequacy and integrity of the Group's internal control and management information systems.

	<ul style="list-style-type: none"> • Pursuant to the Board Charter, the Board, among others, performed the following roles and responsibilities during the financial year 2024, which are discharged in the best interests of the Company: <ul style="list-style-type: none"> (a) Strategic Direction: Governing and setting the strategic direction of the Group. The Board ensures that the Company's strategic plan supports long-term value creation, incorporates strategies addressing economic, environmental and social considerations, thereby underpinning sustainability; (b) Management Oversight: Reviewing, challenging and deciding on Management's proposals for the Group and monitoring their implementation by Management to ensure alignment with the Group's strategic objectives; (c) Business Conduct: Overseeing the conduct of the Group's businesses, including supervising and assessing Management's performance to ensure that the Group's businesses are being managed effectively and in accordance with established standards; (d) Risk Management: 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) Succession Planning: Reviewing and approving the proposals relating to appointment, training programme, compensation and replacement of key management including ensuring that Management possesses the necessary skills and experience to effectively lead the Group, and there are measures in place to provide for the orderly succession of both the Board and Management, thereby maintaining continuity and stability within the Group; (f) Investor Relations (IR): Reviewing the IR programme to ensure that there is effective communication with all stakeholders; (g) Internal Controls: Reviewing the adequacy and integrity of the Group's internal control systems and management information systems to safeguard and enhance enterprise value; (h) Financial and non-financial Oversight: Reviewing and approving financial statements and the Company's annual reports as well as ensuring the integrity of the Company's financial and non-financial reporting; (i) Resource Allocation: Ensuring that the Company has the necessary resources to achieve its objectives and regularly reviewing Management's performance to confirm that goals are being met effectively; (j) Corporate Values: Setting the Company's core values and standards, and ensuring that its obligations to the Company's shareholders and other stakeholders are understood and met;
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	<p>(k) Corporate Governance: Collaborating with Management to foster a culture of good corporate governance within the Company, reinforcing ethical, prudent and professional behaviour;</p> <p>(l) Policy Implementation: Collaborating with Management to implement policies and procedures, including managing conflict of interest (COI), preventing abuse of power, corruption, insider trading, money laundering and group responsible sourcing;</p> <p>(m) Remuneration: Setting the remuneration of Directors and Management in line with the Malaysian Code on Corporate Governance (MCCG), considering the demands, complexities and performance of the Company as well as the required skills and experience; and</p> <p>(n) Board Evaluation: 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.</p> <ul style="list-style-type: none"> • The Board engages in robust discussions on matters in relation to the development, progress, implementation and achievement of the Group's business plans and strategies. • The Chairpersons of all Board Committees report 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, with findings/recommendations reported to the Board for consideration and decisions. • The Board members have diverse managerial and executive experience as directors on the boards of other publicly listed and/or multinational companies. The Directors understand financial statements, enabling them to form informed views. • During the year, Management briefings and facility visits were arranged for Directors in order to familiarise them with the Management team on the ground as well as deepen their understanding of the Group's key operations. • The Board held its Board Offsite Meeting (Offsite Meeting) in November 2024 to review the healthcare megatrends and set the Group's strategic directions, aspirations and priorities. The Offsite Meeting was attended by the Directors, Senior Management, the relevant Heads of Department of the Group and the external experts engaged.
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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 outlined in the Board Charter.• The Chairman provides leadership to the Board, champions good governance, and sets the tone for the Board's governance practices. The Chairman ensures the Board remained focused on its goals both during and outside of Board meetings and stays informed about 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) served as the Independent Non-Executive Chairman of IHH until his retirement at the conclusion of the Fourteenth Annual General Meeting (AGM) of the Company held on 28 May 2024. 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.• On 26 June 2024, Tan Sri Dr Nik Norzrul Thani bin N Hassan Thani (Tan Sri Dr Nik Norzrul Thani) was appointed as the Independent Non-Executive Chairman of IHH. Tan Sri Dr Nik Norzrul Thani brings extensive experience in the corporate sector, with expertise in international, corporate and commercial laws, as well as banking and finance. Tan Sri Dr Nik Norzrul Thani has the skills, knowledge and experience necessary for the role of Board Chairman. He also serves as the Chairman of several other public listed entities in Malaysia.
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 1.3

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 transitioned from Tan Sri Mohammed Azlan to Tan Sri Dr Nik Norzrul Thani, while the role of the Group Chief Executive Officer (GCEO) of IHH is held by Dr Prem Kumar Nair.• The Chairman is responsible for the overall effective functioning of the Board, including the collective oversight of management. In contrast, the GCEO assumes executive responsibility and spearheads the day-to-day management of the Company, in line with the Group's strategies and objectives approved by the Board. Given the distinct nature of their responsibilities, the roles of the Chairman and GCEO 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 specifically outlines the roles and responsibilities of the Chairman and GCEO 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 does not hold the position of chairman or member in the Audit Committee (AC), Risk Management Committee (RMC) or Nomination and Remuneration Committee (NRC). The Chairman of IHH also does not attend or participate in any meetings of the AC, RMC or NRC, whether by invitation or in any other capacity.• The positions of Chairman of the AC, RMC and NRC are held by different Directors, none of whom are 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">• As of the end of financial year under review, the Company Secretary is Seow Ching Voon (Ching Voon).• Ching Voon is a certified Chartered Secretary and Chartered Governance Professional of The Chartered Governance Institute with over 25 years' experience in the corporate secretarial, governance and compliance fields. She is licensed by the Companies Commission of Malaysia (CCM) to practice as the Company Secretary.• The Company Secretary plays a crucial 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.• Directors have ready and unrestricted access to the advice and services of the Company Secretary. The Board is regularly updated 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 legislations, regulations and guidelines on the Directors specifically and the Group generally. The Company Secretary also facilitates the orientation of new Directors and assists in Director's training and development.

	<ul style="list-style-type: none"> • The Company Secretary ensures that decisions of the Board and Board Committees are properly documented and communicated to Management for timely action. The Company Secretary is also responsible for, among others, the operation of the secretariat function, including lodgements with relevant statutory and regulatory bodies, administration of Board and Board Committee meetings (including preparation of the minutes, matters arising and Board Committee Chairmen's reports), managing processes related 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 Secretary are matters reserved for the Board's approval. The Board ensures that only qualified and suitable individual is appointed as the Company Secretary 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-making. The agenda, along with comprehensive management reports and proposal papers, is 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, allowing Directors and Management to plan ahead and prepare for the meetings accordingly. Whilst the minimum number of Board meetings is not prescribed, the Board meets regularly, with at least five meetings annually, or more frequently as needed.• Board and Board Committee meetings are typically scheduled on different days to ensure objective and independent deliberations. Reports of the Board Committee meetings are properly conveyed to the Board prior to the Board meeting, enabling 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. All deliberations and decisions made at Board or Board Committee meetings, including dissenting views and any abstentions, are duly recorded in the minutes of such proceedings.• Draft minutes of the meetings are typically circulated to the Directors within a reasonable timeframe after each meeting for review.

