SUNWAY HEALTHCARE HOLDINGS BERHAD

Registration No. 202101000296 (1400594-U)

BOARD CHARTER

DULY APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF SUNWAY HEALTHCARE HOLDINGS BERHAD AT THE BOARD OF DIRECTORS' MEETING HELD ON 13 AUGUST 2025.

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SUNWAY HEALTHCARE HOLDINGS BERHAD

Registration No. 202101000296 (1400594-U)

BOARD CHARTER

DEFINITIONS

AC	Audit Committee of SHH
AC Report	Audit Committee Report of SHH to be produced annually to review the company's financial reports, evaluate internal controls, and oversee both internal and external audits.
Board	The Board of Directors of SHH
Board assessment	Evaluation of the performance and effectiveness of the Board of Directors and its members.
Bursa Securities	Bursa Malaysia Securities Berhad
CA 2016	Companies Act 2016
Chairman	Chairman of the Board
Code	Code of Conduct & Business Ethics
COI	Conflict of interest or potential conflict of interest
Company or SHH	Sunway Healthcare Holdings Berhad
Director(s)	Director(s) of the Company
ESG	Environmental, Social and Governance
Group	SHH and its subsidiaries (based on accounting concept and as recognised in the financial statements)
Key Senior Management	Key senior management of the Group, consist of President, managing director, chief executive officer of Sunway Medical Centre Sdn Bhd (Registration No. 199501012653 (341855-X)) and chief financial officer.
Listing Requirements	Main Market Listing Requirements of Bursa Securities
LOA	Limits of authority of SHH which set out the limits of authority of the Board, President and the Management
Management	The management of SHH, comprising persons responsible for the business operations of a business unit or corporate function of the Group

MAP	Mandatory Accredited Programme
MCCG	Malaysian Code on Corporate Governance issued by the Securities Commission Malaysia
NRC	Nomination and Remuneration Committee of SHH
President	President of SHH
Principal Activities	individuals with significant responsibilities in managing or overseeing the SHH Group's affairs, and for strategic and operational decisions
RMC	Risk Management Committee of SHH
SDG	Sustainable Development Goals
SID	Senior Independent Director of SHH
STC	Steering Committee of SHH
SC	Sustainability Committee of SHH

1. INTRODUCTION AND SCOPE OF THE BOARD CHARTER

1.1. The Board regards corporate governance as vitally important to the success of the Company's business and is unreservedly committed to applying the principles necessary to ensure that the following principles of good governance are practised in all of its business dealings in respect of its shareholders and relevant stakeholders:

- The Board is the focal point of the Group's corporate governance system. It is ultimately accountable and responsible for the performance and affairs of the Group.

- All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

- All Board members are responsible for ensuring the Group achieves a high level of good governance.

- This Board Charter shall constitute and form, an integral part of each Director's duties and responsibilities.

1.2. This Board Charter is subject to the provisions of the CA 2016, the Constitution of the Company, the Listing Requirements, the MCCG and any other applicable laws or regulatory requirements. This Board Charter shall be periodically reviewed and updated by the Board.

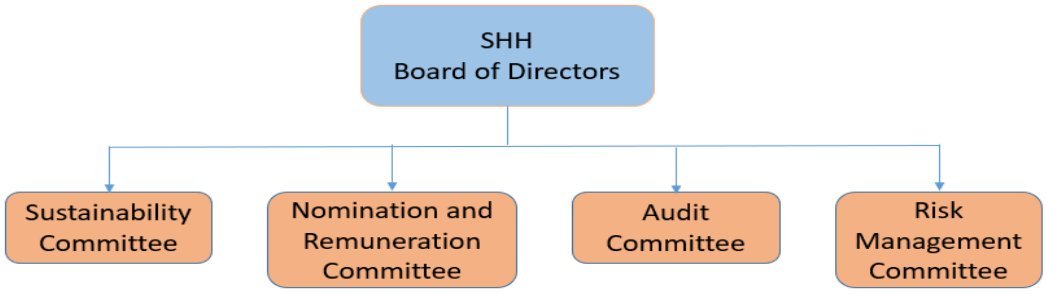
1.3 Whilst this Board Charter serves as a structured guide, especially for new Board members, it shall not be construed as an exhaustive blueprint by Directors on corporate governance matters.

2. OBJECTIVES

2.1 The objectives of this Board Charter are to ensure that all Board members are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and to ensure that the principles and practices of good corporate governance are applied in all their dealings in respect, and on behalf of the Group.

In pursuit of the ideals in this Board Charter, the intention is to exceed "minimum legal requirements" with due consideration to recognised standards of best practices locally and internationally.

2.2 The governance structure of the Board is as follows:



3. THE BOARD

3.1. Role and Responsibilities

3.1.1. The Board is in charge of leading and managing the Group in an effective and responsible manner. Each Director has a legal duty to act in the best interest of the Group in accordance with the CA 2016. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for how the affairs of the Group are managed. The Board sets the Company's values and standards and ensures that its obligations to its shareholders and stakeholders are understood and met.

3.1.2. Duties of the Board include establishing the corporate vision and mission as well as the philosophy of the Group, setting the aims of the Management and monitoring the performance of the Management.

3.1.3. The main functions and roles of the Board are as follows:

- Setting the vision, mission, objectives, goals and strategic plans for the Group to maximise shareholders' value as well as ensure long term sustainability of the Group's performance.
- Ensuring the strategic plans of the Company support long-term value creation and include strategies on economic and ESG considerations underpinning sustainability.
- Approving and reviewing the Group's strategies, budgets, plans and policies, including acquisitions, divestments, restructuring, funding and major capital expenditure as well as monitoring the implementation thereof by the Management.
- Overseeing the conduct of the Group's businesses as well as supervising and assessing the Management's performance to ensure that the businesses are properly managed to achieve its targeted returns.
- Identifying and understanding principal risks of the Group and ensuring the implementation of appropriate systems to mitigate and manage these risks. The Board through the RMC, sets, where appropriate, objectives, performance targets and policies to manage the key risks faced by the Group.
- Setting the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks including sustainability risks relating to ESG.
- Reviewing the adequacy, integrity and effectiveness of the Group's internal control systems and management information systems, including systems for

compliance with applicable laws, regulations, rules, directives and guidelines.

- Promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour.
- Developing and implementing a communications policy for the Group and ensuring that the Group has in place procedures that enables effective communication with stakeholders, including channels for stakeholders to provide their views and feedback including complaints, and such channel shall be available at all times and the Company shall acknowledge and address the stakeholders' views, feedback and complaints appropriately.
- Ensuring that the Group's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.
- Reviewing the adequacy and the integrity of the financial and non-financial reporting of the Group. The Board is supported by the AC to oversee the Group's financial reporting processes and the quality of its financial reporting.
- Reviewing through the AC, any COI that have arisen, continue to exist or may arise involving the Group, including but not limited to transactions, procedures or courses of conduct that raise concerns about the integrity of Management, together with the measures taken to resolve, eliminate, avoid or mitigate the COI, and ensure that the necessary disclosures are made in the AC Report.
- Ensuring that the Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and Management.
- Overseeing human resources planning and development.
- Reviewing, challenging, and deciding on management's proposals for the Company and monitoring their implementation by management.
- Ensuring that all members of the Board are able to understand financial statements and form a view on the information presented.
- Ensuring the integrity of the Company's financial and non-financial reporting. Each Director shall read the financial statements of the Company and carefully consider whether what it discloses is consistent with the Director's own knowledge of the Group's affairs.
- Overseeing and evaluating the conduct and sustainability of the businesses of the Group.

3.1.4. The Board reserves full decision-making power on, amongst others, the following matters (save to the extent that the Board resolves that determination and/or approval of any such matter shall be delegated to the committees of the Board, individual Directors or Management):

- COI issues relating to substantial shareholders, the Directors, and key senior management;
- Risk management and internal controls of the Group;
- Material acquisitions and disposals of undertakings not in the ordinary course of business;
- Material investments in capital projects;
- Material bids/tenders for construction projects;
- Overseas ventures;

- Annual business plan and budgets (including major capital commitments);
- Material corporate or financing exercise/restructuring;
- Dividend policy, declaration of dividend and Directors' fees for shareholders' approval;
- Annual and interim financial results;
- Additional statements by the Board;
- Anti-corruption and whistleblowing;
- Related party transactions or series of expense-related transactions;
- Appointment and change of auditors;
- Adoption or variation of any equity-based compensation or incentive plan;
- Management approval authority limits;
- Donations above RM100,000.00; and
- Corporate governance issues and related policies.
- Treasury Policies
- Appointment of key senior management

The ultimate responsibility, however, resides with the Board as any power exercised by the delegate is deemed to be exercised by the Board itself.

3.1.5. The Board has established a procedure whereby the Directors, collectively or individually, may seek independent professional advice in furtherance of their duties at the Company's expense.

3.2. Board Balance, Composition and Qualification

3.2.1. The Board shall comprise qualified individuals with diverse experiences, backgrounds and perspectives. The composition and size of the Board are such that it facilitates the making of informed and critical decisions.

3.2.2. The Board members shall comprise at least two (2) or one-third (1/3) of the Board, whichever is higher, of independent directors. The Board members shall also comprise at least one (1) woman.

3.2.3. In the event of any vacancy in the Board, resulting in non-compliance with 3.2.2 above, the Company must fill the vacancy within three (3) months from the date of the vacancy.

3.2.4. The Board, through the NRC, shall take steps to comply with the MCCG's recommendation whereby the composition of the Board should comprise a majority of independent directors and at least 30% women Directors, for the purpose of oversight of management and also to meet the gender diversity requirement as set out in the MCCG.

3.2.5. If, on any matter discussed at a Board meeting, any Director holds views contrary to those of any of the other Directors, the Board minutes must clearly reflect this.

3.2.6. The composition and size of the Board shall remain well balanced and be reviewed from time to time to ensure its appropriateness and diversity comprising medical, legal, finance and investment analysis acumen all relevant to the direction of a large, expanding group, as well as sustainability matters, including material matters on ESG.

3.2.7. No person shall be appointed or allowed to act as a Director or be involved whether directly or indirectly in the management, including acting in an advisory capacity, if he/she:

- Has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;
- Has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
- Has been convicted by a court of law of an offence under the securities laws or the corporations laws of the listed issuer's place of incorporation, including under the CA 2016,

within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

3.2.8. The office of a Director will become vacant if the Director:

(a) Falls within the circumstances set out in Section 208 of the CA 2016;
(b) Is absent from more than 50% of the total Board meetings held during a financial year; or
(c) Is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in 3.2.7 above.

3.2.9. A Director must not hold more than five (5) directorships in issuers listed on Bursa Securities at any point of time.

3.3. Role, Responsibilities and Rights of Individual Directors

3.3.1. The principal roles and responsibilities of the Directors include:

(a) Directing the management of the business and affairs of the Group;

(b) Attending substantially all the meetings of the Board and each committee on which the Director serves; and

(c) Reviewing all materials provided by the Company relating to the matters to be considered at the meetings before attending the meetings of the Board or its committees.

3.3.2. Directors shall at all times exercise their powers in accordance with the CA 2016, for a proper purpose and in good faith in the best interest of the Group.

3.3.3. Directors shall devote sufficient time to prepare for and attend Board and/or Board committee meetings as well as to attend continuous training programmes/ briefings.

