

# GENERAL MEETINGS: Notice of Meeting

## IHH HEALTHCARE BERHAD

Type of Meeting	General
Indicator	Notice of Meeting
Description	Notice of Sixteenth Annual General Meeting ("AGM")  The Sixteenth AGM will be held physically at the Main Venue and virtually through live streaming via the meeting platform of Boardroom Share Registrars Sdn Bhd.
Date of Meeting	25 May 2026
Time	02:00 PM
Venue(s)	Main Venue: Ballroom 1, Level 1, KLGCC Convention Centre (Formerly Sime Darby Convention Centre), 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia Online Platform: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> Malaysia
Date of General Meeting Record of Depositors	18 May 2026

## Resolutions

### 1. For Information

Description	To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
Shareholder's Action	For Information Only

### 2. Ordinary Resolution 1

Description	To re-elect Dato' Sri Muthanna Bin Abdullah, who retires pursuant to Clause 113(1) of the Constitution of the Company and who being eligible, offers himself for re-election.
Shareholder's Action	For Voting

### 3. Ordinary Resolution 2

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

### 4. Ordinary Resolution 3

Description	To re-elect Tan Wah Yeow, who retires pursuant to Clause 120 of the Constitution of the Company and who being eligible, offers himself for re-election.
Shareholder's Action	For Voting

### 5. Ordinary Resolution 4

Description	To re-elect Shahida Binti Mohd Jaffar Sadiq Maricar, who retires pursuant to Clause 120 of the Constitution of the Company and who being eligible, offers herself for re-election.
Shareholder's Action	For Voting

## 6. Ordinary Resolution 5

Description	To approve the payment of the Board Committee fees (as stated in the Notice of the Sixteenth AGM) to the Chairman and Members of the Investment Committee respectively, with retrospective effect from 25 March 2025, being the date of establishment of the Investment Committee, until 30 June 2026.
Shareholder's Action	For Voting

## 7. Ordinary Resolution 6

Description	To approve the payment of the Directors' fees and other benefits (as stated in the Notice of the Sixteenth AGM) to the Non-Executive Directors of the Company by the Company in respect of their directorship and committee membership in the Company with effect from 1 July 2026 until 30 June 2027.
Shareholder's Action	For Voting

## 8. Ordinary Resolution 7

Description	To approve the payment of the Directors' fees (or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the payment dates, where applicable) (as stated in the Notice of Sixteenth AGM) to the Directors of the Company who are holding directorship and committee membership in the following Company's subsidiaries by the Company's subsidiaries: (i) Fortis Healthcare Limited for the period with effect from 1 July 2026 to 30 June 2027; (ii) Parkway Trust Management Limited for the period with effect from 1 July 2026 to 30 June 2027; (iii) Acibadem Saglik Yatirimlari Holding A.S. Group for the period with effect from 1 July 2026 to 30 June 2027.
Shareholder's Action	For Voting

## 9. Ordinary Resolution 8

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

## 10. Ordinary Resolution 9

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

## 11. Ordinary Resolution 10

Description	Authority to allot and issue shares pursuant to IHH's Long Term Incentive Plan in accordance with Sections 75 and 76 of the Companies Act 2016
Shareholder's Action	For Voting

## 12. Ordinary Resolution 11

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

Please refer attachment below.

### Attachments



[IHH Healthcare Berhad\\_Notice of 16th Annual General Meeting.pdf](#)  
339.8 kB

### Announcement Info

<b>Company Name</b>	IHH HEALTHCARE BERHAD
<b>Stock Name</b>	IHH
<b>Date Announced</b>	23 Apr 2026
<b>Category</b>	General Meeting
<b>Reference Number</b>	GMA-23042026-00010
<b>Corporate Action ID</b>	MY260423MEET0010

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting (16<sup>th</sup> AGM) of **IHH HEALTHCARE BERHAD** (IHH or the Company) will be held at Ballroom 1, Level 1, KLGCC Convention Centre (Formerly Sime Darby Convention Centre), 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia (Main Venue) and virtually through live streaming via the meeting platform of Boardroom Share Registrars Sdn Bhd which is available on the designated link at <https://meeting.boardroomlimited.my> on Monday, 25 May 2026 at 2.00 p.m., or at any adjournment of the 16<sup>th</sup> AGM, for the purposes of considering and if thought fit, passing the following resolutions with or without modification:

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Clause 113(1) of the Constitution of the Company and who being eligible, offer themselves for re-election:
  - (i) Dato' Sri Muthanna Bin Abdullah
  - (ii) Mohd Shahazwan Bin Mohd Harris

**Ordinary Resolution 1**

**Ordinary Resolution 2**

Jill Margaret Watts, who retires by rotation according to Clause 113(1) of the Company's Constitution, has expressed her intention not to seek re-election at this 16<sup>th</sup> AGM. Hence, she will retain office as Director of the Company until the conclusion of the 16<sup>th</sup> AGM.

3. To re-elect the following Directors who retire pursuant to Clause 120 of the Constitution of the Company and who being eligible, offer themselves for re-election:
  - (i) Tan Wah Yeow
  - (ii) Shahida Binti Mohd Jaffar Sadiq Maricar

**Ordinary Resolution 3**

**Ordinary Resolution 4**

4. To approve the payment of fees payable to the Chairman and Members of the Investment Committee respectively, with retrospective effect from 25 March 2025, being the date of establishment of the Investment Committee, until 30 June 2026 as per the table below:

**Ordinary Resolution 5**

Structure	Chairman (RM per annum)	Member (RM per annum)
Investment Committee	70,000	40,000

5. To approve the payment of the following fees and other benefits payable to the Directors of the Company by the Company:

**Ordinary Resolution 6**

- (i) Directors' fees to the Non-Executive Directors in respect of their directorship and committee membership in the Company with effect from 1 July 2026 until 30 June 2027 as per the table below:

Structure	Chairman (RM per annum)	Member (RM per annum)
Board of Directors	825,000	391,875
Audit Committee	175,000	100,000
Risk Management Committee	175,000	100,000
Nomination and Remuneration Committee	175,000	100,000
Investment Committee	70,000	40,000

- (ii) Any other benefits provided to the Directors of the Company by the Company with effect from 1 July 2026 until 30 June 2027, subject to a maximum amount equivalent to RM1,300,000.

## ADDITIONAL CORPORATE INFORMATION

# Notice of Annual General Meeting

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

### Ordinary Resolution 7

- (i) Fortis Healthcare Limited for the period with effect from 1 July 2026 to 30 June 2027 as per below:

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

- (ii) Parkway Trust Management Limited for the period with effect from 1 July 2026 to 30 June 2027 as per below:

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

- (iii) (a) Acibadem Saglik Yatirimlari Holding A.S. (ASYH) Group for the period with effect from 1 July 2026 to 30 June 2027 as per below:

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

- (b) ASYH for the period with effect from 1 July 2026 to 30 June 2027, for the Board fee of USD513,000 per annum payable to Mehmet Ali Aydinlar as the Board Chairman and Director in ASYH Group.

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

### Ordinary Resolution 8

## AS SPECIAL BUSINESS

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

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

“THAT subject to the Companies Act 2016 (the Act), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed eight percent (8%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

9. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO IHH'S LONG TERM INCENTIVE PLAN IN ACCORDANCE WITH SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 10**

“THAT pursuant to the Company's Long Term Incentive Plan (LTIP) approved by the shareholders at the Extraordinary General Meeting (EGM) of the Company held on 20 January 2026, and subject to the Companies Act 2016, the Constitution of the Company, the By-Laws governing the LTIP and approvals of all relevant authorities being obtained, where applicable, approval be and is hereby given to the Directors to allot and issue, from time to time such number of new ordinary shares in the Company (IHH Shares) as may be required to be allotted and issued, to the selected employees who have accepted the grant (Grants) subject to the vesting of the Grants under the LTIP, provided always that the maximum number of IHH Shares to be allotted and issued under the LTIP shall not in aggregate exceed two percent (2%) of the total number of issued IHH Shares (excluding treasury shares, if any) at any one time throughout the duration of the LTIP and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT the IHH Shares to be allotted and issued to selected employees pursuant to the LTIP shall upon vesting, rank equally in all respects with the then existing IHH Shares, save and except that they shall not be entitled to any dividends, rights, allotments, entitlements and/or any other distributions attached to the IHH Shares that may be declared, made or paid to the shareholders of IHH, for which the entitlement date precedes the date on which the said IHH Shares are credited into the securities accounts of the respective selected employees upon vesting of their Grants under the LTIP.”