	<ul style="list-style-type: none"> The Board avoids approving complex matters which require rigorous deliberations via circular resolutions whenever possible. If urgent approval is required via circular resolutions, Management reaches out to the Directors to discuss the proposal. A summary of circular resolutions passed since the last Board meeting is circulated for notation of the Board at the next Board meeting and recorded in the minutes. 	
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 established a Board Charter that delineates the duties, responsibilities and functions of the Board, aligning 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 accessible on the Company's website.• As outlined in the Board Charter, the Board reserves full decision-making powers in critical areas such as setting the Company's strategic direction, material acquisitions and disposals of assets, investments in capital projects, material borrowings, related party transactions, treasury policies, risk management policies and key human resource issues.• The Board delegates specific matters to the Board Committees as well as the Senior Management of the Company subject to the TORs and/or approval authority limits set by the Board in the Limits of Authority. Despite such delegation, 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 agile in adapting 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 consistently apply the principles and practices of good corporate governance in all matters. The Board Charter outlines the 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: <p>(a) Governing and setting the strategic direction of the Group</p> <p>Management presents comprehensive proposals detailing the Group's key strategies and business plans and the Board deliberates and determines the Group's strategic and business direction accordingly.</p> <p>The Board offsite meeting is held annually for the Board to have a focused discussion on among others, the healthcare megatrends, key strategies and proposed business plans for the Group.</p> <p>(b) Overseeing and evaluating the conduct of the Group's businesses</p> <p>The Board and the relevant sub-Committees regularly review and evaluate the conduct of the Group's businesses at their respective meetings. The GCEO, Group Chief Financial Officer, Group Chief Corporate Officer and/or representatives from each operating division are 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 strategic guidance on the Group's action plans and facilitates knowledge and experience sharing among 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 monitors the achievements of the Group's Balanced Scorecard (BSC), which it has approved.</p>
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	<p>(c) Identifying the principal risks and ensuring the implementation of appropriate systems to manage these risks</p> <p>The Board recognises the critical importance of robust risk management discipline across the Group to achieve its business objectives. The Board also committed to a holistic approach to business management, taking into consideration the enterprise-wide risks including sustainability risks and opportunities, alongside financial implications. This comprehensive approach is designed to ensure long-term benefits and business continuity.</p> <p>Each operating division has established a dedicated Risk Management department or appointed a risk lead responsible for overseeing the risk function. These risk leads regularly monitor potential risks that may arise in their respective operating divisions. They report their risk profiles and mitigation strategies to the IHH RMC through Group Risk Management (GRM) or directly to Senior Management.</p> <p>At the Group level, the GRM department consolidates risk reports from the respective operating divisions and maps the risks identified into the IHH Group Risk Profile. The GRM department also embeds the precepts of sustainability within the Group by identifying, evaluating and managing material sustainability risks and opportunities and mapping them into the Group's broader risk management framework. The consolidated Group-level risk report is presented to the IHH RMC for deliberation on a quarterly basis. The GRM department presented the risk report to the Board on a half-yearly basis.</p> <p>The Group has established the International Clinical Governance Advisory Council (ICGAC), comprising independent healthcare thought leaders, former academics, practicing professionals from various 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 collaborates with Management to drive exemplary and consistent clinical quality and provides guidance on continuous quality improvement projects and initiatives across the Group.</p>
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	<p>(d) Establishing Talent Management and succession plans</p> <p>The Group, in collaboration with the Human Capital Management function and senior leaders, is pursuing initiatives in talent management and succession planning for key management and other critical roles within the Group. The objective is to cultivate a high-calibre global internal talent pool capable of driving the Group's growth plans. To achieve this, individual development plans have been established, and various structured talent management practices are implemented aimed at nurturing this diverse talent pool.</p> <p>The Board, through the NRC, monitors the performance of both the Board and Key Senior Management as well as reviews and evaluates the suitability and expertise of potential candidates to fill vacant key positions, ensuring that the Group is led by highly qualified and capable individuals.</p> <p>(e) Establishing and implementing a good IR programme and shareholders' communication policy</p> <p>The Board recognises the importance of a robust IR programme and a comprehensive shareholders' communication policy in effectively managing investors' and shareholders' interests and perception of the Company.</p> <p>The Company's IR activities are led by the Senior Management team and are executed in alignment with the annual IR calendar. The Board is regularly apprised of the IR strategy and activities, including the number of investor conferences, non-deal roadshows attended and the number of analysts' meetings, on a quarterly basis. Key takeaways gathered from the IR activities, which are 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 foster the Company's role as a responsible corporate citizen within the community it operates.</p> <p>(f) Reviewing the adequacy and integrity of the Group's internal control and management information systems</p> <p>The Board acknowledges the importance of maintaining sound and effective internal control and management information systems in order to manage and mitigate risks that could impede the Group's ability to achieve its goals and objectives. The internal control and management information systems are seamlessly integrated into the Group's operating activities.</p>
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	<p>Assisted by the Group Internal Audit, which functions independently of the operations, the Board and the AC are able to effectively fulfil their oversight responsibilities.</p> <ul style="list-style-type: none"> The Board Charter is available on the Company's website at https://www.ihhhealthcare.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 had established the following:<ul style="list-style-type: none">(a) The Code of Conduct (the Code) which is applicable across the Group. The Code outlines the ethical standards and conduct expected from all employees in their professional roles within the Group. Non-compliance with the Code may result in the commencement of disciplinary actions and/or legal proceedings, potentially leading to termination of employment. <p>The Code was last reviewed and approved by the Board in August 2024 for adoption on 1 September 2024. The areas covered under the Code include the following:</p> <ul style="list-style-type: none">(1) Compliance with law and regulations;(2) Professional integrity;(3) Accurate and complete accounting;(4) Bribery and corruption;(5) Conflict of interest;(6) Diverting;(7) Confidentiality and protection of company assets;(8) Political and charitable contributions;(9) Occupational health and safety and sustainability;(10) Human rights, labour standards and diversity and inclusion;(11) Insider dealing;(12) Anti-money laundering, anti-terrorism financing and proceeds of unlawful activities; and(13) Whistleblower protection and reporting mechanisms.