3.3.4. Unless otherwise provided by or subject to any applicable laws or the Listing Requirements, every Director has the right to the resources, whenever necessary and reasonable for the performance of his duties, at the cost of the Company and in accordance with a procedure to be determined by the Board, including but not limited to:

(a) Obtaining full and unrestricted access to any information pertaining to the Company;
(b) Obtaining full and unrestricted access to the advice and services of the company secretary; and
(c) Obtaining independent professional or other advice.

3.4. Independent Directors

3.4.1. The Board may appoint a SID to whom shareholders' concerns can be conveyed if there are reasons that contact through the normal channels of the Chairman or the President has failed to resolve them. The role of the SID includes:

- Acting as a sounding board for the Chairman (if the positions of Chairman and SID are held by different individuals);
- Acting as an intermediary for other Directors when necessary, including to ensure all independent directors have opportunity to input on the agenda;
- Acting as the point of contact for shareholders and other stakeholders when necessary or deemed appropriate; and
- Providing leadership support and advice to the Board in the event the Board is undergoing a period of stress.
- Serve as the principal conduit between the independent directors and the Chairman on sensitive issues.

3.4.2. A person who is appointed as an independent director must give to Bursa Securities not later than fourteen (14) days after his appointment, an undertaking in the form as may be prescribed by Bursa Securities.

3.4.3. The independent directors shall provide independent judgement, experience and objectivity without being subordinated to operational considerations.

3.4.4. The independent directors shall help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration.

3.4.5. The views of the independent directors carry significant weight in the Board's decision-making process.

3.4.6. The tenure of an independent director shall not exceed a cumulative term limit of nine (9) years. However, if the Board intends to retain an independent director beyond nine (9) years, it should justify and seek shareholders' approval annually through a two-tier voting process. To justify retaining an independent director beyond nine (9) years, the Board should undertake a rigorous review to determine whether the 'independence' of the Director has been impaired. Findings from the review should be disclosed to the shareholders for them to make an informed decision.

The maximum tenure of an independent director is limited to twelve (12) cumulative years from the date of such a person's first appointment as an independent director of the Company. Upon completion of twelve (12) years, an independent director may continue to serve on the Board, subject to the independent director's redesignation as a non-independent director.

3.4.7. The Board, through the NRC, shall assess the independence of the independent directors annually, taking into consideration interests disclosed by the independent directors and having regard to the criteria for assessing the independence of the Directors under the annual Board assessment.

3.5. Appointment and Removal of Director

3.5.1. The appointment and removal of a Director is a matter for consideration and decision by the Board upon appropriate recommendation from the NRC.

3.5.2. New Directors are expected to have such expertise so as to qualify them to make a positive contribution to the Board's performance of its duties and to give sufficient time and attention to the affairs of the Company.

3.5.3. A fit and proper assessment, taking into consideration the fit and proper criteria set out in the Fit and Proper Policy of the Company (a copy of which is make available on SHH's website), shall be conducted on any person identified to be appointed as a Director before his/her appointment.

3.5.4. In assessing a person's fitness and propriety, the Board, through the NRC, shall consider all relevant factors based on the following considerations:
(a) Character and integrity;
(b) Experience and competence; and
(c) Time and commitment.

3.5.5. Directors are required to seek prior consent from the Chairman before they accept any new directorship in public listed companies outside the Group. In the event the Chairman seek for prior consent to accept any new directorship in public listed companies outside the Group, the matter shall be decided by the chairman of the NRC.

3.5.6. In identifying candidates for appointment as Directors, the Board shall not solely rely on the recommendations from existing Board members, Management or major shareholders and shall ensure that each appointment meets the procedures set out in the Policy on Selection and Assessment of Members of the Board and Board Composition of the Company.

3.5.7. Where a Director is removed from office, the Company must forward to Bursa Securities a copy of any written representations made by the Director in question at the same time as copies of such representations are sent to members of the Company under Section 207(3)(b) of the CA 2016, unless copies of such representations need not be sent out because of the circumstances specified in Section 207(5) of the CA 2016.

3.5.8. The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointment and removal of the Directors are properly executed.

3.6. Directors' Continuous Education Training

3.6.1. All Directors are required to complete the MAP as required under the Listing Requirements comprising the following:

(a) MAP Part I in relation to a Director's role, duties and liabilities; and
(b) MAP Part II in relation to sustain
(c) ability and the related roles of a Director.

3.6.2. In addition to the MAP as required by Bursa Securities, Board members are also encouraged to attend seminars and training programmes organised by the relevant regulatory authorities and professional bodies to broaden their knowledge and to keep abreast with the relevant changes in laws, regulations and the business environment.

The Board will assess the training needs of the Directors and disclose in the integrated annual report the training attended by the Directors.

3.6.3. The Board shall also be constantly updated by the Company Secretary on changes to the relevant guidelines on the regulatory and statutory requirements.

3.7. Re-election

3.7.1. The Company's Constitution provides that one-third (1/3) of the Board is subject to retirement by rotation at each annual general meeting. Each Director shall retire from office once at least in each three (3) years but shall be eligible for re-election. The Directors to retire in each year are those who have been longest in office since their last election or appointment.

3.7.2. A fit and proper assessment shall be conducted on the retiring Directors before their proposed re-election as a Director. The re-election of a Director should be contingent upon a satisfactory evaluation of the Director's performance and contribution to the Board.

3.7.3. The Board shall ensure shareholders have the required information to make an informed decision on the appointment and re-election of a Director. The Board shall also provide a statement as to whether it supports the appointment and re-election of the Director and the reasons why.

3.8. Board Meetings and Supply of Information

3.8.1. The Board meets regularly at least once every quarter to facilitate the discharge of their responsibilities, e.g. to review financial, operational and business performances. Members of the Management who are not Directors may be invited to attend and speak at meetings on matters relating to their scope of responsibility.