10. **PROPOSED RENEWAL OF AUTHORITY FOR IHH TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE PREVAILING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY)** **Ordinary Resolution 11**

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

- (i) the aggregate number of shares which may be purchased (Purchased Shares) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten percent (10%) of the prevailing total number of issued shares of the Company at the point of purchase;
- (ii) the maximum funds to be allocated for the Company to purchase its own shares pursuant to the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company;

## ADDITIONAL CORPORATE INFORMATION

# Notice of Annual General Meeting

- (iii) upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares in the following manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force:
- (a) cancel all or part of the Purchased Shares; and/or
  - (b) retain all or part of the Purchased Shares as treasury shares (as defined in Section 127 of the Act); and/or
  - (c) resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
  - (d) distribute the treasury shares as share dividends to the shareholders of the Company; and/or
  - (e) transfer the treasury shares for the purposes of or under the employees' share scheme established by the Company; and/or
  - (f) transfer the treasury shares as purchase consideration; and/or
  - (g) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe,

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

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

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

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

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

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

BY ORDER OF THE BOARD

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

Kuala Lumpur  
24 April 2026

## NOTES:

### PROXY AND/OR AUTHORISED REPRESENTATIVES

1. The 16<sup>th</sup> AGM of the Company (the Meeting or AGM) will be held on a hybrid mode whereby member(s), proxy(ies), corporate representative(s) or attorney(s) will have an option, either:
  - (i) to attend physically in person at the Main Venue (Physical Attendance); or
  - (ii) to attend virtually using the Remote Participation and Electronic Voting (RPEV) facilities available on Boardroom Smart Investor Portal (BSIP) at <https://meeting.boardroomlimited.my> (Virtual Attendance).
2. (i) *Physical Attendance (Optional Pre-Registration)*

While pre-registration is not compulsory for physical attendance, all member(s), proxy(ies), corporate representative(s), or attorney(s) who wish to attend the 16<sup>th</sup> AGM physically are encouraged to pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com>.

  - (ii) *Virtual Attendance (Compulsory Pre-Registration)*

All member(s), proxy(ies), corporate representative(s), or attorney(s) who wish to attend the 16<sup>th</sup> AGM virtually via RPEV facilities must pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com>. Pre-registration is compulsory for virtual attendance to enable verification of eligibility and to receive the login credentials required for remote participation.
3. The pre-registration is open from the date of the Notice of the AGM on Friday, 24 April 2026 and the closing date and time shall be at 2.00 p.m. on Sunday, 24 May 2026.

Please follow the procedures as stipulated in the Administrative Details for Physical Attendance and Virtual Attendance at the Meeting.
4. The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 (the Act) and Clause 78 of the Company's Constitution which provides that the main venue of the AGM shall be in Malaysia and the chairman must be present at the main venue of the AGM. The electronic means of conducting the 16<sup>th</sup> AGM will facilitate and enable all shareholders to participate in the proceedings by audio and/or video capabilities if Physical Attendance is not possible.
5. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead, in accordance with the Administrative Details.
6. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A member other than an exempt authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the Meeting. Notwithstanding the foregoing, any member other than an exempt authorised nominee who is also a substantial shareholder (within the meaning of the Act) shall be entitled to appoint up to (but not more than) five (5) proxies. Where such member appoints more than one (1) proxy, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified.
8. The instrument appointing a proxy shall:
  - (i) in the case of an individual, be signed by the appointer or by his/her attorney; and
  - (ii) in the case of corporation, be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

A copy of the Authorisation Document or the duly registered Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and exercised, should be enclosed with the form of proxy.
9. A corporation which is a member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with the Company's Constitution.
10. The instrument appointing the proxy together with the Authorisation Document or the duly registered Power of Attorney referred to in Note 8 above, if any, must be deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via email to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com) or via electronic means through the BSIP at <https://investor.boardroomlimited.com> (please refer to Section F of the Administrative Details for details) not less than twenty-four (24) hours before the time appointed for taking of the poll or at any adjournment thereof.