	<p>(b) Human Rights, Labour Standards and Diversity & Inclusion Policy effective from 1 September 2024 which aims to create a respectful, fair, and inclusive workplace by prohibiting discrimination, harassment, and bullying, promoting diversity and inclusion, ensuring fair treatment and compensation, and maintaining a safe work environment. It also emphasizes the prohibition of forced and child labour, supports employees' rights to freedom of association, and commits to continuous improvement and training.</p> <p>(c) The 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. To further strengthen these commitments, the Board adopted the Group Responsible Sourcing Policy on 1 September 2024 which sets forth the standards and principles expected from suppliers, ensuring purchasing decisions have a positive impact on patients, employees, the environment, and the communities served by the Group. It emphasizes transparency, ethics, quality, human and labor rights, and environmental sustainability.</p> <p>(d) The Board of Directors COI Policy which provides a framework for all Directors of IHH and its subsidiaries in relation to disclosure of actual or potential COI and the protocol in managing the conflicts.</p> <p>(e) The Whistleblowing Policy was last reviewed and approved by the Board in August 2023 for adoption on 1 September 2023. 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.</p> <p>(f) 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 was last revised in June 2023.</p> <p>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).</p>
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	<p>(g) The Gifts, Hospitality, Donations & Sponsorship Policy (GHDS Policy) which serves to regulate the acceptable practices for the giving and receiving gifts, hospitality, donations and sponsorships across IHH’s operations.</p> <ul style="list-style-type: none">• The Code, Human Rights, Labour Standards and Diversity & Inclusion Policy, Third-Party Code of Conduct, Group Responsible Sourcing Policy, ABC Policy and GHDS Policy are available on the Company’s website at https://www.ihhhealthcare.com/investors/corporate-governance.	
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

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 August 2023 for adoption on 1 September 2023. The Policy seeks to provide 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 through IHH Speak Up web channels (website: ihhspeakup.ethicspoint.com or mobile: ihhspeakupmobile.ethicspoint.com) / or telephone hotline. All reports are investigated and progress tracked regularly to ensure completion. It is also possible for the whistleblower to raise any concerns directly to the AC Chairman or Board Chairman, 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. 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 these matters, 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 is kept confidential unless prior written consent of the whistleblower has been obtained for such disclosure or if required by law or any regulatory authorities.

	<ul style="list-style-type: none"> • The AC is the designated Board Committee responsible for the effective implementation of the Policy. The AC has regular oversight of the whistleblower complaints and investigation carried out. • The Policy is available on the Company's website at https://www.ihhhealthcare.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">• Board Oversight: The Board is ultimately responsible for ensuring progress against our sustainability journey. The RMC assists the Board in driving the Group's sustainability and climate-related agenda and provides oversight of material sustainability matters across the Group's business strategies, operations and decision-making process. The Board and RMC receive sustainability updates from the Sustainability Committee on a quarterly basis.• Management Oversight: Led by GCEO and Group Head of Sustainability, the Sustainability Committee comprises Group C-suite, country CEOs, the Executive Leads assigned to each of our material matters and the country-level Sustainability Stewardship teams. The Sustainability Committee convenes quarterly to review regulatory obligations, sustainability trends, economic, social and governance (ESG) risks, sustainability key performance indicators (KPIs) and strategy execution, ensuring the sound implementation of sustainability initiatives across our operations.• The Group has in place a Sustainability Policy, which was last reviewed and approved by the Board in May 2022. The Sustainability Policy provides guiding principles on how the culture of sustainability should be promoted across the Group and complements the Group's approach to sustainability which is driven from the Group's purpose, vision and values and guided by the IHH Group Sustainability Framework. The Sustainability Policy is available on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance.• The Board reviews and approves the standalone Sustainability Report, which is published in conjunction with the Annual Report of the Company.

	<ul style="list-style-type: none"> 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. 	
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 a standalone Sustainability Report published in conjunction with the Annual Report and website of the Company. The Sustainability related matters are disclosed in a designated section of the Company's website at https://www.ihhhealthcare.com/sustainability.• During the financial year, the Company raised awareness of sustainability priorities through various high impact platforms including, but not limited to, the IHH Global Town Hall, the AGM, Healthcare Insider webcast series, and regular social media updates.• The Company has in place generic sustainability awareness training for all employees to undertake. We also conducted segmented training for our finance and procurement teams, focusing on topics such as an introduction on the financial impact of climate risks and opportunities, and sustainable procurement. Employees also have access to the sustainability intranet, which is a one-stop site for sustainability knowledge sharing and team collaboration.• The Group promotes sustainability through the Third-Party Code of Conduct and Group Responsible Sourcing Policy 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">• 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.• During the financial year, the Board stayed up to date on evolving ESG reporting landscape, including launch of the National Sustainability Reporting Framework (NSRF), which addresses the use of the IFRS® Sustainability Disclosure Standards issued by the International Sustainability Standards Board (ISSB). The Board also received quarterly sustainability updates including progress against our 2023-2025 sustainability goals and other sustainability metrics.• Additionally, the Company conducted an internal workshop during the financial year to identify a preliminary set of climate-related risks and opportunities deemed relevant to the business. A summary of the workshop findings was shared with the Sustainability Committee and cascaded upwards to the RMC.	
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

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 performance evaluation of the Board includes assessment of the role of the Board in management of sustainability matters and considering sustainability issues when overseeing the planning, performance and long-term strategy of the Group.• Senior Management oversees progress against the KPIs as set forth within the Group's Balanced Scorecard (BSC) to achieve sustainable business growth, and the Board reviewed their performance.• As a key strategic pillar that drives business strategy, sustainability is embedded within the Group's BSC, clearly linking it to our managerial and executive remuneration. The BSC includes a range of KPIs determining performance-linked compensation. These KPIs are aligned to our sustainability commitments across the four pillars of Patients, People, Public and Planet, with over 80% of non-financial targets linked to sustainability.
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 GCEO leads the charge on sustainability matters within the Group. The role is supported by a designated person who focus on sustainability matters, specifically the Group Head of Sustainability.• Led by GCEO and Group Head of Sustainability, the Sustainability Committee comprises Group C-suite, country CEOs, the Executive Leads assigned to each of our material matters and the country-level Sustainability Stewardship teams. The Sustainability Committee convenes quarterly to review regulatory obligations, sustainability trends, ESG risks, sustainability KPIs and strategy execution, ensuring the sound implementation of sustainability initiatives across our operations.• The details of the IHH Sustainability Governance Structure are available in the Sustainability Report 2024.