3.8.2. Notices and agenda of meetings duly endorsed by the Chairman, together with the relevant Board papers, are normally given at least one (1) week before the meetings for the Board to study and evaluate the matters to be discussed. This allows the Directors time to review the materials and, where necessary, conduct independent analyses or request additional materials.

However, genuine urgent matters and exceptional circumstances could fall outside these timing requirements, and shorter notice would be allowed with the Chairman's consent and approval.

Meeting minutes shall be prepared in a timely manner, and in any event, within one (1) month following a Board meeting. The draft minutes shall be circulated to all Directors for review and will be re-circulated together with the Board papers for the following Board meeting for confirmation and approval.

3.8.3. The Board papers to be provided shall include, inter alia, the financial results, business plan and budget, progress report on the Group's developments, minutes of meetings of Board Committees, regulatory/statutory updates and other operational and financial issues for the Board's information and/or approval.

3.8.4. Where the Company makes an enquiry with any one of its Directors for the purpose of making a disclosure pursuant to the Listing Requirements, such Director must provide information promptly to the Company that:
(a) Is clear, unambiguous and accurate;
(b) Does not contain any material omission; and
(c) Is not false or misleading.

4. CHAIRMAN AND PRESIDENT

There is a balance of power and authority between the Chairman and the President, with a clear division of responsibility between the running of the Board and the Group's businesses respectively. The responsibilities of Chairman and President are separated and clearly defined.

4.1. Chairman

4.1.1. The Chairman is responsible for:

(a) providing leadership to the Board and ensuring the Board's effectiveness in discharging its fiduciary duties;
(b) ensuring the integrity and effectiveness of the governance process of the Board;
(c) leading the Board in setting the visions, values and standards of the Group;
(d) maintaining a relationship of trust with and between the executive and non-executive directors;
(e) setting the Board agenda and ensuring the provision of accurate, timely and clear information to the Directors;
(f) the training and developmental needs of the Board;
(g) ensuring the smooth functioning of the Board and the governance structure, and inculcating a positive culture in the Board;
(h) ensuring that procedures and processes are in place to facilitate the effective conduct of business by the Board;
(i) leading the Board in the adoption and implementation of good corporate governance practices in the Group;
(j) ensuring effective communication with shareholders and relevant stakeholders; and
(k) ensuring that members of the Board work together with the Management in a constructive manner to address strategies, business operations, financial performance and risk management issues.
(l) Membership of Board committees.
(m) Ensuring every Board resolution is put to vote and the will of the majority prevails, and that any concern or dissenting views expressed by any

Director on any matter deliberated at meetings of the Board are adequately addressed and duly recorded in the relevant minutes of meetings.

4.1.2. The Chairman shall chair Board meetings and ensure the following:

(a) All relevant issues are on the agenda of Board meetings.
(b) Adequate time is available for the Board to debate thoroughly on strategic and critical issues;
(c) Board receives the necessary management reports relating to the Company's business on a timely basis; and
(d) All Directors can participate openly in discussions at Board meetings.

4.1.3. The Chairman shall ensure that the Board members are properly briefed on issues deliberated at Board meetings and that all necessary information on an issue is presented in a clear and concise manner.

4.1.4. The Chairman shall act as facilitator at Board meetings to ensure that no Board member, whether executive or non-executive, dominates discussion, that appropriate discussion takes place, and that relevant opinions among Board members are forthcoming.

4.1.5. Decisions at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote, except that where two (2) Directors form a quorum and only two (2) Directors are present, or where there are only two (2) Directors who are competent to vote on the question at issue, the chairman of the meeting shall not have a casting vote.

4.1.6. Subject to the provisions in the Constitution, the Chairman shall chair general meetings of the Company.

4.1.7. The Chairman shall not be a member of the AC and NRC in line with the recommendation of the MCCG.

4.1.8. The Chairman of the Board shall be held by a Director who is not the CEO, nor a member of the Board Committees

4.2. President

4.2.1. The President is the conduit between the Board and the Management in ensuring the success of the Company's governance and management functions.

4.2.2. The President has the executive responsibility for the day-to-day operation of the Group's business, and the execution of the agreed business policies or strategies approved and directions set by the Board and of all operational decisions in managing the Group.

4.2.3. All Board authorities conferred on the Management are delegated through the President, and this will be considered as the President's authority and accountability. The President shall be subject to the oversight and direction of the Board.

4.2.4. The responsibilities of the Management are as follows:

- Formulate, recommend and implement the strategic objectives of the Group;
- Translate the approved strategic plans into operational and financial action plans;
- Manage the Group's human, physical and financial resources to achieve the Company's objectives;
- Operate within the delegated authority limits set by the Board;
- Assume the day-to-day responsibilities for the Group's conformance with relevant laws and regulations, its compliance framework and all other aspects of the day-to-day running of the Group;
- Develop, implement and manage the Group's risk management and internal control systems within the risk appetite and framework approved by the Board;
- Develop, implement and update policies and procedures;
- Keep pace with industry and economic trends in the Group's operating environment;
- Provide the Board with accurate, timely and clear information to enable the Board to perform its responsibilities;
- Provide governance support to key subsidiaries of SHH;
- Build relationships in key new markets with regulators/industry leaders, as well as transitioning relationships in existing markets; and
- Report to the Board on the Group's overall performance.
- Maintain and facilitate a positive working environment and good employee relations.
- Promote a high degree of corporate governance and ethics across the Group.

5. BOARD COMMITTEES

The Board may, from time to time, establish Board Committees as is considered appropriate to assist in carrying out its duties and responsibilities. The Board has delegated some of its powers and functions to the following Board Committees with specific terms of reference:

Main Committee

- AC
- NRC
- RMC
- SC

Sub-Committee

- STC

5.1. AC

5.1.1. The AC comprises not less than three (3) members, all of whom are non-executive directors, with a majority of them being independent directors. The chairman of the AC shall not be the Chairman and who is an independent director. No alternate Director can be appointed as a member of the AC.