# Notice of Annual General Meeting

### 11. Personal data privacy

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

### 12. Members entitled to attend

Only members whose names appear in the General Meeting Record of Depositors on 18 May 2026 shall be entitled to attend, speak and vote at this 16<sup>th</sup> AGM of the Company or appoint a proxy(ies) on his/her behalf, in accordance with the Administrative Details.

### EXPLANATORY NOTES ON ORDINARY BUSINESS:

#### 1. Re-election of Directors

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

Jill Margaret Watts, who is retiring pursuant to Clause 113(1) of the Constitution of the Company, has expressed her intention not to seek re election and will accordingly retire from office at the conclusion of the Company's 16<sup>th</sup> AGM.

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

In line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Board through the Nomination and Remuneration Committee (NRC), had assessed the Directors standing for re-election and after having undergone the fit and proper assessment, the Board was satisfied that the retiring Directors who are eligible and offering themselves for re-election at the Company's 16<sup>th</sup> AGM are fit and proper, have contributed effectively to the Board's deliberations and have discharged their duties with diligence and commitment. The Board, having considered the NRC's recommendation, agreed to recommend the re-election of the retiring Directors who offered themselves for re-election to the shareholders for approval at the 16<sup>th</sup> AGM.

The profiles of the Directors seeking re-election are set out in the profile of the Board as laid out on pages 62 to 69 of the Company's Annual Report 2025 as well as in the Company's website at <https://www.ihhhealthcare.com/about-us/our-leadership/board-of-directors>.

#### 2. Directors' fees and any other benefits

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

Premised on the recommendation of the NRC, the Board has agreed to recommend Ordinary Resolutions 5 - 7 to the shareholders for approval at the 16<sup>th</sup> AGM. The individual directors do not participate in decisions regarding their own remuneration package.

(ii) The Board adopts a marked-oriented and transparent approach in determining the remuneration of Non-Executive Directors (NEDs). To ensure the fees remain competitive and reflective of the responsibilities and time commitment required, during the financial year, the Company engaged an independent consultant to benchmark NED fees against regional listed peer groups consists of general industry and healthcare companies of similar size.

The benchmarking methodology uses market capitalisation (cap) and total revenue as the primary financial metrics, recognising the strong positive relationship between the directors' fees and the Company's market cap and total revenue.

Based on the findings of the independent consultant, the Board endorsed the proposed adjustments to NED fees, representing a benchmarking-based structural adjustment that took into account the NEDs' existing remuneration structure as well as the demands, complexity, time commitment, accountability and responsibilities expected of the NEDs. Directors, including Executive Directors, if any, do not participate in discussions or decisions regarding their own remuneration.

(iii) Fees payable to Chairman and Members of Investment Committee

The Investment Committee was established by the Board on 25 March 2025 to provide oversight and advisory to Management and/or the relevant Board Committees. It also provides recommendations to the Board for any material mergers, acquisitions, investment and divestment decisions. The proposed Ordinary Resolution 5 is intended to seek the shareholders' approval for the payment of fees payable to the Chairman and Members of the Investment Committee, respectively, with retrospective effect from 25 March 2025, being the date of establishment of the Investment Committee, until 30 June 2026, in order to ensure market-competitive remuneration levels that appropriately reflect the roles, responsibilities and requisite time and effort commitments of the NEDs concerned.

(iv) Directors' Fees payable by the Company

The proposed Ordinary Resolution 6 is to seek the shareholders' approval for the payment of the Directors' fees to the NEDs of the Company in respect of their directorship and committee membership in the Company and any other benefits payable to the NEDs of the Company by the Company with effect from 1 July 2026 until 30 June 2027.