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, conducts an annual evaluation of the performance of the Board and that of individual Directors including the Directors who are due for retirement and eligible for re-election, to determine whether the Board supports their re-election.• When considering the re-election of Directors or the appointment of new Directors, the Board evaluates several factors. These include the current Board composition, skills and diversity matrix, tenure of each Director, their time commitment, fit and proper criteria and COI to determine their eligibility for re-election/identify the most suitable candidate(s) to be appointed as new Director(s) pursuant to the Policy on Nomination and Assessment process of Board members, Directors' Fit and Proper Policy (FP Policy) and Board of Directors' Conflict of Interest Policy (IHH COI Policy).• In reviewing the tenure of the retiring Directors on the Board, the NRC is guided by the Board effectiveness evaluation, the criteria as stipulated in the Company's Policy on Nomination and Assessment Process of Board Members, the FP Policy and the IHH COI Policy as well as diversity, skillset, the length of the Director's tenure and the commitment of the Directors. Based on these comprehensive policies and evaluations, the NRC made recommendations, and the Board approves the matters relating to the Board's composition.• The Board had established a policy governing the appointment of nominees to the Boards of various types of entities within the Group. This policy outlines the principles for appointing IHH Directors and Management to these boards. Under this policy, the NRC and the Board maintain oversight of the board appointments across the Group's entities.

	<ul style="list-style-type: none"> The NRC ensures that the Board's composition is periodically refreshed to introduce new skills and perspectives. The tenure of Independent Non-Executive Directors (INEDs) is capped at twelve years to promote board dynamism and independence. For further details, please refer to Practice 5.3 below. As of the date of this Report, none of the Company's INEDs has served as INED for a cumulative period exceeding nine 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 5.2

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 higher, must be INEDs. While IHH aspires to have a Board with a majority of INEDs, the Board believes that the appointment of new INEDs on the Board should be based on their skillsets rather than solely on their independent status.• As of the end of the financial year, the Board comprised five INEDs, five Non-INEDs (NINEDs) and one Alternate Director. The INEDs constituted 50% of the Board composition (excluding Alternate Director).
		<ul style="list-style-type: none">• The Board believes that the current board composition provides the appropriate balance in terms of skills, knowledge, experience and independent elements, which is essential for promoting the interests of all shareholders and ensuring effective governance of the Group.• There were robust checks and balances provided by the INEDs who constitute 50% of the Board along with the representatives of different shareholders. Additionally, there is no single largest shareholder exerting control over the Company through Board representation. The NINEDs represent the four largest shareholders of the Company, namely Mitsui & Co., Ltd, Khazanah Nasional Berhad, Employees Provident Fund Board and Mr Mehmet Ali Aydinlar.
<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 believes that the appointment of new INEDs on the Board should prioritise the necessary skillsets and expertise, rather than being solely restricted by 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) outlines that an INED who reaches a cumulative tenure of nine years shall be subject to an annual assessment by the Board. If the Board intends to retain the INED beyond this nine-year tenure, it must provide justifications and seek annual shareholders' approval at the AGM. The Company will implement the two-tier voting process when seeking such shareholders' approval in line with the MCCG.• The Policy also stipulates that an INED must not remain as an independent director for a period of more than twelve years.• As of the date of this Report, none of the Company's INEDs have served as an INED for a cumulative period exceeding nine 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.

<i>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.</i>	
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 outlines its approach to diversity on the Board, encompassing gender, age, cultural background and ethnic diversity. While the Board is committed to further enhancing its composition in terms of skillset, experience, gender, age and cultural background, the Board does not set specific targets for boardroom diversity. Instead, 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 details the process to be undertaken by IHH's NRC and Board in discharging their responsibilities regarding 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 had adopted the Directors' Fit and Proper Policy, which outlines the fit and proper criteria for the appointment of new directors and re-appointment of the existing Directors on the Boards of the Company and its subsidiaries. This Policy serves as a guide for the NRC and the Board in their assessments of the existing Directors seeking re-election or re-appointment, as well as evaluating potential candidates for directorship. The Directors' Fit and Proper Policy is accessible on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance.• The Board has also put in place a Board of Directors Conflict of Interest Policy which provides a framework for all Directors of IHH and its subsidiaries in relation to disclosure of actual or potential COI and the protocol in managing the conflicts.

	<ul style="list-style-type: none"> • The Company carefully considers a comprehensive set of criteria when selecting and appointing Directors and Senior Management. These criteria ensure a diverse and highly qualified leadership team capable of steering the Company towards its strategic goals. The key criteria include: <ol style="list-style-type: none"> (1) Diverse Business Experience and Expertise: Candidates should possess substantial experience and expertise across various industries (e.g. professionals with management experience in a medical services organisation, financial, legal etc.). This diversity enriches the leadership team with a broad range of perspectives and skills. (2) Age and Gender Diversity: The Company values diversity in age and gender, recognising that a varied leadership team can offer unique insights and foster innovative thinking. (3) Prior Board Experience and Current Directorships: Prior experience on boards and current directorships are essential to ensure that candidates are well-versed in governance practices and can contribute effectively to the Board. (4) Experience in Comparable Organisations: Candidates should have experience working in organisations of similar scale or complexity, ensuring they are equipped to handle the challenges and opportunities the Company faces. (5) Global Networks and Market Experience: Access to extensive global networks and experience in various geographical markets are crucial for driving the Company's international growth and competitiveness. (6) COI Considerations: The Company assesses any actual or potential COI to maintain the integrity and independence of its leadership team. (7) Fit and Proper Criteria for Directors: Specifically for Directors, the Company adheres to the fit and proper criteria outlined in the Directors' Fit and Proper Policy, ensuring that all Directors meet the highest standards of integrity and competence. • The Group has implemented a 5-dimensional Workforce Diversity framework encompassing gender, differently abled, skillset, generational and cultural diversity. The Group aims to achieve a gender diversity target of 50:50 in leadership roles by the end of the financial year 2025 as part of the Group's sustainability agenda. By end of year 2024, we have 49% women in leadership roles, progressing well towards achieving gender-balanced leadership by 2025. The Group will continuously work towards having the appropriate diversity based on but not limited to the following strategies: <ol style="list-style-type: none"> (1) source from diverse talent pools for all positions, including senior management; (2) structure succession plans to ensure alignment with the Workforce Diversity framework;
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	<p>(3) enhance recruitment and hiring processes and practices and workplace standards to promote an inclusive workplace culture and environment;</p> <p>(4) conduct programs to develop a broader pool of skilled and experienced senior management, including workplace development programs, mentoring programs and targeted training and development; and</p> <p>(5) any other strategies the Board develops from time to time.</p> <ul style="list-style-type: none"> Where necessary, an independent consultant will be engaged to ensure comprehensive due diligence is conducted in the search for qualified candidates for new Board members or Senior Management personnel. The Board and Management are composed of individuals from diverse nationalities, ethnicity and age group, reflecting our commitment to fostering an inclusive and dynamic leadership team. For more details on the diversity composition of the Board, please refer to the Annual Report 2024. As of the financial year end, the diversity composition of Senior Management was as follows: <table border="1"> <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>1</td> <td>7</td> <td>0</td> <td>4</td> <td>4</td> </tr> </tbody> </table>	Age Group			Gender		40-49	50-59	60-69	Male	Female	1	7	0	4	4
Age Group			Gender													
40-49	50-59	60-69	Male	Female												
1	7	0	4	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 :																