5.1.2. The members of the Committee should be financially literate and shall include at least one (1) person:

(a) who is a member of the Malaysian Institute of Accountants; OR

(b) who has at least three (3) years' working experience and:

(i) has passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
(ii) is a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; OR

(c) fulfils such other requirements as prescribed or approved by Bursa Securities.

5.1.3. The AC is responsible to provide oversight of the financial reporting process, audit process, system of internal controls and compliance with applicable financial reporting standards and regulations, as well as COI and related party transactions.

5.1.4. The AC shall meet on a quarterly basis to carry out its functions. However, upon the request of any member of the AC, non-member Directors, the internal or external auditors, the chairman of the AC shall convene an additional meeting to consider the matters brought to its attention.

5.1.5. The President, Chief Financial Officer, internal auditors and external auditors shall attend the meetings at the invitation of the AC.

5.1.6. The Board shall, through the NRC, review the performance of the AC annually.

5.1.7. The Board shall prepare an AC report at the end of each financial year and set out in the integrated annual report, which includes the following:

(a) the composition of the AC, including the name, designation (indicating the chairman) and directorship of the members (indicating whether the members are independent or otherwise);
(b) the number of AC meetings held during the financial year and details of attendance of each member;
(c) a summary of the work of the AC in the discharge of its functions and duties for that financial year of the listed issuer and how it has met its responsibilities;
(d) a summary of the work of the internal audit function; and
(e) a summary of any COI or potential COI situation reviewed by the AC (excluding a related party transaction), and the measures taken to resolve, eliminate, or mitigate such conflicts.

5.1.8. The terms of reference of the AC are appended as **Appendix 1** to this Board Charter.

5.2. NRC

5.2.1. Members of the NRC shall be appointed by the Board from amongst its members and shall comprise not less than three (3) members, all of whom are non-executive directors, with a majority of them being Independent Directors. No alternate Director shall be appointed as a member of the NRC.

5.2.2. The chairman of the NRC shall be any independent director identified by the Board.

5.2.3. The responsibilities of the NRC are as follows:

a) reviewing the succession planning as well as appointment and re-election of Directors, and overseeing the development of a diverse pipeline for Board and Management succession;
b) assessing the effectiveness of the Board as a whole (including whether the Board and the Board Committees possess the required mix of skills, size and composition, experience, core competencies and other qualities) as well as the performance of each Director annually;
c) recommending to the Board, the proposed remuneration for Directors and key senior management and the renewal of the terms of employment contracts for executive directors, to ensure that the Company attracts and retains the Directors and key senior management needed to manage the Group successfully;
d) recommending to the Board, the remuneration policy for Directors and key senior management; and
e) reviewing the organisational health of the Group to ensure alignment with the Group's overall philosophy and strategy/direction.

5.2.4. The NRC shall meet at least once a year. However, additional meetings may be called at any time at the NRC Chairman's discretion or if requested to do so by any member of the Board.

5.2.5. The terms of reference of the NRC are appended as **Appendix 2** to this Board Charter.

5.3. RMC

5.3.1. The Board shall appoint members of the RMC from among its members. The RMC shall comprise not less than three (3) members, a majority of whom must be independent directors. No alternate Director shall be appointed as a member of the RMC.

5.3.2. The chairman of RMC shall be an independent director appointed from amongst the RMC members. The chairman of RMC shall not be the Chairman.

5.3.3. The RMC is responsible for overseeing the Group's overall risk management framework and all its related policies. The RMC reviews the risk management framework and processes to ensure that they remain relevant for use, and monitors the effectiveness of risk management/mitigation action plans for the management and control of the key risks.

5.3.4 The RMC shall meet at least quarterly in a year. Additional meetings may be called at any time at the RMC Chairman's discretion.

5.3.5. The terms of reference of the RMC are appended as **Appendix 3** to this Board Charter.

5.4. STC

5.4.1. The members of STC shall be appointed by the Board amongst its Directors and shall comprise five (5) members. The chairman of STC shall be appointed from one of the Directors of SHG and shall preside over meetings and ensure adherence to the Committee's mandate.

5.4.2. The members shall consist at least (3) Directors from SHH Group, including one representative from Greenwood Capital Pte Ltd, with up to five (5) members.

5.4.3. The duties of the STC shall be, inter alia:

Primary Purpose

a) The STC shall be the forum to discuss and advise the Board on the strategic plans for the long-term development of the Group. The STC shall be responsible for recommending to the Board on all strategic plans, significant investment/divestment decisions and financing plans requiring the Board's approval;

b) The STC shall review and recommend to the Board any proposal for transactions which require approval of the Board pursuant to the LOA. The STC may approve such matters as set out in the LOA or as otherwise delegated by the Board from time to time.

Strategic Support

a) To have oversight of the strategic matters and policy-making for the Group;

b) To ensure that all major transactions undertaken by the Group are aligned with group-wide priorities and objectives and the short and long-term strategy of the Group;

c) To undertake the post-implementation review on the investments undertaken by the Group which have been approved by the STC and/or the Board;

Corporate Transactions

a) Review and make recommendations to the Board on, inter alia, major transactions by any entity within the Group. Major transactions include any of the following:

i. Investment management activities of the Group, including acquisition or disposal of assets/business and entry into a new market as per the LOA;
ii. material borrowing, which is more than 5% of the latest audited net assets of the Group;
iii. incorporation, winding up or liquidation of SHH's subsidiaries, if material;
iv. listing of the securities of any of SHH's subsidiaries on any stock exchange; and

v. such other transactions, including any investment project that any of the Group entities escalates to the STC for direction.

Financial Management

a) Review and make recommendations to the Board regarding policy issues relating to operating budgets, capital expenditures, cash flow, dividend payout, etc.