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

Structure	As approved at the Fifteenth (15 <sup>th</sup> ) AGM		Approval sought at the 16 <sup>th</sup> AGM	
	Chairman (RM per annum)	Member (RM per annum)	Chairman (RM per annum)	Member (RM per annum)
Board of Directors	660,000	313,500	825,000	391,875
Audit Committee	175,000	100,000	No change	No change
Risk Management Committee	175,000	100,000	No change	No change
Nomination and Remuneration Committee	175,000	100,000	No change	No change
Investment Committee	Not Applicable	Not Applicable	70,000	40,000

The benefits provided to the NEDs shall be determined by the Board which presently are comprised of among others, a company car and related benefits for the Chairman, mobile devices and medical benefits. The details of the benefits provided to the NEDs for the financial year ended 31 December 2025 are provided on pages 90 to 91 of the Annual Report 2025. No revision has been proposed in respect of the quantum of the benefits to be provided to the NEDs of the Company from 1 July 2026 until 30 June 2027 as compared to the prior year.

(v) Directors' Fees payable by the Company's subsidiaries

The proposed Ordinary Resolution 7 seeks shareholders' approval for the payment of Directors' fees (or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the payment dates, where applicable) to the NEDs of the Company in respect of their directorship and committee membership in the Company's subsidiaries, as well as any other benefits payable to the NEDs of the Company by the Company's subsidiaries, with effect from 1 July 2026 until 30 June 2027.

(vi) The NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolutions 5 - 7 regarding the Directors' fees payable and any other benefits provided by the Company and its subsidiaries to the NEDs of the Company.

# Notice of Annual General Meeting

## EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 9 seeks shareholders' approval for the renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act (General Mandate). The General Mandate, if passed, will empower the Directors to allot and issue shares in the Company up to an amount of not exceeding in total eight percent (8%) of the total number of issued shares of the Company (excluding treasury shares, if any) for any possible fund raising activities, funding investment project(s), working capital or such purposes as the Directors consider would be in the best interest of the Company. The renewal of the General Mandate is intended to provide the Company with flexibility to strengthen its balance sheet, if needed, in light of increased market volatility arising from recent events, as well as to optimize the Company's capital structure and funding base or cost of the Company, should the need arise.

The approval is sought to avoid any delay and cost in convening separate general meetings for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company had, during its Fifteenth AGM held on 28 May 2025, obtained its shareholders' approval for the General Mandate. No share was issued pursuant to the General Mandate as at the date of this Notice.

2. Authority to allot and issue shares pursuant to IHH's LTIP in accordance with Sections 75 and 76 of the Act

The authority to allot and issue new IHH Shares pursuant to the LTIP, which was approved by the shareholders of the Company at the EGM held on 20 January 2026, expires at the conclusion of the forthcoming 16<sup>th</sup> AGM of IHH pursuant to Section 76(3)(a)(i) of the Act.

The proposed Ordinary Resolution 10 seeks to authorise the Board to allot and issue up to two percent (2%) of the total number of issued shares of the Company (excluding treasury shares, if any), under the LTIP, which was approved by shareholders of the Company at the EGM held on 20 January 2026. This two percent (2%) allocation is intended to be utilised at any point in time during the duration of the LTIP for selected employees who have accepted the Grants subject to the vesting of the Grants under the LTIP, in accordance with the provisions of the By-Laws governing the LTIP.

3. Proposed renewal of authority for IHH to purchase its own shares of up to ten percent (10%) of the prevailing total number of issued shares of the Company (Proposed Renewal of Share Buy-Back Authority)

The proposed Ordinary Resolution 11, if passed, will enable the Company to purchase its own shares through Bursa Malaysia Securities Berhad of up to ten percent (10%) of the prevailing total number of issued shares of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. The Proposed Renewal of Share Buy-Back Authority will be undertaken primarily to facilitate the settlement of the Company's vested LTIP units, by enabling the Company to repurchase its own shares for the purpose of satisfying such vested LTIP units through the transfer of the Company's treasury shares. In addition, the Share Buy-Back may also be undertaken, inter alia, to reduce any unwarranted volatility in the market price of the Company's shares.