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, Directors' Fit and Proper Policy and Board of Directors' Conflict of Interest Policy which outlines 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, candidates are identified through a comprehensive process that includes recommendations from the existing Board members and shareholders, as well as from independent sources. This ensures a diverse and well-rounded pool of potential candidates.• In 2024, the Board engaged an independent executive search consultant to assist in identifying potential candidates for the role of INED, including the position of Board Chairman. The recommendations of the independent executive search consultant were thoroughly assessed and evaluated by the NRC, where relevant, before recommending to the Board for approval. Consequently, the new Independent Non-Executive Chairman and an INED were appointed to the Board in 2024.
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 5.7

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">• Shareholders are kept informed of changes to the Board composition through the Company's announcements made to the stock exchanges. The Directors' profiles are also made available on the Company's website at https://www.ihhhealthcare.com.• The following information is disclosed in the Annual Report 2024 of the Company:<ul style="list-style-type: none">(1) Biography including academic/professional qualifications and present directorships outside 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 AGM include a statement by the Board on whether an appropriate assessment has been conducted for each Director seeking re-election at the AGM. The Board's view on whether they support the re-election of each retiring Director is also provided. Shareholders are referred to the Annual Report 2024 for details of the Directors standing for re-election.
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 5.8

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 NRC was chaired by Dato’ Sri Muthanna bin Abdullah, an INED. The majority of the NRC members are also comprised of INEDs, ensuring a high level of independence and objectivity in the NRC’s deliberations and decisions.	
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

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 of the end of the financial year, the Board comprises two women Directors, accounting for 20% of the total Board composition (excluding Alternate Director).Gender diversity is an important aspect of overall diversity. Notwithstanding that there are less than 30% women directors, the Board comprises Directors who bring a wealth of diverse backgrounds, international expertise, experience and cultural perspectives. These various dimensions of diversity collectively enrich the Board's decision-making process, ensuring a broad range of perspectives and insights are considered.
<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 is committed to achieving at least 30% women representation on the Board, contingent 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 that need to be addressed.
Timeframe	:	Others
		Subject to availability of the right candidates.

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 2024 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 5-dimensional Workforce Diversity framework encompassing gender, differently abled, skillset, generational and cultural diversity. This is applicable to employees of the Group across all the regions within which IHH operates. The Group aims to achieve a gender diversity target of 50:50 in leadership roles by the end of the financial year 2025 as part of the Group's sustainability agenda. By end of year 2024, we have 49% women in leadership roles, progressing well towards achieving gender-balanced leadership by 2025. The Human Rights, Labour Standards and Diversity & Inclusion Policy is available on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance and our workforce initiatives at https://www.ihhhealthcare.com/sustainability/people/diversity-and-inclusion.
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

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	: Departure
Explanation on application of the practice	:
Explanation for departure	: <ul style="list-style-type: none">• The Board conducts an annual evaluation to assess the effectiveness of the Board, Board Committees and each individual Director.• The Board engaged an independent expert as an external facilitator to facilitate the Board annual evaluation in respect of the financial year ended 31 December 2020 and the results were disclosed in the Annual Report 2020 published in 2021. The next cycle for annual evaluations to be facilitated by an external facilitator was due in financial year (FY) 2023. However, due to changes in the Board composition and Senior Management team in FY2023 and FY2024, the Board decided that it was unnecessary to engage an external facilitator. Instead, the annual Board and Director Effectiveness evaluation (BDEE) was conducted internally, facilitated by the NRC and the Company Secretary.• In FY2024, there were leadership changes, including the appointment of a new Board Chairman following the retirement of the former Board Chairman upon the conclusion of the Fourteenth AGM on 28 May 2024. During this transition period, the NRC and Board believe it would be more beneficial to conduct BDEE internally to maintain stability and continuity. This approach allowed the new Chairman to gain a firsthand understanding of the Board dynamics and foster a sense of unity and collaboration among the new team before involving external parties in the evaluation process.

	<ul style="list-style-type: none"> • In respect of FY2024, the Board conducted the annual BDEE internally and facilitated by the NRC, the AC and the Company Secretary. • The BDEE was carried out through questionnaires, followed by in depth discussions during the NRC and Board meetings, focusing on the evaluation outcomes and formulated improvement plans. Board members also provided feedback on areas for future improvement. • The performance of the Board as a whole was evaluated across several key areas: <ul 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 • The Board Committees were assessed based on the composition and experience of their members, fulfilment of objectives in line with their respective TOR, the effectiveness and efficiency of their decision-making processes, the quality of information communicated to the Board as well as the effectiveness of the Board Committees' Chairpersons. • Each AC member was evaluated in the areas covering execution of responsibilities, financial literacy and the understanding of the business/industry, knowledge of significant accounting policies, accounting estimates and financial reporting practices, as well as their awareness of significant financial and non-financial risks, internal control systems and risk management practices. • Based on the BDEE exercise carried out for FY2024, the Board concurred with the NRC that the Board and Board Committees have consistently performed well, discharged their duties and responsibilities satisfactorily; and that the Directors possess the required character, experience, integrity, competence and time to effectively discharge their roles. The Independent Directors have continuously brought independent and objective judgement to the Board deliberations.
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	<ul style="list-style-type: none"> • Overall, the results of the BDEE for the financial year under review demonstrated that the Board is functioning effectively given its organisational model and board structure. The Directors have shown a high level of commitment to their fiduciary duties, have consistently fulfilled their responsibilities as members of the Board and relevant Board Committees. The Board will take the necessary actions to address areas that could be further strengthened. • The Board has evaluated each Director standing for re-election at the Fifteenth AGM, following a thorough fit and proper assessment, the Board is satisfied that the Directors standing for re-election are competent, contributed effectively to the Board's deliberations, are diligent and committed, and have successfully discharged their role as Directors. • Additionally, the Directors have completed the Directors' Development Assessment to evaluate their technical competencies. The findings from this assessment would be used to determine the training and development needs of the Directors and will be used to update the Board's skills matrix, identifying any gaps in the Board composition that need to be addressed, where necessary.
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	<ul style="list-style-type: none"> • Barring any unforeseen circumstances, the Board will engage the external facilitator to facilitate the annual evaluations for FY2025.
Timeframe :	<div>Within 1 year</div> <div></div>