Procurement

a) Oversee the broad procurement strategy for the Group, including:
   i. Updating of the Group's procurement strategy plan and review of the group-wide procurement processes, including analysing the spend analysis of the Group;
   ii. Approval of strategic/large central procurement budgets for execution by the relevant business units/departments based on the respective limbs of the LOA; and
   iii. Other oversight functions relating to procurement activities as requested by the Board.

Others

a) Review of performance of the Group's operations; and

b) Carry out any other function that may be mutually agreed upon by the STC and the Board.

c) The terms of reference of the STC are appended as Appendix 4 to this Board Charter.

5.5. SC

5.5.1. The SC comprises not less than three (3) members, with at least two (2) members being Independent Directors.

5.5.2. The SC is responsible for reviewing, supervising and recommending sustainability strategies and issues, key ESG targets and performance, progress and scorecard to the Board to advance the sustainability leadership of the Group.

5.5.3. The terms of reference of the SC are appended as **Appendix 5** to this Board Charter.

6. BOARD AND BOARD COMMITTEE EVALUATION

6.1. The Board, through the NRC, shall evaluate the effectiveness of the Board and Board Committees as well as the performance of individual Directors annually. All such assessments shall be properly documented. The Board shall also engage an independent expert to facilitate objective and candid Board evaluation, when necessary.

6.2. The results of the performance assessment will form the basis of the NRC's recommendation to the Board for the re-election of Directors as well as for the necessary training and development needs for the Board, Board Committees and individual Board members.

7. REMUNERATION LEVELS OF DIRECTORS

7.1. The remuneration of the executive directors is structured on the basis of linking rewards to corporate and individual performance. The Company has in place a policy to determine the remuneration of executive directors and key senior management. The Board is assisted by the NRC in reviewing the suitable remuneration for the executive directors and key senior management.

7.2. For non-executive directors, they receive a basic fee, an additional fee for serving on the Board Committee(s) and a meeting allowance for participation in meetings of the Board and any of the committee meetings.

7.3. Information prepared by independent consultants and survey data on the remuneration practices of comparable companies are taken into consideration in determining the remuneration packages for executive and non-executive directors.

7.4. The Board as a whole resolves on the fees for the non-executive directors, with individual Directors abstaining from decisions in respect of their individual remuneration. The fees and benefits payable to the non-executive directors are subject to the approval of shareholders.

7.5. The fees of all of the Directors in any year and any benefits payable to Directors shall from time to time be determined by an ordinary resolution of the Company in general meeting, and provided always that:

a) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
b) Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;
c) Any fee paid to an alternate Director shall be agreed upon between him and the Director nominating him and shall be paid out of the remuneration of the latter;
d) Salaries and benefits payable to Director(s) holding executive position(s) in such capacity may not include a commission on or percentage of turnover;
e) Fees of Directors and benefits payable to Directors shall include any compensation for loss of employment as an executive director; and
f) Any Director who holds office for only part of the period in respect of which such fees are payable shall be entitled only to the fee related to the period during which he has held office.

7.6. The Directors (including alternate Directors) shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Board or general meetings or otherwise howsoever in or about the business of the Company during the performance of their duties as Directors. In addition to the foregoing, a Director shall be entitled to such reasonable fixed allowance as may be determined by the Directors in respect of any attendance at any meeting and/or the performance of any duty or other thing required of him as a Director of the Company.

7.7. If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing, if any Director being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.

7.8. An adequate disclosure on the Directors' remuneration would be made in the Company's integrated annual report for transparency and accountability purposes as well as in compliance with the Listing Requirements.

8. FINANCIAL REPORTING

8.1. Transparency

8.1.1. In presenting the annual financial statements, integrated annual report and quarterly results to shareholders, the Board aims to provide a balanced and meaningful disclosure and assessment of the Group's financial position, performance and prospects.

8.1.2. The Board ensures that the financial statements are prepared so as to give a true and fair view of the financial status of the Company in accordance with the approved accounting standards and the CA 2016. The Board is supported by the AC to oversee the Group's financial reporting processes and the quality of its financial reporting.

8.2. External Auditors

8.2.1. The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the external auditors through its AC.

8.2.2. The Board via the AC also keeps under review the scope and results of the audit and its cost effectiveness as well as the independence and objectivity of the external auditors. The Board ensures that the external auditors do not render a significant volume of non-audit services to the Company in conflict with the functions of external auditors.

8.2.3. Appointment of the external auditors is subject to the approval of shareholders at the general meeting of the Company. The external auditors have to retire during the annual general meeting of the Company every year and are subject to be re-appointed by shareholders for the ensuing year.

8.2.4. In appointing an external auditor, the Company must consider, among others:
(a) the adequacy of the experience and resources of the accounting firm;
(b) the persons assigned to the audit;
(c) the accounting firm's audit engagements;
(d) the size and complexity of the Group; and
(e) the number and experience of supervisory and professional staff assigned to the particular audit.

8.2.5. Where external auditors are removed from office or give notice to the Company of their desire to resign as external auditors, the Company must forward to Bursa Securities a copy of any written representations or statement of circumstances connected with the resignation made by the external auditors at the same time as copies of such representations or statement of circumstances are submitted to the registrar pursuant to Section 284 of the CA 2016.

8.3. Internal Controls and Risk Management

8.3.1. The Group has an in-house internal audit function, which critically reviews all aspects of the Group's activities and its internal controls. Comprehensive audits of the practices, procedures, financial performance and internal controls of all business units and subsidiaries are undertaken on a regular basis. The Head of Internal Audit has direct access to the Board through the chairman of the AC.

8.3.2. The Board has overall responsibility for maintaining sound internal control systems that cover financial controls, effective and efficient operations, compliance with laws and regulations as well as risk management, that will provide a reasonable assurance that the Company's assets are safeguarded against unauthorised use or disposition and the system is reviewed on a regular basis.