The LTIP was approved by shareholders of the Company at the EGM held on 20 January 2026 and became effective on 27 January 2026.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Statement to shareholders dated 24 April 2026, which is issued together with the Company's Annual Report 2025.

# Administrative Details

IHH Healthcare Berhad 201001018208 (901914-V) (IHH or the Company)  
Sixteenth Annual General Meeting (16<sup>th</sup> AGM or Meeting)



---

<b>Date</b>	: <b>Monday, 25 May 2026</b>
<b>Time</b>	: <b>2.00 p.m.</b>
<b>Main Venue</b>	: <b>Ballroom 1, Level 1, KLGCC Convention Centre (Formerly Sime Darby Convention Centre), 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia</b>
<b>Online Platform</b>	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>

---

## A. Hybrid Mode for the 16<sup>th</sup> AGM

1. The **16<sup>th</sup> AGM** of IHH will be conducted via hybrid mode in accordance with Paragraph 8.27A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Principle C of the Malaysian Code on Corporate Governance whereby listed issuers are encouraged to leverage technology in conducting general meetings to facilitate voting and remote shareholders' participation.
2. Shareholders shall have the option to attend the hybrid 16<sup>th</sup> AGM either
  - (i) physically in person at the Main Venue (**Physical Attendance**); or
  - (ii) virtually using the Remote Participation and Electronic Voting (RPEV) facilities available on Boardroom Smart Investor Portal (BSIP) at <https://meeting.boardroomlimited.my> (**Virtual Attendance**).

The Meeting will be in compliance with Section 327(2) of the Companies Act 2016 and Clause 78 of the Company's Constitution which provides that the main venue of the AGM shall be in Malaysia and the chairman must be present at the main venue of the AGM. The electronic means of conducting the 16<sup>th</sup> AGM on a virtual basis will facilitate and enable all shareholders to participate in the proceedings by audio and/or video capabilities without the need to be physically present at the Meeting venue.

3. You are reminded to kindly check our website at <https://www.ihhhealthcare.com/investors/shareholders/agm-and-egm> for the latest updates, if any, regarding the administration of the 16<sup>th</sup> AGM.

## B. General Meeting Record of Depositors

1. Only shareholders whose names appear in the General Meeting Record of Depositors on **18 May 2026** shall be entitled to attend, speak and vote at the Meeting of the Company or appoint a proxy(ies) on his/her behalf.

## C. Procedures of the 16<sup>th</sup> AGM

1. **For shareholders whose names appear in the Record of Depositors of Bursa Malaysia Securities Berhad**, kindly follow the steps below on how to register and participate in the 16<sup>th</sup> AGM.
2. **For shareholders whose shares are traded on Singapore Exchange Securities Trading Limited**, please refer to the instructions on the Voting Instruction Form. If you have any enquiry, please contact Boardroom Corporate & Advisory Services Pte Ltd during office hours (8.30 a.m. to 5.30 p.m.) at +65 - 6536 5355 or [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com).

## D. Pre-Registration for the 16<sup>th</sup> AGM

### (i) Physical Attendance (*Optional Pre-Registration*)

While pre-registration is not compulsory for physical attendance, all member(s), proxy(ies), corporate representative(s), or attorney(s) who wish to attend the 16<sup>th</sup> AGM physically are encouraged to pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com>.

### (ii) Virtual Attendance (*Compulsory Pre-Registration*)

All member(s), proxy(ies), corporate representative(s), or attorney(s) who wish to attend the 16<sup>th</sup> AGM virtually via RPEV facilities must pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com>. Pre-registration is compulsory for virtual attendance to enable verification of eligibility and to receive the login credentials required for remote participation.

# Administrative Details

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

## D. Pre-Registration for the 16<sup>th</sup> AGM *(continued)*

The pre-registration is open from the date of the Notice of the 16<sup>th</sup> AGM on Friday, 24 April 2026 and the closing date and time shall be at 2.00 p.m. on Sunday, 24 May 2026.