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 aims to attract and retain Senior Management talent, align their interests with those of shareholders and drive the Company's long-term objectives.• The remuneration for the Group Chief Executive Officer (GCEO) is structured to link rewards to both 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 Senior Management including the GCEO.• The Board uses market capitalisation (cap) as the primary financial metric to benchmark the non-executive directors' (NEDs) fees, recognising the strong positive relationship between the directors' fees and the Company's market cap. Market cap reflects 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 collectively influence the price investors are willing to pay for the company's stock.

	<ul style="list-style-type: none"> • The NEDs fees and any benefits are subject to Shareholders' approval at a general meeting. The proposed NEDs fees are benchmarked against the Company's peer groups, including Malaysia-based large cap companies, Singapore-based large cap companies and regional healthcare large cap companies. Remuneration levels are aligned with the Board responsibilities, effort and time commitment. Directors, including Executive Directors, if any, will not participate in discussions or decisions regarding their own remuneration. • 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">• The NRC plays a pivotal role in shaping the remuneration policies and framework for the Company. It is tasked with recommending and reviewing the remuneration policies, the remuneration framework and performance measures for individual Directors and Senior Management.• The NRC is composed exclusively of NEDs, with a majority being Independent Directors. This composition ensures that the NRC operates with a high degree of independence and objectivity.• The NRC holds at least four scheduled meetings annually to discuss and deliberate on matters within its purview in accordance with the NRC TOR. In addition to these scheduled meetings, the NRC may convene more frequently if necessary to address urgent matters.• The NRC's TOR is available on the Company's website at https://www.ihhhealthcare.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 table are in Malaysian Ringgit.• The Directors' remuneration should be read with the accompanying notes, where applicable:<ul style="list-style-type: none">¹ Fees for representatives of MBK Healthcare Management Pte Ltd on the Board are paid directly to Mitsui & Co., Ltd.² Pulau Memutik Ventures Sdn Bhd has waived the fees payable for its representative on the Board of the Company.³ Fees for representative of Employees Provident Fund Board (EPF) on the Board are paid equally to EPF and their Nominee Director.⁴ Consist of company car and travelling allowance, where applicable.

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 Dr Nik Norzrul Thani bin N Hassan Thani (Appointed on 26 June 2024)	Independent Director	341	-	-	-	20 ⁴	-	361	341	-	-	-	20 ⁴	-	361
2	Jill Margaret Watts	Independent Director	689	-	-	-	-	-	689	689	-	-	-	-	-	689
3	Dato' Sri Muthanna bin Abdullah	Independent Director	689	-	-	-	-	-	689	877	-	-	-	-	-	877
4	Satoshi Tanaka	Independent Director	514	-	-	-	-	-	514	514	-	-	-	-	-	514
5	Chua Bin Hwee (Appointed on 14 August 2024)	Independent Director	263	-	-	-	-	-	263	263	-	-	-	-	-	263
6	Yoichiro Endo ¹ (Appointed on 1 April 2024)	Non-Executive Non-Independent Director	277	-	-	-	-	-	277	353	-	-	-	-	-	353
7	Tomo Nagahiro ¹	Non-Executive Non-Independent Director	404	-	-	-	-	-	404	659	-	-	-	-	-	659
8	Lim Tsin-Lin ²	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9	Mehmet Ali Aydinlar	Non-Executive Non-Independent Director	404	-	-	-	-	-	404	2,775	-	-	-	-	-	2,775
10	Mohd Shahazwan bin Mohd Harris ³	Non-Executive Non-	380	-	-	-	-	-	380	380	-	-	-	-	-	380

		Independent Director														
11	Mok Jia Mei (Alternate Director to Lim Tsin-Lin)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12	Tan Sri Mohammed Azlan bin Hashim (Retired on 28 May 2024)	Independent Director	411	-	-	-	9 ⁴	-	420	411	-	-	-	9 ⁴	-	420
13	Ong Ai Lin (Retired on 28 May 2024)	Independent Director	280	-	-	-	-	-	280	280	-	-	-	-	-	280
14	Takeshi Akutsu ¹ (Resigned on 31 March 2024)	Non-Executive Non-Independent Director	103	-	-	-	-	-	103	210	-	-	-	-	-	210
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	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

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">• Please refer to the Corporate Governance Overview Statement of the Company’s Annual Report 2024 for the remuneration details of the GCEO.• As for other Senior Management members, the Board has determined that disclosing the detailed remuneration of other senior management members is not to the Company’s advantage or best business interest. Given the competitive nature of our industry and the sensitivities involved, maintaining the confidentiality of such information is crucial for effectively managing our talent bench and ensuring the Group’s strategic advantage.	
		<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.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
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 Ms Ong Ai Lin (Ms Ong), former INED of the Company, until her retirement on 28 May 2024. She was not the Chairman of the Board. Following Ms Ong's retirement, Ms Chua Bin Hwee was appointed as the Chairman of the AC on 14 August 2024. 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	:	Applied	
Explanation on application of the practice	:	<ul style="list-style-type: none">• The AC’s TOR sets out, among others, that a former partner of the external audit firm and/or its affiliate firm (including those providing advisory services, tax consulting etc.) of the Company or any entity within the Group shall not be eligible for consideration or appointment as a member of the AC until a cooling-off period of at least three years has elapsed from the date they ceased to be a partner.• The AC’s TOR is available on the Company’s website at https://www.ihhhealthcare.com/investors/corporate-governance.	
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

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 alignment with market practices, except under specific circumstances as determined by the Board. Management evaluates several criteria before recommending the appointment or re-appointment of external auditors to the AC. These criteria include industry expertise and experience, technical competencies, Group coordination and approach to the Group audit process, audit quality, transparency and professional conduct, track record, fees, quality of audit findings, other non-audit services provided and audit firm's independence.• As per the Policy on the Independence of Auditors and the Efficiency of Audits, which was revised and approved by the Board in November 2024, the permitted non-audit services for the external auditors confined to those services that will not undermine the independence of the auditors. There is a prescribed limit for the total remuneration for non-audit services against the total fees of the external auditors in each year to prevent financial dependency and self-interest which will threaten the independence of auditors. The Policy prescribes the proper procedures of engagement of the external auditors for non-audit services.• The AC conducts an annual review and assessment in relation to the appointment and re-appointment of external auditors for statutory audits, recurring audit-related and non-audit related services. The objective of this review is to ensure that the independence and objectivity of the external auditors remain uncompromised.