8.3.3. The Company has established a risk management framework. This enables the Company to identify, assess and mitigate risks that may prevent the Company from achieving its objectives. The RMC receives reports regarding the risk review on a regular basis.

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

9. DEALING IN SECURITIES

9.1. The Company Secretary keeps the Board and Principal Officers of the Company informed on a quarterly basis in respect of the procedures for dealing in securities of the Company during and outside the closed period so as to ensure compliance with the Listing Requirements.

9.2. A Director and Principal Officer must not deal in the securities of the Company as long as he/she is in possession of price-sensitive information relating to the Company. "Price-sensitive information" means information that "on becoming generally available would or would tend to have a material effect on the price or value of securities".

10. COI AND TRANSACTION INVOLVING DIRECTORS

10.1. COI refers to a situation where:

a) the interests of the Director or person connected with such Director interfere, or appear to interfere, with the interests of the Company and/or its subsidiaries; or

b) the Director or person connected with such Director has interests that may make it difficult to perform his/her role objectively and effectively.

COI is not limited to direct financial interest but also includes an indirect financial interest, non-financial interest (e.g. arising from relationships, whether family, business or professional interests), or competing loyalties or interests.

Conflict may be actual or potential, may be financial or non-financial or may arise from competing loyalties or interests.

A potential COI is a COI that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the Director.

10.2. COI is a conflict arising from the interest (direct or indirect) of a Director or major shareholder or person connected with such Director or major shareholder in a transaction proposed to be entered into or action/decision to be taken by the Company or its subsidiaries.

10.3. Where a Director has an interest (direct or indirect) in a transaction proposed to be entered into or an action/decision to be taken by the Company or its subsidiaries, he/she may be biased in making the commercial or regulatory decision which could be to the detriment of the Company or its subsidiaries.

10.4. Directors can be regarded as having a COI where the company, he/she is associated with may have or potentially have derived an advantage from him/her being a Director. Therefore, a Director is required at all times to declare such actual or potential conflict and, if so required by the Board, to withdraw from any voting or deliberation of a matter in which the Director may have an interest.

10.5. The CA 2016 provides that a Director who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by the Company shall be counted only to make the quorum at the board meeting but shall not participate in any discussion while the contract or proposed contract is being considered at the board meeting and shall not vote on the contract or proposed contract.

10.6. Where a contract or proposed contract is entered into in contravention of Section 221 of the CA 2016, the contract or proposed contract shall be voidable at the instance of the Company except if it is in favour of any person dealing with the Company for a valuable consideration and without any actual notice of the contravention. A Director who contravenes Section 221 of the CA 2016 shall be guilty of an offence against the CA 2016.

10.7. The Listing Requirements further provide that a Director with any interest, direct or indirect, must abstain from Board deliberation and voting on the relevant resolution in respect of the related party transaction.

10.8. All Directors are required to fill up the annual self-declaration form of COI by a Director and are subject to the Board's review. The Company Secretary shall maintain the COI register for the Board.

11. HEALTH AND SAFETY OVERSIGHT

11.1. Given the nature of the healthcare industry, the Board must ensure that the Group prioritises patient safety and the quality of healthcare services provided.

12. CODE OF CONDUCT & BUSINESS ETHICS

12.1. The Board is responsible for formalising and maintaining a set of ethical standards of behaviour expected of all Directors and employees of the Group, and where applicable, counterparts and business partners through the Code.

12.2. The Code emphasises and advocates the principles of discipline, good conduct, professionalism, loyalty, integrity and cohesiveness that are critical to the success and well-being of the Group. It also addresses COI, no gift policy, anti-bribery and corruption, and responsibilities to protect the environment, among others.

13. WHISTLEBLOWING POLICY

13.1. The Board has in place a Whistleblowing Policy (a copy of which is made available on SHH's website) which provides a mechanism for all employees and stakeholders to report concerns of any suspected wrongdoing, inappropriate behaviour or misconduct relating to fraud, corrupt practices and/or abuse. Notwithstanding that the AC and the Internal Audit Department are responsible for the administration and compliance with this policy, the Board has the overall responsibility for this policy and shall oversee the implementation of this policy. The Whistleblowing Policy shall be periodically reviewed and updated by the Board to assess its effectiveness, and in any event, at least once every three (3) years.

14. ANTI-BRIBERY AND CORRUPTION POLICY

14.1. The Board is committed to conducting business dealings with integrity, honesty and respect. This means avoiding practices of bribery and corruption of all forms in the Group.

14.2. The Board established an Anti-Bribery and Corruption Policy (a copy of which is made available on SHH's website) with the aim of providing guidance to the employees and/or any person associated with the Group concerning how to deal with bribery and corruption and related issues that may arise during the course of business. It reiterates the Board's commitment to full compliance with the Malaysian Anti-Corruption Commission Act 2009 (as amended by the Malaysian Anti-Corruption Commission (Amendment) Act 2018) and any other anti-bribery and corruption laws that may be applicable.

14.3. The Board shall ensure that corruption risk is included in its annual risk assessment of the Group. The Anti-Bribery and Corruption Policy shall be periodically reviewed and updated by the Board to assess its effectiveness, and in any event, at least once every three (3) years.

15. GENERAL MEETING

15.1. The Company regards the general meeting as an important event in the corporate calendar which all Directors and key senior management should attend.

15.2. The Company regards the general meeting as the principal forum for engagement with shareholders and aims to ensure that the general meeting provides an important opportunity for effective communication with and constructive feedback from the Company's shareholders.

15.3. The Chairman encourages active participation by the shareholders during the general meeting.

15.4. The Company leverages on technology to facilitate wider shareholders' participation and voting through electronics means at the general meeting which is held either virtually, hybrid or physically.