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

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

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

- a. Access BSIP website at <https://investor.boardroomlimited.com>.
- b. Click <<Register>> to sign up as a user.
- c. Please select the correct account type i.e. sign up as “Shareholder” or “Corporate Holder”.
- d. Complete registration and upload softcopy of MyKad / Identification Card (front and back) or Passport in JPEG, PNG or PDF format.
- e. For Corporate Holder, kindly upload the authorization letter as well. Click <<Sign Up>>.
- f. You will receive an email from Boardroom for email address verification. Click <<Verify Email Address>> from the email received to continue with the registration.
- g. Once your email address is verified, you will be re-directed to BSIP for verification of mobile number. Click <<Request OTP Code>> and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click <<Enter>> to complete the process.
- h. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

### Step 2 – Registration of Attendance

*[Note: The registration will be opened on 24 April 2026 (Date of Notice of 16<sup>th</sup> AGM)]*

#### Pre-Registration for Physical Attendance (Optional)

- a. Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- b. Select “IHH HEALTHCARE BERHAD 16<sup>th</sup> ANNUAL GENERAL MEETING” from the list of Meeting Event(s) and click <<Enter>>.
- c. Go to <<Physical>>, Click on <<Pre-Register>>.
- d. Read and accept the General Terms and Conditions and click <<Next>>.
- e. Enter your Central Depository System (CDS) Account Number and thereafter submit your request.
- f. You will receive notification from Boardroom that your pre-registration has been received.

#### Registration for Virtual Attendance (Compulsory)

- a. Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- b. Select “IHH HEALTHCARE BERHAD 16<sup>th</sup> ANNUAL GENERAL MEETING” from the list of Meeting Event(s) and click <<Enter>>.
- c. Go to <<Virtual>>, Click on <<Register for RPEV>>.
- d. Read and accept the General Terms and Conditions and click <<Next>>.
- e. Enter your CDS Account Number and thereafter submit your request.
- f. You will receive notification from Boardroom that your request has been received and is being verified.

#### Thereafter:

- a. Upon system verification against the **General Meeting Record of Depositors as at 18 May 2026**, you will receive an email from Boardroom indicating either your registration for remote participation has been approved or rejected.
- b. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.

## E. Attendance and Participation at the 16<sup>th</sup> AGM

### Physical Attendance

[Note: Pre-registration for physical attendance via the BSIP portal is **optional**.]

- a. Registration will start at 12.00 p.m. at Foyer @ Ballroom 1, Level 1, KLGCC Convention Centre.
- b. Please present your original National Registration Identification Card (MyKad) or valid passport (for non-Malaysians) (Identification) for verification purposes at the registration counters. Kindly note that driver's license, old National Registration Identification Card, expired Passport and photocopy of MyKad or Passport would not be accepted for verification. Registration on behalf is strictly NOT ALLOWED even with the original Identification of that other person.
- c. You will be given the following upon registration:
  - i. one (1) identification wristband; and
  - ii. one (1) lunch voucher(please note the redemption time stated under Section I).

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

### Virtual Attendance

[Note: Pre-registration for virtual attendance via the BSIP portal is **compulsory** for virtual attendance. The quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users. You may not be able to gain access to the 16<sup>th</sup> AGM via the RPEV facilities if there is an existing firewall on the device that you are using]

- a. The Virtual Meeting Portal will be opened for login starting **two (2) hours** before the commencement of the 16<sup>th</sup> AGM at **12.00 p.m. on 25 May 2026**.
- b. Follow the steps provided in the email from Boardroom along with your remote access user ID and password to login to the Virtual Meeting Portal (Refer to Step 2 above).
- c. The steps will also guide you on how to view live webcast, ask questions and vote.
- d. The live webcast will end and the messaging window (for asking questions) will be disabled once the Chairman announces the closure of the 16<sup>th</sup> AGM.
- e. Thereafter, you can logout from the Virtual Meeting Portal.