	<ul style="list-style-type: none"> The annual review and assessment of external auditors are carried out by the AC using an evaluation form covering the following areas, supported by assessments conducted by relevant management members: <ul style="list-style-type: none"> (a) calibre of the external audit firm and resources (b) independence and objectivity (c) quality of the processes/performance (d) audit team (e) audit scope and planning (f) audit fees (g) audit communications The external auditors, KPMG PLT, have provided a written confirmation to the AC affirming that their firm, its engagement partner, engagement quality control reviewer and members of the audit engagement team are independent for the purpose of auditing the consolidated financial statements of the Company for the financial year ended 31 December 2024, in accordance with the relevant professional and regulatory requirements. The Board and the AC maintain a formal and professional relationship with the external auditors. During the financial year under review, the AC held two meetings with the external auditors without the presence of Management, which encouraged a greater exchange of independent and frank views and opinions fostering open 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	:	<p>The AC comprises solely of four INEDs, as follows:</p> <ul style="list-style-type: none">(1) Chua Bin Hwee – Chairman;(2) Jill Margaret Watts – Member;(3) Dato' Sri 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 was chaired by Ong Ai Lin, an INED, until her retirement as Director of the Company on 28 May 2024. She is a Fellow of The Institute of Chartered Accountants in England & Wales and a Member of the Malaysian Institute of Accountants.• On 14 August 2024, Chua Bin Hwee, an INED, was appointed as the Chairman of the AC. She is a Chartered Accountant of the Institute of Singapore Chartered Accountants.• All 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 come from diverse backgrounds with extensive experience in healthcare, finance, audit, business strategy, risk management, legal, cybersecurity and corporate governance.• The AC members are encouraged to attend at least one training session per year, with an emphasis on relevant developments in accounting and auditing standards, practices and rules. The AC is also periodically apprised of developments in accounting and auditing standards impacting the Company/Group by the External Auditors.• During the financial year under review, the AC members attended training sessions related to healthcare, cybersecurity, regulatory updates, transformations, geopolitical risks, corporate governance and sustainability. Detailed information on the training sessions attended by the AC members during the financial year under review is provided in the Corporate Governance Overview Statement of the Company's Annual Report 2024.

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. Through the RMC, the Board governs risks and guides Management in formulating the risk management frameworks, policies and guidelines. The Board ensures that all identifiable risks within the Group are managed in alignment with the Group's business objectives by maintaining oversight of the implementation of risk policies and procedures.• The RMC assists the Board in overseeing the establishment and implementation of the Group's risk management framework 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, providing oversight, 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, evaluate, mitigate and monitor risks and uncertainties associated with achieving 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. Quarterly, these key risks (including the principal risks as disclosed in the Annual Report 2024), 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 GRM department presents the risk report to the Board on a half-yearly basis.

	<ul style="list-style-type: none"> • 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 and manage key business risks effectively. • The AC plays a crucial role in providing independent oversight of the internal control system of the Group. All findings on control issues raised by both the Internal and External Auditors and the agreed recommendations to enhance the control system are highlighted to the AC for monitoring until the complete closure of the matters. • The Statement on Risk Management and Internal Control of the Company's Annual Report 2024 provides an overview of the risk management framework and state of internal controls within the Company and the Group. This statement underscores the Company's commitment to maintaining robust risk management practices and a strong internal control environment. 	
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 mechanisms for managing the Group's key risks.• ERM structures, responsibilities and processes are in place at each operating division. This robust framework facilitates periodic reviews of key and emerging risks, including strategic, financial, operational, government and regulation (including bribery and corruption), cybersecurity and technology, clinical quality and patient safety, workplace safety and health, sustainability and people and culture related risks so that pre-emptive actions and adequate risk mitigation plans are implemented to address and manage these risks effectively. On a quarterly basis, 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 GRM department is 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. It aligns with the Singapore Code of Corporate Governance, MCCG, ISO 31000:2018 (Risk Management – Guidelines), and Committee of Sponsoring Organisations of the Treadway Commission (COSO) ERM Framework 2017.• Apart from the self-assessment performed by Management on the adequacy and effectiveness of internal controls in mitigating the key risks, independent audits are performed by the internal auditors on critical 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 across different jurisdictions where the Group operates.

	<ul style="list-style-type: none"> External audits are conducted through random checks and site visits by the Ministry of Health to assess compliance with local laws and regulations. In addition to these audits, hospitals have also embarked on a voluntary third-party assessments of their structure, process and outcome standards such as the Malaysian Society for Quality in Health (MSQH) accreditation or the Joint Commission International (JCI) accreditation for healthcare organisations. The Statement on Risk Management and Internal Control of the Company's Annual Report 2024 provides an overview of the risk management framework and the 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 is composed exclusively of three INEDs: (1) Jill Margaret Watts – Chairman; (2) Dato' Sri Muthanna bin Abdullah – Member; and (3) Chua Bin Hwee – Member.• The RMC members bring a wealth of extensive experience from various fields, including healthcare, business strategy, risk management, legal, finance, audit and corporate governance. This diverse mix of experience and expertise enriches the RMC's deliberations and decision-making processes.• The RMC's primary role is to assist the Board in overseeing the establishment and implementation of the Group's risk management framework by Management so that the Group maintains a sound, effective and robust risk management and internal control framework.• The RMC also entrusted to assist the Board in driving the Group's sustainability and climate-related initiatives and providing oversight on material sustainability matters across the Group's business strategies, operations and decision-making processes.• 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 (GIA), reporting directly to the AC. GIA has direct control over internal audit activities in Malaysia, Singapore, China and India (excluding Fortis Healthcare Limited Group which is publicly listed in India). GIA maintains oversight of Acibadem's internal audit activities through close partnership with the internal audit function of Acibadem. Apart from Gleneagles Hong Kong and Parkway Life Real Estate Investment Trust, the Group's internal audit function is undertaken in-house, supported by co-sourcing from independent external subject matter experts, where necessary. Fortis Healthcare Limited Group undertakes its internal audit function in-house, supported by outsourced independent internal audit firms periodically. GIA has visibility and the ability to influence over all internal audit activities at all levels across the Group, including in respect of those operating companies' internal audit function which are outsourced to independent internal audit firms.• GIA is guided by the International Standards for the Professional Practice of Internal Auditing. GIA employs structured risk-based and strategic-based approaches to develop its annual strategic audit plan, which is reviewed and approved by the AC. 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 annually by the Group Head, Internal Audit and endorsed by the AC along with the annual internal audit plan for the year ahead.• The AC reviews the internal audit reports issued by GIA during the quarterly AC meetings. The Group Head, Internal Audit, meets with the AC twice a year without the presence of Management, except for the Company Secretary, 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 provides clear provisions to enable effective management and independence of the GIA function.