15.5. All resolutions tabled at the general meeting will be conducted by poll voting.

15.6. The Chairman, Board members and key senior management will respond to shareholders' queries during the general meeting.

15.7. Minutes of the Company's general meeting will be uploaded onto the Company's website no later than thirty (30) business days after the general meeting.

16. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

16.1. The Board must be accountable to the shareholders and as such the Board must maintain an active and constructive communication policy which is transparent that enables the Board and Management to communicate effectively with investors, stakeholders and the general public.

16.2. The Board values constant dialogue and is committed to clear communication with shareholders and investors. In this respect, as part of the Group's active investor relations programme, discussions and dialogues are held on a regular basis with fund managers, financial analysts, shareholders and the media to convey information about the Group's performance, corporate strategy and other matters affecting shareholders' interests.

16.3. The Company communicates information to shareholders and the investing community through announcements that are released to Bursa Securities via Bursa LINK. Such announcements include the quarterly results, material transactions and other developments relating to the Group requiring disclosure under the Listing Requirements. Communication channels with shareholders are also made accessible via:

- Press and analysts' briefings;
- One-on-one/group meetings, conference calls, investor luncheons, domestic/overseas roadshows and conferences;
- Integrated annual reports;
- Press releases on major developments;

- Social media platform at the Group and subsidiary levels; and
- The Company's website.

16.4. In addition to the published integrated annual report and quarterly results announced to Bursa Securities, the Company has established the Company's website from which investors and shareholders can access for information. Minutes of general meetings are uploaded to the Company's website for public viewing.

16.5 A press conference will normally be held after each general meeting. At this press conference, the Chairman or President will give a press release stating the Company's results, their prospects and outline any specific event for notation. All press releases will be vetted by Management to ensure that information that has yet to be released to Bursa Securities is not released to the press.

16.6. While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.

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

17. SUSTAINABILITY

The Company is committed to achieving the United Nations 17 SDGs by aligning its business strategies to meet the needs of all its stakeholders in line with the SDG agenda. The Company's commitment to strong ESG practices is embedded throughout the organisation. The ultimate objective is to achieve good financial performance in order to fuel long term sustainable growth and thereby, enhancing shareholders' value and contributing to the community it operates and nation building.

18. RELATIONSHIP WITH OTHER STAKEHOLDERS

In the course of pursuing the vision and mission of the Company, the Board recognises that in maximising shareholders value, the needs and interests of other stakeholders are also taken into consideration.

18.1. Employees

18.1.1. The Board acknowledges that the employees are invaluable assets of the Company and play a pivotal role in achieving the vision and mission of the Company.

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

a) occupational safety and health with the objective of providing a safe and healthy working environment for all employees;

b) industrial relations with the objective of managing employees' welfare and well-being in the workplace; and
c) workforce diversity with the objective of providing an inclusive workplace that embraces and promotes diversity, recognising and accepting the individual differences across the Group.

18.1.3. The Company also adopts the Code, which provides the ethical framework to guide the actions and behaviours of all Directors and employees.

18.2. Environment

18.2.1. The Board acknowledges the need to safeguard and minimise the impact on the environment in the course of achieving the Company's vision and mission.

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

18.2.3. The Company is committed to drive the environmental agenda.

18.3. Corporate Social Responsibility

18.3.1. The Board acknowledges that the Company should play a vital role in contributing towards the welfare of the community in which it operates.

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

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

19. COMPANY SECRETARY

19.1. The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.

19.2. The Company Secretary is accountable to the Board on all governance matters.

19.3. The Company Secretary is a central source of information and advice to the Board and its committees on issues relating to compliance with company and securities laws, rules, procedures and regulations applicable to the Company.

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

(a) Manage all Board and Board committees meeting logistics, attend and record minutes of all Board and committee meetings and facilitate Board communications;
(b) Ensure that the decisions of the Board and Board committees are relayed to the Management to act upon;
(c) Advise the Board on its roles and responsibilities;
(d) Facilitating the orientation of new Directors and assisting in the Directors'

training and developments;

(e) Ensure the Board's procedures and applicable rules are observed;
(f) Advise the Board on corporate disclosures and compliance with company and securities regulations and Listing Requirements;
(g) Manage processes pertaining to the annual shareholder meeting;
(h) Maintain records of the Board and ensure proper management of the Company's statutory records;
(i) Monitor corporate governance developments, advise the Board on corporate governance matters and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
(j) Serve as a focal point for stakeholders' communication and engagement on corporate governance issues; and
(k) Provide updates and assist the Board with the interpretation of regulatory requirements related to company and securities regulations, as well as Listing Requirements.

19.5. The Company Secretary must keep abreast of, and inform the Board of, current governance practices. The Company Secretary should undertake continuous professional development.

19.6. The Board members have unlimited access to the professional advice and services of the Company Secretary.

20. APPLICATION

20.1. The Board will review this Board Charter periodically or as changes arise to ensure that the allocation of responsibilities reflects the dynamic nature of the relationship necessary for the Company to adapt to changing circumstances. Any amendment to this Board Charter can only be approved by the Board.

20.2. The principles set out in this Board Charter shall be:

a) kept under review and updated as practices on corporate governance develop and further guidelines on corporate governance are issued by the relevant regulatory authorities;
b) applied in practice, having regard to their spirit and general principles rather than to the letter alone; and
c) summarised in the integrated annual report as part of a narrative statement by the Directors on corporate governance.

20.3. The Board endeavours to comply at all times with the principles and practices set out in this Board Charter.

20.4. This Board Charter shall be published on the corporate website of the Company.

20.5. At any one time, should the Listing Requirements or CA 2016 be amended for any reason whatsoever, the amendment of which affected the contents of this Board Charter, the amended Listing Requirements or CA 2016 or MCCG shall take precedence over this Board Charter.