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

## F. Appointment of Proxy

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

1. A shareholder entitled to participate and vote at the Meeting is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are not able to participate in the 16<sup>th</sup> AGM remotely, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.
2. You may download the Form of Proxy from our website at <https://www.ihhhealthcare.com/investors/shareholders/agm-and-egm>.
3. The Form of Proxy must be deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via email to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com) or via electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (in accordance with the steps stated below) not less than twenty-four (24) hours before the time appointed for holding of the Meeting or at any adjournment thereof:

# Administrative Details

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

## F. Appointment of Proxy *(continued)*

### Individual Members

- Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- Select “**IHH HEALTHCARE BERHAD 16<sup>th</sup> ANNUAL GENERAL MEETING**” from the list of Meeting Event(s) and click <<Enter>>.
- Click on <<Submit eProxy Form>>.
- Read and accept the General Terms and Conditions and click <<Next>>.
- Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- Indicate your voting instructions – **FOR** or **AGAINST**. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate **DISCRETIONARY**.
- Review and confirm your proxy appointment.
- Click <<Apply>>.
- Download or print the eProxy form as acknowledgement.

### Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

(Via Email)

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

(Via BSIP)

- Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- Select “**IHH HEALTHCARE BERHAD 16<sup>th</sup> ANNUAL GENERAL MEETING**” from the list of Meeting Event(s) and click <<Enter>>.
- Click on <<Submit eProxy Form>>.
- Select the company you would like to represent (if more than one).
- Proceed to download the file format for <<Submission of Proxy Form>> from BSIP.
- Prepare the file for the appointment of proxies by inserting the required data.
- Proceed to upload the duly completed proxy appointment file.
- Review and confirm your proxy appointment and click <<Submit>>.
- Download or print the eProxy form as acknowledgement.

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

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

## **G. Submission of Questions at the 16<sup>th</sup> AGM**

1. Shareholders may submit questions for the Board in advance to [info@ihhhealthcare.com](mailto:info@ihhhealthcare.com) by **2.00 p.m. on 24 May 2026** (24 hours before the commencement of the 16<sup>th</sup> AGM).
2. The Board will use its best endeavour to respond to the questions submitted via the messaging window which are related to the resolutions to be tabled at the 16<sup>th</sup> AGM. In the event the Board is unable to respond to your questions during the 16<sup>th</sup> AGM, you may email your questions to [info@ihhhealthcare.com](mailto:info@ihhhealthcare.com) after the Meeting.

## **H. Voting Procedure at the 16<sup>th</sup> AGM**

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting (e-Voting). The Company has also appointed SKY Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. At the Meeting, you will be provided with a briefing on the e-Voting housekeeping rules.
3. For the purposes of the 16<sup>th</sup> AGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.
4. There are 2 methods for shareholders and proxies who wish to use their personal voting device to vote remotely. The methods are:
  - Scan the QR Code provided to you in the email from Boardroom along with your remote access user ID and password to login to the meeting platform; OR
  - Go to the meeting platform website at <https://meeting.boardroomlimited.my>.
5. You may proceed to cast your votes on each of the proposed resolutions at the commencement of the 16<sup>th</sup> AGM and until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
6. The Scrutineers will verify the poll result reports upon the closure of the poll by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote were successfully carried or not.

## **I. Vouchers or Gifts**

Save for the lunch voucher as further detailed below, no vouchers or gifts will be given to shareholders/proxies who attend the 16<sup>th</sup> AGM.

### **Food and Beverage**

1. Packed lunch will be distributed at Ballroom 1, Level 1, KLGCC Convention Centre from 12.00 p.m. until 3.00 p.m. You are advised to redeem the packed lunch STRICTLY within the redemption time as stipulated herein, failing which, the redemption counter will be closed at 3.00 p.m.
2. Lunch voucher would need to be presented for the redemption of the packed lunch.
3. Each individual present as shareholder OR proxy OR corporate representative; or representing more than one (1) shareholder is entitled to one (1) lunch voucher only.

### **Parking**

1. Parking is available at KLGCC Convention Centre. Parking is free upon validation.

## **J. Enquiry**

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

### **Help Desk**

Boardroom Share Registrars Sdn Bhd

Tel : +603 - 7890 4700 (helpdesk)

Fax : +603 - 7890 4670

Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)