	<ul style="list-style-type: none"> Detailed oversight of the GIA function by the AC is disclosed in the AC Report of the Company Annual Report 2024. 	
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 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, evaluates the competence and effectiveness of the GIA, ensuring that the GIA department is adequately resourced, and 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. The GIA is independent of the Group's business operations.• The GIA function is guided by the Internal Audit Charter, which outlines its vision, mission statement, objectives, role / scope of work, authority, responsibility and accountability, objectivity and independence, operating principles and reporting. The Internal Audit Charter is approved by the AC annually.• Stephen John Byrne (Stephen Byrne), the Group Head of Internal Audit of IHH has vast international and diverse experience of over 30 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 50 internal auditors across the Group, including the internal audit teams of Fortis and Acibadem. The internal auditors have the required skills to carry out audit work. GIA maintains a skills and competencies matrix for the purpose of developing the in-house team.

	<ul style="list-style-type: none"> During the financial year under review, the GIA was supported by independent external subject matter experts in areas such as cybersecurity, treasury and sustainability. GIA adopts a systematic and disciplined approach to evaluate the adequacy and effectiveness of the Group's governance, internal control and risk management systems, using the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control – Integrated Framework. The Audit Committee Report and the Statement of Risk Management and Internal Control of the Company's Annual Report 2024 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, ensuring that queries are promptly addressed. The Company recognises the importance of timely, transparent, and accurate information being disclosed to shareholders and investors, enabling them to make informed decisions about IHH.• The Board has endorsed the IR policy, which enforces IHH's commitment to maintain timely, accurate and fair communications with 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 sell-side brokers. Throughout the financial year, the Company promptly conducted its financial results analyst briefings and participated in 15 investor conferences and non-deal roadshows, demonstrating its commitment to transparent and open communication.• The Group's IR Policy is available on the Company's website at https://www.ihhhealthcare.com/investors/corporate-governance.

	<ul style="list-style-type: none"> • IHH's corporate website at www.ihhhealthcare.com and social media platforms provide dedicated channels for stakeholders to access essential and relevant information about the Group. Stakeholders can raise and direct their views, feedback and complaints via the communication channels 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, timely 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 2024 has been prepared in accordance with the Integrated Reporting Framework set by IFRS Foundation and with reference to the Global Reporting Initiative Universal Standards 2021, to enhance reporting connectivity while providing stakeholders with a more holistic view of how the Company creates and sustains value over time.	
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 Fourteenth AGM held on 28 May 2024 together with the Form of Proxy were despatched to shareholders at least 28 days before the AGM.	
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

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 attended the Fourteenth Annual General Meeting of the Company, held virtually on 28 May 2024.• Directors are committed to attending /participating virtually at the general meetings of the Company. In cases of unforeseen circumstances or pressing commitments, any leave of absence will be justified accordingly.• The Chairpersons of the Board Committees endeavour to attend/participate virtually at the general meetings of the Company to address stakeholder concerns on matters relating to their respective Committees’ functions and activities. 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 and Senior Management will assist in addressing any questions raised.	
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

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, with the chairperson present at this main venue.• The Company leveraged on the use of technology available by conducting its Fourteenth AGM on 28 May 2024 on a 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. The electronic means of conducting the Fourteenth AGM on a virtual basis facilitated and enabled all shareholders to participate in the proceedings through audio and/or video capabilities without needing to be physically present at the meeting venue.• To facilitate the virtual Fourteenth AGM, Administrative Details were distributed to all shareholders of the Company providing guidance as to the appointment of proxy(ies), 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 passwords. The RPEV platform 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 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.

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.

Application	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The AGM serves as the primary platform for interaction between the Board, Senior Management and shareholders of the Company.• Shareholders are given sufficient information on the resolutions put forth for voting at the AGM through the explanatory notes to the notice of AGM and/or the Annual Report.• There is a dedicated question and answer (Q&A) session during the AGM, providing shareholders ample opportunity to ask questions relating to the financial performance/outlook/strategy of the Company and resolutions tabled at the AGM. In a virtual AGM, shareholders can pose questions to the Board and Senior Management in real-time.• The Board and Senior Management endeavour to address all 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	:	Applied
Explanation on application of the practice	:	<ul style="list-style-type: none">• The Fourteenth AGM of the Company was held on a virtual basis entirely via RPEV facilities. The virtual meeting platform of Boardroom Share Registrars Sdn Bhd (Boardroom) was used for the conduct of the virtual Fourteenth AGM.• The Board undertakes all necessary measures and preparations to ensure, to the best of its ability, that the virtual AGM is well organised, allowing 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. Ahead of the AGM, shareholders are advised to ensure stable internet connectivity at all times to participate and vote at the AGM effectively.• The RPEV facilities are set up and tested a day prior to the AGM in a dry run of the AGM to facilitate a smooth broadcast of the AGM on the actual day and to address any potential issues.• 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 viewing the live webcast, posing questions via 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, through the messaging window of the RPEV platform. There is a dedicated Q&A session during the AGM to allow shareholders ample opportunity to ask questions relating to the financial performance/outlook of the Company and resolutions tabled at the AGM. • The questions submitted by the Minority Shareholders Watch Group prior of the AGM were made visible and read out during the AGM. All questions posed by shareholders during the AGM were made visible to all meeting participants and answered by the relevant members of the Board or Senior Management at the virtual AGM for the benefit of all shareholders present. • Where multiple questions relating to the same issue are submitted by shareholders during the AGM, they have been 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. 	
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 13.6

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 Fourteenth AGM held on 28 May 2024 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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